



NEW YORK STATE ASSOCIATION OF LICENSED MIDWIVES BYLAWS

ARTICLE I: NAME

The association shall be known as the New York State Association of Licensed Midwives, Inc. (NYSALM); it is a state affiliate of the American College of Nurse-Midwives (ACNM). NYSALM has been founded as a nonprofit, tax-exempt, professional membership association dedicated to professional, charitable, educational and scientific purposes within the meaning of Section 501(C)(6) of the U.S. Internal Revenue Code.

ARTICLE II: VISION STATEMENT

ARTICLE III: MISSION STATEMENT

1. To promote the health and well-being of women and infants in New York State through midwifery care.
2. To facilitate the professional practice of Licensed Midwives in New York State.
3. To encourage and maintain collegial relationships with other health care providers, institutions, and organizations.

ARTICLE IV: CORE VALUES

ARTICLE V: MEMBERSHIP

To qualify for membership, individuals must also be members in good standing of the ACNM. All members must be current with dues. No member may speak for or represent NYSALM without prior authorization.

Section 1: Categories of membership:

- a. Active: Only New York State licensed midwives can be active members. Active member status may also be held by Lifetime members, Retired members, First-Year eligible members and members with disabilities. They are entitled to attend all membership meetings, speak at those meetings and make motions, vote on resolutions, and receive all official mailings. They may run for office. Termination of active membership will occur with voluntary resignation, non-payment of dues, or loss of license.
- b. Associate: Associate members are individuals other than NYS licensed midwives who are interested in supporting the mission and purposes of the ACNM and NYSALM. They are entitled to attend all membership meetings, speak at those meetings once all voting members have been heard, and receive all official mailings. Associate members cannot vote and cannot hold office.
- c. Student: Individuals currently enrolled in an accredited or pre-accredited midwifery education program may attend all membership meetings, speak at those meetings, in

accord with guidelines, and receive all official mailings. Student members cannot vote nor hold office.

ARTICLE VI: DUES

Dues will be paid on a yearly basis according to the category fee of Active, Associate and Student members as determined by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

The governance of the organization shall be vested in the Board of Directors, hereafter called "the Board".

Section I: Composition Of Board

- a. The Board is comprised of 6 regional representatives and their respective alternates, 1-2 students and 1 public member. The six (6) geographical regions are: New York City, Long Island, Hudson Valley, Northeast, Midstate, and Western.
- b. Active members in each region will elect representatives to the Board of Directors for a maximum of two 3-year terms. Each region will elect one representative and one alternate to the Board, except New York City, which because of its greater number of licensed midwives will elect two representatives and one alternate.
- c. In the event that a regional representative resigns or is removed, the Board may appoint a new representative from the region to fulfill the term. In the event that the regional representative cannot attend a Board meeting, the elected alternate will take her place and vote in her stead. In the case of chronic absence, a Board member may be removed by a two-thirds (2/3) vote of the Board.
- d. Board members elected by the Board to serve as officers will continue to represent the region from which they were elected. Their term of office is for the term of the officer position.
- e. The Board appoints student representatives and associate public members to the Board for 2-3 year terms.

Section 2: Duties Of Board Members

- a. Attend all Board meetings that are held at least four (4) times per year.
- b. Conduct an annual meeting of the association.
- c. Set policy for NYSALM and conduct its business in accordance with its Vision and Mission statements and Core Values.
- d. Manage funds and property of NYSALM.
- e. Engage the members in issues and activities by maintaining a steady dialogue regarding mutual professional concerns, issues and suggestions.
- f. Surrender any NYSALM property and/or records to their successor or the president within two (2) weeks after leaving office.

- g. Serve without compensation although a proportion of travel expenses may be reimbursed.

Section 3: Officers

- a. The Board will elect four officers from among its members: President, Vice-President, Secretary, and Treasurer. Terms of offices will be staggered as much as possible. Terms of office will be three years and will commence at the first meeting of the fiscal year. The outgoing President of the Board shall remain a member of the Board in full capacity for one year following completion of her/his term of office.
- b. No officer may serve more than two consecutive terms and must be out of office for more than three years prior to holding the same office again
- c. Only a member who has served on the Board for at least one (1) year is eligible to be elected President.
- d. The four officers will serve as the Executive Committee.

Section 4: Duties Of Officers

- a. The President shall:
 - 1. Preside at the meetings of NYSALM and the Board
 - 2. Be a member ex-officio of all committees, except any nominating committee
 - 3. Prepare and present an annual report to the membership at the Annual Meeting
 - 4. Approve bills and execute any contract, deed, mortgage, bond, or other instrument as dictated by the SROP of the Finance Committee and which the Board has authorized
 - 5. Represent or appoint a representative from NYSALM at other midwifery or professional association meetings
 - 6. Keep other officers and board members informed about activities of NYSALM.
 - 7. Coordinate communication between NYSALM, the ACNM Regional Representative and ACNM Headquarters staff
 - 8. Assign additional duties to other officers and board members as necessary
- b. The Vice President shall:
 - 1. Assume any or all duties of the President in the event that the President is unable to serve the complete term
 - 2. Assist the President in any and all of the duties as necessary
 - 3. Represent NYSALM at other professional meetings whenever the President is not available
 - 4. Schedule and plan meetings of NYSALM as approved by the Board

- c. The Secretary shall:
 - 1. Keep the minutes of NYSALM and Board meetings and maintain the Minute archives.
 - 2. Complete minutes and forward to Board members within thirty (30) days of the meetings
 - 3. Notify Board members of future meetings
 - 4. Maintain updated correspondence data on all members
 - 5. Correspond on behalf of NYSALM as directed by the Board

- d. The Treasurer shall:
 - 1. Establish and maintain NYSALM depository and investment accounts as directed by the Board
 - 2. Prepare and maintain ledgers and other books of accounts
 - 3. Receive monies for NYSALM, pay bills, and disburse funds as directed by the Board and/or the President within 30 days
 - 4. Receive and account for state dues collected by the ACNM for NYSALM membership
 - 5. Solicit requests for annual expenditures and prepare a budget for Board approval
 - 6. Prepare and present a written financial report at the Annual Meeting and at scheduled Board meetings
 - 7. Assure compliance with tax reporting and any other legal requirements
 - 8. Arrange for an audit of the financial records on a biannual basis

Section 5: Quorum, Voting, And Proxy

- a. The majority of the members of the Board shall constitute a quorum.
- b. All votes are carried by a majority of those present at a duly called and constituted meeting.
- c. Each member of the Board shall have equal voting rights
- d. Proxy voting shall not be permitted.
- e. The Board may conduct votes via conference call, email, mail or fax provided notice of such meeting and/or vote is provided to the Board members at least 48 hours before the called meeting.
- f. Non-policy issues may be decided on by the President, in consultation with the Executive Committee, and do not require a vote of the Board.

Section 6: Committees

The Board may appoint committees as needed. The chairperson shall be appointed by the President and will be responsible for soliciting representatives from each region.

ARTICLE VIII: ELECTIONS AND THE NOMINATING COMMITTEE

The Nominating Committee assumes responsibility for identifying and recruiting candidates for election to the Board.

Section 1: The Nominating Committee

- a. Nominees for the Board shall be selected from names received by or proposed the Nominating Committee. Names submitted for Regional Representative by members of that respective region shall be given preference whenever possible. Only Active Members in good standing whose consent has been obtained shall be eligible for nomination.
- b. The Nominating Committee shall make all reasonable and appropriate efforts to assure that nominees constitute a diverse, qualified group, which will represent the interests of NYSALM members. Relevant factors in considering diversity include each nominee's geographic location, race, ethnicity, gender, and employment type or specialty.
- c. Guidelines for the facilitation of the nominating process shall be detailed in the Nominating Committee's Standard Rules of Operating Procedure.

Section 2: The Election Process

- a. Regional Representatives whose term expires at the end of the fiscal year will invite candidates to volunteer for that position after the spring meeting.
- b. The Nominating Committee will create the slate of candidates to present to the Board at the fall Board meeting.
- c. Elections shall occur after the fall Board meeting every year and will be for regional representatives and members of the nominating committee.
- d. Elections shall be by electronic or mail ballot sent to the voting membership of NYSALM not later than 60 days prior to the date of the Annual Meeting of the membership.

ARTICLE IX: CHAPTERS

- a. Chapters constitute a fundamental unit within the state organization's infrastructure. They are the grass roots connections for the members of NYSALM. Formation of a chapter is the decision of the local members. The NYSALM Board encourages their creation and will provide support and information as requested. The Board can be asked to recognize or dissolve chapters as requested by the local NYSALM members.
- b. All Chapter members shall be members in good standing with NYSALM.
- c. Chapter activities must be congruent with NYSALM and ACNM bylaws, policies, procedures, and applicable laws.
- d. Chapters may engage in activities such as fund raising, sponsorship for Chapter events and the educational and professional conferences and research.
- e. Chapters and NYSALM officers can communicate issues and concerns through their regional representatives.

ARTICLE X: FISCAL YEAR

The fiscal year of NYSALM shall commence on January first.

ARTICLE XI: PARLIMENTARY AUTHORITY

Meetings will be conducted following Roberts' Rules of Order, Newly Revised, as interpreted by the President.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the members present at the Annual Meeting. All proposed Bylaws changes must be published or mailed to the membership thirty (30) days prior to the scheduled vote at the Annual Meeting.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of NYSALM, all monies of NYSALM will be distributed among the New York State midwifery education programs.

Approved by BOD: 12/8/2014