

**Proposed Bylaws  
Academy of Breastfeeding Medicine (ABM)**

ARTICLE 1. NAME

The name of this corporation shall be the Academy of Breastfeeding Medicine (ABM) (the “Corporation”), originally incorporated in the State of California.

ARTICLE 2. OFFICES

The principal office for the transaction of the activities and affairs of the Corporation is located in New Rochelle, New York. The Corporation may also have offices at such other places, within or without the State of New York, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3. PURPOSES

The Academy of Breastfeeding Medicine (ABM) is a worldwide organization of physicians dedicated to the promotion, protection, and support of breastfeeding and human lactation. Its mission is to unite into one organization physicians in various medical specialties with this common purpose. The goals of the organization are physician education; expansion of knowledge in both breastfeeding science and human lactation; facilitation of optimal breastfeeding practices for mothers, children, and families; and the exchange of information among international maternal-child health organizations.

ARTICLE 4. LIMITATIONS

1. The Corporation has been formed under California Nonprofit Corporation Law (the “Law”) for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan.
2. Notwithstanding any other provision of the Articles of Incorporation of ABM or these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
3. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE 5. MEMBERSHIP

1. Membership of ABM shall be of three classes:
  - a) Regular Members
  - b) Physician-in-Training Members (including medical students / physicians-in-training, resident physicians, and post-doctoral physician fellows)
  - c) Honorary Members

2. All members of ABM (other than some Physician-in-Training Members) shall have an MD, DO, MBBS, or equivalent degree.
3. Regular Members are eligible to vote, to hold office, and to be a member of the Board of Directors (the “Board”).
4. Under such special circumstances as are deemed appropriate, the Board may invite a physician to join ABM as an Honorary Member. Such members are not “members” of the Corporation as defined in section 5056 of the Law. Honorary Members are not eligible to vote, to hold office, or to be a member of the Board.
5. Regular Members shall all be required to pay annual dues for each calendar year. The amount of dues for each membership class is set annually by the Board based on the recommendations of the Membership Committee. Payment of annual dues shall not be required of Honorary Members.
6. Physicians-in-Training are defined as qualified persons who are in academic or clinical training – either pre-licensure (medical school) or post-licensure (residency or fellowship) – with or without an MD, DO, MBBS, or equivalent degree. Membership rates for Physicians-in-Training, as determined by the Membership Committee and approved by the Board, are deliberately reduced as compared to rates for members who have completed their training. Once a Physician-in-Training has completed a specific stage of training and his/her ABM membership is due to be renewed, he/she will be required to pay the rate for the appropriate corresponding level of membership in the following calendar year. Physician-in-Training Members may vote in all elections and are eligible to serve on committees. However, they may not run for nor hold office and they are not eligible to become members of the Board until they have completed their training and become Regular Members.
7. Policies and procedures regarding the payment or nonpayment of dues are set by the board. A member will be removed from ABM if dues are not received within one hundred twenty (120) days of billing. ABM will forewarn any delinquent member in writing no less than thirty (30) days before taking the aforementioned action.
8. An ABM member may be expelled for such cause as the Board may deem sufficient provided that a copy of the charge made against such member shall be furnished in writing at least thirty (30) days before the Board meeting at which such action is taken. The Board may not expel a member without considering such member's written rebuttal or appeal, if submitted. A three-fourths vote of all members of the Board expressed in a meeting of the Board or in writing shall be required to expel a member of ABM.

#### ARTICLE 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Subject to the provisions of the Law and limitations in the articles of incorporation and bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee - however composed - provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate discretion of the Board.
2. It is the duty of the members of the Board to uphold the precepts, mission, and goals of the organization and to abide by the conflict of interest guidelines developed by the Governance Committee and adopted by the Board.
3. Each year, the Board shall consist of seventeen voting members: 1) twelve elected Directors and 2) the five officers who are members of the Executive Committee including the President, the Vice-President/President-Elect, the Secretary, the Treasurer, and the Past President.

4. The twelve elected Directors shall each be elected to a three-year term. Directors shall not serve more than two consecutive terms. Officers shall serve their terms in accordance with Article 8 of these bylaws.
5. Subject to the provisions of Section 5226 of the Law, any member of the Board may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
6. In the event of a vacancy on the Board, the President will solicit recommendations from the entire Board in writing on a potential replacement. The President will then formally nominate a person to fill the vacant position until the next annual election. The President has the power to fill an Executive Committee vacancy immediately, but then his/her decision must be ratified by the Board at the following board meeting. The members of the Board must approve that nomination by a majority vote before that person can join the Board. If not ratified, then the Board would become responsible for filling the vacancy.
7. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any member of the Board, or an increase in the authorized number of members of the Board. The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the Law. Subject to Section 5222(f) of the Law, the Board may also remove any member of the Board without cause if the removal is approved by a majority of the Board members then in office. No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of the Board member's term of office unless the reduction also provides for the removal of that specified Board member in accordance with these bylaws and the Law.
8. Notwithstanding any other provision of these bylaws, not more than forty nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this section, "interested persons" means either a) any person currently being compensated by the Corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an officer as officer; or b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
9. The President of ABM shall serve as Chair of the Board. In the absence of the President, the Vice-President/President-Elect will serve as Chair of the Board. In the absence of both the President and the Vice-President/President-Elect, the Secretary shall serve as Chair of the Board.
10. The members of the Board shall serve without compensation in the performance of their Board-related duties.
11. The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of ABM.
12. All Board members, committee members (Article 10), and others carrying out responsibilities on behalf of ABM will be covered by liability insurance or other insurance as appropriate that is purchased by ABM.
13. The Board shall have the authority to establish offices for the transaction of business of ABM and to hire personnel needed for the administration of ABM's activities, including an Executive Director.
14. The Board shall have the power to authorize the expenditure of money for the conduct of its business.

15. The Board shall adopt, before each fiscal year, a budget for the operations of ABM for the ensuing year.
16. The Board is authorized to remit dues of individual members under exceptional circumstances involving hardship.
17. The Board shall have the power to confer with such other organizations as it deems fit in order to plan for cooperating committees or otherwise to develop relationships with organizations.

#### ARTICLE 7. MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings: The members of the Board shall meet in person at least once a year, at a time and place fixed by the Board, typically at the time of a scheduled conference. Conference calls of the Board will be held every two months. Additional meetings must be called no less than thirty (30) days in advance by the President or by written petition to the President by three (3) members of the board. A special meeting may cover only those issues that warranted an additional meeting.
2. Notice of the time and place of all regular and special meetings shall be given to each member of the Board and all persons required to attend the meetings of the Board, by one of the following methods: (a) personal delivery of oral or written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner pursuant to Section 20 of the Law. Such consent shall be filed with the minutes of the proceedings of the Board. All notices shall be given or sent to the Board member's address, phone number, facsimile number, or e-mail address as shown on the records of the Corporation. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by any other method pursuant to this paragraph shall be delivered at least 48 hours before the time set for the meeting. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regular meeting.
3. The Executive Director (Article 9), the Editor-in-Chief of Breastfeeding Medicine (Article 13, Section 3), and member(s) of the Council of Advisors (Article 10, Section 4h) are required and have the right to attend every Board meeting, unless specifically excused by the Board.
4. For matters that require immediate attention between meetings of the full Board, the Executive Committee is responsible for acting on behalf of the Board (Article 8, Section 1). In addition, at the discretion of a majority of the Executive Committee, emergency actions can be taken via an electronic vote of the Board.
5. Any meeting may be held by conference call / telephone or similar communication equipment, as long as all Board members participating in the meeting can hear one another. All such Board members present on a conference call shall be deemed to be present in person at such a meeting.
6. Absences: An unexcused absence will be taken to mean an absence of a Board member from a Board meeting, either a conference call or an in person meeting, that is not communicated in advance to either the President or the Executive Director. If an officer or Board member has two or more consecutive unexcused absences, then the Board, by a vote of the majority of the then acting board, may require the resignation of such member.
7. A majority of the voting members of the Board (nine people) shall constitute a quorum.
8. A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need

not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

9. Every act or decision done or made by a majority of the voting members of the Board present at a meeting duly held at which a quorum is present is the act of the Board, unless the articles of incorporation or the bylaws of this corporation, or provisions of the Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e) require a greater percentage or different voting rules for approval of a matter by the board.
10. Any action that the Board is required or permitted to take may be taken without a meeting if two-thirds of the voting members (12 or more) of the Board consent in writing or by e-mail to the action; provided, however, that the consent of any Board member who has a material financial interest in a transaction to which the corporation is a party and who is an “interested officer” as defined in Section 5233 of the Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
11. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice; if (i) a quorum is present, and (ii) either before or after the meeting, each of the members of the Board who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the minutes of the proceedings of the Board. Notice of a meeting is not required to be given to any Board member who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Board members can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the number of the Corporation as contained on the records of the Corporation as of the date of the protest.
12. The Secretary (see Article 8, Section 7) shall routinely maintain a written summary of the Board’s proceedings and decisions (“meeting minutes”). Those meeting minutes are then routinely distributed to the Board. For a unanimous vote on any given motion, the outcome of the vote is noted in the meeting minutes. For motions where there is not a unanimous vote, a roll call count of Board members by name will be conducted and the meeting minutes will include the number of Board members in the following three categories: for, against, abstain.
13. The routine taking of meeting minutes provides an ongoing written record of all Board decisions and actions. At times, some Board proceedings are made available to the membership at large via published minutes which provide a more detailed record of the meeting.

#### ARTICLE 8. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

1. Purpose: The purpose of the Executive Committee is to perform the business of ABM on matters that require immediate attention between meetings of the full Board. Under no circumstances can the Executive Committee modify or countermand any decision made by the board. The President may ask the Executive Committee to assist in the development of the agendas for Board meetings. Except as specified in Article 16 (“Grievances”), the Executive Committee will also adjudicate those grievances from the membership which cannot be resolved by the committees in question, or for which no committee exists to redress such grievances.

2. Membership: The Executive Committee of the Board will consist of the following five officers: President, Vice-President/President-Elect, Secretary, Treasurer, and Past President. All Executive Committee members are responsible to the Board.
3. Meetings: Conference calls of the Executive Committee will be held every two months. Every reasonable attempt will be made to hold Executive Committee conferences between the meetings of the full Board. Additional conferences of the Executive Committee may be called at the discretion of the President. Four members of the Executive Committee will constitute a quorum of the committee. Every act or decision done or made by a majority of the Executive Committee present at a conference duly held at which a quorum is present is an act of the Executive Committee.
4. Meeting Minutes: The Secretary (see Article 8, Section 7) shall routinely maintain the meeting minutes of the Executive Committee. Those meeting minutes are then routinely distributed to the Board. All actions taken by the Executive Committee shall be reported to the entire Board at the next Board meeting.
5. The President: S/he shall be the Chair of the Board of ABM and will serve a term of two years. The President may not serve a consecutive term of office. The President shall preside over all meetings of the Executive Committee, the Board, and the membership, and perform such other duties from time to time as may be required by the Board.

The President shall have general powers to execute all Board-approved bonds, deeds, contracts and other legal instruments in the name of ABM. Any payments of five thousand dollars (\$5,000) or more must be signed by the President as well as the Treasurer.

The President shall appoint all committee chairs annually. The President will require reports from each committee chair in writing prior to the annual conference, or prior to the annual meeting of the Board in the event that a conference is not held during the year in question. The President shall have the power to appoint any additional committees as s/he may deem necessary to carry out the purposes and businesses of ABM, in accordance with the articles of incorporation and the bylaws and actions taken by ABM. The President will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by ABM.

6. The Vice-President/President-Elect: S/he shall serve a term of two years and shall assume the office of the President immediately following the term of the current President. The Vice-President/President-Elect shall perform the duties of the President if for any reason the President is unable to perform such duties.

The Vice-President/President-Elect will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by ABM.

7. The Secretary: S/he shall serve a term of two years and be eligible for a second consecutive term of two years. The secretary shall keep records of all business sessions of ABM and of all Board and Executive Committee meetings and make a report thereon.

The Secretary will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by ABM. In the event that the Secretary shall, for any reason, be unable to complete such term as Secretary, the Board shall appoint a member who will serve as acting Secretary until a special election can be held.

8. The Treasurer: S/he shall serve a term of two years and shall be eligible for a second consecutive term of two years. The Treasurer shall receive all monies due to ABM and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of ABM or by the board.

The Treasurer shall 1) disburse payments to cover all contracts and other instruments entered into by ABM or by the Board having a value less than five thousand dollars (\$5,000). Payments of five

thousand dollars (\$5,000) or more must be signed by both the Treasurer and the President. The Treasurer shall also 2) have custody on behalf of ABM of all funds and securities of any type and deposit the same in the name of ABM in such bank or banks as the Board may direct; 3) have custody of all property of ABM and hold the same subject to the order and direction of ABM or of the board; 4) be bonded for an amount determined by the board; 5) invest and reinvest surplus funds, subject to the order and direction of the board; 6) chair the Finance Committee; 7) prepare a budget with the advice of the Finance Committee for each year's activities for the approval of the board; 8) arrange to have an annual audit prepared by an outside certified public accountant; 9) direct said accountant to file all appropriate state and federal income tax returns; and 10) render to ABM annually an accurate account of all sums received and disbursed during the preceding fiscal year, of all sums and funds which are not expended, of the budget for the current fiscal year, and of the report of the annual audit prepared by the accountant.

The Treasurer will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by ABM, including duties that may be properly required by actions of ABM or of the Board at duly constituted meetings.

#### ARTICLE 9. POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR

1. The Executive Director and his/her management team have responsibility for the routine administration and operation of the Academy under the direction of the President, the Board, and the Executive Committee, including preparation and maintenance of the financial statements, tracking and managing ABM membership, evaluating the degree of success of ABM's conferences and programs, assisting the Board and committee chairs with correspondence on behalf of ABM, supervising the activities of his/her management team, and performing such other duties as may be prescribed by the President, the Board, and the Executive Committee.
2. The Executive Director of ABM:
  - a) Is responsible for the supervision, management and administration of all staff personnel activities, including recruiting, hiring, training, promoting, termination and compensating personnel within the adopted budget, guidelines and policies of ABM.
  - b) Attends all meetings of the Board of Directors, unless specifically excused by the Board.
  - c) Assures the development and effective administration of specific policies and programs to implement the general policies established by the Board.
  - d) Executes all specific decisions made by the Board.
  - e) Assures that Board members and staff are kept fully informed of the conditions and operations of ABM and on all important factors influencing them.
  - f) Promotes interest and active participation in ABM activities among the membership.
  - g) Maintains relationships with other associations, industry, government, public service organizations and vendors as necessary to promote the best interest of ABM.
  - h) In conjunction with the Communications Committee, participates in developing appropriate contact and communications with members, media, and community.
  - i) In conjunction with the Treasurer, is responsible for supervising fiscal and budgetary matters of ABM including budget preparation, accounting, financial reporting, and long range planning.

3. The above statements describe the general nature and level of work to be performed by the Executive Director and do not constitute an express or implied contract. The Board reserves the right to amend and change specific responsibilities to meet business and organizational needs as necessary.

#### ARTICLE 10. COMMITTEES

1. With the exception of the Nominations Subcommittee, the President shall appoint the chairs of all standing committees annually and, in consultation with the chair of each standing committee and subcommittee, also appoints the members of each committee. The President can establish additional committees and subcommittees as needed. Appointments are effective from the time of appointment until the close of the next conference. The President shall have the power to discharge or replace standing committees with the approval of the Board.
2. The President may also establish such ad hoc committees as the President or the Board deems necessary for the purpose of carrying out specific projects. The term of such committees is continuous until the function has been performed or until the committee is otherwise discharged by the President with the approval of the Board.
3. In addition to the standing Liaison Committee, the President shall have the power to appoint specific Liaison Committees or individual representatives for the purpose of establishing and maintaining rapport with other organizations.
4. Standing committees of ABM shall include but not be limited to: the Executive Committee (see Article 8), the Membership Committee, the Governance Committee, the Finance Committee, the Education Committee, the Protocol Committee, the Communications Committee, and the International Committee.
  - a) Membership Committee. This committee will be responsible, either directly or via subcommittees, for the following: 1) proposing membership dues for approval by the Board, 2) developing initiatives to recruit new members and addressing issues which may cause physicians either to leave ABM or to forbear from joining it, 3) overseeing the selection of members to Fellowship (FABM status).
  - b) Governance Committee. The Governance Committee shall consist of at least three members, including two Board members and at least one member at large. The Board shall recommend and approve a chair to lead the Nominations Committee (a subcommittee of the Governance Committee).

This committee also has three subcommittees including Nominations, Ethics, and Liaison. Unlike all other committees and subcommittees, the Board will nominate and appoint a Chair of the Nominations Subcommittee to serve a two-year term. The elected Chair will then propose who else should serve on this subcommittee, with approval by the Board. Any active member of ABM is eligible for this position. However, the President is not eligible to either chair or serve on this committee.

The Governance Committee will be responsible for the following: 1) preparing ballots for election of officers and Directors as described in Article 11 (“Nominations and Elections”) of these bylaws, 2) providing orientation materials for new Board members and officers and updates of governance issues to all Board members, 3) conducting an annual evaluation of Board performance, 4) reviewing the bylaws and the log of policies and procedures, 5) adjudicating any grievances filed by ABM members which cannot be brought before the Executive Committee, as stated in Article 16 (“Grievances”).

The Governance Committee is also responsible for the following: 1) assessing and advising on the ethical propriety and acceptability of policies, practices, proposals and initiatives in the relevant

spheres, taking into account the ethics and values of ABM members and the organizations with which it collaborates, its staff, relevant agencies, the public, future generations, and affected individuals, and 2) developing linkages with other organizations for the purpose of disseminating information about breastfeeding and pursuing common goals.

- c) Finance Committee. This committee will assist the Treasurer in executing his or her responsibilities as enumerated in these bylaws. The committee or subcommittees will oversee scholarships to candidates seeking financial assistance in furtherance of their educational goals in the field of breastfeeding medicine. The Treasurer will chair the Finance Committee. The Development Committee, a subcommittee of the Finance Committee, oversees ABM's development efforts and is responsible for identifying and pursuing opportunities for grant funding, fund raising, and the creation of endowments.
- d) Education Committee. This committee will be responsible, either directly or via subcommittees, for the following: 1) all educational programs and initiatives delegated to it by the Board, 2) development, implementation and oversight of regional, national, and international conferences (the "Conference Committee") and 3) development, implementation, and oversight of physician breastfeeding certification.
- e) Protocol Committee. This committee is responsible for the development of evidence-based clinical protocols for managing common medical problems that may impact breastfeeding success. Using ABM-approved procedures, the committee identifies relevant clinical topics, recruits expert authors and facilitates peer, international, and board review processes that are integral to protocol development. It also oversees the formal translation of protocols into languages other than English.
- f) Communications Committee. This committee will be responsible, either directly or via subcommittees, for facilitating communication of ABM's mission and activities to individual ABM members and to the general public, using evolving electronic communications platforms and social media.
- g) International Committee. This committee is responsible for identifying opportunities for and challenges to the global promotion of breastfeeding by ABM.
- h) Council of Advisors. At the discretion of the President, a Council of Advisors may be formed. It will consist of no more than three highly experienced ABM members whose wisdom and expertise would eventually be lost to the Board as a result of loss or expiration of term of office. Any person who is a senior member of ABM, such as a founder, is eligible for consideration. Said advisor(s) will be nominated by the President and elected by the Board for a one-year term. Each advisor may be re-elected for as many as two consecutive terms. The advisors are required to attend all meetings of the Board, unless specifically excused.
- i) The President shall be an *ex-officio* member of all committees except the Governance Committee and its subcommittees.

#### ARTICLE 11. NOMINATIONS AND ELECTIONS

1. The membership of ABM shall be advised of the establishment of the Nominations Subcommittee (a subcommittee of the Governance Committee described in Article 10, Section 4b) ninety (90) days prior to the annual conference (hereafter referred to as "the conference"), or in the event a conference is not held on the year in question, ninety (90) days prior to the annual meeting of the Board. Any member of ABM may recommend a prospective candidate for the Nominations Subcommittee.
2. Ninety (90) days prior to the conference, the Nominations Subcommittee shall nominate at least two candidates for each available Director position and one or more candidates for each available officer

position on the Executive Committee to be filled at the ensuing conference. The Nominations Subcommittee shall present the proposed slate to the Board for approval prior to distributing the ballot to membership. While the Board cannot countermand the Nominations Subcommittee's proposal, Board members can at that time nominate additional candidates to the ballot (so called "nominations from the floor"). Such Board-approved nominations can be finalized after the Nominations Subcommittee has obtained consent from the relevant individuals to be nominated and included in the ballot. In the event that a conference is not held during the year in question, the Nominations Subcommittee shall make such nominations ninety (90) days prior to the annual meeting of the Board.

3. Ballots shall be distributed for election of Directors and officers at least sixty (60) days before the conference, or sixty (60) days before the annual meeting of the Board, in the event a conference is not held on the year in question. To be valid, ballots must be returned no later than thirty (30) days before the scheduled conference or annual Board meeting.
4. Ballots shall be preserved for sixty (60) days after said conference or annual Board meeting. A notice will be placed on the ballot to this effect.
5. All members of the Board, regardless of the term for which elected, shall hold office until their successors are installed at the conference or annual Board meeting.
6. Elections will be decided by means of preferential voting, as described in the most recent edition of *Robert's Rules of Order*.

#### ARTICLE 12. MEETINGS OF ACADEMY OF BREASTFEEDING MEDICINE MEMBERS

1. A regular meeting of the members shall be held at the primary educational conference of ABM. The primary educational conference shall be held at the time and place designated by the Executive Committee, in consultation with the Executive Director and the annual Conference Committee (a subcommittee of the Education Committee), at a minimum of every two years.
2. Whenever members are required or permitted to take any action at a meeting, a written notice of the time and place of all regular and special meetings shall be given to each member, not less than ten (10) and no more than ninety (90) days in advance of such meeting, by one of the following methods: (a) personal delivery of oral or written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner pursuant to Section 20 of the Law. Such consent shall be recorded and retained in the Corporation's records. All notices shall be given or sent to the member's address, phone number, facsimile number, or e-mail address as shown on the records of the Corporation.
3. Members shall also be notified on the organization's website at least ninety (90) days in advance of the primary educational conference.

#### ARTICLE 13. JOURNAL OF THE ACADEMY OF BREASTFEEDING MEDICINE

1. Membership dues will include a subscription to Breastfeeding Medicine, the journal of ABM, in print form. Honorary Members shall receive the journal free of charge. As determined by the Membership Committee (Article 10, Section 4a) and subject to approval by the Board, there are reduced annual membership rates for those who receive the journal in electronic form only and not in print.
2. As long as Breastfeeding Medicine is the official journal of ABM and displays the ABM logo or any other identifying marks, the journal must adhere to the principles and standards of ABM.

3. The Editor-in-Chief of Breastfeeding Medicine shall be required to attend all meetings of the Board, unless specifically excused.

#### ARTICLE 14. CONFLICT OF INTEREST

1. It is the duty of the Board to uphold the precepts, mission, and goals of ABM and to abide by the guidelines adopted by the Board regarding conflicts of interest. All members of ABM must avoid actual or apparent conflicts of interest regarding social, educational, or research activities of ABM.
2. More specific guidelines for identifying and addressing potential or actual conflicts of interest will be the responsibility of the Ethics Committee (Article 10, Section 4b).

#### ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, officer, Director, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding down of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

#### ARTICLE 16. GRIEVANCES

1. Any member of ABM in good standing has the right to a response from the Board concerning any grievances registered against ABM operations. All such grievances should be submitted in writing, and all responses on the part of the Board or a committee chairperson will include a written summation of the matter at hand, including what measures, if any, will be taken to resolve the issue, with a copy sent to the President.
2. The Executive Committee will serve as the final arbiter within ABM under the following circumstances: 1) the member filing the grievance fails to obtain satisfaction from the chairperson of the committee in question; 2) a chairperson is the party filing the grievance; 3) no committee exists which is appropriate for addressing the grievance in question.
3. If the Executive Committee fails to resolve the matter at hand to the satisfaction of the member filing the grievance, said member has the right to arbitration by a party outside of the governing structure of ABM. The services of said arbitrator will be secured by the Board prior to the hearing of any grievances brought against ABM.
4. In the event that a grievance is directed against any member of the Executive Committee, said grievance will be adjudicated instead by the Governance Committee. Any member of the Governance Committee who also sits on the Executive Committee will recuse himself or herself in the disposition of those grievances being brought against the Executive Committee or any of its members.

#### ARTICLE 17. INDEMNIFICATION

The Corporation may, to the extent permitted by the Law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or officer of the Corporation. For purposes of this Section, a "Director" or "officer" of the corporation includes any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise. The Board may in its discretion provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

#### ARTICLE 18. PARLIAMENTARY AUTHORITY

In all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ABM may adopt, the rules contained in the most recent edition of *Robert's Rules of Order* shall govern the Academy of Breastfeeding Medicine.

#### ARTICLE 19. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

#### ARTICLE 20. AMENDMENTS TO THE BYLAWS

1. Amendment by the Board:
  - a) Subject to the right of members under Article 20, Section 2 of these bylaws and the limitations set forth below, the Board may, by a vote of at least two-thirds of the members (12 or more) adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. Notification of proposed amendments and their proposed adoption must precede the vote by no less than thirty (30) days.
2. Amendment by members:
  - a) New bylaws may be adopted, or these bylaws may be amended or repealed, by a two-thirds vote of all members eligible to vote; provided, however, that such adoption, amendment or repeal also requires approval by the members of a class if that action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than that action affects another class.
  - b) In most instances, amendments to the bylaws should be initiated by the Governance Committee; however, any amendment may be proposed by a written petition of five members, which should be transmitted to the Secretary and a copy to the President.
3. Any vote conducted by secret ballot and resulting in a tie shall be resolved by a repeat vote conducted thirty (30) days after the initial vote, utilizing the same ballot. The vote shall be repeated every thirty (30) days thereafter until the tie is broken.

#### ARTICLE 21. WRITTEN CONSENT FOR ADOPTING BYLAWS

The Founders of the Academy of Breastfeeding Medicine are all of the persons named as the initial Directors in the Articles of Incorporation of ABM, a California nonprofit organization, and, pursuant

to the authority granted to the Directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopted the original bylaws of this corporation.

#### 1993 FOUNDING MEMBERS

Anne R. Eglash, Director  
Lawrence M. Gartner, Director  
Miriam H. Labbok, Director  
Ruth A. Lawrence, Director  
Audrey J. Naylor, Director  
Marianne R. Neifert, Director  
Jack Newman, Director  
Edward R. Newton, Director  
Victoria Nichols-Johnson, Director  
Richard J. Schanler, Director  
Christopher L. Wade, Director  
Elizabeth L. Williams, Director

The 2014 Subcommittee of the Governance Committee that drafted the revised bylaws:  
Drs. Debra Bogen, Gerald Calnen, Cynthia Howard, Ann Kellams, and Julie Taylor

The 2014 Officers, Council of Advisors, and Board of Directors have revised the original bylaws of the Academy of Breastfeeding Medicine, a California nonprofit organization, and, pursuant to the authority granted to the Directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws as the most current bylaws of this corporation.

#### 2014 OFFICERS / COUNCIL OF ADVISORS

President: Wendy Brodribb, MBBS, FABM  
University of Queensland, Centenary Heights, Queensland, Australia  
Vice President/President Elect: Julie Taylor, MD, MSc, FABM  
Alpert Medical School of Brown University, Providence, RI, USA  
Immediate Past President: Arthur I. Eidelman, MD, FABM  
Shaare Zedek Medical Center, Jerusalem, Israel  
Treasurer: Timothy Tobolic, MD, FABM  
Byron Family Medicine PC, Byron Center, MI, USA  
Secretary: Kathleen Marinelli, MD, FABM  
University of Connecticut School of Medicine, Hartford, CT, USA  
Council of Advisors:  
Cynthia Howard, MD, MPH, FABM  
University of Rochester, Rochester, NY, USA  
Edward Newton, MD, FABM (Founders representative)  
East Carolina University, Greenville, NC, USA  
Executive Director: Karla Shepard Rubinger  
New Rochelle, NY, USA

#### 2014 BOARD OF DIRECTORS

Eyla G. Boies, MD, FABM  
University of California School of Medicine, San Diego, CA, USA  
Yoo-Mi Chung, MD, FABM  
Korean Pediatrics Society, Seoul, South Korea  
Ann L. Kellams, MD, IBCLC, FABM  
University of Virginia Health System, Charlottesville, VA, USA

Miriam Labbok, MD, MPH, FABM  
UNC School of Public Health, Chapel Hill, NC, USA  
Ruth A. Lawrence, MD, FABM  
University of Rochester School of Medicine, Rochester, NY, USA  
Lawrence Noble, MD, FABM  
Mount Sinai School of Medicine, Elmhurst, NY, USA  
Ana M. Parrilla-Rodriguez, MD, MPH, FABM  
University of Puerto Rico, San Juan, Puerto Rico  
Sarah Reece-Stremtan, MD  
George Washington University, Washington, DC, USA  
Natasha K. Sriraman, MD, MPH  
Children's Hospital of the King's Daughter, Norfolk, VA, USA  
Alison Stuebe, MD, MSc  
University of North Carolina School of Medicine, Chapel Hill, NC, USA  
Kinga A. Szucs, MD, FABM  
Indiana University School of Medicine, Indianapolis, IN, USA  
Julie L. Ware, MD, MPH, IBCLC, FABM  
All Better Pediatrics, Memphis, TN, USA

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by said corporation on the date set forth below.