**WEST VIRGINIA AFFILIATE OF ACNM, INC.**

BYLAWS – Revised March 2019

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

Section A. Name/Nonprofit Incorporation

The West Virginia Affiliate of the ACNM is an incorporated entity formed in the State of West Virginia and is an Affiliate of the American College of Nurse-Midwives (ACNM), afterwards to be known as the Affiliate.

**ARTICLE II. PURPOSES AND LIMITATION**

The purposes of the Affiliate are set forth in our Articles of Incorporation.

Section A. Mission Statement

The Affiliate of ACNM promotes the health and well-being of women and newborns within their families and communities through the development and support of the profession of midwifery as practiced by Certified Nurse-Midwives (CNMs) and Certified Midwives (CMs).

Section B. Purposes

As set forth in our Articles of Incorporation, this ACNM Affiliate has the following purposes:

* Represent the membership regarding issues impacting the practice of midwifery in the state of West Virginia in accordance with the bylaws and policy guidelines of the American College of Nurse-Midwives.
* Promote the health and well-being of women and families in West Virginia by furthering the profession of midwifery.
* Establish a mechanism for cooperation with other groups and organizations in promoting the health and well-being of West Virginia families.
* Achieve legislation and regulation that is favorable to midwifery practice.
* Support and foster appropriate professional licensure regulations and legislation related to midwifery and women’s health issues.
* Facilitate communication between the American College of Nurse-Midwives and the membership of the State of WV Affiliate.
* Promote the profession of midwifery, excellence in the practice of midwifery, and the education of midwives within the State of West Virginia.
* Provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women’s health issues.
* Inform ACNM of the needs and issues of the Affiliate.
* Promote the general and specific issues of the Affiliate.
* Promote the general and specific mission and purposes of the ACNM.
* Represent official positions of the ACNM.
* Give support and encouragement to concerns and interests of CNM/CMs and SNM/SMs.
* Encourage CNM/CMs and SNM/SMs to be active participants in functions relating to the American College of Nurse-Midwives.
* 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.
* Engage in and support research activities relating to the profession of midwifery and women’s health.
* Engage in all other corporate activities permitted by law.

**ARTICLE III. MEMBERSHIP AND PRIVILEGES**

Section A. Membership

To qualify as members of this Affiliate, individuals must be members in good standing of the American College of Nurse-Midwives.

Section B. Classification, Qualifications and Privileges of Members

The categories of membership, as follows, are as established by ACNM:

* Active members in the Affiliate may make motions, vote, and hold office.
* Student members may speak, but may not make motions, vote, or hold office. They may serve on committees and task forces in any capacity except as Chairperson.
* Associate members in the Affiliate may speak, but may not make motions, vote, or hold office. They may serve on committees and task forces in any capacity except Chairperson. Associate members may be individuals who have an interest in midwifery issues (e.g., consumers, CPMs, other midwives, other health care providers). This category is not open to those eligible for ACNM membership.

Section C. Membership Dues

The Affiliate membership shall establish membership dues consistent with its activities and may raise funds for specific projects independently of those dues.

* Annual membership dues shall be the amount determined by the Affiliate.
* Student membership dues shall be an amount equal to the active membership dues, or as determined by the Affiliate.
* Non-Payment of Dues
  + A member whose dues are not paid by the due date is delinquent.
  + A member who has not paid all applicable dues within 60 days of the due date shall be in default and not in good standing. The member shall not be entitled to exercise any rights or privileges of Affiliate or ACNM membership until all such current dues are paid in full.
  + Members who pay all dues within 60 calendar days’ notice of the default shall not lose any membership privileges.
  + Non-payment of applicable dues will cause membership in the Affiliate and ACNM to expire or be terminated.
* Dues, Fees, and Assessment Reduction and Waiver.
  + The Affiliate Officers shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and in special circumstances, reduce or waive fees for special reasons/situations, including, but not limited to, financial hardship and other appropriate considerations.

**Article IV. Meetings**

Section A. Meeting Frequency

This Affiliate of ACNM shall meet at least three (3) times per year. Official meeting times are Spring, ACNM Annual Meeting, and Fall.

Section B. Quorum Requirements

* A quorum for a meeting shall consist of one (1) elected officer and 20% of the voting membership.
* A quorum must be present (or in the case of phone/electronic meetings, participating) at all meetings in order to transact Affiliate business.
* Unless otherwise specified, a simple majority (1/2 + 1) of the quorum shall decide issues voted upon.

Section C. Voting Procedures

All votes in the membership taken at a membership meeting will be conducted in accord with Robert’s Rules of Order.

* Each active member is entitled to one (1) vote per 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.
* Voting by proxy is not permitted.

Section D. Mail/Electronic Balloting

* With respect to any motion, question, resolution, or proposed action that the Affiliate Officers determine or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, the Affiliate 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 the Affiliate, which shall be deemed to be good and sufficient notice of such vote.
* Each completed ballot returned to the Affiliate within the specified time period shall be valid.
* Actions taken by mail ballot shall pass by a simple majority of those voting unless otherwise specified in these bylaws.
* The sale or transfer of a vote is prohibited.

**ARTICLE V. OFFICERS**

Section A. Qualifications of the Officers

Active members of the Affiliate in good standing shall be eligible to hold any of the elected positions of the Affiliate.

Section B. Titles of Officers

The member-elected officers shall be the President, Vice-President, Secretary, and Treasurer.

Section C. Executive Committee

The Executive Committee shall comprise the four member-elected officers of the Affiliate: President, Vice-President, Secretary, and Treasurer.

Actions of the Executive Committee shall include:

* Review major issues facing the Affiliate.
* Make preliminary decisions for discussion and voting at the next Affiliate meeting.
* Act on the behalf of the Affiliate.
* Hold the authority to make decisions regarding day-to-day functioning of the Affiliate.
* Ensure actions of the Affiliate are carried out.

Section D. Terms of Officers

* The term of office for each officer shall be two (2) years, and where possible terms shall be staggered.
* The President is encouraged to serve two consecutive terms.
* No officer shall serve more than two consecutive terms.
* A vacancy in the office of President shall be filled by the Vice-President.
* Vacancies in the offices other than that of the President shall be filled for the unexpired term by appointment by the remaining officers within 60 days of the initial vacancy in that office.

Section E. Responsibilities of Officers

* The President shall:
  + Preside at all Affiliate meetings, with proper notification to members of meetings and agendas.
  + Appoint standing committee and task force Chairpersons.
  + Designate and appoint Affiliate representatives to state external organizations.
  + Coordinate communications between the Affiliate, Regional Representative, and ACNM.
  + Submit an agenda to the Secretary for distribution to the membership prior to each meeting.
* The Vice-President shall:
  + Perform the duties of the President in the absence or inability to the President to serve.
  + Succeed to the office of President should the office become vacant during an unfinished term.
  + Perform such duties as may be delegated by the President.
  + Coordinate arrangements and program components of Affiliate meetings.
* The Secretary shall:
  + Have and perform all duties commonly incident to, and vested in, the office of Secretary of corporation, including but not limited to supervision and maintenance of all Affiliate documents.
  + Be responsible for the minutes of all meetings of the Affiliate and Executive Committee including accountability for accuracy of the minutes and their timely and appropriate distribution to both the Affiliate membership and the Regional Representative.
  + Maintain current organized files of all Affiliate business.
  + Be responsible for distribution of notices of Affiliate meetings.
  + Be responsible for all Affiliate correspondence, both electronic and mail.
  + Perform duties delegated and designated by the President.
* The Treasurer shall:
  + Perform all duties commonly incident to and vested in the office of Treasurer of a corporation, as well as all duties delegated the President, including, but not limited to the administration of the fiscal and financial policies of the Affiliate. This includes filling all required tax documents, as required by the IRS rules.
  + Supervise the maintenance of accurate corporate books.
  + Act as the custodian of the funds of the Affiliate.
  + Present itemized financial reports at each meeting of the Affiliate.
  + Be responsible for ensuring consistency of the amount of dues sent by ACNM with the number of current members, and with the membership categories of these members, of the WV Affiliate.
  + With the other members of the Executive Committee or, when such exists, Membership Committee, monitor the list of members to identify possible trends and possible renewal issues.

**ARTICLE VI. NOMINATIONS AND ELECTIONS**

Section A. Election Schedule

* There shall be an annual election, to be held at the Spring Meeting of the Affiliate. The President and Treasurer shall be elected in the odd years. The Vice-President and the Secretary shall be elected in the even years.
* Eligibility of Members: Only active members whose consent has been obtained shall be selected for nomination.

Section B. Voice Vote

* The annual election will be held at the Spring Meeting of the Affiliate.
* Nominations for the office will be accepted from the floor by the Affiliate President.
* Voice vote will be conducted on each office separately, with the candidate receiving the highest voice vote declared the winner.
* Those elected will take office at the close of that meeting.

**ARTICLE VII. Committees and Task Forces**

Section A. Committees

* Committees necessary to carry out the ongoing general work of the Affiliate may be created. Committees can include, but are not limited to, Legislative, Publicity and Public Affairs, Education, Program, Bylaws, Finance, Continuing Education, Membership, and Research.
* The President may create, combine, or discontinue committees based on their evaluation of the continuing need for the committee (except for the Bylaws and Nominating Committees).
* The President appoints the Committee Chairperson, who must be an active member, for a term of three (3) years. The Chairperson may be appointed by the President to serve for one additional term.
* The Committee Chair appoints the committee members.
* Members of the committees shall serve a term of three (3) years and may be reappointed by the Chairperson to serve for one additional term.
* A committee may include active, associate, and student members. However, the majority of members of each committee shall be active members of the Affiliate.

Section B. Task Forces

* Task Forces are formed by the President to accomplish a specific task.
* The Affiliate President will appoint a Chairperson, who must be an active member.
* The Chairperson appoints the Task Force members.
* The majority of members of each Task Force shall be active members of the Affiliate, but the Task Force may include active, associate, and student members.
* The formation, responsibilities, and membership of a Task Force is reported in the minutes of the Affiliate meeting, along with the timeline for responsibilities to be completed.

**ARTICLE VIII. AMENDMENTS**

Section A.

These bylaws may be amended at any meeting (in person, conference call, or electronic) of the Affiliate by a two-thirds vote of those present and entitled to vote provided that thirty days prior notice by mail, email, fax, or other appropriate means has been given. Notice shall be deemed sufficient if sent to the last postal address, email, or fax furnished to the Affiliate.

Section B.

Amendments adopted by the Affiliate shall be sent to the Bylaws Committee of ACNM for review of congruence with national bylaws before they become effective.

**ARTICLE IX. DISSOLUTION**

* Upon dissolution of the Affiliate with applicable federal, state, and other laws, the membership shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following:
  + payment and discharge of all liabilities and obligations of the Affiliate.
  + compliance with all relevant legal requirements concerning the Affiliate’s tax-exempt status.
  + return, transfer, or conveyance of all assets received or held by the Affiliate upon condition that the assets be returned, transferred, or conveyed upon dissolution of the Affiliate.
  + conveyance of the assets of the Affiliate to one or more domestic corporations engaged in the activities substantially similar to those of the Affiliate, and which may be selected as an appropriate recipient of certain assets, so long as such organizations shall then qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the U.S. Internal Revenue Code or other controlling law.

**ARTICLE X. INDEMNIFICATION**

This Corporation shall purchase insurance in order to fulfill its obligations under the ACNM Affiliate Agreement and may, as it determines, indemnify any officer or director, or any former officer or director, to the full extent permitted by law.