



**AMERICAN COLLEGE OF NURSE-MIDWIVES**

# **ARTICLES OF INCORPORATION AND BYLAWS**

**ADOPTED IN 1955**

**Includes Articles as Amended through May 1997**

**Includes Bylaws as Amended and Approved through May 2008**

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## **ARTICLE I: NAME AND PRINCIPAL OFFICE**

### ***Section A. Name/Nonprofit Incorporation***

The name of the corporation shall be the American College of Nurse-Midwives, Inc., hereinafter referred to as ACNM or the College. ACNM shall be 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. Mission Statement***

Under the mission statement of the American College of Nurse-Midwives, the organization 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. 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. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the purposes of ACNM are to support and promote the professional field of midwifery and to encourage excellence in professional practice.

### ***Section C. Specific Purposes***

Consistent with the ACNM Articles of Incorporation and these Bylaws, 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 care of women through the life span 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 D. 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 of Directors 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***

Membership shall be open to any person who supports the declared mission and purposes of ACNM, consistent with the requirements and member qualifications of these Bylaws and applicable policies established by the Board of Directors.

### ***Section B. Classification, Qualifications, and Privileges of Members***

The ACNM Board of Directors 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.

1. *Active Member.* An individual interested in supporting the mission and purposes of ACNM, and who holds or previously held a CNM or CM credential from the ACNM or its designee. Active Member status may be held by otherwise qualified Life Members, Retired Members, and Members with Disabilities or other member categories specified by the Board of Directors. An Active Member in good standing may vote, hold office, chair and serve on ACNM divisions, committees, and task forces, speak at membership meetings, and make 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 motions or vote at the Annual Membership Meeting, or in any mail, email or other votes of the general membership. An Associate Member may serve as a voting member of a division, committee, or task force, and any other bodies approved by the Board of Directors, but not as a chairperson; and may speak at membership 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 cannot make motions or vote at membership meetings, and cannot hold elected or appointed office except as stated below. Student Members may serve as a voting member of a committee, division or task force, and any other bodies approved by the Board of Directors, but not as chairperson, and may speak at Annual Membership Meetings, consistent with ACNM policies and rules. An *ex officio* non-voting student representative to the ACNM Board of Directors may be annually selected.
4. *All members* will receive a membership card 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 meetings of the College.

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

1. *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 following notice by invoice. Upon lapse of membership, all material and intellectual property belonging to ACNM must be returned.
2. *Resignation.* Any member may submit a written resignation to the President, Secretary, or Executive Director. Such a 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.
3. *Suspension, Expulsion, or Termination.* Pursuant to a fair process as established by the Board of Directors with legal advice, and with reasonable cause, the

ACNM Board of Directors 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 orally, in person or by teleconference, or in writing, by an impartial person or body authorized by the ACNM Board of Directors 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.

4. *Transfer.* Membership in ACNM or any right arising therefrom is not transferable to any other person.

#### ***Section D. Membership Fees***

1. *General.* With the exception of Life Members, ACNM shall assess yearly membership fees from each member of the College. All such fees will be payable in advance of each year of membership, in amounts determined by the Board of Directors. The Board of Directors may raise membership fees biennially but will be limited to the approximate increase in the National Consumer Price Index-All Urban Consumers (CPI-U). An increase above the approximate increase in the National Consumer Price Index (CPI-U) or an annual increase must be approved by a two-thirds vote of the Active Members present and voting at the Annual Meeting or, if voting by mail or electronic ballot, at least 20% of Active Members must return their ballots and the increase approved by two-thirds of those voting.
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 within 12 months of the initial payment.
3. *Other Member Fee Categories.* Other membership fee categories and the amount of the fees in these categories may be established by the Board of Directors.
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 of Directors 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 and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

## **ARTICLE IV: MEMBERSHIP MEETINGS**

### ***Section A. Annual Membership Meeting***

ACNM shall conduct an Annual Meeting of the membership (Annual Membership Meeting) and provide professional continuing education each year on a date and at a place to be established by the Board of Directors. The date and place of each Annual Membership Meeting shall be determined and announced at least two years in advance. Among other corporate functions, the Annual Membership 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 of Directors concerning College matters;
4. Act upon proposed amendments to the Bylaws; and,
5. Act upon such other business as may be properly brought before the members.

### ***Section B. Notice of Annual Membership Meetings***

ACNM shall provide to all members in good standing written notice of each Annual Membership Meeting. Such notice and the meeting agenda shall be provided not less than 60 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 a membership meeting shall be given to each member either personally, by mail, or by e-mail, sent to the most recent address of the recorded by ACNM or given by the member to ACNM for purpose of notice, or by any other means permitted by law.

### ***Section C. Quorum Requirements***

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

### ***Section D. Meeting Voting Procedures***

All votes of the membership taken at an Annual Membership Meeting will be conducted in accord with the parliamentary authority stated in these Bylaws. Each Active Member is entitled to 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. No voting by proxy shall be permitted.

### ***Section E. Mail Balloting***

With respect to any motion, question, resolution or proposed action that the Board of Directors determines or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, ACNM shall mail, e-mail, fax, or otherwise deliver a written ballot to each Active Member at the last known postal address, e-mail address, or fax number provided to ACNM, which shall be deemed to be good and sufficient notice of such vote. Each completed ballot returned to ACNM 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 strictly prohibited.

## **ARTICLE V: 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 of Directors. The Board of Directors 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 of Directors. 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 shall have a geographically defined organization, which shall serve as the official affiliate organization to the ACNM. An official affiliate representing midwives serving in the Uniformed Services shall also be formed. The Board of Directors shall authorize and support these official state, territory, federal district, and Uniformed Services affiliate 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 state by furthering the profession of midwifery,
  - b. Achieve 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 of the ACNM Board of Directors and preparation of Affiliate bylaws. Only one Affiliate is authorized by the Board of Directors for each state, territory, or federal district and for the Uniformed Services. The Affiliates may or may not be separately incorporated.
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 ACNM Board's approval.
4. *Conformity with ACNM.* The ACNM Bylaws Committee shall have the authority to review the bylaws of each Affiliate for consistency with the ACNM bylaws. The Board of Directors shall have the authority to ensure compliance with all requirements, and ACNM documents and policies.
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.
  - 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.
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 of Directors 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.

### ***Section C. CNM/CM Partner Organizations***

Organized groups of CNMs/CMs sharing a specific purpose related to the mission and purposes of ACNM may apply to become a partner organization. They shall have agreements that provide for their purpose and bylaws, which must not be in conflict with the mission, purposes, bylaws and policies of ACNM. They can be separately incorporated and maintain separate control of their budgets. Partner organizations shall be prohibited from any activities or actions that cause ACNM to be legally or financially bound to agreements or other relationships.

## **ARTICLE VI: BOARD OF DIRECTORS**

### ***Section A. Responsibilities and Functions of the Board***

1. *General Authority.* ACNM shall be governed by the Board of Directors (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 of Directors 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 an Executive Director/Chief Executive Officer (CEO) who serves at the direction of and reports to the Board. The Executive Director shall have the authority and responsibility to implement all operational and administrative policies of the College. The Executive Director 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 of Directors shall have authority over all lawful corporate activities, including, but not limited to, policies and matters related to:
  - a. Determination of the boundaries of the regions of the College,
  - 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 except the Nominating and Bylaws Committees, task forces, and advisory groups;
  - h. Approval of chairpersons for divisions, committees (except the Nominating Committee), task forces, and advisory groups;
  - i. Filling of vacancies on the Board of Directors, except for the office of President;
  - j. Board operations;
  - 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 Executive Director/Chief Executive Officer;
  - 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 of Directors may establish organizational units such as councils and special interest groups to serve specific needs of the membership or College management. The Board of Directors 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. A member of the Board shall serve as liaison to each division, committee, task force, and advisory group except for the Nominating Committee.

### ***Section B. Limitations and Conduct of the Board***

The Board of Directors 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 of Directors shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. 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 of Directors shall be composed of voting and non-voting members. The voting members shall include: the President, President-Elect (when applicable), Vice-President, Secretary, Treasurer, and the Regional Representatives elected by each of the ACNM Regions designated by the Board. The Executive Director shall serve as an *ex officio* nonvoting member of the Board. The Board of Directors may appoint other *ex officio* non-voting members of the Board, as deemed desirable, on an annual or other basis. A student representative, annually selected, may also serve as an *ex-officio* non-voting member for a 1 year term beginning with the first meeting of the Board scheduled following the Annual Meeting and continuing through the next year's Annual Meeting. *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 of Directors***

All voting members of the Board of Directors shall be Active Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies.

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

All voting members of the Board of Directors shall be elected to serve a term of 3 years except for the President-Elect/President. The term of the President- Elect/President is 4 years, 1 year as President-Elect and 3 years as President. Each member shall serve until a successor is elected and assumes office.

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

**ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS**

***Section A. Regular Meetings***

All regular meetings of the Board of Directors will be held at a time designated by the Board for the transaction of business. These meetings may be held in a single location or by telecommunications. The new Board, at its first meeting following the Annual Meeting, will set the time and mode of the regular Board meetings for the year. This information will be published immediately following this Board meeting. Agendas identifying and describing items to be discussed at regular Board meetings shall be distributed at least 14 days prior to the meeting or as otherwise determined by the President. Board meetings shall be chaired by the President or the President's designee.

***Section B. Special and Telephone Conference Meetings***

Special meetings of the Board of Directors may be called by the President or by the written request of a majority of the voting members of the Board of Directors. These meetings may be held in a single location or by telecommunications or videoconference, or other technology permitting members to hear each other at the same time and speak.

Notice of a Special Meeting will be delivered via telephone, e-mail, or fax transmission to each member of the Board of Directors stating the date, hour, place and 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 of Directors have been contacted and advised of such a meeting, date and hour, and of the item(s) to be reviewed or acted upon. The Board is authorized to conduct any lawful business at a special meeting or telephone/electronic conference meeting, as provided in these Bylaws. Whenever possible, prior notification to the membership of the meeting time, place and way to participate will take place.

### ***Section C. Meeting Quorum***

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

### ***Section D. Adjournment***

A majority of the voting members of the Board of Directors 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 the adjournment, and posted on the official College website.

### ***Section E. Actions Without Meeting /Mail Votes***

Should a matter arise requiring a vote of the Board of Directors between Board meetings, a ballot may be taken by mail, e-mail, 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 of Directors.

## **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.

### ***Section B. Qualifications and Authority of Officers***

The Officers shall be responsible and accountable to the Board of Directors 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 of Directors, consistent with these Bylaws, including, but not limited to:
  - a. The role of Chair at all meetings of the College, Board of Directors, 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, committee, and task force chairpersons (except the Nominating Committee), task forces, and advisory groups, 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 of Directors;
  - h. Presentation of an annual report of the activities and decisions of the Board of Directors at the Annual Meeting;
  - i. Being an *ex officio* non-voting member of all appointed bodies of the national organization except for the Executive Committee and the Nominating Committee.
  
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. Act as a coordinator from the Board to all divisions, committees and task forces of the College;
  - b. Perform such other duties as the Board of Directors 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
  - d. The office of President and perform all duties for which the President is responsible until the President can resume duties or the President-Elect becomes available;
  - e. 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 perform 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 the minutes of all meetings of the College, Board of Directors, and Executive Committee including accountability for accuracy of the minutes and their timely and appropriate distribution to both the Board and the membership;
  - c. Perform duties delegated and designated by the Board of Directors 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 of Directors 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 Finance and Audit Committee;
  - e. Present itemized financial reports at each meeting of the Board and at the Annual Meeting 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. 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 of Directors. 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 of Directors to serve the unexpired portion of the term. In the event of 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.

## **ARTICLE IX: REGIONAL REPRESENTATIVES**

### ***Section A. Responsibilities***

Regional Representatives shall:

1. Communicate with members, Affiliates and their subgroups, Chapters, and academic programs within the region and assist in forming Affiliates;
2. Present an annual report of activities to the Board of Directors and to the Annual Meeting of the College;
3. Act as official liaison between the region and the Board of Directors;
4. Serve as a voting member of the Board of Directors;
5. Report activities within the region to the Board at every meeting of the Board of Directors and to the members via ACNM publications.

### ***Section B. Vacancy***

In the event of a vacancy in a Regional Representative position, the ACNM member holding the next highest number of votes in the most recent election for representative in that region shall become Regional Representative. Should that person be unavailable, the President, with Board approval, shall appoint an eligible member to serve the region as Regional Representative until the next regularly scheduled election for that region, at which time the appointed representative may run for election to a full term. If the term in which the representative was appointed is more than 12 full months, the time served is counted as one full term and the representative is eligible to run for only one additional term.

## **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 of Directors elected by the voting non-officer members of the Board. The Executive Director 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 of Directors including acting for the Board of Directors 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 of Directors 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. 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, via telephone conference, or other appropriate communication method 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 of Directors 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 of Directors between meetings of the Board, unless subsequently rescinded or modified by the Board of Directors.

### ***Section B. Board Committees***

1. *Establishment.* Committees of the Board of Directors may be created and established upon resolution adopted by the Board of Directors. Each Board Committee shall continue until such time that it is dissolved or modified by the Board. No Board Committee shall be created to perform the work of an existing member committee.
2. *Board Committees.* The Board of Directors shall establish the following Board Committees: Finance and Audit; Personnel; and Awards. 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 of Directors. 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 of Directors and shall not have other authorities.

## **ARTICLE XI: COMMITTEES AND TASK FORCES OF THE MEMBERSHIP**

### ***Section A. Chairpersons***

1. Chairpersons, with the exception of the Nominating Committee, shall be appointed by the President and approved by the Board of Directors. The Chair shall be an Active Member of the College.
2. The term of office is 3 years, unless otherwise provided for in these Bylaws, and may be renewed for one additional term. After two consecutive terms, a Chairperson shall again be eligible for appointment only after 3 years have elapsed from the end of the term of service.
3. The Chairperson shall serve as or designate a committee archivist.

### ***Section B. Committees***

Committees are necessary to carry out the ongoing general work of the College. Committees include, but are not limited to Archives, Bylaws, Ethics, Government Affairs, Nominating and Program Committees.

1. The Board of Directors may create, combine, or discontinue committees based on their evaluation of the continuing need for the committee (except for the Bylaws and Nominating Committees).
2. Committees shall be named in the Standing Rules of Procedure for the Board of Directors and their responsibilities shall be listed in the Standing Rules of Procedure for each respective committee.
3. Members of committees shall serve a term of 3 years and may be reappointed by the Chairperson to serve for one additional term.
4. A majority of members of each committee shall be Active Members of the College.

### ***Section C Task Forces***

The Board of Directors may create such Task Forces as are necessary to carry out special projects pertaining to the College and shall outline their duties. The Chair of a Task Force shall be an Active Member.

### ***Section D. General authority, responsibilities, and limitations***

All committees and task forces shall have the authority and duty to carry out their purposes consistent with these Bylaws and ACNM policies. They shall be prohibited from any activities or actions that bind ACNM legally or financially to agreements or other relationships without ACNM Board approval.

## **ARTICLE XII: DIVISIONS**

### ***Section A. Designations***

There will be the following divisions of continuing specialized work necessary to the College:

1. Division of Education
2. Division of Research
3. Division of Standards and Practice

The Board of Directors may create, combine, or discontinue a Division based on their evaluation of the continuing need for the Division.

### ***Section B. Structure***

1. Divisions may be divided into Sections to carry out specific areas of work.
2. The Chair of the Division and the Chairs of each Section shall provide the governance for the Division.

### ***Section C. Governing Rules***

1. Chairpersons of the divisions shall be appointed by the President with the approval of the Board of Directors. The Chair shall be an Active Member of the College. Their term is for 3 years and they may be reappointed for one additional term. After two consecutive terms, a Chairperson may again become eligible for appointment after 3 years have elapsed from the end of service.

2. The divisions shall be free to carry out their work within the framework outlined to the Board of Directors, approved by them and listed in the Standing Rules of Procedure for the Division.
3. Two-thirds of the division membership must be Active Members of the College.
4. Chairpersons of division sections shall be appointed to a term of 3 years by the division chair and may be reappointed for one additional term. After two consecutive terms, a member may become eligible for appointment as a section chair after 3 years have elapsed from the end of service.
5. Service on a division or section is limited to two consecutive terms, after which 3 years must elapse before being reappointed to the same section.

#### ***Section D. General authority, responsibilities, and limitations***

A Division shall have the authority and the duty to carry out the purposes of the division consistent with these Bylaws and ACNM policies. A division shall be prohibited from any activities or actions that cause ACNM to be legally or financially bound to agreements or other relationships without ACNM Board approval.

## **ARTICLE XIII: NOMINATIONS AND ELECTIONS**

### ***Section A. Nominations***

#### *1. Nominating Committee*

- a. *Purpose.* The Nominating Committee shall oversee and supervise the nomination and election process for members of the Board of Directors and members of the Nominating Committee in accord with these Bylaws. The Nominating Committee shall promulgate policies to ensure that appropriate procedures are in place for the selection and presentation of qualified nominees to the membership.
- b. *Composition.* A Nominating Committee of 6 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 Annual Meeting of the membership, the Nominating Committee shall choose the Chairperson from among those members who have served at least 1 year.
- c. *Term.* Members shall be elected for a term of 3 years or until their successor is elected and takes office. Two committee members shall be elected each year in order to ensure that 1/3 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 of Directors.
2. *Nominating Schedule*
    - a. Each year, in a three-year cycle, there shall be elected at least 2 Regional Representatives and either the Vice-President and Secretary, or the Treasurer, or the President-Elect.
    - b. Each year there shall be elected 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.
    - 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.
    - c. *Nominating Committee.* Only Active Members in good standing whose written consent to serve has been obtained shall be eligible for nomination.
    - d. 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 of Directors 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, 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 Annual Meeting of the membership.
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 Annual 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 Annual Meeting of the membership.
6. Nominees shall be given notice of the election results by the President not less than 45 days prior to the Annual Meeting.

## **ARTICLE XIV: ACCREDITATION COMMISSION FOR MIDWIFERY EDUCATION (ACME)**

### ***Section A. Establishment and Purpose***

An Accreditation Commission for Midwifery Education (ACME or Accreditation Commission) shall be established to plan, implement and evaluate the accreditation process for programs and institutions offering midwifery education. The ACME shall serve as an autonomous body within the College with respect to the development, review, evaluation, and administration of all policies and procedures related to the accreditation of programs and institutions offering midwifery education. Such policies and procedures shall be reported to the Board of Directors for information only.

### ***Section B. Revenue and Budget***

All revenue and income related to accreditation fees and other funds dedicated for ACME use shall be used exclusively for accreditation activities as determined by the ACME, and such funds shall be used to pay the expenses of ACME and its programs of accreditation. ACNM will identify accurately all funds generated by, and expenses incurred by, the Commission in appropriate financial corporate records, and make such funds available to the Commission consistent with ACNM and Commission policies. Consistent with

applicable federal law and regulations, ACME shall have sufficient budgetary and administrative autonomy to carry out its accrediting functions independently.

### ***Section C. Composition***

The Accreditation Commission shall be composed of: at least 6, and no more than 9 voting Commissioners, who shall be qualified Active Members in good standing (Active Member Commissioners); and, at least 1 voting Commissioner who shall not derive any income from the practice of midwifery (Public Commissioner). In addition, the ACNM President shall appoint, with the approval of the Board, 1 member of the ACNM Board of Directors to serve as an *ex officio* nonvoting Commissioner, who shall act as a liaison between the ACME and the Board. Consistent with its policies and procedures, the Accreditation Commission may establish and administer subsidiary bodies responsible for conducting appropriate ACME activities.

### ***Section D. Officers***

The Accreditation Commission shall include a Chair and 1 Vice-Chair, who shall be responsible for implementing ACME policies. The Chair shall serve as the primary Accreditation Commission Officer. The Chair and Vice-Chair shall be selected every 3 years by the Accreditation Commission from among the voting Active Member Commissioners.

### ***Section E. Election of Commissioners***

When a Commissioner position becomes available, the Commissioners shall solicit qualified candidates with the appropriate expertise, and shall elect Commissioners considering appropriate factors, including geographic, racial, ethnic, gender, and professional diversity. Each Commissioner shall serve a 3 year term. No Commissioner shall serve more than 3 consecutive terms or a maximum of 9 consecutive years.

## **ARTICLE XV: COUNCIL OF FELLOWS**

### ***Section A. FACNM Designation***

The Board of Directors shall establish and maintain an honorary member designation to be titled Fellow of the American College of Nurse-Midwives, or FACNM. Established in 1993, 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 of Directors 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 of Directors.

***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. Composition of the Board of Governors, term of office and selection of officers shall be consistent with 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***

Board of Governors shall submit budgetary recommendations to the Board of Directors 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.

**ARTICLE XVI: GOVERNANCE**

***Section A. Autonomy***

The Board of Directors shall be autonomous with respect to: 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 of Directors, 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 of Directors.

### ***Section C. Parliamentary Authority***

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the College in all cases to which they are applicable and 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***

Members shall use ACNM names, trademarks, logos, symbols, and other intellectual property of the College only in a manner consistent with applicable law, these Bylaws, and corporate policies.

## **ARTICLE XVII: AMENDMENTS**

### ***Section A.***

Proposed amendments shall be sent in writing to the Chair of the Bylaws Committee at least 120 days prior to the Annual Membership Meeting. The Bylaws Committee will determine whether a vote should be held during the Annual Membership Meeting or by mail or electronic ballot.

### ***Section B.***

These Bylaws may be amended by a 2/3 affirmative vote of the voting members present at any Annual Membership Meeting of ACNM 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 Annual Membership 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, e-mail, 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.***

A proposed amendment to change the name of the corporation shall be considered by balloting of Active Members. The ballots will be sent no later than 180 days after the completion of the annual business session at which the amendment is adopted by majority vote of Active Members present and voting. At least one-third of Active Members must return their ballots and two-thirds of the Active Members who returned ballots must support the amendment for it to be adopted. Notice of such proposed amendment shall be sent to all members 60 days prior to the annual business session. An adopted name change shall take effect according to a schedule approved by the Board of Directors.

**Section D.**

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

**ARTICLE XVIII: FINANCES**

***Section A. Fiscal Year***

The fiscal year of ACNM shall begin on January 1 and shall end on December 31. The Board of Directors 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 of Directors for adoption.

***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.

***Section D. Signatures***

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

## **ARTICLE XIX: 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 XX: DISSOLUTION**

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