AMERICAN COLLEGE OF NURSE-MIDWIVES

BYLAWS

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ARTICLE I: NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

As established in the Articles of Incorporation, the name of the corporation is the American College of Nurse-Midwives, Inc., hereinafter referred to as ACNM or the College. ACNM is incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of New Mexico for the mission and purposes set forth herein, and in the Articles of Incorporation.

Section B. Principal Office/Other Offices

The principal office of ACNM shall be in the State of Maryland unless otherwise designated by ACNM's governing body, known as the Board of Directors or the Board. The Board may designate additional offices as needed.

ARTICLE II: PURPOSES AND LIMITATIONS

Section A. General Purposes

ACNM 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 and its regulations, the New Mexico Nonprofit Corporation Act, and any applicable successor laws. As set forth in the Articles of Incorporation, the purposes of ACNM are to support and promote the professional field of midwifery and to encourage excellence in professional practice (reprinted below).

Section B. Specific Purposes

As established by the ACNM Articles of Incorporation, ACNM is empowered to:

1. Foster and promote excellence in the practice of midwifery and the education of midwives;
2. Facilitate the advancement and awareness of excellence in midwifery practice and education, including the care of women through the lifespan and practices which foster public safety;
3. Support midwives, other women's health professionals, and students through educational activities, professional conferences, written publications, and other means;
4. Engage in and support research activities relating to the profession of midwifery and women's health;
5. Develop and disseminate standards for midwifery practice as provided by CNMs and CMs;
6. Disseminate a comprehensive body of knowledge concerning women's health and the practice of midwifery, through continuing education activities, professional conferences, written publications, and other means;
7. Foster the development and support of midwives, midwifery practice and education,

and midwifery professional organizations internationally, and to promote improved access to quality maternal and newborn care in all countries;

8. Support quality services to members concerning business and clinical issues, and provide guidance on credentialing, legislative and regulatory issues;
9. Establish and support accreditation of CNM/CM educational programs, and facilitate the continuing education of midwives;
10. Provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women's health issues;
11. Serve as a source of information to the public and to government agencies concerning excellence in midwifery and women's health care practices and services;
12. Support the development and recognition of qualified individuals involved in midwifery practice, education, scholarship, and policy;
13. Support and foster cooperation among midwives and other women's health care clinicians, educators, students, and organizations, including research organizations, government bodies, educational institutions, and other organizations in the United States and internationally;
14. Foster consensus for professional policies and practices related to midwifery practice and education;
15. Support and foster appropriate professional licensure regulations and legislation related to midwifery and women's health issues;
16. Speak for the profession of midwifery in relation to issues affecting the professional affairs of CNMs and CMs; and,
17. Engage in all other corporate activities permitted by law

Section C. Limitations

Limitations on the purposes of ACNM shall be as follows:

1. Unless authorized by applicable law or these Bylaws, no part of the net earnings of ACNM shall benefit or be distributed to the Board or Officers, or other private persons, except that ACNM shall be authorized to pay reasonable compensation or reimbursement for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable corporate policies.
2. Regulatory and legislative activities necessary to implement the mission and goals of the ACNM may be carried out within the guidelines established by the Federal regulations governing 501(c)(6) organizations.

ARTICLE III: MEMBERSHIP

Section A. Membership

To be eligible for membership, a person must support the declared mission and purposes of ACNM, and satisfy the requirements and member qualifications of these Bylaws and applicable policies established by the Board. Members must also have an affiliate membership.

Section B. Classification, Qualifications, and Privileges of Members

The Board shall establish and maintain the following classes, qualifications and privileges of membership subject to the policies, rules, and requirements set forth in these Bylaws. The Board may establish other classes of membership, their qualifications, and privileges in the future, as well as categories within classes.

1. *Active Member*. An individual interested in supporting, promoting and furthering the mission and purposes of ACNM, and who holds or previously held a CNM or CM credential from the ACNM or its designee. An Active Member in good standing may vote, hold office, chair and serve on ACNM divisions, committees, and task forces, speak at the Membership Business Meeting, and make and vote on advisory motions, consistent with ACNM policies and rules.
2. *Associate Member*. An individual other than a CNM/CM interested in supporting the mission and purposes of ACNM, including an individual in another related profession. An Associate Member cannot hold national office, make advisory motions or vote at the Membership Business Meeting, or in any mail, email or other votes of the general membership. An Associate Member may serve as a voting, non-chair member of a division, committee, or task force, and any other bodies approved by the Board; and may speak at Membership Business Meetings, consistent with ACNM policies and rules.
3. *Student Member*. An individual currently enrolled in an Accreditation Commission for Midwifery Education (ACME) accredited or pre-accredited midwifery program. Student Members can make motions and vote at membership meetings. Student members cannot hold elected or appointed office except as stated below. Student Members may serve as a voting, non-chair member of a committee, division or task force, and any other bodies approved by the Board of Directors, and may speak at Annual Membership Meetings, consistent with ACNM policies and rules. An *ex officio* voting student representative to the ACNM Board of Directors may be annually selected
4. *All members* will receive a notification of membership specifying the class of membership held. All members in good standing shall receive the official ACNM publications of the College, have access to the members-only section of the ACNM website, and may attend Membership Business Meetings.

Section C. Membership Duration, Expiration, Resignation, Suspension, Expulsion, Termination or Transfer

1. *Duration of Membership.* Annual memberships extend for a period of 12 months from initial membership or renewal.
2. *Expiration*. ACNM may issue annual or life membership to qualified individuals.

Annual Membership shall expire when twelve months have elapsed, unless renewed consistent with ACNM policies and by the payment of all applicable membership fees. Upon lapse of membership, all material and intellectual property belonging to ACNM must be returned.

3. *Resignation.* Any member may submit a written resignation to ACNM staff. Such resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent ACNM from completing any ethics, disciplinary, or similar proceeding, or from seeking payment for charges incurred, services actually rendered, benefits received, dues, fees, or other assessments. All paid membership dues are forfeited upon resignation. All material and intellectual property belonging to ACNM must be returned.
4. *Suspension, Expulsion, or Termination*. Pursuant to a fair process as established by the Board with legal advice, and with reasonable cause, the Board may suspend, expel, or terminate the membership of any member. This process shall include: at least 60 calendar days prior notice of the proposed suspension, expulsion, or termination, including the reasons therefore; and, an opportunity for the member to be heard which, in the discretion of the Board, may be orally, in person, by teleconference, or in writing, by an impartial person or body authorized by the Board to decide whether the proposed expulsion, termination, or suspension will occur. A member who is expelled or suspended, or whose membership is otherwise terminated, shall be liable to ACNM for corporation services actually rendered, benefits received, and for any charges, dues, fees, or other assessments incurred before the expulsion, suspension, or termination; and, all material and intellectual property belonging to ACNM must be returned.
5. *Transfer*. Membership in ACNM or any right arising therefrom is not transferable to any other person.

Section D. Membership Dues

1. *General*. Members, with the exception of life members, are assessed annual dues: National and Affiliate. National dues will be payable in amounts determined by the Board, the Board shall be permitted to establish membership fees consistent with its activities, and to raise funds for specific projects independently of those dues, so long as the activities are not in conflict with the policies and purposes of ACNM.
2. *Life Membership*. Life membership fees shall be paid once, be an amount equal to fifteen times the annual dues, and must be fully paid.
3. *Other Member Fee Categories.* Other membership fee categories and the amount of the fees in these categories may be established by the Board.
4. *Non-Payment of Fees*. A member who has not paid all applicable fees shall be in default and not in good standing, and shall not be entitled to exercise any rights or privileges of membership until all such current fees are paid in full. Members who pay all fees in arrears within 60 calendar days of notice of the default shall not lose any membership privileges. Non-payment of applicable fees in arrears will cause membership to expire or be terminated.
5. *Board Authority/Dues, Fees, and Assessment Reduction and Waiver*. The Board shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and, in special circumstances, the Board or the Executive

Committee may reduce or waive fees for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

ARTICLE IV: MEMBERSHIP MEETINGS

Section A. Annual Meeting

ACNM shall conduct an Annual Meeting of the membership (Annual Meeting) and provide professional continuing education each year on a date and at a place to be established by the Board. The date and place of each Annual Meeting are determined and announced at least two years in advance.

Section B: Membership Business Meeting

An annual meeting of the members, also referred to as the Membership Business Meeting, shall be conducted to:

1. Install the new officers and directors of ACNM;
2. Provide a forum for the members to present and discuss matters of concern;
3. Make recommendations to the Board concerning matters of the College;
4. Act upon proposed amendments to the Bylaws; and,
5. Act upon such other business as may be properly brought before the members.

Section C. Notice of Membership Business Meetings

ACNM shall provide to all members in good standing written notice of each Membership Business Meeting. Such notice and the meeting agenda shall be provided not less than 30 days before the date of the meeting and shall state the date, time, and place of the meeting and a description of the business to be transacted. Notice of the Membership Business Meeting shall be given to each member either personally, by mail, or by email, sent to the most recent address recorded by ACNM or given by the member to ACNM for purpose of notice, or by any other means permitted by law. Any member of the ACNM is eligible to attend the Membership Business Meeting.

Section D. Quorum Requirements

One-third of the voting membership in attendance at the Membership Business Meeting shall constitute a quorum for the purpose of voting on all advisory motions, questions, resolutions, and other actions, so long as the meeting has been properly announced and advisory motions have been submitted in a manner consistent with these Bylaws and applicable law.

Section E. Meeting Voting Procedures

All votes of the membership taken at a Membership Business Meeting will be conducted in accord with the parliamentary authority stated in these Bylaws. Each Active Member is entitled to one (1) vote per advisory motion, question, or resolution. Unless otherwise required by the Articles of Incorporation, these Bylaws, applicable law, or ruling parliamentary authority, all actions of the membership shall be carried by a majority vote. No voting by proxy shall be permitted. Motions, except for those pertaining to matters specifically addressed in these bylaws, are not binding, but rather advisory to the Board.

Section F. Mail Balloting

With respect to any advisory motion, question, resolution or proposed action that the Board determines or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, ACNM shall mail, email, fax, or otherwise deliver a written ballot to each Active Member at the last known postal address, email address, or fax number provided to ACNM, which shall be deemed to be good and sufficient notice of such vote. Each completed ballot returned via electronic, fax, or postal mail to ACNM within the specified time period shall be valid. Actions taken by mail ballot shall pass by a majority of those voting unless otherwise specified in these bylaws. The sale or transfer of a vote is strictly prohibited.

ARTICLE V: MEMBERSHIP STRUCTURE

Section A. Regions

The College shall be divided into no fewer than six regions, the number and boundaries of which shall be determined by the Board. The Board shall periodically evaluate the geographic size and member distribution of the regions for balance. A Regional Representative elected by the region shall represent that region on the Board. Each Regional Representative shall be an Active Member in good standing who lives or works within the region the member represents.

Section B. Affiliates

1. *Definition and purpose.* Each state, territory, or federal district, as well as the Uniformed Services and Indian Health/Tribal, are encouraged to establish an organization, which shall serve as official affiliate organization to ACNM for its jurisdiction. The Board shall authorize and support these organizations, hereafter known as Affiliates. The purpose of Affiliates shall be to:
    a. Promote the health and well-being of women and families in the jurisdiction of the affiliate by furthering the profession of midwifery,
    b. Advocate for legislation and regulation that is favorable to midwifery practice,
    c. Promote the general and specific mission and purposes of the ACNM,
    d. Represent official positions of the ACNM,
    e. Inform ACNM of the needs and issues of the Affiliate, and
    f. Provide a mechanism of support to the membership.
2. *Establishment.* New Affiliates may be formed only upon approval by the Board of the Affiliate and its bylaws. Only one Affiliate is authorized by the Board for each state, territory, or federal district, and the Uniformed Services and Indian Health/Tribal.
3. *Authority*. Each Affiliate shall have bylaws, which are not in conflict with the bylaws of the ACNM. Within these bylaws, each Affiliate shall have the authority to carry out its activities. All activities of an Affiliate must be consistent with its own bylaws, the ACNM bylaws, and the applicable documents and policies of the College. An Affiliate shall be prohibited from any activities or actions that cause ACNM to be legally or financially bound to agreements or other relationships without the Board's approval.
4. *Conformity*. The ACNM Bylaws Committee shall have the responsibility to review the bylaws of each Affiliate to ensure consistency with the ACNM bylaws. The Board

shall have the authority to require compliance with all requirements, and ACNM documents and policies. There is a policy waiver should an affiliate wish to issue a policy or position that is not consistent with national organization policies and positions.

5. *Responsibilities*. Each Affiliate shall be responsible for:
    a. Maintaining its bylaws to ensure proper operation and continued compliance with the ACNM Bylaws and all applicable policies and promptly submitting its bylaws upon request to ACNM Bylaws Committee for compliance review.
    b. Maintaining communication with its Regional Representative and with the Affiliate's individual members and subgroup(s), if applicable.
6. *Membership*. Membership in the College constitutes membership in the appropriate ACNM Affiliate, according to the primary address provided by the member or by member choice, consistent with ACNM policies. Membership is limited to members of the national organization. Members may be a member of more than one Affiliate.
7. *Dues, Fees, and Assessments*. The governing body of each Affiliate shall be permitted to establish membership fees consistent with its activities, and to raise funds for specific projects independently of those dues, so long as the activities are not in conflict with the policies and purposes of ACNM.
8. *Use of ACNM Intellectual Property*. Affiliates shall use ACNM names, trademarks, logos, symbols, and other intellectual property in a manner that is consistent with applicable law, the ACNM Bylaws, and all applicable ACNM policies.
9. *Subgroups*. ACNM members may form subgroups within Affiliates to meet their needs at the local level. These subgroups shall be organized by geographic area within the state, territory, and federal district Affiliates, and by branch within the Uniformed Services Affiliate. The activities of the subgroups must not be in conflict with the mission, purposes, bylaws and policies of the College and the Affiliate within which they are formed.
10. *Dissolution*. The Board retains the sole and exclusive authority to approve, deny, suspend, or dissolve any official affiliate organization by revocation or non-renewal of its bylaws or other appropriate process for specific cause.

ARTICLE VI: BOARD OF DIRECTORS

Section A. Responsibilities and Functions of the Board

1. G*eneral Authority.* ACNM shall be governed by the Board.
    a. The Board shall oversee the establishment and implementation of such policies, rules, procedures, and regulations in order to carry out the mission and purposes of the College.
    b. The Board shall oversee the business, financial resources, human resources, property, activities, and other affairs of the College in accordance with the

Articles of Incorporation and these Bylaws in their present or amended form.

c. The Board shall function as a board of the whole in all matters except in emergencies and as provided in these Bylaws.
d. The Board may employ a Chief Executive Officer (CEO) who serves at the direction of and reports to the Board. The CEO shall have the authority and responsibility to implement all operational and administrative policies of the College. The CEO shall perform such other duties as may be elsewhere specified in these Bylaws or may be delegated by the Board.

2. *Specific Authority.* The Board shall have authority over all lawful corporate activities, consistent with these Bylaws, including, but not limited to, policies and matters related to:
    a. Determination of the boundaries of the regions;
    b. Membership;
    c. Continuing education programs;
    d. Publications, other than editorial control of the *Journal of Midwifery & Women's Health*, which is under the full authority of the *JMWH* Editor in- chief and Editorial Board;
    e. Membership fees;
    f. Member services;
    g. Creation, combination or discontinuation of divisions, committees, and task forces except the Nominating and Bylaws Committees;
    h. Approval of chairpersons for divisions, committees (except the Nominating Committee), task forces, and advisory groups;
    i. Filling of vacancies on the Board, except for the office of President;
    j. Board operations and Standing Rules of Procedure;
    k. Funding, spending, and budget authority;
    l. Contract and grant arrangements;
    m. Staffing and management of corporate resources;
    n. Hiring, oversight, evaluation and termination of the CEO;
    o. Adoption and publication of ethical standards for all members, as well as additional ethical standards specific to members in leadership positions; and
    p. Ethics, grievance, appeals, and membership suspension, expulsion or termination.
3. To achieve the mission and purposes of the College, the Board may establish caucuses, comprised of members representing special interests to serve specific needs of the membership or College management.
4. The Board shall have authority over policies, services, programs and budgets of all national organizational units, including qualifications for membership, unless these are otherwise stated in these Bylaws.
5. At least one member of the Board shall serve as liaison to each division, task force, and advisory group as appointed by the President, except for the Nominating Committee.

Section B. Limitations and Conduct of the Board

The Board shall establish policies and procedures specifying Board limitations and conduct,

including, but not limited to, the following:

1. *Compensation for Services and/or Activities*. Members of the Board shall not receive any compensation or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by ACNM of actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and at other approved activities; and a reasonable honorarium to the ACNM President.
2. *Corporation and Director Independence/Loyalty*. Members of the Board shall act in an independent and ethical manner consistent with their obligations to ACNM, regardless of any other affiliations, membership, or positions. Board members are expected to identify and recuse themselves from participation and voting in situations where a conflict of interest exists or may appear to exist.
3. *Involuntary Termination*. Involuntary termination from the Board shall be for failure to fulfill the legal, ethical or fiduciary responsibilities of the position. Members of the Board are entitled to prior notification and have the right to be heard, subject to policies developed by the Board for this purpose.

Section C. Composition of the Board

The Board shall be composed of voting and non-voting members:

1. The elected voting members shall include: the President, President-Elect (when applicable), Vice-President, Secretary, Treasurer, Regional Representatives, and an At-Large Midwife of Color (self-identified) elected by the membership. The Board is authorized to fill, by majority vote, any vacancies in these Board positions.

2.The appointed voting members of the Board shall include with the endorsement of the president: the Midwives of Color Committee Chair or designee, student representative, and an At-large Member of the Public.

3. The CEO shall serve as an *ex officio* non-voting member of the Board.

4. The Board may appoint other *ex officio* non-voting members of the Board, as deemed desirable, on an annual or other basis.

5. Ex officio non-voting members of the Board attend closed Board sessions only at the invitation of the Board.

Section D. Qualifications of Voting Members of the Board

All voting members of the Board, with exceptions noted below, shall be Active Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies. The exceptions are: the At-large Member of the Public who shall be an Associate Member and the Student Representative who shall be a Student Member in good standing.

Section E. Terms of Office of the Voting Members of the Board

1. All elected members of the Board shall serve a term of 3 years. The term of the President-Elect/President is 3 years, 1 year as President-Elect and 2 years as President. Each member shall serve until a successor is elected and assumes office.
2. All appointed members will serve 1 year terms and follow the same term restrictions as

elected members. [1]

3. Members of the Board shall take office at the Board meeting following the Membership Business Meeting at which their election is declared.
4. No voting member of the Board shall be eligible to serve more than 2 consecutive terms, or 7 consecutive years, whichever is greater. After two consecutive terms, each Board member, except the President, is eligible again for service on the Board after one year has elapsed from the end of service. The President- Elect/President is limited to one 3-year term at a time. After three years have lapsed since the end of service, a former President is eligible to serve as President-Elect/President again for one additional term.
5. The terms of the voting members of the Board shall be staggered to ensure that approximately 1/3 of the positions expire each year.

ARTICLE VII: MEETINGS OF THE BOARD

Section A. Regular Meetings

All regular meetings of the Board will be held at a time designated by the Board for the transaction of business. These dates shall be communicated to the ACNM membership at least 60 days in advance of the meeting. These meetings shall be held at least three times annually. These meetings may be held in a single location or by telecommunication. All members may attend open meetings of the board and, time permitting, the Chair in their discretion may permit input and questions from the members. Agendas including and describing any known items to be discussed at regular Board meetings shall be distributed at least 7 days prior to the meeting or as otherwise determined by the President, but other matters and actions not specified in the notice may be raised and decided at any regular or special meeting of the Board. Board meetings shall be chaired by the President or the President's designee.

Section B. Special Meetings

Special meetings of the Board may be called by the President or by the written request of a majority of the voting members of the Board. These meetings may be held in a single location or by telecommunication by means of which all persons participating in the meeting can hear and be heard by each other at the same time. Notice of a Special Meeting will be delivered to each member of the Board stating the date, hour, place and may include the purpose of the meeting and items to be reviewed or acted upon at least 5 days prior to the date of the meeting. Should an item of business require immediate attention and action by the Board of Directors, a telephone conference meeting may be held so long as all of the members of the Board have been contacted and advised at least 24 hours in advance of such a meeting, of the date and hour, including any issues known in advance that are to be reviewed or acted upon. The Board is authorized to conduct any lawful business at a special meeting or telecommunication, as provided in these Bylaws. Whenever possible, prior notification to the membership of the Special Meeting times, places and ways to participate will take place.

[1] As a point of clarification, all appointed members – including the at-large member of the public and the MOCC chair or designee - serve one-year terms with the option for re-appointment up to a maximum total of six years.

Section C. Minutes

The Board Secretary has the responsibility to oversee a process for the minutes of open meetings to be provided to the membership and the Board and of closed meetings to the Board whether they be from regular or special meetings, and, as advised by legal counsel, whether and how the notes of executive sessions are to be provided to the Board.

Section D. Meeting Quorum

A majority of the voting members of the Board then in office shall constitute a quorum for any Board meeting. Such majority shall be capable of transacting corporate business, consistent with these Bylaws. Voting by proxy shall not be permitted.

Section E. Adjournment

A majority of the voting members of the Board present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to any voting member who was not present at the time of adjournment, and posted on the official College website.

Section F. Actions Without Meeting/Mail Votes

Should a matter arise requiring a vote of the Board between Board meetings, a ballot may be taken by mail, email, fax, or other electronic means as authorized by the President. The Board may take action without a meeting upon unanimous written consent to the item. The signed consents, or signed copies, shall be placed in the minutes of the Board.

ARTICLE VIII: OFFICERS

Section A. Titles of Officers

The Officers of ACNM shall consist of the President, President-Elect (when applicable), Vice-President, Secretary, and Treasurer. They are all members of the Executive Committee (see Article X).

Section B. Qualifications and Authority of Officers

The Officers shall be responsible and accountable to the Board for satisfying Board resolutions and directives and have the authority and accountability conferred and granted by these Bylaws and by the Board. No individual shall hold more than one Officer position at any one time.

Section C. Responsibilities of the Officers

1. *President*. The President shall have the authority, power, and responsibility commonly incident to, and vested in, the corporate office of presiding officer of the Board, consistent with these Bylaws, including, but not limited to:
    a. Presiding over as Chair at all meetings of the College, the Board, and the Executive Committee;
    b. Appointment of an appropriate designee for Presidential responsibilities, including but not limited to, the role of Chair in meetings;

c. Direction of other Officers;
d. Responsibility to satisfy the directives of the Board;
e. Designation and appointment of ACNM representatives to other external organizations, subject to Board approval;
f. Appointment of division and task force chairpersons (except the Nominating Committee) subject to Board approval;
g. Administration of the affairs of ACNM according to the Articles of Incorporation, these Bylaws, and the policies adopted by the Board;
h. Publication of an annual report of the activities and decisions of the Board no later than the Annual Meeting;
i. Being an *ex officio* non-voting member of all appointed bodies of the national organization except for the Executive Committee where the President is a voting member and the Nominating Committee where the President is not a member.

2. *President-Elect*. The President-Elect shall:
   a. Assist and advise the President, and perform other duties as requested or directed by the President;
   b. Serve as Acting President in the absence or disability of the President, assume all authority conferred upon the office of President, and perform all duties for which the President is responsible until the President can resume duties;
   c. Succeed to the office of President after one year as President-Elect;
   d. Succeed to the office of President should the Presidency become vacant during an unfinished term.

3. *Vice-President*. The Vice-President shall:
   a. Chair the Volunteer Leadership Council and otherwise act as a liaison from the Board to the volunteer structure of the College;
   b. Perform such other duties as the Board or the President may assign;
   c. Serve as Acting President in the absence or disability of the President and the President-Elect, assume all authority conferred upon the office of President and perform all duties for which the President is responsible until the President or the President-Elect can resume duties;
   d. Succeed to the office of President should the Presidency become vacant during an unfinished term when there is no President-Elect.

4. *Secretary*. The Secretary shall:
   a. Have and overseeperform all duties commonly incident to, and vested in, the office of Secretary of a corporation, including but not limited to supervision and maintenance of all corporate documents;
   b. Be responsible for overseeing a process for the keeping of the minutes of all meetings of the Board, and the Executive Committee including accountability for accuracy of the minutes and their timely and appropriate distribution to the Board and posting the open meeting portion of the minutes to the website for the membership;
   c. Perform duties delegated and designated by the Board or the President.

5. *Treasurer*. The Treasurer shall:
   a. Perform all duties commonly incident to and vested in the office of Treasurer of

a corporation, as well as all duties delegated and designated by the Board or the President, including, but not limited to the administration of the fiscal and financial policies of ACNM;
   b. Supervise the maintenance of accurate corporate books;
   c. Act as custodian of the funds of the College;
   d. Serve as Chair of the Board Finance and Audit Committee;
   e. Annually disseminate a report on the financial status of the College.

Section D. Officer Resignation/Vacancy other than President

Any Officer may resign at any time by providing written notice to the President, Chief Executive Officer, or other Officer. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Board.

1. *Resignation or unavailability of the President-elect*: In the event of a vacancy in the office of President-Elect, the ACNM member holding the next highest number of votes in the election for the current office of President-Elect shall become the President-Elect and subsequent President. In the event that the recipient of the next highest number of votes is unavailable to fill the position, the Vice President will assume the President-Elect role and subsequent President role until a new election cycle.
2. *Resignation of other Officers*: Unless directed otherwise in these Bylaws, in the event that an Officer position becomes vacant, the Board shall elect a new Officer from the current non-officer voting members of the Board to serve the unexpired portion of the term. If the term in which the Officer was appointed is more than 12 full months, the time served is counted as one full term and the Officer is eligible to run for only one additional term.

ARTICLE IX: NON-OFFICER MEMBERS OF THE BOARD

Section A. Responsibilities

1. *Regional Representative*: Each Region is entitled and expected to elect a Regional Representative, who shall:
   a. Communicate with members, Affiliates, and academic programs within the region;
   b. Act as official liaison between the region and the Board;
   c. Provide support to ACNM affiliates within their region;
   d. Serve as a voting member of the Board to carry out the mission and purposes of the College; and
   e. Report activities within the region to the Board.
2. *MOCC Chairperson or Designee:*
   a. Communicate with and provide support to members, Affiliates, and academic programs;
   b. Act as liaison between the Midwives of Color Committee and the Board;
   c. Serve as a voting member of the Board to carry out the mission and purposes of the College; and,
   d. Report committee activities to the Board.

3. *Student Representative:*
    a. Communicate with members, Affiliates, and academic programs;
    b. Act as liaison between Student Members and the Board;
    c. Serve as a voting member of the Board to carry out the mission and purposes of the College; and,
    d. Report activities to the Board
4. *At-large Midwife of Color (self-identified)*
    a. Communicate with members, Affiliates, and academic programs;
    b. Act as liaison between the midwives of color community and the Board;
    c. Serve as a voting member of the Board to carry out the mission and purposes of the College; and,
    d. Report activities to the Board.
5. *At-large Public Member:*
    a. Serve as a voting member of the Board to carry out the mission and purposes of the College; and,
    b. Report activities to the Board.

Section B. Resignation/Vacancy

1. *Elected Members:* In the event of a resignation or other cause of unavailability of an elected, other member of the Board, the ACNM member holding the next highest number of votes in the most recent election is eligible to fill that vacancy. Should that person be unavailable, the President, with Board approval, shall appoint an eligible member to fill that vacancy until the next regularly scheduled election, at which time they may run for election to a full term. If the term in which they were appointed is more than 12 full months, the time served is counted as one full term and they are eligible to run for only one additional term.
2. *Appointed Members:* In the event of a resignation/vacancy, the President, with Board approval, shall appoint an eligible member to fill that vacancy.

ARTICLE X: EXECUTIVE COMMITTEE AND OTHER BOARD COMMITTEES

Section A. Executive Committee

1. *Composition*. The Executive Committee shall be composed of the President; Vice-President; Secretary; Treasurer; President-Elect (when applicable), and, one (1) other voting member of the Board elected by the voting non- officer members of the Board. The CEO shall serve as an *ex-officio* non-voting member of the Executive Committee.

2. *General Authority, Responsibilities, and Limitations*. The Executive Committee may perform such duties as may be delegated by the Board including acting for the Board between meetings of the Board or as otherwise authorized by the Board and consistent with these Bylaws. The Executive Committee shall not, however, have the power to: approve a dissolution or merger; sell corporate assets; certify financial reports; remove a Director or Officer; fill vacancies on the Board or on any committee; fix compensation relating to the Board or committee service; amend, repeal, or adopt

Bylaws; or amend or repeal any resolution of the full Board.

3. *Meetings of the Executive Committee*. The Executive Committee shall meet when determined by the President and only when it is not feasible for the Board to meet as a whole in between Board meetings. Notice of each Executive Committee meeting shall be given to all Committee members at least five (5) days prior to such meeting, unless the President determines that a shorter notice period is appropriate under the circumstances. Executive Committee meetings shall be conducted in person or via telecommunication, at a date and time determined by the President, so long as all participants can hear one another and participate. Minutes of all Executive Committee meetings shall be kept, and such minutes shall be circulated promptly to the Board and maintained with the corporate minutes of the Board.
4. *Actions by the Executive Committee*. Unless contrary to these Bylaws, the actions of the Executive Committee shall constitute the actions of the Board between meetings of the Board, unless subsequently rescinded or modified by the Board.

Section B. Other Board Committees

1. *Establishment*. Committees of the Board may be created, established, dissolved, or modified upon resolution adopted by the Board of Directors. Each Board Committee shall consist of two or more directors. No Board Committee shall be created to perform the work of an existing member committee. Members of all such committees shall be appointed by the President in consultation with the specific committee chair and in consultation with/by the approval of the Board. Member appointments shall be in writing renewable two- to three-year terms.
2. *Board Committees*. The Board shall establish the following Board Committees: Finance and Audit; Personnel; Awards; and Governance. The Board may also establish such other Board Committees, as it deems appropriate and advisable.
3. *Composition*. Each Board Committee shall be composed of a Chair and members who shall be elected or appointed by the Board. The Chair shall be a Member of the Board.
4. *General Authority, Responsibilities, and Limitations*. A Board Committee shall have the authority and the duty to carry out the purposes of the committee, as directed by the Board, and consistent with these Bylaws and ACNM policies. A Board Committee shall be prohibited from any activities or actions that cause ACNM to be legally or financially bound to agreements or other relationships. A Board Committee shall be limited to the activities specifically authorized by the Board and shall not have other authority.

ARTICLE XI: VOLUNTEER LEADERSHIP STRUCTURE OF THE MEMBERSHIP

Section A. Definition

1. The organization of the membership that provides structure for the voluntary work of members of the ACNM that focuses to further our mission, vision and core values.

Section B. Structure

1. Committees are necessary to deal with ongoing, major activities within the College. They are created with approval of the Board to carry out specific areas of work with the exception of the bylaws and nominating committee
2. All Committees will be organized into Divisions with the exception of the Nominating Committee.
3. All of the volunteer leadership is accountable to the Board with the exception of the Nominating Committee.
4. *Volunteer Leadership Council*

    a. The Volunteer Leadership Council provides a forum for communication and coordination among Divisions to promote transparency and synergy within the volunteer structure and to facilitate coordination with the Board and the National Office.
    b. The members of the Council consist of the chair of each Division and the Vice-President of the Board.
    c. The Vice-President of the Board chairs the Volunteer Leadership Council.

Section C. Divisions

1. A division is a major unit of the College to address a distinct and specialized segment of our work as outlined in our mission and vision and further defined in our core values. The divisions shall be free to carry out their work within the framework outlined to the Board, approved by them and listed in the Standing Rules of Procedure for the division.
2. The Board may create, combine, or discontinue a division based on an evaluation of the continuing need for the division.
3. Divisions may be divided into subdivisions and committees with approval of the Board to carry out specific areas of work.
4. All divisions shall be named in the Standing Rules of Procedure for the Board and the responsibilities of each division shall be listed in the Standing Rules of Procedure of that division.
5. *Chairpersons*
    a. Chairpersons shall be appointed and removed by the President with the approval of the Board.
    b. The chairperson shall be an Active Member of the College.
    c. Their term is for 3 years and they may be reappointed for one additional term.
    d. After two consecutive terms, the past chairperson may again become eligible for appointment as chairperson after 3 years have elapsed from the end of service.
    e. The chairperson shall serve as or designate a division archivist, and will be responsible for establishing and/or maintaining Standing Rules of Procedure (SROPs) for the division, which must be approved by the Board.

Section D. Membership Committees

1. The Board may create, combine, or discontinue membership committees based on its evaluation of the continuing need for them (except for the Bylaws and Nominating Committees).
2. All membership committees shall be named in the Standing Rules of Procedure for the Board and their responsibilities shall be listed in the Standing Rules of Procedure for that Division.

3. Chairpersons of committees shall be appointed to a three-year term by the division chair and may be reappointed for one additional term. After two consecutive terms, a member may become eligible for appointment as the same committee chair after 3 years have elapsed.
4. Members of committees shall be appointed by the chairperson of the committee to serve a three-year term. The member may be reappointed to serve for one additional three-year term. Three years must then elapse before being reappointed to the same committee.
5. A majority of the members of each committee shall be Active Members of the College.

Section E. Task Forces

The President, with the approval of the Board, may create task forces that are necessary to carry out special projects pertaining to the College and shall outline their duties and timeline. The Chairperson of a task force shall be an Active Member.

Section F. General Authority, Responsibilities, and Limitations

The authority and obligation of the Volunteer Leadership Council and all divisions, committees and task forces is limited to carrying out their purposes consistent with these Bylaws and ACNM policies. They are prohibited from any activities or actions that bind ACNM legally or financially to agreements or other relationships without written Board approval.

ARTICLE XII: NOMINATIONS AND ELECTIONS

Section A. Nominations

1. *Nominating Committee:* The nominating committee operates independently from the volunteer structure and the Board. It does not have a Board or national office liaison.
    a. *Purpose.* The Nominating Committee shall oversee and supervise the nomination and election process for members of the Board and members of the Nominating Committee in accordance with these Bylaws. The Nominating Committee is responsible for adoption and pursuing appropriate procedures are in place for the selection and presentation of two qualified nominees for each elected Board position to the membership.
    b. *Composition.* A Nominating Committee of seven (7) Active Members in good standing shall be elected by ballot by the membership at the same time as the general election for Board Members is held each year. Prior to the Membership Business Meeting, the Nominating Committee shall choose a chairperson from among those members who have served at least 1 year.
    c. *Term.* Committee members shall be elected for a term of 3 years or until their successors are elected and takes office. At least two committee members shall be elected each year in order to ensure that at least one-third of the committee member terms expire each year. A member may be nominated for another term after 3 years have elapsed from the end of the previous term.

d. *Election and Vacancy.* Two committee members shall be elected each year. A vacancy in the Nominating Committee shall be filled by the person receiving the next highest number of votes on the most recent ballot.

e. *Restriction.* No current member of the Nominating Committee shall be eligible for any open position on the Board.

2. *Nominating Schedule*
   a. Each year, there shall be elected at least 2 Regional Representatives. In a successive three-year cycle, either the Vice-President, Secretary, or Treasurer shall be elected. A President-Elect shall be elected every two years. The At-large Midwife of Color (self-identified) shall be elected for a three year term.

   b. Each year there shall be elected at least 2 members of the Nominating Committee.

3. *Eligibility of Nominees*
   a. *Officers.* Only Active Members in good standing whose written consent to serve has been obtained shall be eligible for nomination and service.

   b. *Regional Representatives.* Only Active Members in good standing whose official work OR residence address listed with ACNM is within the region and whose written consent to serve has been obtained shall be eligible for nomination and service.

   c. *Nominating Committee.* Only Active Members in good standing whose written consent to serve has been obtained shall be eligible for nomination.

   d. *Consent to Serve Date.* Only those members whose names have been received by the Nominating Committee's established Consent to Serve Date shall be considered by the Nominating Committee.

4. *Nominating Procedure*
   a. Nominees for the Board and for the Nominating Committee shall be selected from names received by or proposed by the Nominating Committee. Names submitted for Regional Representative by members of that respective region shall be given preference whenever possible.

   b. The Nominating Committee shall make all reasonable and appropriate efforts to assure that nominees constitute a diverse, qualified group, which will represent the interests of ACNM members. Relevant factors in considering diversity include each nominee's geographic location, race, ethnicity, gender, sexual orientation, and employment type or specialty.

   c. Guidelines for the facilitation of the nominating process shall be detailed in the Nominating Committee's Standard Rules of Operating Procedure.

Section B. Election Procedures

1. Elections shall be by electronic or mail ballot sent to the voting membership of ACNM not later than 90 days prior to the date of the Membership Business Meeting.
2. Ballots shall be counted not earlier than 30 days after the ballots have been sent and not later than 50 days prior to the Membership Business Meeting.

3. Election is by majority vote of those returning their ballot.
4. A tie vote in any category shall be resolved by the President, in the presence of the Chair of the Nominating Committee or a designee approved by both candidates, drawing the winner by lot.
5. Results of the election shall be announced at the Membership Business Meeting.
6. Nominees shall be given notice of the election results by the President and results of the election shall be announced to the membership not less than 45 days prior to the Membership Business Meeting.

ARTICLE XIII: ACCREDITATION COMMISSION FOR MIDWIFERY EDUCATION – RESCINDED 05222024

ARTICLE XIV: COUNCIL OF FELLOWS

Section A. FACNM Designation

The Board shall establish and maintain an honorary member designation to be titled Fellow of the American College of Nurse-Midwives, or FACNM. The FACNM designation is an honor bestowed upon those ACNM members in good standing, who have demonstrated leadership, clinical excellence, outstanding scholarship, and/or professional achievement, and who merit special recognition. The FACNM designation is conferred for life.

Section B. Council Establishment and Purposes

The Board shall establish and maintain a Council of Fellows (Council) as a component body of the College composed of ACNM members who have been granted the FACNM designation. The Council shall meet at designated times and shall serve as a resource to the Board.

Section C. Council Board of Governors

The Council of Fellows shall be governed by a Board of Governors (BOG) elected by the Council, consistent with Council policies and subject to the oversight of the ACNM Board of Directors. Composition of the Board of Governors, term of office and selection of officers shall be consistent with the policies established by the Board of Governors. The Board of Governors, including the Officers, shall have all rights and responsibilities associated with such positions, consistent with the terms of this Article, ACNM Board of Directors policies, and Council policies. The Board of Governors, with input from the Council, shall develop and administer policies controlling the FACNM designation and the operation of the Council, including the establishment of eligibility standards and appropriate fees, and the creation of additional functions.

Section D. Council Finances

The BOG shall submit budgetary recommendations to the ACNM Board for approval and incorporation within the ACNM annual budget. ACNM will identify separately all funds generated by, and expenses incurred by, the Council of Fellows in appropriate financial

corporate records, and make such funds available to the Council consistent with ACNM and Council policies.

The Council may establish and collect dues that will be held in a separate fund account for specifically for BOG use. These funds, and their collection will not be included in the ACNM annual budget. Requests from the BOG for ACNM budgetary support will include consideration of the current balance in the Council dues account.

ARTICLE XV: GOVERNANCE

Section A. Authority

The Board shall manage the property, business, and affairs of the College, including its corporate activities; finances; policies; administration; conduct of meetings; election and appointment of corporate representatives; and, all other lawful activities.

Section B. Authorization to Act

Except as provided in the Articles of Incorporation, these Bylaws, or applicable law, no member of the Board, officer of ACNM Affiliated Organizations, employee, agent, or representative of ACNM may act on behalf of the College, or hold himself or herself out to the public as authorized to act on behalf of ACNM without the prior, express, written approval of the Board.

Section C. Parliamentary Authority

When and as determined at the discretion of the Board, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the College to the extent they are not inconsistent with these Bylaws, any special rules of order the College may adopt, and applicable laws.

Section D. Use of ACNM Intellectual Property

ACNM names, trademarks, logos, symbols, and other intellectual property of the College shall be used only with the written permission of the ACNM in a manner consistent with applicable law, these Bylaws, and corporate policies with the permission of ACNM. ACNM reserves the right to charge a fee for such use.

ARTICLE XVI: AMENDMENTS AND REVISIONS

Section A. Proposal

Proposed amendments shall be sent in writing to the Chair of the Bylaws Committee at least 120 days prior to the Membership Business Meeting. The Bylaws Committee will assess the merits of each proposal, and those determined to have merit shall be transmitted to the Board for its review and a determination as to whether it should be brought for a membership vote. The Bylaws Committee then determines whether a vote should be held during the Membership Business Meeting or by mail or electronic ballot. The Bylaws Committee shall review and, if necessary, recommend revision of these bylaws at least every five years.

Section B. Ratification and Notification

These Bylaws may be amended or revised by a 2/3 affirmative vote of the voting members present at any Membership Business Meeting duly called and held. If voting by mail or electronic ballot, at least 20% of Active Members must return their ballots and 2/3 of the Active Members who returned ballots must support the amendment for it to be adopted. In the event that fewer than 20% of the Active Members participate in a mail or electronic ballot, the proposed amendment will be presented for vote at the next Membership Business Meeting. Proper written notice under this Article shall be provided to the membership 60 days before such a vote, and shall consist of a complete copy of the text of the proposed amendment(s) or revision, including any relevant explanatory materials, transmitted by mail, email, fax transmission, or other appropriate means. Notice shall be deemed sufficient if sent to the last postal address, email address, or fax number furnished to the College. Notice shall also be posted on the official ACNM website.

Section C. Name Change Proposal

It is a significant matter to change the name of the corporation. Any such proposals are considered in the following stages.

1. According to New Mexico nonprofit corporation law, a proposal to change the corporate name must be forwarded by the Board in order to be considered by the membership at least 60 days prior to the Membership Business Meeting.
2. If the proposed name change is supported by a majority of the Active Members present and voting at the Membership Business Meeting, the Board shall adopt a Resolution directing that the name change amendment be submitted to a vote of all Active Members within 180 days of the Membership Business Meeting.
3. For the name change to be adopted at least 20% of Active Members must vote and two-thirds of those must vote in support of the amendment.

Section D. Execution

Amendments shall be executed by the President and Secretary of the College and filed with the New Mexico Corporation Commission.

ARTICLE XVII: FINANCES

Section A. Fiscal Year

The fiscal year of ACNM shall begin on January 1 and shall end on December 31. The Board is authorized to set and change the fiscal year as it deems appropriate.

Section B. Budget

A proposed annual budget shall be submitted by the Finance and Audit Committee to the Board intended for adoption at the beginning of the fiscal year.

Section C. Review of Financial Records

An independent external annual audit of the financial statements of ACNM shall be conducted

by a Certified Public Accountant annually or when otherwise required by law.

Section D. Signatures

The President, Treasurer, Secretary, and CEO or their designees shall be authorized to sign checks and documents for the College.

ARTICLE XVIII: INDEMNIFICATION

The corporation shall indemnify any current or former director, officer, partner, trustee, employee or agent, as well as anyone serving in such capacity at the request of the corporation ("Directors"), against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the person is made a party by reason of being or having been a Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director shall not be indemnified if the Director is adjudged to be liable for breaching or failing to perform the duties of office and the breach or failure to perform constitutes willful misconduct or recklessness. The corporation may provide advance indemnification of a Director for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Director agrees to reimburse the corporation if it is subsequently determined that the director or officer was not entitled to indemnification.

ARTICLE XIX: DISSOLUTION

In accordance with New Mexico and federal tax law, the following procedures must be followed in order to dissolve ACNM:

1. The Board must adopt a resolution recommending that the corporation be dissolved and approving a Plan of Distribution;
2. The Plan of Distribution must require—after all debts, obligations, and liabilities of the corporation have been paid or arrangements made for that to occur—the balance of the assets to be transferred to one or more identified organizations exempt from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code engaged in activities substantially similar to those of ACNM;
3. Written notice of the proposal for dissolution and Plan of Distribution shall be provided to each Active Member, in accordance with the time and manner of giving membership notice in these Bylaws;
4. The Active Members vote on the Board-approved proposal for dissolution and Plan of Distribution at either an Annual Meeting or a special meeting, unless New Mexico statutes expressly allow for electronic voting on such matter; and
5. The resolution to dissolve a Plan of Distribution is approved only if approved by at least two-thirds of the votes which the Active Members present at the meeting are entitled to cast.