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Article I: Name

- 1.1 NAME. The name of this Association is the International Lactation Consultant Association (ILCA®), hereinafter referred to as the “Association” or ILCA, a Virginia not-for-profit corporation.

Article II: Purposes

- 2.1 STATEMENT OF PURPOSE. This Association is organized exclusively for educational, scientific and charitable purpose as contemplated by Section 501 (c) (3) of the United States Internal Revenue Code. More specifically, the purposes of the Association are to:

1. Provide for education, communication, networking and mutual support within the International Board Certified Lactation Consultant® (IBCLC®) community and other health workers concerned with breastfeeding and related issues;
2. Advocate for the IBCLC;
3. Uphold high standards of professional practice;
4. Promote appropriate credentialing for the IBCLC;
5. Foster awareness of breastfeeding, human milk feeding and skilled lactation care as important measures for health promotion and disease prevention;
6. Heighten recognition of the consequences of artificial feeding of infants and children;
7. Encourage research in all aspects of human lactation, the role of the IBCLC and the feeding of infants and young children;
8. Support the world-wide implementation of the International Code of Marketing of Breast-milk Substitutes and subsequent relevant WHA resolutions which are consistent with the goals and objectives of the Association;
9. Advise relevant authorities on issues of concern to the IBCLC and;
10. Collaborate with other organizations whose aims and objectives, in whole or in part, are similar to those of the Association.

- 2.2 FUNDAMENTAL PRINCIPLES. In realization of these purposes the following fundamental principles shall be observed:

1. As an organization, ILCA and its affiliates will not endorse any literature or products, or accept direct funding from manufacturers that are not meeting their obligations under the *International Code of Marketing of Breast-milk Substitutes* and subsequent relevant WHA resolutions.
2. Directors of ILCA, its staff and its affiliates will not accept funding from manufacturers that are not meeting their obligations under the *International Code of Marketing of Breast-milk Substitutes* and subsequent relevant WHA resolutions.
3. Directors of ILCA, its staff and its affiliates will not endorse in their official capacity any literature or product.

Article III: Membership

- 3.1 **MEMBERSHIP.** The members of this Association shall each year consist of those individuals who support the purposes of the Association, have applied for membership and have paid their membership dues for the current year.
- 3.2. **HONORARY MEMBERSHIP.** Honorary Membership is a privilege bestowed by three fourth (3/4) vote of the ILCA Board of Directors in recognition of the outstanding contribution of an individual to the growth and development of ILCA, its goals, and/or the profession of Lactation Consulting. Honorary members are entitled to all the privileges of Membership, but do not pay dues. Honorary Membership may be granted for a specific period of time or for life.
- 3.3 **MEMBERS RIGHTS, PRIVILEGES, DUES.** All rights, privileges and dues of members shall be determined by the Board of Directors. Only members who are currently certified as an IBCLC by the International Board of Lactation Consultant Examiners® may stand for election to the ILCA Board.
- 3.4 **VOTING RIGHTS.** Individual members who are currently certified as International Board Certified Lactation Consultant, and who have paid their membership dues shall be entitled to one vote on each matter submitted to vote of the members. All questions shall be decided by a majority of those voting, except as otherwise provided by the laws of the State of Virginia, USA, or in these By-laws.
- 3.5 **TRANSFER OF MEMBERSHIP.** Membership in the Association shall not be transferable or assignable.

Article IV: Meetings of Members

- 4.1 **ANNUAL MEETING.** The time, place and date of the Annual Meeting of the membership shall be determined by the ILCA Board of Directors and the membership shall be notified at least sixty (60) days in advance.
- 4.2 **SPECIAL MEETINGS.** A special meeting of the members may be called by a majority of the Board of Directors or ten percent (10%) of the members eligible to vote. Written notice stating the purpose, place, and time of the meeting shall be sent to all members thirty (30) days in advance. The majority vote of the special meeting must be ratified by two-thirds (2/3) of the voting members of the Association, by ballot, within ninety (90) days.
- 4.3 **ADJOURNED MEETING.** Any meeting of the members without a quorum may be adjourned to meet at another time and reconvened when a quorum is present. In such event, it shall not be necessary to provide further notice of time and place of the reconvened meeting if the information was given at the meeting so adjourned.
- 4.4 **QUORUM.** The members present at any properly announced meeting shall constitute a quorum.
- 4.5 **RESOLUTION.** All resolutions adopted at the annual or any special meeting of the membership must be ratified by ballot of the members eligible to vote.

Article V: Board of Directors

- 5.1 **GENERAL POWERS.** The Board of Directors shall be the legal representative of the Association and shall be empowered to hold and administer all property and funds and to direct the affairs of the Association pursuant to its Articles of Incorporation. Directors are bound by the policies and procedures which are reviewed and/or updated annually.

- 5.2 QUALIFICATIONS. Each Director must be an ILCA member in good standing for two (2) years prior to selection and be an IBCLC.
- 5.3 VOTING. Each member of the Board of Directors shall be entitled to one (1) vote.
- 5.4 MEETINGS. Meetings of the Board of Directors may be called by the President, or any three (3) members of the Board of Directors. A quorum of the Board of Directors must agree on a date, time and place for the meeting. Meetings may also take place by electronic means (telephone or Internet-based). Voting may take place at any such meeting, or by electronic communication, provided that all members have been duly notified, and a quorum has been satisfied.
- 5.5 NOTICE AND QUORUM. At least sixty (60) days notice shall be given to each Director for face-to-face meetings. At least ten (10) days notice shall be given to each Director for all other meetings. A majority of the Board of Directors shall constitute a quorum.
- 5.6 VACANCY. Vacancies occurring on the Board for any reason may be filled by majority vote of the Directors. A Director so elected to fill a vacancy shall complete the unexpired term of that Director's predecessor in office. Thereafter, the director must be elected to the post, by the ILCA voting members, to retain the office. Directors elected to a three (3) year term after filling a vacancy must rotate off the Board for one (1) year upon completion of the elected term. A vacancy in the office of President will be filled by a Director, elected by a majority vote of the Directors.
- 5.7 REMOVAL FROM OFFICE. Any Director may be removed for cause by two-thirds (2/3) vote of the Board of Directors at a meeting or conference call for which adequate notice has been given. Any Director so removed from the Board shall not be eligible to reapply for candidacy on the Board for a period of four (4) years following the effective date of removal.
- 5.8 RESIGNATION. A Director may resign at any time by giving notice to the Board or to the President. Such resignation will take effect immediately upon acceptance by the President of said written resignation. Members will receive written notification of the resignation within ninety (90) days.
- 5.9 COMPENSATION. All Directors shall serve without compensation, but may be reimbursed for authorized expenses.

Article VI: Officers and Directors

- 6.1 BOARD OF DIRECTORS. All Officers and Directors are members of the Board of Directors. The Board of Directors shall number no less than three (3) and no more than nine (9).
- 6.2 OFFICERS. The Officers are President, Secretary and Treasurer.
- 6.3 DIRECTORS. Director positions to be filled by election will be identified by the board six months prior to the balloting period.
- 6.4 TERM OF OFFICE. Officers and Directors will be elected to serve for a three (3) year term, with the exception of the President, who serves a single two-year term in accordance with selection procedures set forth at 6.7 of these Bylaws. Terms of office shall begin at the annual meeting following the election. The ILCA Board of Directors has the option to invite a board member to renew his/her term for a second three-year period. Any Director so invited to serve a second term must be ratified by vote of the ILCA voting members. With one exception, at the conclusion of the second term, members must rotate off the Board for one (1) year. The second three (3) year term of a Director appointed to the Presidency may be extended up to two (2)

additional years to fulfill the term of President. Directors elected to a three (3) year term after filling a vacancy under 5.6 of these Bylaws must rotate off the Board for one (1) year upon completion of the elected term.

- 6.5 NOMINATIONS COMMITTEE. The Nominations Committee shall prepare a slate of candidates for the election of Officers and Directors for all positions other than the position of President. The membership shall be invited to submit names to the Nominations Committee.
- 6.6 ELECTION OF OFFICERS AND DIRECTORS Officers and Directors, with the exception of the President, will be elected by a ballot vote of the voting membership. Officers shall be elected by a majority of ballots returned. A tie vote shall be decided by lot.
- 6.7 APPOINTMENT OF THE PRESIDENT. The ILCA President is appointed by majority vote of the ILCA Board. Announcement of the appointment will ideally be made to the ILCA membership more than one (1) year before the post is assumed, and the term of office shall begin at an annual meeting. The President so appointed must be ratified by vote of the ILCA voting members. The President will serve for a two-year term. At the end of this term the outgoing President will serve as chair of the Nominations Committee for an additional two (2) years. When an ILCA President is appointed or elected from the sitting board, the board post thus vacated will be filled by election of the voting membership.

Article VII: Partners

- 7.1 PARTNERS. Partners of ILCA are legally constituted organizations that share common or similar values and purpose with ILCA and which meet the criteria established by the ILCA Board of Directors

Article VIII: Committees

- 8.1 ESTABLISHMENT OF COMMITTEES. Committees may be established and dissolved by resolution of the Board of Directors. Each committee shall be approved by the Board of Directors and appointed by the President. The terms of all committees are reviewed annually.

Article IX: Finance

- 9.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- 9.2 FINANCIAL INSTRUMENTS. All checks, drafts, or other orders for payment of money notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents in such manner as determined by resolution of the Directors.
- 9.3 DEPOSITS. All funds not otherwise employed shall be deposited in a timely manner in such banks, trust companies, or other depositories as the Directors determined by resolution.
- 9.4 FISCAL YEAR. The fiscal year of the Association shall be from 1 January through 31 December.

Article X: Conflict of Interest

- 10.1 DISCLOSURE. Any individual seeking an elected, appointed or contracted position at ILCA must make prior disclosure of any real, perceived or potential conflict of interest. A conflict of interest arises when one is in a position to influence a decision at ILCA that will result in personal or professional gain for self or a family member. Individuals will not accept any funding from manufacturers that are not meeting their obligations

under the *International Code of Marketing of Breast-milk Substitutes* and its subsequent relevant WHA resolutions. Any undisclosed conflict found after assumption of position may result in a request for resignation.

10.2 VOTING AND RECUSAL. Any individual holding an elected, appointed or contracted position at ILCA having a conflict of interest regarding a matter which comes under discussion shall recuse her/himself from any discussion and voting on the matter in question. Any recusals will be recorded in the minutes of the meeting.

10.3 ANNUAL AFFIRMATION BY THE BOARD. ILCA Board members will be required, at the meeting held in conjunction with the annual conference, to individually sign a statement against conflicts of interest.

Article XI: Confidentiality

11.1 CONFIDENTIALITY. Each member of the Board of Directors acknowledges that during the time that she/he is a member of the Board, she/he will have access to confidential information. Each Director agrees that she/he will not disclose such confidential information except for the proper conduct of Association business.

Article XII: Indemnity and Insurance

12.1 INDEMNIFICATION. The Association shall indemnify and advance expenses to its Directors, employees, contractors and agents to the full extent possible under applicable law. Accordingly, the Board may provide by resolution that any Director, employee, contractor or agent be advanced expenses or be indemnified for expenses and costs, including legal fees, which were necessarily incurred in connection with any claim asserted against said person by reason of said person's having been a Director, employee, contractor, or agent of the Association. However, no indemnification or advance of expenses shall be allowed if such person was guilty of misconduct regarding the matter in which an advance or indemnification is sought, and any funds advanced to such person shall be returned to the Association.

Article XIII: Parliamentary Authority

13.1 PARLIAMENTARY AUTHORITY. Except as otherwise provided in these Bylaws or by action of the Board of Directors, the current edition of Robert's Rules of Order, Newly Revised shall govern any question of parliamentary procedure.

Article XIV: Amendments

14.1 AMENDMENTS. These Bylaws may be amended by a two-thirds (2/3) vote of the membership voting.

Article XV: Dissolution

15.1 DISSOLUTION. In the event of dissolution of the Association, its assets after payment of expenses shall be distributed by the Board of Directors to another not-for-profit organization whose aims and objectives, in whole or in part, are similar to those of the Association, and who are exempt under the provision of 501(c)(3).