



On behalf of the National Association of Certified Professional Midwives, I am delighted to hear that you are interested in forming a NACPM Chapter!

A powerful, collective voice for Certified Professional Midwives will enhance our collective ability to support and strengthen our profession, and to improve maternal health policy nationwide. As our profession grows, a strong national association working with an effective network of NACPM Chapters will support the role of CPMs as primary maternity care providers for childbearing people and their families in the United States. NACPM looks forward to working with you to meet the needs and challenges of CPMs in your state, to help you share with your peers how you have achieved your victories, and to improve state and national policy for the sake of babies, families, and communities.

To help you get started, we offer this information packet for leaders interested in learning about and/or applying to form an NACPM Chapter. Specifically, this packet includes:

1. **An Overview of the NACPM Chapter Program** including a brief description of the program's vision, structure and benefits/services to Chapters;
2. **Information and Tools for creating a Chapter** including the process for incorporation, for creating bylaws and policies, and other resources;
3. **[Intention to Form Chapter Application](#)**, which identifies the Chapter's primary liaison (electronic version available);
4. **NACPM's Chapter Agreement**; and
5. **An Application Checklist** describing the submission process for becoming a Chapter.

We are your partners in this process and are here to work with you along the way. If you have any questions or if you are ready to start a chapter, please contact our Chapter Program Manager, Nasima Pfaffl, at [chapters@nacpm.org](mailto:chapters@nacpm.org) or 321-917-2016 (AZ time).

Again, thank you so much for joining with NACPM to promote and support Certified Professional Midwifery across the nation. We look forward to working with you.

Sincerely,

Nasima Pfaffl, NACPM Chapter Program Manager



## Overview of NACPM's Chapter Program

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### I. Vision Statement

#### **Vision**

NACPM envisions a primary birth care system in our country where all birthing people access care through a midwife, where birth place is the choice of the family, and where all childbearing people and babies have the same chance to be healthy.

#### **Purpose**

NACPM's purpose is to be a powerful, collective voice for Certified Professional Midwives. We strengthen and support excellence in the profession and influence birth health policy to ensure that all childbearing people and babies have a healthy start.

#### **Why form an NACPM Chapter?**

The promise of the National Association of Certified Professional Midwives Chapter Program is the creation of a unified voice for the profession, the model of care, and the benefits that accrue to childbearing people, babies and families from CPM care. Achieving our bold, shared goals of improving the birth care system and patient outcomes will require significant development at both the state and national levels.

States have authority over CPM licensing, scope of practice and governance. Federal agencies develop laws and policies guiding health care delivery, access, reimbursement and innovation that impacts CPMs at the state and local level. CPMs need a coordinated structure to be most effective in enhancing our national influence and to support states in advancing midwifery care locally.

There are many examples of the need for national/state partnerships, including:

- Supporting licensure for CPMs in all 50 states
- Achieving recognition of CPMs as primary birth care providers in the US health care system
- Creating opportunities to increase and diversify the CPM workforce
- Eliminating obstacles to payment and improving reimbursement rates

While there are many shining examples among the states of well-organized and effective state associations, we still have much to do to create a unified voice for Certified Professional Midwifery. A structure for relationships among the states/jurisdictions/territories, and between the states/jurisdictions/territories and a national professional association, is a significant missing piece in the development of direct-entry midwifery in the United States. Forming NACPM Chapters and building a structure for these relationships are critical next steps in advancing the CPM profession.

## II. Structure

NACPM's Chapter program is based on a model in which each Chapter is incorporated at the state level as a separate legal entity with nonprofit tax-exempt status, and is affiliated with NACPM through the Chapter Agreement. The Chapter Agreement is renewed annually. This agreement is framed around a shared commitment to our common vision, and is drafted in the spirit of collaboration, mutual responsibility and collective impact. NACPM's goal is to work closely with established state associations, and there shall be only one NACPM State Chapter per state/jurisdiction/territory.

Specifically, key elements of the Chapter Agreement include:

- Clear rights and responsibilities for both NACPM and Chapters
- A policy that Chapter members must also be NACPM members
- A policy that Chapters have the flexibility to set their own dues; but NACPM requests dues be set at either \$0, \$25 or \$50
- National NACPM CPM membership dues are \$125 per year (or a reduced \$75 rate for those with income constraints). Memberships are also available for non-voting students and associate (consumer, public, etc) members. As an added benefit to support local efforts, NACPM will annually make a contribution to the chapter of 20% of national memberships that are associated with the Chapter
- A policy clarifying communication and use of NACPM's name by Chapters
- Annual reporting requirements for Chapters
- A responsibility on the part of Chapters to share information, lessons learned and other tools that might serve as a resource to NACPM and other Chapters
- A policy that every Chapter identify a leader to serve as the liaison to the national office
- Clarification that either party can terminate the agreement & that disagreements will go to mediation prior to litigation
- Steps required to legally dissolve a Chapter

## III. Benefits & Services to Chapters

To support Chapters, NACPM commits to the following, ongoing services and resources:

- Access to regular webinars, conference calls, resources and tools designed exclusively for Chapters leaders and members (e.g., forums on state/jurisdiction/territorial policy changes, specific resources to support leaders and their members, leader conference calls)
- Continuing education opportunities and events offered by NACPM
- Legislative, regulatory and technical assistance
- Chapter member information and dues collected through NACPM's membership system
- An annual NACPM financial contribution to chapters based on 20% of national memberships associated with the Chapter for a given year. Contributions will be direct-deposited annually from NACPM to the Chapter to support Chapter start-up and/or activities
- Access to affordable Board of Directors insurance through NACPM insurance policy
- Access to 501(c)6 IRS non-profit status as part of NACPM's IRS Group Ruling
- Chapter webpage on the NACPM website if requested
- Chapter logo
- Chapter Leader toolkits (e.g., resources for starting a Chapter, sample by-laws, templates)
- Overview of national and state-level information (e.g. landscape of state policies, CPM facts/numbers)

- CPM rationale/messaging (e.g., rationale for becoming a CPM, joining a professional Chapter, benefits of integrating CPMs into maternity care system)
- State licensure and legislative resources from NACPM and other states/jurisdictions/territories
- NACPM position papers and policy examples from other states/jurisdictions/territories



## Information & Tools for Creating a Chapter

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NACPM is here to support you! The legal and IRS process for creating a Chapter is relatively straightforward. Below is a step-by-step process to guide your efforts. Again, we are here to help you so please do not hesitate to contact us if you have any questions ([chapters@nacpm.org](mailto:chapters@nacpm.org) or 321-917-2016.)

### *Legal Entity*

NACPM recognizes that Chapters may be at different stages of organization, from full incorporation and tax-exempt IRS status to a more informal, loosely organized group. To be part of this program, Chapters must be incorporated as separate legal entities, have an Employer ID Number (or EIN), and hold nonprofit tax-exempt status. This provides legal protection to state leaders and forms the basis of our joint Chapter Agreement.

### **How to do this:**

1. **Incorporate as a nonprofit legal entity in your state.** The simplest way to do this is to visit your Secretary of State's website and file as a nonprofit corporation. As part of this process, your state will ask for Articles of Incorporation, which NACPM can provide as a template if that's helpful. Chapters representing a jurisdiction or territory should contact the Chapter Program Manager for guidance on incorporation. We recommend naming your organization either the "[Fill in State Name] State Chapter of NACPM" or "NACPM [Fill in State Name] State Chapter."
2. **Get an Employer Identification Number (EIN) from the IRS.** The EIN is a unique number that identifies your organization to the IRS and is required even if your Chapter will not have employees. *You must have incorporated at the state level first to get an EIN* (step #1 above). Apply for your EIN online at: <https://sa.www4.irs.gov/modiein/individual/index.jsp>
  - Click "Begin Application"
  - On the first screen, select "view additional types..." (last option)
  - On the next screen, select "other non-profit/tax-exempt orgs" (last option) On the next screen, select "continue", then select either "Banking Purposes" or "Started a New Business"
3. **Attain federal tax-exempt status.** Chapters can do this in one of two ways. It can agree to terms and procedures outlined by the IRS that will allow NACPM to include them in its "group ruling" exemption for a one-time fee of \$200 or it can apply for its own individual tax-exempt status with the IRS (using Form 1024).

Being part of the group ruling simply means that you do not need to go through the process of applying for a tax exemption status separately. NACPM is classified by the IRS as a 501(c)6 membership association. This means that NACPM is a not-for-profit organization. Dues,

donations, and other monies received by NACPM may not be classified by individuals or organizations as charitable or non-taxable contributions. Any Chapter opting to be part of NACPM's group ruling will also be considered a 501(c)6 organization.

If you're interested in being part of NACPM's group ruling exemption, please let us know. We will walk you through the process. In brief, there are some things the IRS and NACPM require your State Chapter to have or do under a group ruling:

- A fiscal year that mirrors NACPM's for your bookkeeping (January 1 - December 31)
- A federal EIN
- A bank account and book-keeping system
- A completed NACPM application and signed State Chapter agreement
- A set of policies and by-laws (more details on this below)
- Annual federal tax filing submission using financial disclosure forms (Form 990 or 990N "postcard" filing) (see more information on this below)

Of note, incorporation (step #1 above) is not the same as "tax-exempt status" (step #3), a term the IRS uses to exempt certain organizations from federal income tax. Chapters will need to attain federal tax-exemption separately, either through NACPM's group ruling or individually. Federal exemption also does not relieve your organization of the obligations to pay state and local taxes.

### *Tax Filings*

Federal, state and local governments require tax filings for every Chapter. Below is an overview of what Chapters are responsible for and where NACPM can be of assistance:

1. **Federal tax filings.** The federal government requires both NACPM and all Chapters to file taxes annually using an IRS Form 990 or—if annual income is under \$50,000—using Form 990N (known as the "postcard"). Failure to submit these forms for 3 consecutive years will result in the Chapter automatically losing tax-exempt status. When this happens, the national office is limited in what it can do to help regain tax-exempt status.
  - If your Chapter elects to be part of NACPM's group ruling, NACPM can help file your 990N form. (If you want NACPM to do this filing for you, we will need a report from your Chapter listing your income, sources of income, expenditures and categories of expenditures by March 15<sup>th</sup> of each year. This information is routinely captured in each chapters online Annual Report that's completed each year)
  - If your State Chapter pursues its own tax-exempt status (for example, is a separate 501(c)6 organization), then the State Chapter is wholly responsible for filing its federal taxes.
2. **State & local tax filings.** All Chapters are responsible for their own state and local taxes.

### *Governance / Management*

Each Chapter should have the following governing documents and systems in place:

1. **Chapter bylaws.** Your Chapter bylaws outline the officer positions and tasks assigned to each position. Most Chapters have the positions of President, Vice President, Secretary, or Treasurer. Chapters must have at least three board positions. A majority of the board should be CPMs (ie.

two CPMs and a student). When there is a change in officers, please notify the national office. If you are creating a new Chapter, NACPM can provide you with a sample by-law template.

2. **Chapter bank account.** Please establish a bank account at a bank of your choosing.
3. **Chapter policies.** The IRS annual non-profit tax return (Form 990) requires that non-profit organizations have specific policies in place. NACPM already has these policies in place for Chapters. These policies include:
  - Conflict of Interest Policy
  - Record Retention Policy
  - Whistleblower Policy
  - Leadership Guidelines for Ethical Conduct Policy

Each Chapter leader will receive a link to these policies, they should read the policies, sign NACPM's Policy Acknowledgement Online Form , and send a copy of the completed form to their Chapter Secretary annually.

4. **Chapter Agreement** signed annually and kept on file with the national office.
5. **Bookkeeping system.** We highly recommend setting up a simple bookkeeping system to manage your revenue and expenses. This will also be important for federal tax filings (Form 990). Quickbooks Online is one helpful tool; small business plan/pricing options are available here: <http://www.quickbooks.intuit.com/pricing/>
6. **Membership database system.** For state and local tax filing purposes each Chapter must maintain records of membership status and payment of dues. To assist Chapters with this responsibility, NACPM will send Chapter membership records to Chapters on an annual basis, or as requested by the Chapter liaison.

### *Insurance*

Each State Chapter is required to hold Directors & Officers insurance coverage. D&O insurance provides general liability coverage to your directors and senior leaders. It reimburses (in part or in full) the costs resulting from lawsuits and judgments arising out of poor management decisions, employee dismissals, stakeholder grievances, and other such acts committed in good faith. Criminal offenses are not covered under this insurance. If interested, a Chapter can elect to be included on NACPM's Directors and Officers insurance policy for a one time fee of \$100.

### *Membership & Dues*

Chapters can set state\*-level dues at either \$0, \$25 or \$50 levels. State-level dues will be collected by NACPM and are the sole property of the Chapter. NACPM will direct-deposit state-level dues to the Chapter on an annual basis, along with updated Chapter membership records.

NACPM does require that all Chapter members be NACPM members. NACPM membership is currently \$125 per year (or a reduced rate of \$75 for those with income constraints). The national office retains the authority to set and collect NACPM dues.

NACPM will collect dues for national members, and state-level dues, if any. Under this arrangement, members who join NACPM will have the option of joining their State Chapter simultaneously. To coordinate this, State Chapters agree to direct prospective State Chapter members to the NACPM website where they will join/renew at both the national and state levels.

\* The term "state" is inclusive of jurisdictions and territories.





## Intention to Form Chapter

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I have read the NACPM Chapter Launch Packet/Agreement and hereby affirm that it is my state/jurisdictions/territory’s intention to proceed with creating an NACPM Chapter.

By signing this form, I agree to serve as the primary point of contact/state liaison for coordinating my chapter's application process with NACPM. I will let NACPM staff know if/when this responsibility transitions to someone else in my state/jurisdiction/territory. I also give permission to NACPM to share my contact information to those interested in our Chapter activities.

This form can also be submitted electronically at: <https://forms.gle/WJJ4UJpToK4Sd4ay5>

**Proposed Chapter Name:** \_\_\_\_\_

**Contact Info for Primary State Liaison:**

\_\_\_\_\_  
Printed Name of Primary State Liaison

\_\_\_\_\_  
Email/phone

\_\_\_\_\_  
Signature of Primary State Liaison

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
Date

\_\_\_\_\_  
City, State, Zip

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## NACPM Chapter Board Members Contact Form

Please include the names, titles, and contact information for each of your board members here:

Board member name: \_\_\_\_\_ Title: \_\_\_\_\_

Contact information (phone, email, & mailing address): \_\_\_\_\_

\_\_\_\_\_

Board member name: \_\_\_\_\_ Title: \_\_\_\_\_

Contact information (phone, email, & mailing address): \_\_\_\_\_

\_\_\_\_\_

Board member name: \_\_\_\_\_ Title: \_\_\_\_\_

Contact information (phone, email, & mailing address): \_\_\_\_\_

\_\_\_\_\_

Board member name: \_\_\_\_\_ Title: \_\_\_\_\_

Contact information (phone, email, & mailing address): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

# NACPM Chapter Policy Acknowledgement Form

- To be completed by each board member.
- Click the name of the policy below to view the policy.
- An online electronic version of this form is also available at:  
<https://forms.gle/FHpBfkN71xPV8nLL6>

I have read the NACPM State Chapter Leadership Ethical Guidelines and Governance Policies and agree to comply with the terms and conditions at all times during my service in the leadership of this organization. If at any time following the submission of this form I become aware of any actual or potential non-compliance to these policies, I will promptly notify the officers of NACPM. Please initial.

1. \_\_\_\_\_ [NACPM State Chapter Leadership Ethical Conduct](#)
2. \_\_\_\_\_ [NACPM State Chapter Conflict of Interest Policy](#)
3. \_\_\_\_\_ [NACPM State Chapter Records Retention Policy](#)
4. \_\_\_\_\_ [NACPM State Chapter Whistleblower Policy](#)
5. \_\_\_\_\_ I have ensured that my NACPM membership is current

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title, Office or Position

\_\_\_\_\_  
Date



## NACPM SAMPLE Chapter Agreement

**Note:** This is a sample for your review, a digital copy will be sent to you for your secure digital signature.

Under the authority of Article I of the NACPM corporate by-laws, the NACPM Board of Directors hereby enters into this Chapter agreement, made on \_\_\_\_\_, by and between the National Association of Certified Professional Midwives (NACPM) and \_\_\_\_\_ (the "Chapter").

### 1. COMMON PURPOSE

We enter this agreement with a shared purpose of improving maternity services in the United States and its territories and jurisdictions by strengthening the certified professional midwife (CPM) profession. Together, we aim to advance national, state, and territorial policy through a system of well-connected Chapters in support of NACPM and its purpose, values and commitments. Specifically, we will work collectively to:

- Build a more cohesive, influential, diverse and effective CPM workforce
- Empower, connect and support CPMs across the United States
- Influence national and state health policy with the value inherent in CPM care
- Advocate for regulation that supports autonomous midwifery practice
- Organize CPMs at both national and state levels to promote effective public policy
- Share success stories, best practices, resources and learnings
- Provide educational opportunities for midwives and advocates
- Increase public awareness about the value and importance of normal physiologic birth

### 2. CHAPTER INCORPORATION STATUS

State Chapters must be incorporated as legal entities, have an EIN number and hold nonprofit tax-exempt status.

A. By signing this agreement, the State Chapter confirms that it has incorporated as a legal entity (check one):

- a)  A nonprofit corporation registered in the State of \_\_\_\_\_; OR  
 b)  Other (please describe): \_\_\_\_\_.

B. The EIN number for this State Chapter is: \_\_\_\_\_.

C. A State Chapter can obtain federal nonprofit tax-exempt status either by choosing to be under NACPM's 501(c)(6) Group Exemption/Ruling *or* by obtaining this on its own. By signing this agreement, the State Chapter confirms that (check one):

- a)  It has elected to be part of the NACPM IRS Group Ruling. (By selecting this option, the State Chapter agrees to a fee of \$200 and maintaining a record of required policies); OR

- b) \_\_\_\_ It has established its tax-exempt status by preparing and submitting its own Form 1024 application to the IRS and paying the applicable fee.

D. Indicate State Chapter annual dues amount: \$0 \_\_\_\_ \$25 \_\_\_\_ \$50 \_\_\_\_

### 3. RIGHTS AND RESPONSIBILITIES

NACPM and the Chapter share a commitment to the Common Purpose as outlined in Section 1. We enter this agreement in the spirit of collaboration, mutual responsibility and collective action.

#### A. NACPM

NACPM commits to advancing the Common Purpose and supporting Chapters through activities including but not limited to:

- Facilitating connection, communication and support between Chapters and NACPM through conferences, webinars and regular conference calls
- Providing access to certain webinars, resources and tools designed to benefit Chapter leaders and members
- Providing Chapters with national/state data or information as available
- Supporting the Chapter through legislative/regulatory assistance and technical support
- Soliciting feedback and involvement from Chapters
- Helping maintain common standards of practice for CPMs in the United States
- Issuing policy and position statements that serve our Common Purpose
- Providing educational opportunities for Chapter midwives and advocates
- Offering Chapter members access to continuing education
- Hosting Chapter webpage on the NACPM website if requested
- Providing member information management support and member information to the Chapter if requested (see Section 4)
- Providing a financial contribution to the Chapter from the Chapter's member's national dues to support Chapter start-up or activities
- Access to Directors and Officers insurance through NACPM's insurance policy
- Access to 501(c)6 IRS non-profit status as part of NACPM's IRS Group Ruling
- Maintaining NACPM's corporate status and duty to file taxes, and operating in a manner consistent with its by-laws

#### B. Chapter Activities

The Chapter commits to advancing the Common Purpose and engaging in activities supportive of NACPM's purpose, values and commitments and the policies and provisions outlined in this agreement. These may include but are not limited to:

- Supporting professional licensure regulations and legislation related to midwifery and women's health issues
- Presenting information to the public and government representatives concerning quality midwifery and women's health practices and services
- Promoting excellence in the practice of midwifery and the education of midwives
- Supporting research or educational activities in the field of midwifery and women's health
- Sharing information, expertise and learnings with NACPM and other Chapters to support collaboration

- Soliciting donations, funds and other third party sponsorships for Chapter activities
- Developing educational symposia, professional conferences and written publications
- Sponsoring and endorsing governmental and non-governmental policies and programs related to the professional field of midwifery

### C. Chapter Requirements

The Chapter agrees to the following requirements:

- The Chapter must endorse and support NACPM's purpose, values and commitments and Essential Documents and Standards of Practice.
- The Chapter will refrain from activities and actions that could harm the reputation of stature of NACPM
- The Chapter will comply with all federal and state laws, regulations and NACPM Chapter policies that may affect this agreement
- The Chapter is responsible for its own finances and federal/state tax filings. The Chapter may request the NACPM Chapter Program Manager act as their designee and file their federal 990N e-postcards on their behalf.
- The Chapter will adopt and maintain policies required for group ruling status, if selecting this option in Section 2C above.
- The Chapter will maintain a fiscal year that is consistent with NACPM's fiscal year (January to December)
- The Chapter is required to hold Directors & Officers insurance coverage; the Chapter can elect to be included on NACPM's policy.
- The Chapter will identify a leader to serve as the liaison to the national office
- Any non-voting members of the Chapter, such as consumers or other professionals, may choose to join NACPM as associate or student members
- The Chapter will not engage in activities or actions that cause NACPM to be legally or financially bound to agreements or other relationships without express written permission from the NACPM Board of Directors
- The Chapter agrees to the communication and use of name terms as outlined in Section 5
- The Chapter agrees to contribute to research and collection of data about CPMs in its state as part of NACPMs evaluation process, including the provision of baseline information and an annual report; no confidential information will be required

## 4. MEMBERSHIP AND DUES

- A. All CPM Chapter members must be NACPM members.
- B. The Chapter has the authority to set its state-level dues. NACPM requests these state-level dues be set by the Chapter in the amounts of: \$0, \$25 or \$50. All monies raised as Chapter dues are the sole property of the Chapter.
- C. NACPM has the authority to set and collect national NACPM dues; all monies raised by NACPM are the sole property of NACPM.
- D. NACPM will collect dues for national members, and state-level dues, if any. Under this arrangement, members who join NACPM will have the option of joining their Chapter simultaneously. NACPM will contribute to the Chapter based on national members per year that

also elect to join the Chapter. NACPM will direct-deposit state-level dues to the Chapter on an annual basis.

- E. NACPM will share information regarding all Chapter members, including membership status, payment of dues and contact information annually or as requested by the Chapter liaison.

#### **5. COMMUNICATION AND USE OF NAME POLICY**

“NACPM” is registered as a federal trademark and should be used only with permission and designed with a subscript or superscript “R” as follows: ®. Further, NACPM has tax obligations under the Group Ruling that require it to avoid any unwanted or improper use of our name. Chapters acknowledge that NACPM owns the federal trademark rights to “NACPM” and that the Chapters use that mark only with permission and within the conditions established by NACPM.

- A. Any public statement issued by the Chapter, must be in support of and alignment with the purpose, values and commitments and other core documents of the organization.
- B. NACPM reserves the right to require the Chapter to revise, retract, and/or remove statements that are not in support of or in alignment with the purpose, values and commitments and other core documents of the organization.
- C. The Chapter must agree not to represent positions or viewpoints as being those of the national organization other than those already contained within the NACPM purpose, values and commitments, NACPM Essential Documents & Standards of Practice, or other written policies or work products, without express written permission from the NACPM Executive Director or Board President.
- D. Should exceptional circumstances arise in which a Chapter wishes to take a position that is not consistent with NACPM policies and positions, the Chapter shall submit a request to NACPM for a waiver, which will be reviewed according to policies and procedures.

#### **6. USE OF MEMBERSHIP INFORMATION AND MATERIALS**

- A. NACPM and the Chapter agree that national and state-level member information including, but not limited to, databases, lists, mailing labels and reports, may be used only in connection with the authorized, lawful business of NACPM or the Chapter and be consistent with the terms of this Agreement, NACPM by-laws and NACPM policies.
- B. Member information is considered confidential and shall not be shared with, or available to, individuals or business entities outside of NACPM without the express, prior, written permission of the NACPM Executive Director.

#### **7. ANNUAL CHAPTER AGREEMENT RENEWAL AND OTHER REPORTING**

- A. This Chapter Agreement is for the period of each calendar year during which it is signed and will be reviewed and renewed annually on or before January 1<sup>st</sup>, or at a time designated by the NACPM Executive Director.
- B. The Chapter will provide a report to NACPM annually (or more frequently as requested) including:

- Identification and contact information for current Chapter leader(s)
- Trends seen in membership (e.g., increased participation, member interests, needs)
- Reflections on the Chapters' progress, challenges and learnings in the prior year
- Key policy or regulatory issues at the state level
- Feedback on how to improve NACPM's offerings and the relationship between NACPM and the Chapter

C. The Chapter will provide other reports to NACPM as follows:

- Updates on legislative agendas and emerging initiatives as they are developing
- Updates on board composition and contact information

## 8. TERMINATION AND CONFLICT RESOLUTION

A. Either party can elect to terminate this Agreement:

- The NACPM Board of Directors has the authority to suspend, remove its right to use the NACPM name, assume responsibility for, or dissolve the Chapter by revocation or non-renewal of this Agreement when it determines that: the Chapter is no longer a viable entity; or the Chapter is unable or unwilling to comply with the Agreement.
- The Chapter has the authority to terminate this Agreement and begin the process of dissolution of the Chapter by communicating its decision to do so in writing to the NACPM Executive Director.
- The Chapter has several legal responsibilities to complete the dissolution of the Chapter.

The Board of Directors of the Chapter must:

- 1) hold a meeting of the Board and/or membership to vote on the dissolution of the Chapter, the vote of dissolution must be held in a manner consistent with the Chapters By-laws and state laws regarding dissolution of a corporation in the state /jurisdiction where they are incorporated;
- 2) the vote of dissolution must be documented in meeting minutes;
- 3) pay debts, creditors, state or federal taxes;
- 4) file and pay applicable fees for dissolution with the applicable secretary of state or appropriate state tax entity and comply with any other State dissolution procedures; send Certificate of Dissolution to NACPM;
- 5) upon dissolution, any remaining assets, after all debts and taxes are paid, shall be distributed to NACPM unless the Chapter's by-laws or Articles of Incorporation identify a different recipient.
- 6) The bank account belonging to the Chapter should be closed and a copy of the final bank statement sent to NACPM.
- 7) The Chapter or the NACPM Chapter Manager, if designated to do so, shall indicate dissolution on the 990N tax filing for the year of dissolution.
- 8) After the Chapter has completed the steps to legally dissolve, the Chapter will complete a Chapter Dissolution Form indicating all the legal steps needed for dissolution have occurred and that the Chapter requests to be removed from NACPMs group ruling.

B. NACPM and the Chapter agree that any claim or dispute relating to this agreement, or any other matters, disputes, or claims, shall be subject to non-binding mediation prior to litigation.



**9. APPLICABLE LAW**

This Agreement shall be construed under and governed by the laws of Massachusetts, which shall be the venue for any claims or actions.

**10. ENTIRE AGREEMENT**

This Agreement contains the entire agreement of the parties. This Agreement supersedes any prior written or oral agreements between parties.

**11. SEVERABILITY**

If any provision of this Agreement shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable.

**12. POLICY ACKNOWLEDGMENT**

NACPM Chapter leaders have read and agree to comply with the NACPM Chapter Leadership Ethical Conduct Policy, NACPM Chapter Conflict of Interest Policy, NACPM Chapter Records Retention Policy, and NACPM Chapter Whistleblower Policy.

**DO NOT SIGN BELOW. This is a sample only for your reference and review - A digital copy will be sent to you for your secure digital signature.**

\_\_\_\_\_  
NACPM Chapter Project Manager (print name)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
NACPM Chapter Board Designated Representative (print name)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature



## Application Submission Process / Checklist

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To apply as a NACPM Chapter, **please contact us first** ([admin@nacpm.org](mailto:admin@nacpm.org) or [chapters@nacpm.org](mailto:chapters@nacpm.org)) so that we can coordinate the process with you .

You will then be asked to submit the following information:

- [Intention to Form Chapter Application](#) (electronic preferred or paper filing acceptable)
- [Board Member Contact and Policy Acknowledgement Forms](#) completed by all chapter officers (electronic preferred or paper filing acceptable)
- Chapter Articles of Incorporation (emailed to [chapters@nacpm.org](mailto:chapters@nacpm.org))
- Chapter By-laws (emailed to [chapters@nacpm.org](mailto:chapters@nacpm.org))
- Signed Chapter Agreement (request this be sent by the Chapter Program Manager via NACPM's digital signature service).
- Documentation of Federal tax-exempt status **or** request to be included in NACPM federal tax exemption/group ruling (\$200 fee to be included).
- Confirmation of whether your Chapter wishes to be included in NACPM's Directors & Officers insurance coverage (\$100 fee) *or* documentation of independent insurance coverage.

Completed documents can be sent to NACPM via email to: [chapters@nacpm.org](mailto:chapters@nacpm.org)

Documents can also be mailed to:

National Association of Certified Professional Midwives  
PO BOX 1448  
Williston, VT 05495

Again, we are here to support your process and answer any questions you may have. Please don't hesitate to contact our Chapter Program Manager, Nasima Pfaffl, at [chapters@nacpm.org](mailto:chapters@nacpm.org) or (321)917-2016 (AZ Time) if we can be of assistance.

*Thank you!*