



**NEW YORK STATE ASSOCIATION OF LICENSED
MIDWIVES
BYLAWS**

ARTICLE I: NAME

The association shall be known as the New York State Association of Licensed Midwives, Inc. (NYSALM). NYSALM has been founded as a nonprofit, tax-exempt, professional membership association dedicated to professional, charitable, educational and scientific purposes within the meaning of Section 501(C)(6) of the U.S. Internal Revenue Code.

ARTICLE II: MISSION STATEMENT

1. To promote the health and well-being of women and infants in New York State through midwifery care
2. To facilitate the professional practice of licensed midwives in New York State
3. To encourage and maintain collegial relationships with other health care providers, institutions and organizations

ARTICLE III: OBJECTIVES

1. To improve statewide communications among licensed midwives
2. To remove barriers to midwifery practice and to improve consumer access to midwifery care
3. To affect state-wide legislation and regulation
4. To promote midwifery education, clinical practice and research
5. To promote quality midwifery care throughout the state
6. To enhance public relations for licensed midwifery practice
7. To provide consultation and advice for association members
8. To convene an annual meeting of all midwives in the State of New York for the purpose of political activity, education and support

ARTICLE IV: MEMBERSHIP

There are four categories of Membership: Active, Retired, Associate, and Student

1. **Active:** Only New York State licensed midwives can be active members. They are entitled to attend all membership meetings, speak at those meetings and make motions, vote on resolutions, and receive all official mailings. They may run for office. Termination of active membership will occur with voluntary resignation, non-payment of dues, or loss of license. Active members may not represent NYSALM without prior authorization.
2. **Retired:** New York State licensed midwives who are no longer employed are entitled to the same rights and responsibilities as Active members.
3. **Associate:** Associate members are individuals other than NYS licensed midwives, such as friends of midwives or other interested individuals. Associate members must be current on dues. They are entitled to attend all membership meetings, speak at those meetings once all voting members have been heard, and receive all official mailings. Associate members cannot vote and cannot hold office. Associate members may not represent NYSALM without prior authorization.

4. **Student:** Individuals currently attending a midwifery education program may attend all membership meetings, speak at those meetings once all active members have been heard, and receive all official mailings. Student members cannot vote and cannot hold office. Student members may not represent NYSALM without prior authorization.

ARTICLE V: DUES

Dues will be paid on a yearly basis according to category of membership; the annual amount will be determined by the Board of Directors. Membership categories include:

1. Active Members: dues payable annually, or as a Lifetime Member with dues payable once, at fifteen times the current annual rate
2. Retired Members will pay 25% of the annual active member rate
3. Associate Members will pay 75% of annual active member rate
4. Student Members will pay 25% of the annual active member rate.

ARTICLE VI: STRUCTURE

1. The state shall be divided into eight (8) geographical regions: New York City, Long Island, Hudson Valley, South Central, Northeast, North Central, Rochester, and Western.
2. Active members in each district will elect representatives to the Board of Directors in proportion to the number of licensed midwives in that district. District representation will be analyzed prior to the statewide meeting and will be subject to reconfiguration based on the number and distribution of licensed midwives in the state. There will be 1 representative for each 100 licensed midwives or portion of 100 midwives licensed within the district
3. Elections for district representatives will occur in the Fall of alternate years as follows: 2001 and odd years thereafter: New York City, Western, and North Central; 2002 and even years thereafter: Northeast, South Central, Rochester, Hudson Valley, and Long Island

ARTICLE VII: BOARD OF DIRECTORS

The governance of the organization shall be vested in the Board of Directors, hereafter called "the Board"

Section 1: COMPOSITION OF BOARD

- a. The Board shall be comprised of representatives chosen from each district. In the event that a regional representative resigns or is removed, the Board may appoint a new representative from the district to fulfill the term. In the event that the district representative cannot attend a Board meeting, he/she may send a non-voting alternate to represent the district at the Board meeting. In the case of chronic absence, a Board member may be removed by two-thirds (2/3) vote of the Board.
- b. In the event that a member of the Board is serving in the capacity of an officer when the term of district representation expires, that member shall remain on the Board in full capacity until such time as her/his term as officer has been completed
- c. The Board will appoint a student representative to the Board of Directors.

Section 2: DUTIES OF BOARD MEMBERS

- a. Attend all Board meetings which shall be held at least four (4) times per year.
- b. Conduct an annual meeting of the association.
- c. Set policy for NYSALM and conduct its business in accordance with the Mission Statement and Objectives set forth in these bylaws.
- d. Manage funds and property of NYSALM
- e. Communicate with members regarding NYSALM and its professional activities
- f. As representatives from their districts, convey any comments, issues, or suggestions presented to them by their district membership
- g. Surrender any NYSALM property and/or records to their successor or the president within two (2) weeks after leaving office

- h. Serve without compensation although a proportion of travel expenses may be reimbursed.

Section 3: OFFICERS

- a. The Board will elect four officers from among its members: President, Vice-President, Secretary, and Treasurer. President and Secretary will be selected one year; Vice President and Treasurer will be selected during the alternate years. Terms of office will be two years and will commence at the first meeting of the fiscal year. The outgoing President of the Board shall remain a member of the Board in full capacity for one year following completion of her/his term of office.
- b. No officer may serve more than two consecutive terms and must be out of office for more than three years prior to holding the same office again
- c. Only a member who has served on the Board for at least one (1) year is eligible to be elected President.
- d. The four officers will serve as the Executive Committee.

Section 4: DUTIES OF OFFICERS

- a. The President shall:
 - 1. Preside at the meetings of NYSALM and the Board
 - 2. Be a member ex-officio of all committees, except any nominating committee
 - 3. Prepare and present an annual report to the membership at the Annual Meeting
 - 4. Approve bills before payment is made by the Treasurer
 - 5. Execute any contract, deed, mortgage, bond, or other instrument which the Board of Directors has authorized
 - 6. When feasible, represent NYSALM at other midwifery or professional association meetings
 - 7. Keep other officers and board members informed about activities of NYSALM
 - 8. Assign additional duties to other officers and board members as necessary
- b. The Vice President shall:
 - 1. Assume any or all duties of the President in the event that the President is unable to serve the complete term
 - 2. Assist the President in any and all of the duties as necessary
 - 3. Represent NYSALM at other professional meetings whenever the President is not available
 - 4. Schedule and plan meetings of NYSALM as approved by the Board
- c. The Secretary shall:
 - 1. Keep the minutes of NYSALM and Board meetings and maintain the Minute Book
 - 2. Forward minutes to Board members within thirty (30) days of the meetings
 - 3. Notify Board members of future meetings
 - 4. Maintain updated correspondence data on all members
 - 5. Correspond on behalf of NYSALM as directed by the Board
- d. The Treasurer shall:
 - 1. Establish and maintain NYSALM depository and investment accounts as directed by the Board
 - 2. Prepare and maintain ledgers and other books of accounts
 - 3. Receive monies of NYSALM, pay bills, and disburse funds as directed by the Board and/or the President within 30 days
 - 4. Assess and collect annual dues
 - 5. Prepare a budget for Board approval
 - 6. Prepare and present a written financial report at the Annual Meeting and at scheduled Board meetings
 - 7. Assure compliance with tax reporting and any other legal requirements
 - 8. Arrange for an audit of the financial records on a biannual basis

Section 5: QUORUM, VOTING, AND PROXY

- a. The majority of the members of the Board shall constitute a quorum
- b. All votes are carried by a majority of those present at a duly called and constituted meeting.
- c. Each member of the Board shall have equal voting rights
- d. Proxy voting shall not be permitted
- e. The Board may conduct votes via conference call, email, mail or fax provided notice of such meeting and/or vote is provided to the Board members at least 48 hours before the called meeting.
- f. Non-policy issues may be decided on by the President, in consultation with the Executive Committee, and do not require a vote of the Board

Section 6: COMMITTEES

The Board may appoint committees as needed. The chairperson shall be appointed by the President and will be responsible for soliciting representatives from each district.

ARTICLE VIII: FISCAL YEAR

The fiscal year of NYSALM shall commence on January first.

ARTICLE IX: PARLIMENTARY AUTHORITY

Meetings will be conducted following Roberts' Rules of Order, Newly Revised, as interpreted by the President.

ARTICLE X: AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the members present at the Annual Meeting. All proposed Bylaws changes must be published or mailed to the membership thirty (30) days prior to the scheduled vote at the Annual Meeting.

ARTICLE XI: DISSOLUTION

Upon the dissolution of NYSALM, all monies of NYSALM will be distributed among the New York State midwifery education programs.

Approved May 4, 2009