

Constitutional By-Laws  
Friends of Michigan Midwives  
Developed and Approved June 2010

Article I

NAME

The name of this corporation is the Friends of Michigan Midwives. Herein and elsewhere it will be abbreviated as FoMM.

MISSIONS, PURPOSES, AND OBJECTIVES

The primary objectives and purposes of this corporation shall be:

1. To educate and inform the public about the profession of midwifery and the Midwives Model of Care.™
2. To promote and support the profession of midwifery in the State of Michigan.
3. To support local chapters of FoMM in providing hands on services and assistance to the midwives in their area.

MEMBERSHIP

1. Qualifications and Terms. Any individual who supports the mission of the corporation shall be eligible for membership upon the payment of annual dues, as determined from time to time by the Board of Directors. Individuals may become lifetime members by payment of a one-time donation in an amount set by the Board. Membership applications will be available at local chapter meetings, public events, or through the official website. The term of membership shall be annual. Membership shall be acknowledged by the corporation.

2. Availability of Organizational Documents. The Articles of Incorporation and Bylaws of the corporation shall be made available to any member upon request.

Article II

BOARD OF DIRECTORS

1. General Powers and Duties. Management of the affairs of the corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation under the Michigan Nonprofit Act and its Articles of Incorporation, subject to the limitations set forth in the Articles.

2. Number. The number of the members of the Board of Directors shall be set by a resolution of the Board of Directors. The Board of Directors includes Officers of this corporation, Membership Coordinator, Events Coordinator, Marketing/PR Coordinator, Fundraising Coordinator, Michigan Midwives Association Liaison, Regional Directors Coordinator, and designated directors asked to serve from time to time as determined necessary by the Officers. The Board shall consist of at least three (3) members, but no more than fifteen (15).

3. **Qualifications.** All Directors must be a Friends of Michigan Midwives member in good standing. No Directors shall be practicing midwives.

4. **Election; Terms; Vacancy.** The Board of Directors shall be selected in one or more of the manners below:

a. **By appointment.** A current member may be recruited and appointed by a simple majority vote of the Officers of the Board.

b. **By application.** Any current member may apply for positions that are announced as vacant by the Board of Directors. Upon the receipt of a qualified application, the Officers shall vote by simple majority on whether or not to accept the applicant as a member of the Board.

The term of the office of Board Members shall be one year. A board member may succeed him or herself, but is eligible for only five (5) successive terms. Any vacancy occurring in the Board of Directors caused by the resignation, removal, or death of any director or by any reason of an increase in the number of directors may be filled by appointment of the President subject to confirmation by the Officers as resolved by a majority vote.

Upon the end of the Director's term, notice shall be issued to the entire membership of the corporation and nominations shall be accepted for the open positions. The current Board of Directors and one representative vote per chapter will elect new directors at an annual public Board meeting in April.

5. **Quorum; Voting.** A majority of the entire Board of Directors then in office shall constitute a quorum for the transaction of any business. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of the decisions by the Board, except as a larger vote may at any time be otherwise specifically required by the Michigan Nonprofit Corporation Law, the Articles of Incorporation, or these By-Laws. Officers may vote by a show of hands, voice, teleconference, email ballot, internet chat, or printed ballot, whichever is appropriate. If within seven (7) days, a majority of the votes received are in favor of such a resolution, it shall be deemed to have carried.

6. **Meetings.** Board meetings shall be held at least one (1) time a month, via conference call or in person. At least two (2) Board meetings per calendar year will be held in person, at varying locations around the state. Special meetings may be held at any time when called for by a Board Member. Agendas shall be provided at least 4 days in advance.

7. **Compensation.** Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Board, may be reimbursed for expenses incurred while acting on behalf of the corporation. Active members of FoMM may also, by resolution of the Board, be reimbursed for expenses incurred while acting on behalf of the corporation. Reimbursement forms along with receipts will be needed for reimbursement to be completed.

8. **Removal.** Any Officer, Director, or Committee Member may be considered for removal from a position under any one (1) of the following three (3) conditions:

1. Failure to fulfill or arrange for the discharge of his/her duties as outlined by the By-Laws and/or written job description for a period exceeding three (3) months.
2. Failure to attend three (3) consecutive board meetings in a calendar year without showing just cause.

3. Failure to respond to three (3) consecutive memorandums defined as direct written requests from the President for a vote or input on a specific issue, without showing just cause.

In addition, any Director may be removed with or without cause by a majority vote of the Board of Directors at a special or regular meeting, called for the purpose of removing the Director, at which a quorum is present.

### Article III

#### OFFICERS AND DIRECTORS

1. **Officers.** The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer. The duties of any such Officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board of Directors. In addition to the official duties of an Officer, Officers are also able to hold one Director position. Each Officer shall be a member of the Board of Directors and have one (1) vote each. The duties of each officer is as follows:

a. **President.** The President shall act as the chief elected officer of the corporation, and shall preside at all special and regular meetings of the Board of Directors and shall preform such other duties as the Board of Directors may from time to time prescribe. The President shall maintain communications with Board members, oversee progress on tasks of Board members, and assist in finding resources to help complete tasks. The President shall also communicate and coordinate with other organizations to promote midwifery in Michigan. The President shall represent FoMM publicly during events.

b. **Vice-President.** The Vice-President shall act on behalf the President in her or his absence and shall perform such other duties as the Board of Directors may from time to time prescribe.

c. **Secretary.** The Secretary shall record, type, and distribute minutes within one week of every Board meeting. The Secretary shall keep a file copy of all the minutes and results of special email votes. The Secretary shall maintain the membership database and send out membership business mailings.

d. **Treasurer.** The Treasurer shall manage the corporations finances. The Treasurer shall receive, deposit, and record membership dues, donations, and fundraising profits. The Treasurer shall compile a regular treasury report for the dispersal to Board members on a monthly basis; shall ensure income taxes are filed annually; shall create a report of expenses/profits for each fundraising event; and shall ensure the development of Board and committee budgets.

It shall be the duty of each Officer of the corporation to ensure the filing of any and all returns, reports, lists, or statements required by law to be made and filed by her/him or a designated professional, and to make full report to the Board of Directors respecting the affairs of the corporation in her/his charge whenever s/he may be requested to do so.

## **2. Directors General Powers, Titles, and Duties**

**a. Membership Coordinator.** The Membership Coordinator is responsible for the overall recruitment of members throughout the state through the following duties:

1. Assists the Secretary in keeping membership database maintained.
2. Uses promotional incentives to attract members.
3. Holds membership drives throughout the year.
4. Notifies members of expiring memberships and obtains renewals.
5. Represents members during Board meetings.
6. Communicates with new members promptly via email, phone call, or letter.
7. Connects members with local chapters if available.
8. Performs such other duties as the Board of Directors may prescribe.

**b. Events Coordinator.** The Events Coordinator is responsible for seeking out ways to promote midwifery awareness and advocacy during special events throughout the state by performing the following duties:

1. Researches and maintains a list of all activities in the state of Michigan in which FoMM could attend as representatives for advocacy and education of midwifery.
2. Communicates to Board and members of upcoming events and coordinates with Board members on scheduling and planning of educational, fundraising, and advocacy events.
3. Performs such other duties as the Board of Directors may prescribe.

**c. Marketing and Public Relations Coordinator.** The Marketing/PR Coordinator is responsible for promoting FoMM to the general public through the following duties:

1. Prepares or edits organizational publications; such as FoMM website, brochure, and educational literature.
2. Promotes FoMM through social media outlets such as Facebook and Twitter.
3. Communicates FoMM business and newsletters to members via email and the Yahoo bulletin boards and updates the Big Push and FoMM yahoo groups on current events.
4. Performs such other duties as the Board of Directors may prescribe.

**d. Fundraising Coordinator.** The Fundraising Coordinator is responsible for overseeing FoMM's fundraising efforts through the following duties:

1. Works with the Treasurer to measure past success of fundraisers and current budget.
2. Leads statewide fundraising campaigns throughout the year.
3. Coordinates with Regional Directors with their fundraising efforts in their local communities.
4. Performs such other duties as the Board of Directors may prescribe.

**e. Michigan Midwives Association Liaison.** The MMA Liaison is responsible for working closely with the MMA Legislative Core Group in order for FoMM to best understand how to fulfill its mission in providing hands on services and assistance to midwives through the following duties:

1. Represents FoMM during Legislative Core Group meetings of MMA.
2. Communicates with FoMM Board the Legislative Core Group meetings minutes during Board meetings.
3. Spearheads legislative campaigns for FoMM and MMA.
4. Performs such other duties as the Board of Directors may prescribe.

f. **Regional Coordinator Director.** The Regional Coordinator Director is responsible for ensuring that the Regional Coordinators have the resources necessary to run local chapters successfully through the following duties:

1. Communicates regularly with Regional Directors by email, phone, or letter.
2. Holds quarterly meetings via conference calls between Regional Directors to brainstorm ideas and discuss progress in each local area.
3. Creates and maintains a information packet for new Regional Directors to assist them with starting local chapters.
4. Performs such other duties as the Board of Directors may prescribe.

### **3. Duties of All Board Members**

1. Regularly attends Board meetings and special meetings.
2. Commits to participate actively in committee and/or Board work.
3. Completes assignments thoroughly and on time. Seeks assistance when needed.
4. Stays informed about committee/Board matters, prepares themselves well for meetings, and reviews any comments on minutes and reports.
5. Gets to know other Board members and builds a close working relationship.
6. Participates in fundraising for the organization.
7. Commits to at least 1 year of volunteer service to the Board and in case of resignation, makes every effort to find a replacement volunteer before resigning from the Board.
8. Is a public representative of FoMM during events.

## **Article IV**

### **COMMITTEES**

The Board of Directors may create committees consisting of Board Members and/or active FoMM members. These committees shall have such authority as the Board of Directors may by law and these By-Laws direct.

## **Article V**

### **LOCAL CHAPTERS**

The Board of Directors will work to develop chapters to accomplish the consumer education and support portions of our mission. Each chapter will be run by local FoMM members in good standing, known as Regional Coordinators, under the guidelines developed by the Board of Directors. Regional Coordinators will not be considered a Director on the Board of Directors, although Regional Coordinators are encouraged to attend Board Meetings and head committees for the Board, under the guidelines of Article IV. Regional Coordinators shall represent one vote for their chapter during election of officers and other campaigns as necessary.

## **Article VI**

### **INDEMNIFICATION**

The corporation shall indemnify any director or officer, or former director or officer, of the corporation to the full extent of the law as permitted by the Michigan Nonprofit Corporation Act.

## Article VII

### MISCELLANEOUS PROVISIONS

1. **Fiscal Year.** The annual accounting period of the corporation shall be January 1 to December 31.

2. **Checks.** All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

3. **Contracts.** All contracts, notes, or other evidence of indebtedness, and leases of space for the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

4. **Counsel.** The President, with the approval of the Board, may appoint qualified legal, developmental, or financial counsel for the corporation or for the Board of Directors.

5. **Promotions.** FoMM shall not engage in the promotion of any commercial service or product not directly related to the goals of the organization.

6. **Nonprofit Status.** FoMM is a non-sectarian, non-discriminatory organization which has been incorporated as a Domestic Nonprofit Corporation through the State of Michigan, Identification Number 799642.

## Article VIII

### AMENDMENTS

The Board of Directors may, by a majority vote of the directors in attendance at a special or regular meeting at which a quorum is present, alter, amend, repeal, or add to any of the By-Laws and adopt new By-Laws.

Adopted on the 20th day of June, 2010.

Melissa J. Ryba,  
President