

La Leche League International Bylaws

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ARTICLE I. DEFINITION

La Leche League International is governed by these bylaws and is known as “La Leche League International Inc.,” hereinafter called LLLI, an independent, nonpolitical, non-governmental organization.

La Leche League International is incorporated in Illinois as a not-for-profit corporation .

ARTICLE II. VISION, MISSION AND PURPOSE

LLLI is responsible for the cohesion of the LLL community around the world. This includes setting global policies and strategic planning; overseeing the LLLI brand and publications, global forums, and global administration; establishing Leader accreditation standards and setting the Vision, Mission and Purpose of the whole organization.

SECTION 1. VISION

The vision of La Leche League is to realize, deepen and share the love and wisdom found in the breastfeeding relationship.

SECTION 2. MISSION

The mission of La Leche League is to help mothers worldwide to breastfeed through mother-to-mother support, encouragement, information, and education, and to promote a better understanding of breastfeeding as an important element in the healthy development of the baby and mother.

SECTION 3. PURPOSE

The purpose of La Leche League is

- To help mothers learn to breastfeed their babies;
- To encourage mothering through breastfeeding;

To promote a better understanding of breastfeeding and related subjects.

ARTICLE III. ORGANIZATIONAL STRUCTURE

La Leche League (LLL) is comprised of La Leche League International and Direct Connect Entities (DCE).

The LLLI Board of Directors provides direction to and maintains global oversight of LLL. These Bylaws, read together with the LLLI Policies and Standing Rules (PSR), regulate the interactions among LLL entities.

All LLL entities must comply with specific criteria as detailed in the PSR.

SECTION 1. DCE

A DCE is a collaborative LLL organization that includes one or more Area Networks or Affiliates. It serves as the leadership body for its Leaders to connect with LLLI. A DCE is a separate entity that connects to LLLI through a written DCE Agreement. A DCE may have administrative member units (Area Networks, Areas, and Groups).

SECTION 2. LEADER

A La Leche League Leader has fulfilled LLLI criteria for leadership, been accredited by LLLI, and acts in accordance with the LLLI Policies and Standing Rules (PSR). A Leader must be connected to an administrative structure that provides direct support and supervision to the Leader and that is either a DCE or an administrative member unit connected to a DCE. A Leader is in good standing when determined to be so by the Leader's primary connection and secondary connection(s), if any. A Leader's accreditation may be removed by LLLI for cause, as set down in the current Policies and Standing Rules (PSR).

ARTICLE IV. LLLI BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

Voting rights are vested in the Board of Directors, with the exception of the annual election of Board members, which is vested in the Leaders. Each DCE shall devise an election for the LLLI Board representatives. See Section 2 Board Election.

The Board of Directors (Board) shall establish policy and oversee the business and affairs of LLLI.

SECTION 2. BOARD ELECTION

a. ADMINISTRATION

An LLLI Board Election shall meet the obligations outlined in these Bylaws and the PSR, and is subject to the laws and regulations of government where the DCE operates.

Each DCE shall devise an election that fits the needs of the Leaders and meets LLLI election parameters as described in the PSR.

Each DCE will establish a Board Election Committee, to identify and determine the eligibility of potential candidates together with the LLLI Board Nominating Committee, and conduct the election in their DCE .

b. VOTING ELECTORATE

Each Leader has the power to cast an individual ballot within their DCE for the DCE's Board representative(s) .

c. ACTIVE TERM

Elected Board members shall assume their respective duties at the Annual Session of the Board following the election.

SECTION 3. MEMBERS

- a. Members. The Board shall be comprised of representatives of the LLL DCEs. Founders may, at their option, also serve as members of the Board without election. A majority of the Board members shall be LLL Leaders ,
- b. DCE Member Allocation. Each DCE shall have at least one seat on the LLLI Board of Directors. The number of seats for each DCE shall be determined according to an allocation formula set forth in the PSR. A DCE shall have the option of not holding a seat.

SECTION 4. NUMBER

The number of members of the Board shall be no fewer than nine (9) and no more than fourteen (14). This number will not include Founders serving on the Board.

SECTION 5. TERMS OF OFFICE AND REQUIREMENTS FOR MEMBERSHIP

- a. A Board candidate shall meet the requirements set annually by the Board Nominating Committee, as detailed in the Nominating Selections Guidelines set forth in the PSR .
- b. No Board member shall hold a paid staff or contractual position compensated by LLLI or any of its entities. No person shall serve simultaneously on the LLLI Board and on the Board (or equivalent) of an LLL DCE.
- c. The term of service for a Board seat is three years. If a Board member is elected mid-term, they will hold the seat until it is due for re-election.
- d. A Board member may not stand for re-election if that member's term would exceed seven years of continuous service.
- e. A former Board member who has served two consecutive terms may be nominated for election to the Board, after a minimum of three years' absence.

SECTION 6. FOUNDER'S PRIVILEGE

Founders shall serve as Board members for life and may serve the Board

- a. as a member of the Board of Directors and/or
- b. as a member of the Founders Advisory Council (FAC).

The FAC shall be composed of all the Founders whether or not they are active Board members. The purpose of the FAC is to advise the Board, provide historical perspective and inspiration; and represent LLLI to the public. The FAC and the Board shall maintain close communication. Members of the FAC may attend and participate in all Board sessions, but Founders who are not active members of the Board of Directors shall have no voting rights and shall not be counted in the Board number or quorum. A member of the FAC who desires to rejoin the Board of Directors shall send written notice to the Chair of the Board and to the Nominating Committee of her intent to return as a member of the Board no later than December 1 and may then return as a member of the Board at the end of the Annual Session of the following year.

SECTION 7. RESIGNATION

A member of the Board may resign by giving written notice to the Board Chair or to the Secretary. Acceptance of such resignation shall be effective at the time specified therein, or if no time is specified, at the time of delivery of the notice of resignation.

SECTION 8. VACANCY

A Board vacancy shall be filled for the unexpired term within 90 days or as soon as possible. The Board Nominating Committee and DCE Board Election Committee will review candidates and nominate a qualified candidate.

SECTION 9. ANNUAL SESSION

The Annual Session of the Board shall be held as close as possible to the beginning of the LLLI fiscal year.

SECTION 10. REGULAR SESSIONS

The number and dates of the regular sessions shall be established at the Annual Session, to meet no fewer than four times during the fiscal year and may be rescheduled as necessary.

SECTION 11. SPECIAL SESSIONS

Special sessions may be called by the Board Chair or by written request of a majority of the Board. The Secretary of the Board shall give written notice to all Board members at least five days prior to the session. If the meeting is called due to an emergency, at least 24 hours advance notice is required.

SECTION 12. QUORUM

Two-thirds of the members of the Board shall constitute a quorum for the transaction of business. When a quorum is present at the time of a vote, the act of a majority of the Board members present and eligible to vote at any session shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT

- a. The Board or a committee may take action without a meeting if written consent is received from every member and recorded by the Secretary
- b. The action taken shall be effective immediately.

- c. Written consent for the purposes of this Section may be transmitted or received by electronic means.

SECTION 14. MEETINGS

When meetings are not held in person, members are entitled to vote and act through the use of telecommunications equipment in which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 15. CONFLICT OF INTEREST

A Board member shall disclose to the Board any possible conflict of interest. When a matter involving possible conflict of interest for a Board member becomes a matter for Board action, the member shall not vote or use personal influence on the issue. The Board member may, however, briefly state a position on the matter and answer pertinent questions. The minutes of all actions on such matters shall clearly reflect that these requirements have been met.

SECTION 16. ADVISORS

The Board may appoint or employ any advisory group it deems necessary to achieve its purpose.

SECTION 17. REMOVAL

Any Board member may be removed by a majority vote of the Leaders of the DCE that elected them .

ARTICLE V. LLLI BOARD OFFICERS

SECTION 1. OFFICERS AND QUALIFICATIONS

Officers shall be elected from and by the Board. Officers shall be the Chair, Vice Chair, Secretary, Treasurer, and any other officers deemed necessary and elected by the Board. The office of Chair may be filled by two co-Chairs. A candidate for Chair or co-Chair shall have been a member of the Board for a minimum of two years. A candidate for Vice Chair shall have been a member of the Board for a minimum of one year. Candidates for Chair, co-Chair, and Vice Chair shall be LLL Leaders .

SECTION 2. ELECTION AND TERM OF OFFICE

The Board shall elect its officers for a one-year term at each Annual Session. Officers shall hold office until their terms of office are completed or their successors have been elected. A member may serve in succession no more than four terms in one office. An officer may hold only one office at a time.

SECTION 3. VACANCIES

A vacancy in the office of Chair shall be filled by the Vice Chair for the unexpired term. If the office of Chair is filled by two co-Chairs, the remaining co-Chair shall serve as Chair. If the Vice Chair is unable to fill the vacant position of Chair, a new Chair will be elected. A vacancy in the office of Secretary shall be filled for the unexpired term by election at the next Board session. A

vacancy in the office of Treasurer shall be filled by appointment by the Chair until the Treasurer is again available or until the next Board session, at which time a new Treasurer shall be elected to serve for the remainder of the unexpired term.

SECTION 4. REMOVAL

Any officer may be removed from office by an affirmative written ballot of three-fourths of the entire Board if, in the Board's judgment, removal shall serve the best interests of LLLI. The member will remain on the Board.

SECTION 5. CHAIR OF THE BOARD

The Chair of the Board shall:

- a. be the principal officer of LLLI;
- b. be responsible for the preparation and distribution of the agenda for Board sessions;
- c. preside at Board sessions;
- d. guide the affairs of LLLI;
- e. work with the Executive Director to ensure that the resolutions, policies, and directives of the Board are implemented;
- f. execute or delegate for execution any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized, according to the requirements of the instrument;
- g. vote all securities that the Corporation is entitled to vote except when another person is authorized by the Board;
- h. have the privilege of selecting a parliamentarian;
- i. be an ex officio member of all committees of which the chair is not a regular member except the Nominating Committee, to which the Chair may be elected;
- j. appoint the chair of standing committees, except as otherwise authorized by these Bylaws, subject to the approval of the Board;
- k. appoint the chair of special committees, except for special committees of standing committees which will be appointed by the Chair of the standing committee and
- l. perform other duties incident to the office and assigned by the Board.

SECTION 6. VICE CHAIR

The Vice Chair shall:

- a. assist the Chair when requested;
- b. perform the duties of the Chair with all the power of and subject to all the restrictions of the Chair in the event of the Chair's absence or inability or refusal to act;
- c. succeed to the office of Chair for the unexpired term in the event of a vacancy in that office.

SECTION 7. SECRETARY

The Secretary shall

- a. record and distribute the minutes of the sessions of the Board;
- b. see that notice is given in accordance with these Bylaws or as required by law;
- c. keep the corporate records and seal;
- d. sign official documents;
- e. keep a register of the contact details furnished by each Board member;
- f. perform all duties incident to the office of Secretary and other duties assigned by the Chair of the Board.

SECTION 8. TREASURER

The Treasurer is the principal financial officer of LLLI. The Treasurer may also be Finance Committee Chair; if not the Chair, the Treasurer will be an ex officio member of the Finance Committee.

The Treasurer:

- a. Reviews monthly Financial Statements, investigates discrepancies or other concerns, and requests edits and updates as needed.
- b. Presents the Treasurer's Report to the Board of Directors each month.
- c. Provides oversight to ensure appropriate management of all assets and expenses.
- d. Prepares the annual budget with the Executive Director and the Finance Committee.
- e. Verifies closure of the books and their submission for audit as required by the Board and law, and
- f. Performs all duties incident to the office and other duties assigned by the Chair/co-Chairs of the Board.
- g. At the request of the Audit Committee, reviews the annual Audit Report, prior to its presentation to the LLLI Board for approval.
- h. Reviews the required financial tax reporting prior to its presentation to the LLLI Board for approval.
- i. Reviews the annual audit report with the LLLI Board and prepares a plan for implementing any recommendations made by the auditors.

ARTICLE VI. LLLI BOARD COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees shall be described in the PSR and additional committees may be established as necessary .

SECTION 2. SPECIAL COMMITTEES

The Board may appoint any Special Committees that it deems necessary to contribute to the work of the Board.

SECTION 3. NOMINATING COMMITTEE

The Nominating Committee is elected by the Board at each Annual session.

- a. Composition. The Nominating Committee shall be composed of five members of the Board not eligible for re-election in the subsequent election year. Members of the Nominating

Committee shall be elected by the Board by ballot at the Annual Session. The person receiving the greatest number of votes shall serve as chair. Term of service is one year. A member may serve in succession no more than two terms.

b. Duties. The Nominating Committee shall work collaboratively with the DCE Board Election Committees to ensure organizational governance needs are met.

The Nominating Committee shall also prepare a list of candidates for each Board office.

SECTION 4. QUORUM

A majority of any committee shall constitute a quorum.

ARTICLE VII. INDEMNIFICATION

SECTION 1. DEFINITION

LLLI (the Corporation) shall indemnify to the full extent authorized under Section 108.70 of Chapter 32 of the Illinois Revised Statutes, as amended from time to time, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a director, officer, or employee of LLLI or serves or served any other LLLI-affiliated corporation or a director, officer, or employee at the request of LLLI.

SECTION 2. INSURANCE.

The Corporation may purchase and maintain insurance on behalf of any person who may be indemnified hereunder against any liability asserted against such person and incurred in any capacity, or arising out of any status, for which the person may be indemnified.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and are not inconsistent with these Bylaws or any special rules or policies LLLI may adopt.

ARTICLE IX. AMENDMENT

These Bylaws may be amended or revised only upon authorization by the Board. The proposed change(s) may be presented at any regular session of the Board and must pass by a two-thirds vote to be approved. The process for required pre-vote input and feedback is delineated in the PSR.

ARTICLE X. OTHER CONSIDERATIONS

SECTION 1. CONTRACTS

The Board may authorize any agent of LLLI, in addition to the officers authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of LLLI. This authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, Et cetera.

All orders for the payment of money or evidence of indebtedness issued in the name of LLLI shall be signed by such corporate agents as the Board shall determine. In the absence of such a determination, these instruments shall be signed by the Treasurer and countersigned by the Chair of the Board, or their designees.

SECTION 3. DEPOSITS

All corporate funds shall be deposited to the credit of LLLI in such banks or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of LLLI any contribution, gift, bequest, or devise for a general or special corporate purpose as set down in the PSR.

SECTION 5. RECORDS

LLLI shall maintain at the registered or principal office complete books of account, minutes of the proceedings of Directors and committees having any authority of the Board, and a record with the names and addresses of Board members. All corporate records may be inspected by any Board member or the Board member's agent or attorney for any purpose at any reasonable time.

SECTION 6. FISCAL YEAR

The fiscal year of LLLI shall be April 1 through March 31.

SECTION 7. SEAL

The corporate seal shall bear the name of LLLI and the words, "Corporate Seal, Illinois".

SECTION 8. WAIVER OF NOTICE

Whenever any notice is required to be given, a waiver in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

ARTICLE XI. DISSOLUTION

Dissolution of LLLI shall be accomplished according to the legal requirements for nonprofit corporation dissolution as established by the State of Illinois .

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