

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

ARTICLE I. NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

The California Nurse-Midwives Association (CNMA) is an incorporated entity formed in the State of California and is an Affiliate of the American College of Nurse-Midwives (ACNM) afterwards to be known as the Affiliate.

ARTICLE II. PURPOSES AND LIMITATION

The purposes of the Affiliate are as set forth in our Articles of Incorporation.

Section A. Mission Statement

The California Nurse-Midwives Association, Affiliate of ACNM, promotes the health and well-being of women and newborns within their families and communities through the development and support of the profession of midwifery as practiced by Certified Nurse-Midwives (CNMs) and Certified Midwives (CMs).

Section B. General Purposes

1. This Corporation is a non-profit mutual benefit corporation organized under the non-profit mutual benefit corporation law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
2. Within the context of the general purpose stated above, this Corporation shall facilitate the integration of nurse-midwives into the health care system of California, promote specific legislation and/or regulations supportive of maternal-child/women's health and midwifery practice, and provide a forum for interaction with other groups sharing common goals.

Section C. Specific Purposes

Consistent with the CNMA Articles of Incorporation and these Bylaws, the Affiliate is empowered to:

1. Represent the membership regarding issues impacting the practice of midwifery in the state of California in accordance with the bylaws and policy guidelines of the American College of Nurse-Midwives.
2. Promote the health and well-being of women and families in the state of California by furthering the profession of midwifery.
3. Establish a mechanism for cooperation with other groups and organizations in

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

promoting the health and well-being of California families.

4. Achieve legislation and regulation that is favorable to midwifery practice.
5. Support and foster appropriate professional licensure regulations and legislation related to midwifery and women's health issues in California.
6. To serve as the voice of ACNM in California and to facilitate communication between ACNM and its California members.
7. Promote the profession of midwifery, excellence in the practice of midwifery and the education of midwives within California.
8. Provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women's health issues.
9. Inform ACNM of the needs and issues of the Affiliate.
10. Promote the general and specific mission and purposes of the ACNM.
11. Represent official positions of the ACNM.
12. Give support and encouragement to concerns and interests of CNM/CMs and Student Nurse-Midwives/Student Midwives (SNM/SMs).
13. Encourage CNMs/CMs and SNM/SMs to be active participants in functions relating to the American College of Nurse-Midwives.
14. Serve as a source of information to the public and to government agencies concerning excellence in midwifery and women's health care practices and services.
15. Engage in and support research activities relating to the profession of midwifery and women's health.
16. Engage in all other corporate activities permitted by law.

ARTICLE III. MEMBERSHIP AND PRIVILEGES-

Section A. Membership

To qualify as Members of this Affiliate, individuals must be members in good standing of the American College of Nurse-Midwives.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

Section B. Classification, Qualifications and Privileges of Members

The categories of membership, as follows, are as established by ACNM:

1. Active members in the Affiliate may make motions, vote and hold office.
2. Student members may speak, but may not make motions, vote or hold office. They may serve on committees and task forces in any capacity except as Chairperson.
3. Associate members in the Affiliate may speak, but may not make motions, vote or hold office. They may serve on committees and task forces in any capacity except Chairperson.

Section C. Membership Expiration, Resignation, Suspension, Expulsion, Termination or Transfer

Membership expiration, resignation, suspension, expulsion, termination or transfer is established by ACNM.

Section D. Chapters

1. The Affiliate membership is divided geographically into subgroups known as Chapters consistent with the Chapters of ACNM in existence and recognized by ACNM as of May 1, 2008.
2. All Chapter members shall be members in good standing of the ACNM and the Affiliate.
3. The Board of Directors recognizes and dissolves Chapters as requested by the Chapter. The Affiliate Board of Directors reviews Chapter standing rules of operating procedures (SROPs) every three years for congruence with Affiliate and ACNM.
4. All Chapter activities must be congruent and supportive of Affiliate and ACNM bylaws, policies, procedures, positions, practices and all applicable laws.
5. The Chapter may engage in activities, including but not limited to:
 - a. The solicitation of donations, funds, and other third party sponsorships;
 - b. the development and sponsorship of educational symposia, professional conferences, and written publications; and
 - c. the sponsorship and endorsement of governmental and non-governmental policies and programs related to the professional field of midwifery.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

Section E. Membership Dues

The Affiliate Board of Directors shall establish membership dues consistent with its activities, and may raise funds for specific projects independently of those dues.

1. Annual membership dues shall be the amount determined by the Affiliate.
2. Student membership dues shall be an amount equal to 50% of the active membership dues.
3. Associate membership dues shall be an amount equal to 80% of the active membership dues.

Non-Payment of Dues

1. A member whose dues are not paid by the due date is delinquent.
2. Members who pay all dues in arrears within 60 calendar days of notice of the default shall not lose any membership privileges.
3. Non-payment of applicable dues in arrears will cause membership in the Affiliate and ACNM to expire or be terminated.

Board Authority/Dues, Fees, and Assessment Reduction and Waiver

1. The Affiliate Board of Directors/Officers shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and, in special circumstances, reduce or waive fees for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.
2. Chapters may establish and collect their own dues as appropriate within their SROPs.

Article IV. Meetings

Section A. Meeting frequency

This Affiliate of ACNM shall meet at least once a year.

Section B. Notice of Annual Membership Meetings

The affiliate shall provide to all members in good standing written notice of each Annual Membership Meeting. Such notice and the meeting agenda shall be provided not less

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

than 60 days before the date of the meeting and shall state the date, time, and place of the meeting and a general description of the business to be transacted. Written notice of a membership meeting shall be given to each member, by mail, or by e-mail, sent to the most recent address recorded by ACNM or given by the member to ACNM for purpose of notice.

Section C. Quorum Requirements

1. A quorum for a meeting shall consist of one elected officer and ten percent of voting members present at the meeting.
2. If any regular or annual meeting is attended by less than one third of the voting membership, the only matters that can be voted on are those of which notice of their general nature was given under Article 4 Section B above.
3. A quorum must be present at all meetings in order to transact Affiliate business.
4. Unless otherwise specified, a simple majority ($1/2 + 1$) of the quorum shall decide issues voted upon.

Section C. Voting Procedures

1. All votes of the membership taken at a Membership Meeting will be conducted in accord with the most recent edition of Robert's Rules of Order.
2. Each Active Member is entitled to 1 vote per motion, question, or resolution.
3. Unless otherwise required by the Articles of Incorporation, these Bylaws, applicable law, or ruling parliamentary authority, all actions of the membership shall be carried by a majority vote.
4. No voting by proxy shall be permitted.

Section D. Mail/Electronic Balloting

With respect to any motion, question, resolution or proposed action that the Board of Directors determines or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, the Affiliate shall mail, e-mail, fax, or otherwise deliver a written ballot to each Active Member at the last known postal address, e-mail address, or fax number provided to the Affiliate by the national office of ACNM, which shall be deemed to be good and sufficient notice of such vote.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

1. Each completed ballot returned to the Affiliate within the specified time period shall be valid.
2. Actions taken by mail ballot shall pass by a simple majority of those voting unless otherwise specified in these bylaws.
3. The sale or transfer of a vote is strictly prohibited.

ARTICLE V. OFFICERS

Section A. Qualifications of the Officers

Active members of the Affiliate in good standing shall be eligible to hold any of the elected positions of the Affiliate.

Section B. Titles of Officers

The member elected officers shall be the President, President Elect, Secretary and Treasurer.

Section C. Terms of Officers

1. All voting members of the Board of Directors shall be elected to serve a term of 2 years except for the President-Elect/President. The term of the President-Elect/President is 3 years, 1 year as President-Elect and 2 years as President. Each member shall serve until a successor is elected and assumes office.
2. No voting member of the Board of Directors shall be eligible to serve more than 2 consecutive terms, or 5 consecutive years, whichever is greater. The President is limited to one 3-year term at a time, 1 year as President-Elect and 2 years as President.
3. A vacancy in the office of President shall be filled by the President Elect.
4. Vacancies in offices other than that of the President shall be filled for the unexpired term by appointment by the remaining officers within 60 days of the initial vacancy in that office.

Section D. Responsibilities of Officers

The President shall:

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

1. Preside at all Affiliate meetings with proper notification to members of meetings and agendas
2. Appoint standing committee and task force Chairpersons.
3. Designate and appoint Affiliate representatives to State external organizations
4. Coordinate communications between the Affiliate, the Regional Representative and ACNM.
5. Declare election results and communicate those results to the Regional Representative and ACNM.

The President-elect shall:

1. Perform the duties of the President in the absence or inability to the President to serve.
2. Succeed to the office of President at the end of the presidential term or earlier should the office become vacant during an unfinished term.
3. Perform such duties as may be delegated by the President.
4. Coordinate arrangements and program components of Affiliate meetings.

The Secretary shall:

1. Have and perform all duties commonly incident to, and vested in, the office of Secretary of a corporation, including but not limited to supervision and maintenance of all Affiliate documents.
2. Be responsible for the minutes of all meetings of the Affiliate and Executive Committee including accountability for accuracy of the minutes and their timely and appropriate distribution to both the Affiliate membership and the Regional Representative.
3. Maintain current organized files of all Affiliate business.
4. Be responsible for distribution of notices of Affiliate meetings.
5. Be responsible for all Affiliate correspondence, both electronic and mail.
6. Perform duties delegated and designated by the President.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

The Treasurer shall:

1. Perform all duties commonly incident to and vested in the office of Treasurer of a corporation, as well as all duties delegated by the President, including, but not limited to the administration of the fiscal and financial policies of the Affiliate.
2. Supervise the maintenance of accurate corporate books.
3. Act as custodian of the funds of the Affiliate and as signatory to the Corporation's bank account in order to issue the checks and drafts of the Corporation as directed by the Board.
4. Present itemized financial reports at each meeting of the Affiliate.
5. Maintain a list of members with ACNM and Affiliate dues currently paid.

ARTICLE VI. BOARD OF DIRECTORS

Section A. Responsibilities and Functions of the Board

General Authority

1. The Affiliate shall be governed by the Board of Directors (Board).
2. The Board shall oversee the establishment and implementation of such policies, rules, procedures, and regulations in order to carry out the mission and purposes of the Affiliate.
3. The Board shall oversee the business, financial resources, human resources, property, activities, and other affairs of the Affiliate in accordance with the Articles of Incorporation and these Bylaws in their present or amended form. Although each Affiliate must be recognized by ACNM, ACNM does not directly oversee or control the Affiliates or their Chapters. This includes the responsibility of filing all required tax documents according to IRS and Franchise Tax Board rules.

Specific Authority. The Board of Directors shall have authority over all lawful corporate activities, including, but not limited to, policies and matters related to:

1. Membership fees.
2. Member services.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

3. Creation of committees, task forces, and advisory groups (except the Nominating Committee).
4. Approval of chairpersons for task forces and advisory groups.
5. Filling of vacancies on the Board of Directors, except for the office of President.
6. Board operations.
7. Funding, spending, and budget authority, contract and grant arrangements.
8. Continuing education programs.

Section B. Limitations and Conduct of the Board

The Board of Directors shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to:

1. Compensation for Services and/or Activities. Members of the Board of Directors shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. However, the Board may authorize payment by the Affiliate of actual, reasonable expenses incurred by Directors for approved activities.
2. Corporation and Director Independence/ Loyalty. Members of the Board shall act in an independent and ethical manner consistent with their obligations to the Affiliate, regardless of any other affiliations, membership, or positions. Board members are expected to identify and recuse themselves from participation and voting in situations where a conflict of interest exists or may appear to exist.
3. Involuntary termination of a member from the Board shall be for failure to fulfill the legal, ethical or fiduciary responsibilities of the position. Members of the Board are entitled to prior notification and have the right to be heard, subject to policies developed by ACNM for this purpose.

Section C. Composition of the Board

The state shall be divided into 3 geographical regions: North, Central and South. These regions are to be determined by the Board of Directors and updated as needed.

- Active members in each district will elect representatives to the Board of Directors. Each district will elect two representatives to the Board

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

- The Board of Directors may be composed of active members.
- The members shall include: the President, President –Elect, Secretary, Treasurer, and 2 directors from each of the 3 regions.

Section D. Qualifications of voting members of the Board of Directors

- All voting members of the Board of Directors shall be Active Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies.

Section E. Terms of Office of the Voting Members of the Board of Directors

- All regional members of the Board of Directors shall be elected to serve a term of 2 years. Each member shall serve until a successor is elected and assumes office.
- Members of the Board of Directors shall take office at the meeting at which their election is declared.
- No voting member of the Board of Directors shall be eligible to serve more than 2 consecutive terms.
- After two consecutive terms for all Board members a person may become eligible again for nomination to the Board of Directors after 1 year has elapsed from the end of service.
- The terms of the voting members of the Board of Directors shall be staggered to ensure that approximately 1/3 of the positions expire each year.

Section G. Procedure at Board Meetings

- Unless set forth in the Affiliate's BOD standing rules and procedures, the rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order"), as amended, shall govern the meetings of the Board of Directors.

Section H. Resignations and Vacancies

- Any Director can resign at any time by delivering a written resignation to any Officer or Director.
- Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

- Vacancies can be created by resignations or removal from office
- Section I. Meetings
- All regular meetings of the Board of Directors will be held at a time designated by the Board for the transaction of business.
 - Meetings may be held in a single location, by phone or electronically.
 - Agendas identifying and describing items to be discussed at regular Board meetings shall be distributed at least 14 days prior to the meeting or as otherwise determined by the President or the President's designee.
- Special meetings of the Board of Directors may be called by the President or by the request of a majority of the voting members of the Board of Directors.
 - These meetings may be held in a single location by phone or videoconference, or other technology permitting members to hear each other at the same time and speak.
 - Notice of a Special Meeting will be delivered via telephone, e-mail, or fax transmission to each member of the Board of Directors stating the date, hour, place and purpose of the meeting and items to be reviewed or acted upon at least 5 days prior to the date of the meeting.
 - Should an item of business require immediate attention and action by the Board of Directors, a telephone conference meeting may be held so long as all of the members of the Board of Directors have been contacted and advised of such a meeting, date and hour, and of the item(s) to be reviewed or acted upon.
 - The Board is authorized to conduct any lawful business at a special meeting or telephone/electronic conference meeting, as provided in these Bylaws. Whenever possible, prior notification to the membership of the meeting time, place and way to participate will take place.
- Meeting Quorum.
 - A majority of the voting members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors. Such majority shall be capable of transacting corporate business, consistent with these Bylaws.
 - Voting by proxy shall not be permitted.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

Section J. Actions without Meeting /Mail Votes

- Should a matter arise requiring a vote of the Board of Directors between Board meetings, a ballot may be taken by mail, e-mail, fax, or other electronic means as authorized by the President.
- The Board may take action without a meeting upon unanimous written mail, e-mail, fax consent to the item.
- The signed consents, or signed copies, shall be placed in the minutes of the Board of Directors.

ARTICLE VII. ELECTIONS

Section A. Election Schedule

- There shall be an annual election to select officers and members of the nominating committee.
- Only **active** members whose consent has been obtained shall be selected for nomination.

Section B. Mail/Electronic Ballot

Election Procedure

- Elections shall be by electronic or mail ballot sent to the voting membership of the Affiliate no later than 45 prior to the date of the meeting when the election will be announced.
- Election is by majority vote of those returning their ballot by the deadline for submission.
- A tie vote in a category shall be resolved by a ballot vote of the voting members at the meeting when the tie is announced.
- Those elected shall take office at the close of the meeting at which their election is declared.
- Tellers and Assistants
 - The Affiliate President shall appoint 2-3 active members as tellers.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

- Returned ballots shall be sent to the tellers.
- The tellers shall prepare a written tabulation of all ballots and submit to the Affiliate President no less than 14 days prior to the meeting when the election will be announced.
- The tellers destroy all ballots after the election has been declared by the Affiliate President

ARTICLE VIII. COMMITTEES AND TASK FORCES

Section A. Committees

- Committees necessary to carry out the ongoing general work of the affiliate may be created.
- The President may create, combine or discontinue committees based upon their evaluation of the continuing need for the committee (except for bylaws and nominating committees).
- The President appoints the Committee Chairperson for a term of three years.
- The Chairperson may be appointed by the President to serve for one additional term.
- The Committee Chair appoints the committee members.
- Members of committees shall serve a term of three years and may be reappointed by the Chairperson to serve for one additional term.
- The majority of members of each committee shall be active members of the Affiliate, but the committee may include Active, Student, and Associate members.

Nominating Committee

The nominating committee shall compose an annual ballot and prepare ballots and disseminate them to voting membership no later than 45 days prior to the date of the annual meeting.

- A nominating committee of active members shall be elected by mail or electronic ballot, 1 from each region. Each member serves for a term of three years. A person may become eligible again for election to the nominating committee after 2 years have elapsed from the end of service.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

- 1 committee member shall be elected in the even number years and 2 members in the odd number years.
- Following the declaration of the election, the committee shall choose a Chairperson.
- Members of the nominating committee may not run for an elected office.

Finance Committee:

At their discretion, the Board may appoint a finance committee consisting of three or more members to oversee the Corporation financial matters. One member will be the elected treasurer.

- The Corporation treasury may be managed by this Committee.
- The members of the Corporate Finance Committee shall review the books and a full accounting will be submitted to the Board of Directors annually.
- The fiscal year shall be the calendar year.

Section B. Task Forces

- Task Forces are formed by the BOD to accomplish a specific task within a specific time, and should be disbanded at that time.
- The Affiliate President will appoint a Chairperson, who must be an active member.
- The Chairperson appoints the Task Force members.
- A majority of members of each Task Force shall be Active Members of the Affiliate, but it may include Active, Associate and Student members.
- The formation, responsibilities, and membership of the Task Force is reported in the minutes of the Affiliate meeting along with the timeline for responsibilities to be completed.

ARTICLE IX. AMENDMENTS

Section A.

- These bylaws may be amended provided that thirty days notice prior to the

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

meeting is given of the specific amendment(s) by mail, e-mail, fax transmission or other appropriate means has been given.

- They may be amended at any meeting of the Affiliate by a two-thirds vote of those participating and entitled to vote.
- They may be amended by electronic or mail ballot in accordance with section IV Section D provided that 45 days prior notice of the specific amendments are sent in advance of the ballot.
- Notice shall be deemed sufficient if sent to the last postal address, e-mail address, or fax number furnished to the Affiliate.

Section B.

- Amendments adopted by the Affiliate shall then be sent to the Bylaws Committee of the American College of Nurse-Midwives for review of congruence with national bylaws before they become effective.

ARTICLE X. DISSOLUTION

- Upon dissolution of the Affiliate with applicable federal, state or other laws, the Board of directors shall adopt a dissolution plan, which shall include, where appropriate, provisions implement the following:
 - Payment and discharge of all liabilities and obligations of the Affiliate;
 - Compliance with all relevant legal requirements concerning the Affiliate's tax-exempt status;
 - Return, transfer, or conveyance of all assets received or held by the Affiliate upon condition that the assets be returned, transferred or conveyed upon dissolution of the Affiliate; and
 - Conveyance of the assets of the Affiliate to one or more domestic corporations engaged in the activities substantially similar to those of the Affiliate, and which may be selected as an appropriate recipient of certain assets, so long as such organizations shall then qualify as organizations exempt from federal income taxation under Section 501 (c) of the Internal Revenue Code or other controlling law.

Termination of the Affiliate relationship with ACNM is addressed in the Affiliate agreement.

AMERICAN COLLEGE OF NURSE-MIDWIVES, INC.

CALIFORNIA NURSE-MIDWIVES ASSOCIATION AFFILIATE BYLAWS

ARTICLE XI. INDEMNIFICATION

- This Corporation shall purchase insurance in order to fulfill its obligations under the ACNM Affiliate Agreement and may, as it determines, indemnify any officer or director, or any former officer or director, to the full extent permitted by law.