

Approved by Membership on October 23, 2018

**AMENDED AND RESTATED BYLAWS
OF
HEALTHY MOTHERS, HEALTHY BABIES COALITION OF GEORGIA, INC.**

Adopted and effective as of October 23, 2018

**ARTICLE I
NAME AND OFFICE**

The name of this nonprofit corporation formed under the laws of the State of Georgia is “Healthy Mothers, Healthy Babies Coalition of Georgia, Inc.” (the “**Coalition**”).

The principle office of the Coalition is to be determined by the board of directors of the Coalition (the “**Board**”) with such additional offices as may be established from time to time.

**ARTICLE II
PURPOSE**

The Coalition is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, the “**IRC**”).

The Coalition is a statewide citizens’ organization concerned with improving the quality of life and healthcare for pregnant women, infants and children of Georgia. The purpose of the Coalition is to improve the health status of Georgia’s families and to encourage citizen participation in decision-making, both private and public, in all matters affecting the health and general welfare of pregnant women, infants, and children, the Coalition thus strives to:

- (a) stimulate action for the prevention, or earliest possible correction, of problems that contribute to poor pregnancy outcomes and infant mortality and morbidity;
- (b) provide a forum for an exchange of ideas on the needs of Georgia’s pregnant women and infants;
- (c) initiate and encourage ongoing cooperation among individuals, professional and voluntary organizations and governmental agencies for improving the quality of life including social, health, and educational components;
- (d) participate in the development of public policy relating to maternal, infant, and child health; and
- (e) increase public awareness of existing problems that result in the inability of the individual to obtain and maintain the highest feasible quality of life.

**ARTICLE III
NON-DISCRIMINATION**

The selection of the Members, the Directors, and Officers of the Coalition, as well as the determination of its policies and conduct of its business, shall be without regard for race, religion, sex, age, national origin, or political identification. The Coalition is a non-partisan organization.

**ARTICLE IV
MEMBERSHIP**

The Coalition shall have members (each, a “**Member**” and collectively, the “**Members**”).

SECTION 1. QUALIFICATIONS.

A. Membership shall be open to individuals, organizations, agencies, and foundations that subscribe to the purposes of the Coalition.

B. Each Member shall have only one vote.

C. Initial and renewal applications for membership shall be subject to Board approval.

SECTION 2. TERM OF MEMBERSHIP; TERMINATION.

The Coalition accepts Members year round upon the receipt and approval by the Board of the membership application and the payment of dues. Each membership shall be deemed effective on the date of the Coalition’s acknowledgment of the receipt of the membership application and the dues payment for said Member and shall continue for twelve months thereafter. Membership does not automatically renew for successive terms. Membership may be renewed by a Member for successive twelve-month terms upon the receipt and approval by the Board of a new membership application and the payment of dues for such Member. A Member may terminate its membership upon written notice to the Board. Membership dues are non-refundable in the event of termination.

SECTION 3. MEMBERSHIP APPLICATION; DUES.

The form of membership application and the amount of the Member dues are established by the Board and are subject to change annually.

**ARTICLE V
MEETINGS**

SECTION 1. BOARD MEETINGS.

A. As established at the beginning of the calendar year, the Board shall hold no less than four (4) regular meetings per year at such times and places as the Board may designate, with notice of the date, time, place and purpose of the meeting to be announced via email.

B. The President may call special meetings of the Board at any time. The President must call a meeting within thirty (30) days of receipt of written requests from at least five (5) Directors. All requests for a special meeting shall state the proposed purpose of the meeting.

C. Not less than seven (7) days before the date fixed for any special meeting a written notice stating the time, place, and purpose of the special meeting shall be sent at the direction of the President or the Secretary/Treasurer.

D. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing is signed by not less than a majority of the Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

E. Directors may participate in and hold a meeting by means of telephone or video conferencing. Participation by such means shall constitute presence in person at the meeting.

SECTION 2. MEMBER MEETINGS.

A. The Board shall schedule an annual meeting of the Members (the “**Annual Meeting**”). The Membership shall be notified at least forty-five (45) days in advance of the Annual Meeting. In the event a Member becomes a Member of the Coalition less than forty-five (45) days in advance of the Annual Meeting, notice of the Annual Meeting shall be provided to such Member as soon as practicable after the effective date of such Member’s membership. The purpose of the Annual Meeting is to:

- (1) elect officers and Directors;
- (2) present an annual report of the activities of the Coalition;
- (3) present public policy priorities;
- (4) present recommendations for action for the coming year; and
- (5) any other business deemed necessary by the Board.

B. Special meetings of the Members may be called to the extent required under, and in accordance with, the Georgia Nonprofit Corporation Code.

SECTION 3. QUORUM.

A. Board Meetings. Attendance by a majority of the Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, the President must adjourn the meeting until a quorum is present.

B. Membership Meetings. The Members attending the Annual Meeting or any special meeting of the Members shall constitute a quorum.

SECTION 4. NOTICES.

A. Notices of meetings required to be delivered hereunder shall be in writing and shall be delivered by any one of the following means: hand-delivery, by facsimile, e-mail or by U.S. Mail, to the address of record. Such notice shall be deemed effective when the notice is delivered personally or faxed (as evidenced by the fax transmittal confirmation) or upon the date such e-mail is sent or upon deposit in the U.S. mail, as the case may be.

B. Any person entitled to notice of a meeting may sign a written waiver of notice either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person attends for the specific purpose of objecting to the lawfulness of the convening of the meeting.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. BOARD MEMBERSHIP.

The Board shall consist of no fewer than 14 or more than 25 natural persons (each, a “**Director**”). Directors shall be natural persons who have attained the age of 18 years. They must be in good standing and Members of the Coalition. Each Director shall comply with these Bylaws and all policies adopted by the Coalition.

SECTION 2. AUTHORITIES AND DUTIES.

A. The Board shall conduct the business and set policies for the Coalition, as the Board deems advisable, and may, delegate certain of its authority and responsibility to one or more committees as provided in Article VIII below.

B. The Board shall be legally responsible for all actions of the Coalition.

C. All corporate powers of the Coalition conferred by the Articles of Incorporation, these Bylaws, the Georgia Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Coalition shall be managed under the direction of, the Board.

D. Each Director shall serve on at least one (1) committee.

SECTION 3. ELECTION.

Election to the Board of Directors shall be by a plurality vote at the Annual Meeting from nominees submitted by the Board and/or nominations from the floor.

SECTION 4. TERMS OF OFFICE.

Except as provided below, a term of office of a Director shall be for approximately two (2) years. The term shall begin immediately following the completion of the Annual Meeting where said person was elected and shall terminate at the completion of the Annual Meeting two (2) years later.

A Director shall serve for no more than three consecutive terms for a maximum of six consecutive years. If a Director serves for six consecutive years, they will be eligible to re-join the Board after a minimum two-year hiatus from the date of their last day of service. At that point, they may be eligible to serve for another three consecutive terms. These terms do not apply to serving on the Advisory Board or in emeritus capacity, as they are not voting members of the Board of Directors. These terms do not apply to any Director during their tenure as an elected Officer of the Board.

SECTION 5. REMOVAL OR RESIGNATION OF A DIRECTOR.

A. Any Director may resign by giving written notice of his or her resignation to the Board. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. The vacancy will be filled in accordance with these Bylaws.

B. A Director who fails to attend three (3) consecutive meetings of the Board may be terminated by a majority vote of the Directors present at a meeting of the Board. Any Director removed by this provision will be informed in writing by the Secretary/Treasurer.

C. A Director may be removed at any time, with cause, pursuant to the procedures set forth in this paragraph. Any Director whose removal is recommended by the Board will be promptly notified, via registered mail to the last known address, of the recommendation and the meeting date at which final action on the recommendation is to be taken. Removal shall be by a vote of three-fourths of the Board Members present at such meeting. Said meeting date must be set 30 days or more from the date of notification.

D. A Board vacancy for any reason shall be filled by a majority vote of the remaining Directors present at a meeting of the Board. The person appointed shall serve for the remainder of the unexpired term for which they were selected.

SECTION 6. NOMINATIONS OF DIRECTORS AND OFFICERS.

A. The majority of the Board shall approve the nominations of Board members and officers prior to the Annual Meeting. The slate shall be presented to the Members at the Annual Meeting.

B. Nominations may be made from the floor at the Annual Meeting with prior consent from the nominee.

SECTION 7. EMERITUS STATUS

- A. A Director who has fully served at least 3 consecutive terms, remained in good standing and have been deemed by the Board to have made a lasting contribution to the organization may be considered to be nominated to emeritus status.
- B. A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the Coalition. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, required to pay annual dues, or entitled to vote at any board meeting.
- C. In order to be considered for designation as a board member emeritus, a person must be a current or former member of the Coalition Board of Directors who:
- a. Has served the Board of Directors with distinction;
 - b. Held an important leadership role, and made or continues to make significant contributions;
 - c. Engaged in major volunteer or advocacy activities in his or her service on the board;
 - d. Completed the term(s) for which he or she was appointed;
 - e. Participates in one (1) or more Coalition activity (e.g., events, volunteerism, fund-raising, government relations, networking, etc.).
 - f. Annually, with the recommendation of the board Organizational Management Committee, the Board will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position. The Organizational Management Committee will present the nomination(s) along with supporting statements for consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.
 - g. Emeritus members shall serve two-year renewable terms for as long as they remain active in the work of Coalition, and may end their term at any time.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS.

The officers of the Coalition shall be President, Vice-President/President-Elect, and Secretary/Treasurer (or, at the Board's election, a Secretary and a Treasurer). Only Directors are eligible to be elected as officers of the Coalition.

SECTION 2. TERMS OF OFFICE.

Except as provided below, a term of office for an officer shall be for approximately two (2) years. The term shall begin immediately following the completion of the Annual Meeting at which said person was elected and shall terminate at the completion of the Annual Meeting two (2) years later. Neither the President nor the Vice-President shall serve more than two consecutive terms of office in the same office. If for any reason an officer is unable to fulfill his/her duties, the person elevated/appointed shall serve for the remainder of the unexpired term for which he/she was elected.

SECTION 3. OFFICER RESPONSIBILITIES.

A. President. The President shall be responsible for the general supervision of the affairs and the business of the Coalition. The President shall preside at the Annual Meeting and all meetings of the Board; shall appoint chairpersons of the committees authorized by the Board; shall serve as ex-officio Member of all committees; shall be the official representative of the organization and shall carry out such other duties as are prescribed by these Bylaws or assigned by the Board.

B. Vice-President/President-Elect. The Vice-President shall perform those duties assigned by the President and in the absence or inability of the President to serve, shall perform the duties of that office. The Vice President/President-Elect shall serve on the Organizational Management Committee.

C. Treasurer/Secretary. The Treasurer/Secretary shall be responsible to see that the books of the Coalition are maintained and audited as required by the Board, and that regular, current financial reports are presented at each Board Meeting. The Treasurer/Secretary shall serve on the Organizational Management Committee. The Treasurer/Secretary shall cause an accurate record of all meetings of the Board to be kept, shall request staff to send out all required notices of meetings, and shall perform other such duties as assigned by the President.

SECTION 4. RESIGNATION AND REMOVAL

A. Any officer may resign by giving written notice of his or her resignation to the Board. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. The vacancy will be filled in accordance with these Bylaws.

B. Any officer may be removed at any time, with cause, pursuant to the procedures set forth in this paragraph. Any officer whose removal is recommended by the Board will be promptly notified, via registered mail to the last known address, of the recommendation and the meeting date at which final action on the recommendation is to be taken. Removal shall be by a vote of three-fourths of the Directors present at such meeting. Said meeting date must be set 30 days or more from the date of notification.

ARTICLE VIII COMMITTEES

SECTION 1. STANDING COMMITTEES OF THE BOARD. Pursuant to this Article VIII, the Board has established certain standing committees and described their charter, responsibilities and activities. The Board may designate from among the Directors one or more additional standing committees. The Directors to sit on each standing committee shall be appointed by the [President] unless otherwise specifically designated in these Bylaws or unless the [President] delegates that responsibility to the Chair of the specific committee. Only standing committees specifically identified in these Bylaws, shall have and exercise the authority of the Board in the management of the affairs of the Coalition. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon him or her by law. The following standing committees are hereby established:

A. Organizational Management Committee. The Organizational Management Committee shall be comprised of President, Vice- President/President-Elect, Secretary/Treasurer and all standing committee Chairs. The Organizational Management Committee shall meet no less than three times a year and report at each Board Meeting. The purpose of the Organizational Management Committee is to assure the sound governance of The Coalition by reviewing and approving policies related to human resources, financial controls, and operations. The Committee is also responsible for conducting ongoing Board Development activities and coordinating recruitment, onboarding and development of new members to the Board of Directors.

B. Public Affairs Committee. The purpose of the Public Affairs Committee is to coordinate the marketing, public relations, and fundraising strategies along with managing key events on behalf of The Coalition.

C. Program Advisory Committee. The purpose of the Program Advisory Committee is to identify, recruit and retain members and volunteers; to review new and existing programs for the organization; and develop strategic partnerships with organizations aligned with the mission of The Coalition.

D. Advocacy Committee. The purpose of the Advocacy Committee is to coordinate The Coalition's policy, research and legislative advocacy activities. The Committee is responsible for designing and implementing The Coalition's annual legislative and policy advocacy agenda.

SECTION 2. Advisory and Ad-Hoc Committees. The Board may provide for such other committees and advisory groups consisting in whole or in part of persons who are not Directors, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board; and each such committee shall perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Coalition or these Bylaws, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on any such advisory or ad-hoc committees shall be made by the [President], unless the Board otherwise provides. All ad-hoc and advisory committees may only provide advice and make recommendations to the Board and shall not act on behalf of the Board or the Coalition.

SECTION 3. Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall resign or be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Chair. One member of each committee shall be appointed chair thereof by the [President] of the Coalition, unless the Board of Directors otherwise provides.

SECTION 5. Removal. Any committee member may be removed from serving on a committee by the Board whenever in its judgment the best interests of the Coalition will be served thereby.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules or policies and procedures adopted by the Board of Directors.

ARTICLE IX FISCAL YEAR

The fiscal year of the Coalition is July 1 through June 30 of each year.

ARTICLE X AUDIT

The books of the Coalition shall be audited annually by a certified public accountant appointed by the Board. The auditor's report shall be filed with the records of the Coalition. A summary of this report shall be presented to the Board no later than six months following the close of the fiscal year.

**ARTICLE XIII
INDEMNIFICATION**

The organization shall indemnify each Director, Officer, and Committee member at any time in office, serving at the request of the Coalition, whether prior or subsequent to the adoption of these Bylaws, who was or is a party to any threatened, or pending proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee member of the Coalition, of expenses (including legal fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interest of the organization or had no reasonable cause to believe his/her conduct was unlawful.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the Coalition for any cause whatsoever, the Board shall, after paying or making provision for the payment of all of the liabilities of the Coalition, dispose of all of the assets of the Coalition exclusively for the purposes of the Coalition in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States internal revenue law), as the Board shall determine. Any assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Coalition is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended, or new Bylaws may be adopted by email or secure website, by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at any regularly called meeting (e.g., the Annual Meeting) or specially called meeting provided that a copy of the proposed amendment (or summary thereof) or the new Bylaws shall be included with the notice of the meeting. The notice of the meeting must be given at least fifteen (15) days in advance of said meeting.

**ARTICLE XIII
CORPORATE FINANCES AND CONTRACTS**

SECTION 1. DEPOSIT OF FUNDS

All funds of the Coalition shall be deposited in such banks, trust companies, or depositories as the Board of Directors may from time to time determine.

SECTION 2. CHECKS, ETC.

All checks, drafts, notes and evidence of indebtedness of the Coalition shall be signed by the Executive Director of the Coalition, unless the Board determines otherwise, in accordance with the operating budget and the procedures and restrictions set forth in the Board manual.

SECTION 3. CONTRACTS AND OTHER INSTRUMENTS.

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the Coalition in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

**ARTICLE XV
TAX-EXEMPT STATUS**

The affairs of the Coalition at all times shall be conducted in such a manner as to assure the Coalition's status as an organization qualifying for exemption from taxation pursuant to IRC Section 501(c)(3). The Coalition at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these Bylaws. The Coalition shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Coalition, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of IRC Section 501(c)(3).)