

BYLAWS

ARTICLE I NAME AND OFFICE

The Corporation shall be a Georgia nonprofit corporation. The name of the Corporation shall be "Healthy Mothers, Healthy Babies Coalition of Georgia, Inc." (Hereinafter, the "Coalition")

The principle office of the Coalition is to be determined by the Board Members with such additional offices as may be established from time to time.

The registered agent of the Coalition is the President of the Board Members of the Coalition.

ARTICLE II PURPOSE

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:

stimulate action for the prevention, or earliest possible correction, of problems that contribute to poor pregnancy outcomes and infant mortality and morbidity;
provide a forum for an exchange of ideas on the needs of Georgia's pregnant women and infants;
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;
participate in the development of public policy relating to maternal, infant, and child health; and
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, Board Members, 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

SECTION 1 QUALIFICATIONS

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

Each Organizational Member shall have only one vote.

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

SECTION 2 TERM OF MEMBERSHIP

The Coalition accepts Members year round upon the receipt of the payment of dues. Each Membership shall be deemed effective on the first day of the month following the Coalition's receipt of the dues payment for said Member and shall continue for twelve months thereafter (the "Renewal Date").

SECTION 3 TERMINATION

Membership can be terminated in the following manner:

by the Member upon written request to the President/Board Members;

by the Member as evidenced by his, her or its failure to pay dues.

Membership dues are non-refundable in the event of termination.

SECTION 4 MEMBERSHIP DUES

Dues are established by the Board Members and are subject to change annually.

ARTICLE V MEETINGS

SECTION 1 BOARD MEETINGS

As established at the beginning of the calendar year, the Board Members 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.

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.

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.

Except as otherwise provided in these Bylaws, the act of a majority of the Board Members present at any meeting at which a quorum is present shall be the act of the Board Members.

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 Board Members then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

Board Members 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 ANNUAL MEETING

The Board shall schedule an Annual Meeting of the Members. The Membership shall be notified at least forty-five (45) days in advance of the meeting. The purpose of the meeting is to:

- elect officers and new Members of the Board;
- present an annual report of the activities of the Coalition;
- present public policy priorities;
- present recommendations for action for the coming year;
- any other business deemed necessary by the Board Members.

SECTION 3 QUORUM

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

- B. Membership Meetings. Those Members attending the Annual or special meetings of the Membership shall constitute a quorum.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1 BOARD MEMBERSHIP

The Board Members shall consist of no fewer than 14 or more than 25 Members. Board Members must be in good standing and members of the Coalition.

SECTION 2 AUTHORITIES AND DUTIES

The Board Members 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.

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

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 Members.

Each Board Member 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 Board Member 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..

SECTION 5 TERMINATION

A Board Member shall be terminated from the Board when the Board Member submits his/her resignation in writing to the President. The vacancy will be filled in accordance with the bylaws

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

The Board may remove a Board Member for cause. Any Board Member 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 $\frac{3}{4}$ of the Board Members present. Said meeting date must be set 30 days or more from the date of notification.

A Board vacancy for any reason shall be filled upon majority consent by the Board Members. The person elected/appointed shall serve for the remainder of the unexpired term for which they were selected.

ARTICLE VII OFFICERS

SECTION 1 OFFICERS

The officers of the Coalition shall be President, Vice-President/President-Elect, and Secretary/Treasurer.

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 where said person was elected and shall terminate at the completion of the Annual Meeting two (2) years later. Neither the President nor Vice President No officer shall serve more than two consecutive terms of office in the same office. If for any reason an officer of the Board Members 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

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 Members; 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 Membership and the Board Members.

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 of Directors, 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 Board President.

SECTION 4 RESIGNATION AND REMOVAL

An officer shall be terminated from the Board when the officer submits his/her resignation in writing to the President. The vacancy will be filled in accordance with the bylaws.

The Board may remove an officer or cause. 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 $\frac{3}{4}$ of the Board Members present. Said meeting date must be set 30 days or more from the date of notification.

ARTICLE VIII STANDING COMMITTEES

SECTION 1 ORGANIZATIONAL MANAGEMENT COMMITTEE

The Organizational Management Committee shall be comprised of President, Vice- President/President-Elect, Secretary/Treasurer and all standing Committee Chairs. The Committee shall select its own Chairperson. The Organizational Management Committee shall meet no less than three times a year and report at each Board Meeting.

SECTION 2 PUBLIC AFFAIRS COMMITTEE

SECTION 3 EVENTS COMMITTEE

SECTION 4 FUNDRAISING COMMITTEE

SECTION 5 MARKETING COMMITTEE

SECTION 6 PROGRAMS (POWERLINE) COMMITTEE

SECTION 7 AD HOC COMMITTEES

The Board shall be authorized to form ad hoc committees to accomplish those specific purposes designated by the Board. Ad hoc committee chairs are appointed by the President and they serve at the pleasure of the President. At least one members of each said ad hoc committee shall be a member of the HMHB Board of Directors.

ARTICLE IX NOMINATIONS

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 least 15 days prior to the Annual Meeting.

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

ARTICLE X NOTICES

SECTION 1 NOTICES

Except as otherwise provided by these bylaws, any notice required or desired 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 email is sent or upon deposit in the US mail, as the case may be.

SECTION 2 WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation, or these bylaws, a wavier thereof by the person or persons entitled to said notice may be given before or after the time stated therein. Attendance at a meeting waives any objection to lack of notice or defective notice of the meeting, unless the Member or Director at the beginning of the meeting objects to the holding of the meeting or to the transacting of business at the meeting.

ARTICLE XI FISCAL YEAR

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

ARTICLE XII AUDIT

The books of the Coalition shall be audited annually by a certified public accountant appointed by the Board Members. 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 XIV

IN THE EVENT OF DISSOLUTION

In the event of termination of the existence of the Coalition for any cause whatever, all of its assets and property over and above that which may be required for payment of its just debts and obligations shall vest in its successor organization or in such other nonprofit organization as designated by the Board Members.

ARTICLE XV AMENDMENTS

These bylaws may be amended, or new bylaws may be adopted by email or secure website, by a 2/3 affirmative vote of the Coalition 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 XVI CORPORATE FINANCES

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 such officers as employees or persons as the Board Members may from time to time determine.

ARTICLE XVII 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.