

Bylaws,
Arizona Affiliate of the American College of
Nurse-Midwives

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

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

The Statutory Agent is Katherine S. Puls, CNM, at 4100 North Fernhill Circle, Tucson, Arizona, 85750. Phone 847-287-5005, email kpuls@kathypuls.com.

ARTICLE II

PURPOSES AND LIMITATION

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

Section A. Mission Statement

The Arizona Affiliate of the American College of Nurse-Midwives 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. Purposes

As set forth in our Articles of Incorporation this ACNM Affiliate has the following purposes:

1. Represent the membership regarding issues impacting the practice of midwifery in the state of Arizona 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 Arizona by furthering the profession of midwifery.

3. Establish a mechanism for cooperation with other groups and organizations in promoting the health and well-being of Arizona 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.
6. Facilitate communication between the American College of Nurse-Midwives and membership of the Arizona Affiliate of the American College of Nurse-Midwives.
7. Promote the profession of midwifery; promote excellence in the practice of midwifery and the education of midwives within the State of Arizona.
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 SNM/SMs.
13. Encourage CNM/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 active, student or life members of this Affiliate, individuals must be members in good standing of the American College of Nurse-Midwives.

Section B. Classification, Qualifications and Privileges of Members

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

Active members in the Arizona Affiliate may make motions, vote and hold office.

Student members in the Arizona Affiliate 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.

Associate members in the Arizona 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.

Life members in the Arizona Affiliate may make motions, vote and hold office.

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

The Affiliate membership is divided, geographically, into subgroups known as Chapters, which are consistent with the Chapters of ACNM in existence and recognized by ACNM as of May 1, 2008. This currently includes the Phoenix Chapter and the Tucson Chapter.

All Chapter voting members (Active members or Life members) shall be members in good standing of the ACNM and the Affiliate.

The Arizona Affiliate Board recognizes and dissolves Chapters as requested by the Chapter. The Affiliate Board reviews Chapter Bylaws and Standing Rules of Operating Procedures (SROPs) every five years for congruence with Affiliate and ACNM policies and procedures. Chapter Bylaws of Affiliate recognized chapters must provide for a nominating committee to put forth names for election of Chapter officers.

All Chapter activities must be congruent and supportive of the Affiliate and ACNM bylaws, policies, procedures, positions, practices and all applicable laws.

The Chapter may engage in activities, including but not limited to:

1. The solicitation of donations, funds, and other third party sponsorships;
2. The development and sponsorship of educational symposia, professional conferences, and written publications; and
3. The sponsorship and endorsement of governmental and non-governmental policies and programs related to the professional field of midwifery.

Section E. Membership Dues

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

1. Annual Active membership dues shall be the amount determined by the Affiliate, which is collected by ACNM with national dues, and forwarded to the Affiliate by ACNM headquarters.
2. Associate membership (*may not be members of ACNM such as CPMs, LMs, Doulas*) dues shall be an amount equal to 50% of the Active membership dues, and shall be deposited in the Affiliate Account. Associate member dues are payable by every October 1st.
3. Student membership dues shall be gratis as long as the student is in good standing with an accredited midwifery program.
4. Affiliate Life membership dues shall be collected by the Affiliate treasurer and shall be an amount equal to the Affiliate Active membership dues. The dues shall be deposited in the Affiliate account. Life member dues are payable by every October 1st. (*Affiliate Life member dues are not collected by ACNM since Life member dues are only collected once.*)

Non-Payment of Dues.

1. A member whose dues are not paid by the due date is delinquent.
2. A member who has not paid all applicable dues within 60 days of the due date shall be in default and not in good standing, and shall not be entitled to exercise any rights or privileges of Affiliate or ACNM membership until all such current dues are paid in full.
3. Members who pay all dues in arrears within 60 calendar days of notice of the default shall not lose any membership privileges.

4. Non-payment of applicable dues in arrears will cause membership in the Affiliate and ACNM to expire or be terminated.

The Affiliate Board 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.

Dues collected by ACNM are to be deposited in the Affiliate Account.

1. Once a year, a percentage of the dues received from ACNM may be deposited with the Chapter(s) treasury. The amount based on the number of chapter members, and determined by a majority vote of the Affiliate Board

Article IV. Meetings of the Affiliate Membership

Section A. Meeting frequency

The membership of the Arizona Affiliate shall meet at least once a year.

Section B. Quorum Requirements

A quorum for a meeting shall consist of two elected officers and whoever is in attendance at the meeting, either electronically or in person.

A quorum must be present at the meeting, in order to transact Affiliate business.

Section C. Voting Procedures

All voting members must be in good standing with ACNM and the Arizona Affiliate.

All votes taken at an Affiliate members' meeting will be conducted in accord with the most recent edition of Robert's Rules of Order.

All votes, taken either in person or by electronic means, to be considered valid, shall include 20% of the Affiliate membership as reflected by ACNM.

Each Active Member and Life Member is entitled to 1 vote per motion, question, resolution or election. No voting by proxy shall be permitted.

Unless otherwise required by the Articles of Incorporation, these Bylaws, applicable state laws, or a ruling by parliamentary authority, all actions of the Affiliate membership shall be carried by a majority vote.

Section D. Mail/Electronic Balloting

Any motion, question, resolution or proposed action that the Affiliate Board determines, or that these Bylaws require, to be submitted to the eligible Affiliate members for a vote, maybe done so without attendance at a meeting, The Affiliate shall mail, e-mail, or otherwise deliver a written ballot to each Active Member or Life Member at the last known postal address, e-mail address, provided to the Affiliate by ACNM, which shall be deemed to be good and sufficient notice of such vote.

Each completed ballot returned to the Affiliate within the specified time period shall be valid.

Actions taken by ballot (in person, electronically, or by mail) shall pass by a simple majority of those voting unless otherwise specified in these bylaws.

The sale or transfer of a vote is strictly prohibited.

ARTICLE V. OFFICERS

Section A. Qualifications of the Officers

All elected Affiliate Officers should be in good standing with ACNM.

Section B. Titles of Officers

The Affiliate officers shall be the President, Vice-President, Secretary and Treasurer.

Section C. Terms of officers

The term of office for each officer shall be 2 years and where possible terms shall be staggered.

No officer shall serve more than two consecutive terms. An officer is eligible to run again after they have been off the Affiliate Board for one term (2 years).

The Vice-President shall fill a vacancy in the office of President.

Vacancies, in offices other than that of the President, shall be filled for the unexpired term by appointment of a current board member by the Affiliate President within 30 (per Arizona Affiliate Bylaws) days of the initial vacancy in that office.

Section D. Election and Responsibilities of Officers

The Affiliate Board officers shall be chosen by the Affiliate membership in a statewide election.

The President shall:

1. Preside at all Affiliate Board and Affiliate membership meetings and facilitate 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 local chapters, the Affiliate, the Regional Representative, and ACNM.
5. Declare election results after receiving the report of the chair of the Nominating Committee, and communicate those results to the Affiliate membership, the Regional Representative and ACNM.

The Vice-President shall:

1. Perform the duties of the President in the absence or inability of the President to serve.
2. Succeed to the office of President 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 Board and Affiliate membership meetings.
5. Coordinate communications between the Affiliate and the local chapter officers.

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 membership and the Affiliate Board, 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 membership and Affiliate Board meetings.
5. Be responsible for all Affiliate correspondence.
6. Perform duties delegated and designated by the President.
7. *In consultation with the Treasurer and Statutory Agent*, oversee the preparation and filing of all required tax documents according to IRS rules, including a Form 990 as required by IRS rules.

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 Affiliate (corporate) books.
3. Act as custodian of the funds of the Affiliate.
4. Present itemized financial reports at each meeting of the Affiliate membership and the Affiliate Board.
5. Be responsible for systematic collection of annual Affiliate dues, whether from members or from ACNM.
6. Maintain a list of members with ACNM and Affiliate dues currently paid.
7. *In consultation with the Secretary and Statutory Agent*, oversees the preparation and filing of all required tax documents according to IRS rules, including a Form 990 as required by IRS rules.
8. The Affiliate (corporation) treasury shall be managed by the Affiliate Board with the Affiliate Treasurer having responsibilities that includes signatory authority to the Affiliate's (corporation's) bank account. The issuance of the checks and drafts of the Corporation as directed by the Affiliate Board.

ARTICLE VI. AFFILATE BOARD

Section A. Responsibilities and Functions of the Affiliate Board

General Authority

1. The Affiliate shall be governed by the Affiliate 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 rules, including the preparation and filing of Form 990, if more than \$25,000 in annual income.
4. The members of the Affiliate Board shall facilitate a review the books annually, a treasurer's report will be submitted to the Affiliate Board at at each membership and Affiliate Board meeting.
5. The fiscal year shall be the calendar year.

Specific Authority.

The Affiliate Board shall have authority over all lawful Affiliate (corporate) activities, including, but not limited to, policies and matters related to:

1. Membership fees and services
2. Creation of committees, task forces, and advisory groups
3. Approval of chairpersons for task forces and advisory groups
5. Filling of vacancies on the Affiliate Board
6. Board operations
7. Funding, spending, and budget authority, contract and grant arrangements
8. Continuing education programs

Section B. Limitations and Conduct of the Affiliate (corporate) Board

The Affiliate Board shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:

1. Compensation for Services and/or Activities. Members Board shall not receive any compensation or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Affiliate of actual, reasonable expenses incurred by Board members for approved activities.
2. Members of the Board shall act in an independent and ethical manner consistent with their obligations to the Affiliate, regardless of any other affiliations, memberships, or positions. Board members are expected to identify and recues themselves from participation and voting in situations where a conflict of interest exists or may appear to exist.
3. Involuntary Termination. Involuntary termination 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 Affiliate Board

1. The Affiliate Board shall consist of the **Executive Committee (4)** composed of the Affiliate President, Affiliate Vice President, Affiliate-Secretary and Affiliate Treasurer and **one at large voting member** from an outlying part of the state plus **one representative from each chapter (2)** in the Affiliate, for a total of 7 members, unless otherwise provided for by the Bylaws
2. All members of the Affiliate Board have equal voting rights.
3. A member of the Affiliate Board shall be designated as the Statutory Agent of the Arizona Affiliate (corporation) with the State of Arizona in compliance with Arizona statutes.

Section D. Qualifications of voting members of the Affiliate Board

All members of the Affiliate Board shall be Active Members or Life Members in good standing with ACNM and shall be otherwise qualified according to these

Bylaws and applicable corporate policies.

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

Members of the Affiliate Board shall serve a term-(two years) and are eligible to serve a second consecutive term if re-elected.

No voting member of the Affiliate Board shall be eligible to serve more than 2 consecutive terms.

After serving two consecutive terms, Board members may become eligible again for nomination as an officer or member of the Affiliate Board after 2 years have elapsed from the end of service.

Members of the Affiliate Board shall take office in January following the election held in October. The Affiliate President, after receiving the report of the chair of the Nominating Committee, will declare the election results in November.

Section F. Chapter Participation

Participation of any Chapter is voluntary and any participating Chapter may choose to withdraw from the Affiliate at any time upon written notice of such withdrawal to two or more members of the Affiliate Board.

Section G. Procedure at Affiliate Board Meetings

The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order"), as amended shall govern the meetings of the Affiliate Board.

Affiliate Board meetings maybe conducted utilizing telecommunication resources designated by the President of the Affiliate. Each Board member will receive adequate information regarding the agenda and directions for utilizing the telecommunication resource(s) at least 7 days prior to the scheduled meeting.

Section H. Resignations and Vacancies

Any member of the Affiliate Board can resign at any time by delivering a written resignation to Board Member.

Resignations of Affiliate Board members-shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

Vacancies can be created by resignations and/or removals from the Board-

Section I. Affiliate Board Meetings

Regular Meetings.

All regular meetings of the Affiliate Board will be held, either in person or by telecommunication, at a time designated by the Board for the transaction of business.

Regular meetings may be held quarterly in person, by phone or electronically or other technology permitting members to hear each other at the same time and speak.

Agendas, identifying and describing items to be discussed at regular Board meetings, shall be distributed to the Affiliate Board members at least 7 days prior to the meeting or as otherwise determined by the President or the President's designee.

All regular Affiliate Board meetings are open for attendance by Affiliate members.

Special meetings.

Special meetings of the Affiliate Board may be called by the President or by the request of a majority of the voting members of the Affiliate Board:

Special meetings may be held in person, by phone or telecommunications, 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 Affiliate Board and stating the date, hour, place and purpose of the meeting and items to be reviewed or acted upon at least 7 days prior to the date of the meeting.

Should an item of business require immediate attention and action by the Affiliate Board, a telecommunications conference meeting may be held so long as all of the members of the Affiliate Board have been contacted and advised of such a meeting, date and hour, and of the item(s) to be reviewed or acted upon.

Meeting Quorum.

One elected officer and a majority of the voting members of the Affiliate Board

participating shall constitute a quorum for any meeting of the Affiliate Board. Such majority shall be capable of transacting corporate business, consistent with these Bylaws.

Voting by proxy shall not be permitted.

Section J. Actions Without Meeting

Should a matter arise requiring a vote of the Board between Board meetings, a vote may be taken by phone, e-mail, fax, or other telecommunications means as authorized by the President.

The results of the vote shall be placed in the minutes of the Affiliate Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A. Election Schedule

An annual election, to fill up coming vacant offices in the Arizona Affiliate, shall be held every October-

The ballot shall include candidates (*from anywhere in the state*) for the offices to be filled (President, Vice President, Secretary, Treasurer and one member-at-large representing outlying areas (*not metropolitan Phoenix or Tucson*)). Care should be given to staggering the replacement of Affiliate Board members, as much as is possible.

The individual chapters will elect their chapter representatives.

Composition of the Affiliate Board

President
Vice President
Secretary
Treasurer
Member at Large
Representative from Phoenix chapter
Representative from Tucson chapter
Total = 7

Only Active or Life Members whose consent has been obtained shall be selected for nomination.

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 following Standing committees are recommended:

- Legislation
- Membership
- Nominating
- Communications (maintains Website, Facebook pages, ACNM Connect)
- Annual Conference Planning Committee

The Affiliate Board may create, combine or discontinue committees based upon their evaluation of the continuing need for the committee.

The President appoints the Committee Chairperson who must be an Active or Life Member for a term of two years.

The Chairperson may be appointed by the President to serve for one additional term.

The Committee Chair appoints the committee members who maybe Active, Life, Associate or Student members.

Members of committees shall serve a term of two years and may be reappointed by the Chairperson to serve for one additional term.

The majority of members of each committee shall be Active or Life members of the Affiliate, and the committee may include Student, and Associate members.

Section B. Task Forces

Task Forces maybe formed by the Affiliate Board to accomplish a specific task within a specific time, and should be disbanded after the designated time frame.

The Affiliate President will appoint a Chairperson, who must be an Active or Life member.

The Chairperson appoints the Task Force members.

A majority of members of each Task Force shall be Active or Life Members of the Affiliate and, the may also include, Associate and Student members.

The formation, responsibilities, and membership of the Task Force are reported in the minutes of the Affiliate meeting along with the timeline for responsibilities to be completed.

ARTICLE IX. AMENDMENTS

These bylaws may be amended at any meeting of the Arizona Affiliate, in person or utilizing telecommunications by a two-thirds vote of those participating and entitled to vote. Provided, that thirty days prior notice be given by mail, e-mail, telecommunications or other appropriate means.

Notice shall be deemed sufficient if sent to the last postal address, e-mail address, furnished to the Arizona Affiliate by ACNM.

Amendments adopted by the Arizona 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 Arizona Affiliate with applicable federal, state or other laws, the Arizona Affiliate Board shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following:

1. Payment and discharge of all liabilities and obligations of the Arizona Affiliate;
2. Compliance with all relevant legal requirements concerning the Affiliate's tax-exempt status;
3. 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 Arizona Affiliate; and
4. Conveyance of the assets of the Arizona 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 Arizona Affiliate's relationship with ACNM is addressed in the Affiliate agreement.

ARTICLE XI. INDEMNIFICATION

The Arizona Affiliate will be covered automatically under the ACNM national policy, Zurich, North America. ACNM national office will submit the official organizations name and federal tax ID number to ACNM's insurance broker, Kerxton Insurance.

6/30/2018, 8/04/2018, 8/30/2018, 2-2-2019