

Midwives on Missions of Service

Bylaws

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**BYLAWS
OF
MIDWIVES ON MISSIONS OF SERVICE**

# Article I. Purpose

## Section 1. Purpose.

The purposes of Midwives on Missions of Service are exclusively those allowed for organizations defined under Sec. 501(c)(3) of the Internal Revenue Code. Within these limits, the purposes include:

* To improve maternal health and child health by providing high quality midwifery and related health care services, dealing with pregnancy, labor and delivery, and related post-pregnancy heath issues, such as breastfeeding, with an emphasis on providing these services to low income women and their children in areas of the world where adequate health services are not otherwise available.
* To educate, assist, and empower low income women and their children in areas of the world without access to adequate health care services, to help them provide or otherwise gain access to adequate midwives and related health care services dealing with pregnancy, labor, deliver, and related post-delivery health issues.

# Article II. Nonvoting Members

## Section 1. Nonvoting Members.

Midwives on Missions of Service shall not have voting members, but may have nonvoting members. Nonvoting members shall be known as “Partners.”

## Section 2. Rights and Obligations of Nonvoting Members.

The nonvoting members shall have no power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The Board of Directors may by resolution establish categories of nonvoting membership and determine the dues, duties, and privileges of members in those categories. The Board of Directors may by resolution establish, alter, or waive dues for nonvoting members. The Board may by resolution establish or alter the organization’s policies regarding the selection, tenure, resignation, removal, and any other matters concerning the nonvoting members.

# Article III. Board of Directors

## Section 1. Duties of the Board.

The Board of Directors shall establish and oversee the policies, programs, and activities of the corporation, shall oversee and ensure proper management of its financial affairs and property. The role of the Board does not include direct management of conduct of the daily operations of the organization; these responsibilities shall, when possible, be delegated to persons acting as staff, whether paid or unpaid.

## Section 2. Qualifications of Directors.

Nominees for positions of the Board of Directors must have exhibited an interest in and commitment to the purposes of Midwives on Missions of Service.

## Section 3. Number of Directors.

The Board of Directors shall generally consist of no fewer than five and no more than fifteen members. The Board shall act on each qualified applicant for the Board as directed below.

## Section 4. Terms of Directors.

Directors shall serve for a minimum of one year. However, unless they formally resign or are removed from office, directors shall remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

## Section 5. Selection of Directors.

The Board of Directors may, by a majority vote, elect a new director to the Board at any time.

## Section 6. Removal of Directors.

A director may be removed for the causes stated in these bylaws, by a majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of the directors in office, excluding the director to be removed. Notice of the meeting must be given which states that the removal of a director is to be considered at that meeting.

A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

## Section 7. Resignation of Directors.

A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

## Section 8. Election of Chair and Officers.

Whenever vacancies for officers exist, the Board of Directors shall elect new officers of the corporation, as outlined in Article IV, below.

## Section 9. Conduct of Directors.

Directors shall discharge their duty of loyalty and their duty of diligence in good faith; within the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director reasonably believes to be in the best interest of the corporation.

## Section 10. Quorum.

At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of corporate business or making corporate decisions. A quorum is defined as a majority of the number of directors in office immediately before the meeting begins.

## Section 11. Decision-Making and Voting.

The directors shall make decisions on behalf of the Corporation, preferably through consensus. Using consensus, each Board member may agree with a motion before the Board, disagree with the motion but not block its passage, or block consensus on the motion. Consensus does not require unanimous agreement but a decision is made if no participating director blocks consensus.

The Board shall diligently and conscientiously attempt to reach consensus, and shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views.

Where consensus cannot be achieved, any member of the Board may request that the decision be made by a simple majority of directors present.

## Section 12. No Proxy Voting.

There shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

## Section 13. Meetings.

Meetings of the Board of Directors may be called either by the president, the chair of the Board, or by 50 percent of the directors in office.

## Section 14. Telephonic and Computer-based Meetings.

Meetings may be held by telephone or a computer-based conferencing system or program, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum. Meetings may involve blended communications, as in having a group of directors in attendance in person while other members attend via telephone or computer.

## Section 15. Decisions by Email.

The Board may make any decision or take any action within its power without a meeting via email. The email address used for each director shall be the one the director has designated for Board use.

An emailed announcement of the resolution will describe the matter under consideration and present a resolution for action. Members may discuss the issue via email.

The announcement will specify a deadline, with date and time, for voting which will be at least 48 hours after the time the announcement is sent. Members respond with their vote by an email from the designated email address. They may change their vote up to the time of the specified deadline by sending an email with clarification about which vote is final.

An affirmative vote by the majority of members will approve the resolution. The resolution will go into effect on the deadline given in the announcement or at the time set in the resolution.  The decision will be recorded in the minutes as an official action of the Board.

## Section 16. Notice of Meetings.

Notice shall be given of every meeting of the Board stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these Bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by phone or in person, and not less than 7 days in advance if it is delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice shall state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

## Section 17. Waiver of Notice.

Any director may waive the right to receive full advance notice of any meeting. Waivers of notice shall be in writing, signed by the person entitled to notice, and shall be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice shall constitute a waiver of the right to receive full notice of that meeting.

## Section 18. Authority of Directors.

No director may act on behalf of the corporation without specific authorization by the Board to do so.

# Article IV. Officers, Chairperson, and Staff

## Section 1. Officers.

The officers of Midwives on Missions of Service shall carry out the policies and decisions of the Board of Directors as directed by the Board. Officers shall include a president and a secretary, and may also include one or more vice presidents, a treasurer, and a chairperson, and such other officers as may be elected in accordance with this Article. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Board members and non-Board members are eligible for selection as officers. Officers who are not members of the Board shall have no right to vote on Board decisions.

## Section 2. Election and Term of Office.

The Board of Directors shall elect the officers. Each officer shall hold office until her or his successor has been properly elected and has taken office, unless she or he resigns.

## Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, such removal would best serve the interests of the corporation.

## Section 4. Vacancies.

If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy.

## Section 5. President.

The president shall be the principal officer of the corporation and shall, in general, supervise or oversee the supervision of all the affairs of the corporation. The president generally shall preside at all meetings of the Board of Directors unless the Board selects another person to preside. The president shall also perform other duties as may be assigned by the Board of Directors. The president shall serve as an ex-officio member of all committees.

## Section 6. Vice President.

In the absence of the president or in the event of the president’s inability to act, the vice president shall perform the duties of the president. The vice president, when acting as president, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also perform other duties assigned by the Board of Directors. More than one position of vice president may be created and their duties clarified through amendment of this section of these bylaws.

## Section 7. Secretary.

The secretary shall perform or oversee the performance of the following duties:

a) Record and keep the minutes of the meetings of the members and of the Board of Directors or of any Board committees;

b) See that all notices are duly given in accord with the provisions of these bylaws or by law;

c) Be custodian of the corporate records;

d) Keep a register of each member’s contact information, including email addresses, which shall be provided by such member;

e) Ensure that all required state and federal reports are prepared and filed in a timely fashion; and

f) Perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

## Section 8. Treasurer.

The treasurer shall perform or oversee the performance of the following duties:

a) Be responsible for the proper management and control of all funds of the corporation;

b) Prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of the corporation;

c) Present reports at every Board meeting on the financial affairs of the corporation;

d) Provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.

## Section 9. Director and Staff.

The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. Unless the Board determines otherwise, the executive director shall have the power, subject to the Board of Directors to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

# Article V. Committees

## Section 1. Establishment.

The Board may establish any committee, including standing committees or temporary committees by a resolution of the Board. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a “Board” committee or a “Non-Board” committee, shall state what powers, authority and duties have been delegated to the committee, how the chair of the committee is appointed, how the members of the committee shall be appointed, and what procedures, if any, the committee shall use in carrying out its work.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

## Section 2. Board Committees.

The Board may establish “Board” committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs, or to make other decisions for the corporation. Such committees shall be established by resolution by a majority vote of all directors then in office. Board Committees shall consist of two or more directors, and shall not have any members who are not members of the Board of Directors.

The Board may elect an executive committee. The Executive Committee shall have the power to make decisions between Board meetings including financial and budgetary decisions. The executive committee shall comply with the provisions of the Bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be recorded in official minutes, which shall be submitted to the full Board. Any director may be a member of the Executive Committee.

## Section 3. Non-Board Committees.

The Board may establish “Non-Board” committees, including Working Committees or Advisory Committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs or to make decisions for the corporation. Such committees shall be established by resolutions, by a majority vote of the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

## Section 4. Committee Members.

The Board shall appoint the members of every Board Committee and of any advisory committees. The term of office of a member of a committee shall continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

## Section 5. Chair.

One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or to the members of the committee.

## Section 6. Committee Procedures.

Unless otherwise specified, Board Committee meetings shall operate with the same quorum and voting requirements as the full Board, and so far as possible shall operate according to the procedures of the Board as stated in these bylaws. If any formal decision or resolutions are voted on at its committee meeting, then to votes and the resolutions so adopted shall be recorded in the form of corporate minutes and shall be recorded and filed with the secretary.

## Section 7. Limitation on Powers.

No committee may

a) Amend or alter the Articles of Incorporation or bylaws;

b) Elect, appoint or remove any Officer, member of the Board of Directors, or member of a Board committee;

c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;

d) Authorize the dissolution of the corporation or revoke proceedings therefore;

e) Amend, alter, or repeal any resolution of the Board of Directors; or

f) Authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

# Article VI. Miscellaneous Provisions.

## Section 1. Compensation of Officers and Directors.

No officer or member of the Board of Directors shall receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer. Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors so long as the required rules for conflicts of interest are followed. Board members who receive regular compensation from the corporation and their relatives must always constitute less than a majority of the Board.

## Section 2. Conflict of Interest.

A conflict of interest is present when the corporation pays compensation or provides any tangible benefits to an officer or member of the Board, or to a member of a Director’s or Officer’s family. All transactions involving conflicts of interest shall be presented to the Board for approval. Directors and officers who have a conflict of interest in any matter shall

1) declare the existence of any direct or indirect conflict of interest,

2) disclose its nature on the record, and

3) abstain from voting on that matter.

The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. A conflict of interest transaction must be approved by the affirmative vote of a majority of the members of the Board of Directors who do not have a conflict of interest involved in that issue, so long as no less than two disinterested directors vote to approve the transaction.

## Section 3. Tax Year.

The tax year of the corporation shall be the calendar year.

## Section 4. No Discrimination.

Midwives on Missions of Service shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, economic class, age, veteran’s status, or mental or physical handicap or disability.

# Article VII. Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the bylaws or the Articles of Incorporation ~~of~~, except as otherwise provided by law, by consensus, with at least two-thirds of all the directors in office present or participating in the meeting. Proper written notice must be given in advance including either a written cop of the proposed amendments or a written summary of those amendments.

# Certificate of Secretary

I, the undersigned, do hereby certify that the foregoing bylaws constitute the bylaws of Midwives on Missions of Service, as duly adopted by the board of Directors on the 12th day of January, 2023.

Signed this 13th day of January, 2023



Patricia Ross

Secretary of Midwives on Missions of Service