

## BY-LAWS

### OF THE

#### NATIONAL ASSOCIATION OF CERTIFIED PROFESSIONAL MIDWIVES, INC.

##### I. Identification

1. **Name.** The name of the corporation is National Association of Certified Professional Midwives, Inc. (the “Corporation”).
2. **Seal.** The seal of the Corporation shall, subject to alteration by the Directors, bear its name, the word “Massachusetts,” and the year of its incorporation.
3. **Offices.** The principal office of the Corporation shall be located in New Salem, Massachusetts. The Corporation may also have other offices at such other places, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as the activities of the Corporation may require.
4. **Purpose.** The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation shall be exclusively for the purpose of promoting and representing the common business interests of, and improving conditions among, Certified Professional Midwives, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the “Code”), which shall include, but shall not be limited to:
  - A. The establishment of common standards of practice for Certified Professional Midwives throughout the United States.
  - B. To acquire, improve, hold and lease any real or personal property useful to the accomplishment of the purposes of this Corporation.
  - C. To receive and accept public and private gifts, trusts, donations, grants, loans and other sources of funding to promote the purposes of this Corporation; and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the Commonwealth of Massachusetts, and consistent with Section 501(c)(6) of the Code to promote and attain the purposes set forth herein.
  - D. To possess and exercise all the powers and privileges granted by the Act or by the Articles of Organization of the Corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or aims of the Corporation.

## II. **Members**

The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

1. **Eligibility.** There shall be one class of members of the Corporation. Any person who has been certified by the North American Registry of Midwives as a “Certified Professional Midwife”, or its successor organization(s), which CPM certification remains in good standing, shall be eligible for membership. Persons eligible for membership under this paragraph shall constitute the sole class of members of the Corporation.
2. **Membership.** Eligible persons shall become members upon completion of a membership application and payment of dues in the amount established by the Board of Directors.
3. **Termination.** Membership shall be terminated if a member (a) fails to maintain her CPM certification in good standing, (b) is otherwise suspended from the practice of midwifery in jurisdictions where a CPM is statutorily required to be licensed, and/or (c) fails to pay annual dues established by the Board of Directors.
4. **Annual Meeting.** The annual meeting of the members shall be held each year on the day immediately preceding the annual national conference of the Midwives Alliance of North America, or on such other date and time as shall be designated from time to time by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors.
5. **Special Meeting.** Special meetings of members may be called by the President or by the Directors. Upon written application to the Clerk, of at least ten percent (10%) of the members entitled to vote, special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer. The call for the meeting shall state the date, hour and place and the purpose of the meeting.
6. **Place of Meetings.** Meetings of the members shall be held at such place, either within or without the Commonwealth of Massachusetts, as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.
7. **Notice of Meetings.** A written notice of every meeting of members, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Clerk or by the person calling the meeting at least seven (7) days before the meeting to each member entitled to vote thereat and to each member, who by law, by the Articles of Organization or by these By-Laws is entitled to such notice, by leaving such notice with her or at her residence or usual place of business, or by mailing it postage

prepaid and addressed to such member at her address as it appears upon the books of the Corporation, or via electronic mail, as delineated in Section II, 12. Attendance at a meeting by any member shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8. **Quorum.** Members present and entitled to vote at a corporate meeting shall constitute a quorum, but a lesser number may adjourn any meeting from time to time without further notice.
9. **Voting and Proxies.** Each member shall have one vote. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Clerk of the meeting, or any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise.
10. **Action at Meeting.** When a quorum is present, a majority of the members present or represented and voting on a matter, except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless required for such election by a majority of the members present or represented at the meeting and entitled to vote in the election.
11. **Actions Requiring a Membership Mail Ballot Vote.** The following actions shall require that the organization conduct a mail ballot vote of the membership and further that any such actions that are submitted to a membership mail ballot vote shall require approval by 2/3 of the valid membership ballots received. Only ballots postmarked on or before the ballot return date specified in the ballot shall be considered valid.
  - a) Adoption or amendment of professional standards; or
  - b) Adoption or amendment of any position statement, or
  - c) Amendment, repeal or modification to the by-laws
12. **Electronic Ballots and Meeting Notices.** Members may elect, by filing an authorization with the Clerk of the organization, to receive all meeting notices and mail ballots for actions which require mail ballot votes, via electronic mail. All such electronic notices would be in lieu of paper notices sent via the U.S. postal service.

### III. Board Of Directors

1. **General Powers.** The direction and management of the Corporation's business and affairs and the control and disposal of its properties and funds shall be vested in a self-perpetuating Board of Directors. Subject to the provisions of the Articles of Organization of the Corporation and these By-Laws, the Board of Directors shall have all the authority and powers conferred upon a board of directors by chapter 180 of the General Laws.
2. **Number and Qualification.** The Board of Directors shall be composed of not less than [three (3)] nor more than [fifteen (15)] individuals. The number of directorships at any time shall be that number most recently fixed by action of the Board of Directors or, absent such action, shall be that number of directors elected at the preceding regular annual meeting of the Board of Directors or the meeting of the Board of Directors held in lieu thereof, plus the number elected since such meeting to fill a vacancy created by an increase in the size of the Board of Directors. A vacancy on the Board of Directors for any reason may be filled by the action of the remaining directors in office, even if less than a quorum. Directors elected to fill vacancies shall hold office for the unexpired term of their respective predecessors where applicable and until their respective successors shall have been duly elected and qualified.
3. **Election.** Members of the initial Board of Directors as elected at the organization meeting shall hold office until the first annual meeting of the members and until their respective successors shall have been duly elected and qualified. Each director shall be elected by the majority vote of the members by mail ballot. The annual mail ballot election of directors shall occur during the month of September, with results announced at the annual meeting of the organization. Newly elected directors will assume board responsibilities at the annual meeting, where they will be formally installed and qualified. Directors shall be elected to serve for a term of three years, with the exception of the first annual election of the Board of Directors, where two of the seven elected directors will agree to serve for a term of one year, two of the seven elected directors will agree to serve for a term of two years, and three of the seven elected directors will agree to serve for a term of three years. Directors may be elected to serve a maximum of three consecutive three-year terms.
4. **Nominations.** No later than June 1st of each year, the Board of Directors of the organization shall mail a call for nominations form to all members of the

organization. Any NACPM member in good standing, who also holds a current CPM certification, may submit, on the form provided, the name of a nominee for election provided that said nominee is a member in good standing of the NACPM, that said nominee holds a current CPM certification, and that said nominee has agreed to have his/her name placed on the ballot. Self nomination is acceptable. All nominations will be considered by the elections committee for inclusion on the election ballot. All nominees shall provide the NACPM elections committee with a brief statement that relates the nominees' specific qualifications, the nature of the nominees' midwifery practice, the location of the nominee, and a description of the nominee's vision for the organization.

5. **Meetings.** A regular annual meeting of the Board of Directors shall be held at such time and place as the Board may direct, and no notice of a regular meeting shall be required. Other regular meetings of the Board of Directors may be held at such time or times, and upon such notice, as the Board shall specify. The President or, in her absence, any Vice President may call a special meeting of the Board of Directors whenever deemed necessary, and shall call a special meeting whenever requested to do so in writing by two (2) or more directors.
6. **Notice.** Written or oral notice of a special meeting stating the purpose or purposes for which the meeting is called shall be given not less than two (2) days prior to the meeting to each director, either personally or by mail, telephone, electronic mail or other form of recorded communication. Any director may waive notice of any meeting of the Board of Directors by submitting a written waiver signed before or after the date of the meeting. Attendance at a meeting by any director, without protesting the lack of receipt of proper notice prior to or at the commencement of the meeting, shall constitute a waiver of notice of such meeting by such director.
7. **Quorum.** A majority of the then authorized directorships shall constitute a quorum for the transaction of business. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is otherwise specially required by these By-Laws, by the Articles of Organization of the Corporation or by statute. A director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment enabling all directors in attendance at the meeting to hear one another.
8. **Consent in Writing.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all the directors, or members of such committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

9. **Resignation and Removal.** Any director may resign or be removed at any time. A director who intends to resign shall give written notice thereof to the Board of Directors in care of the President. Such resignation shall become effective immediately, unless otherwise specified therein. Removal of a director, with or without cause, may only be effected by the affirmative vote of a majority of the entire membership of the Board of Directors at a meeting called expressly for the purpose of considering such removal.
10. **Compensation of Directors.** The directors may be reimbursed for any expenses incurred by them in attendance at any meeting of the Board of Directors or of any of its committees. Every director may be paid a fixed sum for attendance at each meeting that she attends. No payments or reimbursements described herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.
11. **Exercise of Powers.** The Board of Directors may employ investment counsel or investment advisers on behalf of the Corporation and/or may authorize any officer or officers to exercise the investment powers of the Corporation, in each case to such extent and in such manner as the Board of Directors may determine. The Board of Directors may employ any bank or other financial institution as the depository of the cash and/or as custodian of the securities of the Corporation and may employ such other agents and employees as it deems necessary. The Board may authorize any officer or officers to make contributions in accordance with the purposes of the Corporation in such amounts and to such charities as may be specified by the Board or as may be determined by the officer or officers so authorized to act, and such contributions may be from capital or from income.

#### IV. **Officers**

1. **Number.** The officers of the Corporation shall include a President, a Treasurer and a Clerk/Secretary and, when deemed necessary by the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be elected. Any two or more offices may be held by the same person.
2. **Election.** The officers of the Corporation shall be elected by the directors at the regular annual meeting of the Board of Directors and shall serve for a term of one (1) year and until their respective successors shall have been duly elected and qualified, or until their earlier death, resignation or removal. Vacancies, however caused, shall be filled by the Board of Directors at any regular meeting or special meeting called for that purpose.
3. **Powers and Duties.** The powers and duties of the officers shall be as follows:

**President.** The President shall be the chief executive officer of the Corporation and in such capacity shall supervise the operation of the Corporation's business and programs. The

President shall preside at all regular and special meetings of the Board of Directors and shall see that all resolutions and actions adopted by the Board are carried into effect. The President shall also perform such other duties as may be required by these By-Laws or as may hereafter be delegated by the Board of Directors.

**Vice President.** Vice Presidents, when elected, shall have such powers and shall perform such duties as the President or the Board may from time to time assign and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President or in case of such officer's absence or inability to act, the Vice President so appointed by the Board of Directors or the President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

**Clerk/Secretary.** The Clerk/Secretary shall attend the meetings of the Board of Directors and shall record upon the books and records of the Corporation the proceedings of the Board of Directors at their meetings. The Clerk/Secretary shall also provide for the notification of the directors of their meetings in accordance with these By-Laws and shall perform such other duties as may be required by these By-Laws or as may be delegated by the Board of Directors or the President.

**Treasurer.** The Treasurer shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the Board of Directors, all the monies of the Corporation, maintaining an accurate account thereof. The Treasurer shall make disbursements subject to such regulations as may be promulgated from time to time by the Board of Directors and shall make reports of the financial condition of the Corporation whenever requested by the Board. The Treasurer shall perform such other duties as may be required by these By-Laws or as may be designated from time to time by the Board of Directors. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of the duties of this office.

4. **Resignation and Removal.** Unless otherwise provided in any contract with the Corporation, any officer may resign or be removed at any time. An officer who intends to resign shall give written notice to the Board of Directors in care of the President. Removal of an officer, with or without cause, may be effected by a majority of the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.
5. **Other Officers.** Such other officers as are elected shall exercise such duties and have such powers as the Board of Directors may assign.
6. **Transfer of Authority.** In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation, provided that a majority of the entire Board of Directors approves.
7. **Compensation of Officers.** The officers of the Corporation may be paid a reasonable fixed salary as determined by the Board of Directors or any of its

committees, may be reimbursed for any expenses incurred by them in connection with activities related to furthering the purposes for which the Corporation was formed.

#### V. **Committees Of The Board**

1. **Designation of Committees.** The Board of Directors may, by resolution adopted by a majority of the entire Board, designate an Executive Committee and one or more other standing or special committees. All standing or special committees shall include one or more director, and the Board may appoint members of the organization as appropriate. Any such committee shall have and may exercise all authority of the Board of Directors to the extent provided in these By-Laws and by any Board resolution constituting such committee, or otherwise dealing with the scope of its powers.
2. **Committee Meetings.** Meetings of the committees of the Board of Directors may be called by the respective chairperson thereof or by any two (2) members of the committee on at least one (1) day's written or oral notice. At all meetings of the committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting thereof shall be the act of the committee, except as may otherwise be set forth in these By-Laws or provided by Board resolution.

#### VI. **Records And Reports**

1. **Minutes of the Meetings.** The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a Corporate Record Book of minutes of all meetings of Directors, with the time and place convened, whether regular or special, and, if special, how authorized, the notice given, the names of those present thereat, and the proceedings thereat.
2. **Records of Account.** The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, equities, receipts, disbursements, gains and losses.
3. **Inspection of Records.** The records of account shall at all reasonable times be open for inspection by any Director. Every Director shall have the absolute right at any reasonable business time to inspect all books, records, documents of every kind, and all physical properties of the Corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to make extracts.
4. **Financial Statement.** The Board of Directors shall require the preparation of a financial statement, for presentation at the annual meetings of the Board of Directors.

#### VII. **Corporate Finance**

1. **Contributions.** The Board of Directors is authorized to accept gifts, legacies or other contributions to the Corporation. Such gifts, legacies or other contributions may be accepted upon any terms or conditions, and for such special uses, as the donor or testator thereof shall prescribe and as shall be acceptable to the Board of Directors. When so acceptable, the Board of Directors is authorized to cause the execution and delivery of any agreement that shall be necessary or desirable in connection with the acceptance of any such gift, legacy or other contribution. Unless the terms and conditions, or special uses of such funds are prescribed by the donor, or by some written agreement, the funds shall be administered as the Board of Directors shall deem expedient and, unless otherwise provided, both the principal and income of such funds may be utilized and expended.
2. **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including, but not limited to, mutual funds, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable.

#### VIII. **Checks, Bank Accounts, Notes**

The Board of Directors is authorized to select such banks, depositories or mutual funds as it shall deem proper for the funds of the Corporation. The Board of Directors shall determine by resolution who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness issued in the name of the Corporation.

#### IX. **Miscellaneous**

1. **Agreements.** Unless the Board of Directors shall otherwise direct, the signature of the President alone shall be sufficient on all agreements, contracts and other arrangements executed for or on behalf of the Corporation; provided, however, that agreements in the ordinary course of the Corporation's business may be executed for and on behalf of the Corporation's officer charged with the supervision of such business.
2. **Accounting Period.** The Corporation's accounting period shall be the calendar year unless another accounting period is designated by a resolution adopted by the Board of Directors.
3. **Construction.** Whenever used in these By-Laws, the feminine pronoun shall include the masculine, and the singular shall include the plural, unless a different meaning is otherwise required by the context.

#### X. **Indemnification**

1. **Indemnification.** The Corporation shall indemnify any person, or the legal representative thereof, made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the

Corporation, or an eligible outside party, to the full extent required or permitted by Chapter 180 of the Massachusetts General Laws, including any amendments thereto or substitutions therefor that may be made from time to time. The Corporation may indemnify any person, or the legal representative thereof, made a party to any proceeding by reason of the fact that she is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against all judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by such person in connection with such proceeding to the same extent as if such person had been made a party to such proceeding by reason of the fact that she is or was a director, officer, employee or agent of the Corporation.

Notwithstanding any other provision hereof, the intent of these By-Laws is to provide, and they shall be interpreted as providing, the fullest possible indemnification of directors, officers, employees and agents of the Corporation permitted by law, as the relevant law may change or be amended from time to time.

## 2. **Insurance.**

A. The Corporation shall have the power to purchase and maintain insurance:

1. to indemnify the Corporation for any obligation that it incurs as a result of the indemnification of directors and officers under the provisions of this Article, and
2. to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of this Article.

B. No insurance may provide for any payments other than the cost of defense, to or on behalf of any director or officer:

1. if a judgment or other final adjudication adverse to the insured director or officer establishes that her acts or active and deliberate dishonesty were material to the cause of action so adjudicated, or that she personally gained, in fact, a financial profit or other advantage to which she was not legally entitled, or
2. in relation to any risk, the insurance of which is prohibited under Chapters 175 and 180 of the Massachusetts General Laws.

3. **Right Not Exclusive.** The foregoing right of indemnification shall not be deemed exclusive of any other right to which such director or officer may be entitled apart from this Article X.

## XI. Interested Directors

1. **Contracts or Transactions.** No contract or other transaction between the Corporation and one (1) or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one (1) or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that her or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith, or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote of such interested director or officer, or, if the votes of the disinterested directors are insufficient to constitute an act of the Board, by unanimous vote of the disinterested directors.
2. **When Avoidable.** If there was no such bona fide disclosure to, or knowledge of, the Board of Directors, or committee thereof, which authorized such contract or transaction, as set forth in Section 1, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board or committee at which it was authorized, the Corporation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board or a committee thereof.
3. **Quorum.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee that authorizes such contract or transactions.

## XII. Immunity

Notwithstanding any other provision of these By-Laws, the directors and officers of the Corporation shall be immune from civil liability for any act or omission resulting in damage or injury to the full extent allowed under the Massachusetts General Laws, as they may be amended from time to time.

## XIII. Amendments To By-Laws

These By-Laws may be amended, repealed or modified or new By-Laws may be adopted as specified in section II.11.c. or by approval by 2/3 of the Membership via a mail ballot.

### **XIII. Amendments to By-laws**

1. Section III.3. shall be temporarily amended to read:
  3. Election. Members of the initial Board of Directors as elected at the organization meeting shall hold office until the first annual meeting of the members and until their respective successors shall have been duly elected and qualified. Each director shall be elected by the majority vote of the members by mail ballot. The annual mail ballot election of directors shall occur during the month of September, with results announced at the annual meeting of the organization. Newly elected directors will assume board responsibilities at the annual meeting, where they will be formally installed and qualified. Directors shall be elected to serve for a term of three years, with the exception of the first annual election of the Board of Directors, where two of the seven elected directors will agree to serve for a term of one year, two of the seven elected directors will agree to serve for a term of two years, and three of the seven elected directors will agree to serve for a term of three years.

This change shall be effective upon approval of the membership and shall expire on June 30<sup>th</sup>, 2015 when Directors will again be limited to serving three consecutive three-year terms and section III.3. will again read:

3. Election. Members of the initial Board of Directors as elected at the organization meeting shall hold office until the first annual meeting of the members and until their respective successors shall have been duly elected and qualified. Each director shall be elected by the majority vote of the members by mail ballot. The annual mail ballot election of directors shall occur during the month of September, with results announced at the annual meeting of the organization. Newly elected directors will assume board responsibilities at the annual meeting, where they will be formally installed and qualified. Directors shall be elected to serve for a term of three years, with the exception of the first annual election of the Board of Directors, where two of the seven elected directors will agree to serve for a term of one year, two of the seven elected directors will agree to serve for a term of two years, and three of the seven elected directors will agree to serve for a term of three years. Directors may be elected to serve a maximum on three consecutive three-year terms.