



**BY-LAWS
of the
HUMAN MILK BANKING ASSOCIATION OF NORTH AMERICA, INC.**

ARTICLE I: Name, Purpose, and Jurisdiction

Section 1. Name

The name of this organization is the HUMAN MILK BANKING ASSOCIATION OF NORTH AMERICA, a not for profit corporation incorporated under the laws of Connecticut, hereafter referred to as "HMBANA" or the "Corporation."

Section 2. Purpose

The purpose of HMBANA shall be to create a coalition of donor human milk banks and others interested in supporting not-for-profit donor human milk banking in North America and to provide a forum for:

1. supporting the practice of providing a safe, accessible source of human milk for those who need it;
2. developing and maintaining donor human milk banking standards;
3. fostering development of scientific research which supports and facilitates donor human milk banking;
4. fostering development of scientific research which supports the use of screened donor human milk in clinical situations where it is indicated;
5. functioning as a clearinghouse for information about the availability, benefits and appropriate uses of human milk on a regional, national, and North American continental level;
6. acting as a liaison between member institutions and governmental regulatory agencies;
7. fostering optimal public health by promoting, protecting and supporting breastfeeding for families and infants.

Section 3. Jurisdiction

HMBANA is a voluntary organization which shall include any interested donor human milk bank located in North America (Canada, Mexico and the United States) that complies with these By-laws and the most current edition of *Guidelines for the Establishment and Operation of a Donor Human Milk Bank*, any developing milk banks seeking HMBANA accreditation, and other interested individuals.

ARTICLE II: Offices and Staff

Section 1. Offices

The principal office of the corporation shall be located at a site to be determined by the Board of Directors. The corporation may have offices at such places as the Board of Directors may designate or as the affairs of the organization may require from time to time.

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Section 2. Staff

HMBANA may employ an executive director and other staff, and the Board will determine policies for defining appropriate duties and compensation.

ARTICLE III: Membership

Section 1. Categories of Members

There shall be different categories of members in HMBANA. Each organizational or institutional member will vest in one (1) authorized person authority to receive and respond to communications from HMBANA.

1. **Milk Bank:** An operational, HMBANA-accredited non-profit donor human milk bank which has been established for the purpose of recruiting and collecting milk from donors, and processing, screening, storing, and distributing donated milk to meet the specific needs of individuals for whom human milk is prescribed by licensed health care providers. Voting powers of milk banks are exercised in accordance with Article III Section 3 of the By-laws.
2. **Developing Milk Bank:** An entity that has declared its intent and has initiated the formal process, at HMBANA, to become an operational milk bank using the current *Guidelines for the Establishment and Operation of a Donor Human Milk Bank*.
3. **Individual:** Any individual who is interested in supporting and furthering non-profit donor human milk banking, and supports the By-laws and guidelines of HMBANA as determined by the Board of Directors.
4. **Associate Institution:** A health care institution or incorporated non-profit organization that is working to establish a donor human milk bank under HMBANA's current *Guidelines for the Establishment and Operation of a Donor Human Milk Bank*, or is operating as a collection or distribution center for a member bank.
5. **Advisory Council:** An advisory group representing professional groups knowledgeable in the various facets of donor human milk banking shall be maintained by the Board of Directors. The role of the Advisory Council is to serve as a professional resource to the Board of Directors. The term of service shall be for three (3) years. Reappointment to further three (3) year term shall be at the discretion of the Board of Directors. Members of the Advisory Council can be removed from their position at the discretion of the Board of Directors.
6. **Honorary Individual:** Those elected by the Board of Directors, for having made an outstanding contribution toward the goals of HMBANA.



Section 2. Dues

All members shall pay annual dues as determined by the Board of Directors.

Section 3. Voting Members

All voting members shall support and/or abide by the most current edition of *Guidelines for the Establishment and Operation of a Donor Human Milk Bank*. The voting membership of HMBANA shall consist of:

1. All operational HMBANA-accredited non-profit donor human milk banks. Each bank shall have one vote, to be vested in one (1) authorized person selected by that milk bank.
2. Each director or officer of the HMBANA Board of Directors, who is not also from an operational HMBANA-accredited non-profit donor human milk bank, shall be able to vote on matters affecting HMBANA.

Section 4. Non-Voting Members

Members of HMBANA who do not have the power to vote include:

1. Developing Milk Banks
2. Associate Institution Members
3. Individual Members
4. Honorary Members
5. Advisory Council Members

Section 5. Annual Meeting

The annual meeting of the voting members shall be held each year in conjunction with a regular meeting of the Board of Directors, or on such other date and time as shall be designated by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Certificate of Incorporation, or by these By-Laws, may be specified by the directors.

Attendance of the developing milk banks and others at the annual meeting will be at the discretion of the Board of Directors.

Section 6. Special Meetings

Special meetings of voting members may be called by the President or by the directors. Upon written application of at least twenty five percent (25%) of the members entitled to vote at the meeting, special meetings shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer. The call for the meeting shall state the date, hour and place and the purpose of the meeting.

Section 7. Place of Meetings

Meetings of the members shall be held at such place, either within or outside the State of Connecticut, as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Meetings may also take place by phone or other electronic means.

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Section 8. Notice of Meetings

A written notice of every meeting of voting members, stating the place (or phone/electronic contact), date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven (7) days before the meeting to each member entitled to vote thereat and to each member, who by law, by the Certificate of Incorporation or by these By-Laws is entitled to such notice.

Section 9. Quorum

A simple majority of the members entitled to vote at a meeting (greater than 50%) shall constitute a quorum, but a lesser number may adjourn any meeting from time to time without further notice.

Section 10. Voting and Proxies

Each voting member shall have one vote. Members may vote either in person, by ballot (for matters established prior to a meeting) or by written proxy executed for the purpose of the meeting. Proxies shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise. A mail, fax, email, or telephone ballot may be used in voting on issues, as well as election of officers. The mail or fax ballot shall be sent to the voting membership five (5) working days prior to the vote.

Section 11. Action at Meeting

When a quorum is present, a majority of the members present or represented and voting on a matter (greater than 50%), except where a larger vote is required by law, the Certificate of Incorporation or these By-Laws, shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless required for such election by a majority of the members present or represented at the meeting and entitled to vote in the election.



Section 12. Relationship between the Membership and the Board of Directors

1. The voting members of HMBANA shall elect members of the Board of Directors.
2. A periodic joint in-person meeting of HMBANA's voting members (or their designees) and the Board of Directors will be held. Certain parts of the meeting may be open to non-voting members and others, at the discretion of the Board of Directors.

ARTICLE IV: Board of Directors

Section 1. General Powers

The Board of Directors is responsible for overall policy and direction of the business and affairs of HMBANA. The Board may adopt such rules and procedures for the conduct of its meetings and management of HMBANA as it may deem proper, which are not inconsistent with these By-laws and the laws of the State of Connecticut. Each director shall have one vote for conducting Board business, regardless of HMBANA member category.

Section 2. Board Structure

The Board of Directors includes all elected directors and officers. All directors must be from a membership category, in good standing, of HMBANA. HMBANA shall be governed by at least seven (7), and no more than thirteen (13) directors. The Board shall have directors from voting milk banks whose collective number exceeds by at least one (1) the collective number of directors who are from other member categories.

Section 3. Election and Terms of Directors

Each director will be elected for a term of two years. Each director shall hold office until the regular annual meeting when their term expires and until such directors' successors shall have been duly elected and qualified. Nominations and balloting procedures will be determined by the Board, using a process set forth in the organization's procedures, to verify transparency and accountability of the electoral process.

Section 4. Term Limits of Directors

A director may serve two successive terms. There must be a minimum of one (1) year's hiatus after an elected director's second successive term. If a current director is elected to serve as an officer of the HMBANA Board, the election as officer resets the term limits consistent with the term for an officer.

Section 5. HMBANA Board Composition

1. Milk bank representatives must have at least two years' experience working either as directors, or other qualified and knowledgeable associates, of an HMBANA-accredited non-profit donor human milk bank.
2. It is required to have milk bank representatives from various models of HMBANA milk banks, as well as from each of the countries overseen by HMBANA.
3. Directors elected from member categories external to milk banking will provide other expertise and resources for HMBANA.
4. Directors must be from a membership category, in good standing, of HMBANA, and be willing to sign annually a conflict of interest statement.

Section 6. Nominations and Elections

In advance of any meeting of the membership called for the purpose of electing directors and officers, members or directors may submit to the Board of Directors, in care of the President, proposed nominees for those directorships to be filled at the meeting. These nominees shall then be presented to the membership for consideration at the applicable meeting. Nothing in the foregoing, however, shall be deemed to prevent any voting member from presenting nominations from the floor at any meetings at which directors are to be elected. Elections may also be conducted electronically in advance of the annual meeting, with sufficient notice to voting members to allow for balloting. Election results may be announced to the voting members at the annual meeting, or by electronic notification.

Section 7. Meetings

Regular meetings of the Board of Directors shall be held at such times and places as the Board may direct and upon such notice as the Board shall specify. The President may call a special meeting of the Board of Directors whenever deemed necessary, and shall call a special meeting whenever requested to do so in writing by two (2) or more directors. Attendance of others at any meeting will be at the discretion of the Board of Directors.

Section 8. Notice

Written or verbal notice of a special meeting stating the purpose or purposes for which the meeting is called shall be given not less than five (5) days prior to the meeting to each director, either personally or by mail, telephone, facsimile, electronic mail or other form of recorded communication. Any director may waive notice of any meeting of the Board of Directors by submitting a written waiver signed before or after the date of the meeting. Attendance at a meeting by any director, without protesting the lack of receipt of proper notice prior to or at the commencement of the meeting, shall constitute a waiver of notice of such meeting by such director.

Section 9. Quorum

A majority of the then authorized directorships (greater than 50%) shall constitute a quorum for the transaction of business. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is otherwise specially required by these By-Laws, by the Certificate of Incorporation of the Corporation or by statute. A director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment enabling all directors in attendance at the meeting to hear one another.



Section 10. Consent in Writing

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all the directors, or members of such committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. Resignation, Removal and Vacancies

Any director may resign or be removed at any time. A director who intends to resign shall give written notice thereof to the Board of Directors in care of the President. Such resignation shall become effective immediately, unless otherwise specified therein. Removal of a director, with or without cause, may only be effected by the affirmative vote of a majority of the entire membership of the Board of Directors at a meeting called expressly for the purpose of considering such removal.

If there is a vacancy on the Board that reduces the number of Directors from voting milk banks to less than the collective number of Directors from other member categories, an election will be held by the remaining members of the Board within one (1) month, for the purpose of electing a new Director from a voting milk bank to fill out the term created by the vacancy.

If there is a vacancy that brings the full Board to less than seven (7) Directors, an election will be held by the remaining members of the Board within one (1) month, for the purpose of electing a new Director to fill out the term created by the vacancy.

Any Directors elected to fill vacancies shall hold office until the next regular annual meeting of the membership, and until they or their respective successors shall have been duly re-elected and qualified by the full voting membership.



Section 12. Compensation of Directors

Directors will not be compensated for their service on the Board of Directors. This shall not preclude persons who serve HMBANA in another capacity from receiving appropriate compensation or reimbursement.

Section 13. Board Responsibilities

1. Establish and periodically revise a strategic plan for HMBANA.
2. Provide fiduciary responsibility to the organization.
3. Approve an annual budget developed by the executive director within parameters set by the Board.
4. Hire and set compensation for the organization's executive director and conduct an annual performance evaluation with the executive director. Provide strategic direction to guide the work of the executive director.
5. Determine charges/actions for board committees consistent with the strategic plan. Establish new standing or ad hoc committees and task forces as needed.
6. Each committee will have one (1) Board member to serve as liaison between the Board and the committee, and to report to the Board on the committee's activities.
7. Respond to urgent needs for decisions or responses.
8. Ensure the minutes of all HMBANA Board meetings are recorded and disseminated to all member milk banks.

Section 14. Committees

The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more other standing or ad hoc committees.

Meetings of the committees of the Board of Directors may be called by the respective chairpersons thereof or by any two (2) members of the committee on at least one (1) day's written or oral notice. At all meetings of the committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting thereof shall be the act of the committee, except as may otherwise be set forth in these By-Laws or provided by Board resolution.

ARTICLE V: Officers

Section 1. Officers of the Organization

The officers of the organization shall be the President, Past President, President-Elect, Secretary, and Treasurer.

Section 2. Election and Terms of Officers

The President is elected by the voting members for a single two-year term. The Treasurer and Secretary are elected by the voting members for a two-year term, and may be re-elected for a second term.

The President-Elect and Past President each serve a single one-year term. The President-Elect

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position is to be filled by a presiding director, and is selected by vote of the Board of Directors. The Past President position is automatically held by the person who most recently served as President.

One person may hold successive single terms as President-Elect, then President, then Past President, for a total of four (4) years of Board service. Otherwise, all officers may be re-elected to a second successive term, for a total of four (4) years of Board service. Those who have met their successive term limit must rotate off the Board for a hiatus of one (1) year before being eligible to run again. When an officer is elected while currently holding a different director's post, the new election resets the term limit consistent with the term for an officer.

Officers and directors currently serving on the Board on the date of adoption of these By-laws are deemed to be in their first term, and eligible for one (1) additional successive term to office in accordance with these by-laws.

Section 3. Resignation and Removal

Unless otherwise provided in any contract with the Corporation, any officer may resign or be removed at any time. An officer who intends to resign shall give written notice to the Board of Directors in care of the President. Removal of an officer, with or without cause, may be effected by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. President

The President shall be the chief executive officer of HMBANA, and, in consultation with the Board of Directors, shall direct all affairs of HMBANA. The President shall, when present, preside at all meetings of the Board of Directors and, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 5. President-Elect

In the absence of the President, or in the event of her/his death or inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting shall have all the powers, duties and restrictions of the President.

Section 6. Past President

The Past President holds all the same powers as any other director or officer of HMBANA, and shall perform the duties of the President if the President and President-Elect are both unavailable, and when so acting shall have all the powers, duties and restrictions of the President.

Section 7. Treasurer

The Treasurer shall be responsible for all funds and securities of the organization; and direct deposit such monies in the name of HMBANA in such depositories as shall be directed by the Board of Directors; prepare, or cause to be prepared, a true and accurate statement of assets and liabilities at the close of each fiscal year; and in general perform the duties incident to the office of Treasurer.

Section 8. Secretary

The Secretary shall keep a record of the minutes of the meetings of the Board of Directors, see that all notices of meetings are duly given in accordance with these By-laws, in general perform duties



incident to the office of Secretary and perform such other duties as may be directed by the Board of Directors.

Section 9. Directors and Officers External to Operational Milk Banks

Any duly-elected director may serve in any director or officer position. Voting member rights in HMBANA are described in Article III Section 3 of these By-laws.

ARTICLE VI: Indemnification

Section 1. Indemnification

The Corporation shall indemnify directors, officers, employees and agents of the Corporation to the maximum extent permitted by law, including, without limitation, sections 33-1116 through 33-1124 of the Connecticut General Statutes. The Corporation may indemnify any person, or the legal representative thereof, made a party to any proceeding by reason of the fact that the person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against all judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by such person in connection with such proceeding to the same extent as if such person had been made a party to such proceeding by reason of the fact that they are or were a director, officer, employee or agent of the Corporation.

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

Section 2. Insurance

1. The Corporation shall have the power to purchase and maintain insurance:
 - (i) to indemnify the Corporation for any obligation that it incurs as a result of the indemnification of directors and officers under the provisions of this Article, and
 - (ii) to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of this Article.
2. No insurance may provide for any payments other than the cost of defense, to or on behalf of any director or officer if a judgment or other final adjudication adverse to the insured director or officer establishes that their acts or active and deliberate dishonesty were material to the cause of action so adjudicated, or that they personally gained, in fact, a financial profit or other advantage to which they were not legally entitled.

Section 3. Right Not Exclusive

The foregoing right of indemnification shall not be deemed exclusive of any other right to which such director or officer may be entitled apart from this Article V.

ARTICLE VII: Funds of HMBANA

Section 1. Earnings

No part of the net earnings of HMBANA shall inure to the benefit of any officer, director or member of HMBANA.

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Section 2. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII: Amendment of By-laws

Section 1. Amendments

Subject to any provision of law applicable to the amendment of By-laws of non-profit, public benefit corporations, these By-laws may be altered, amended, or repealed and new By-laws adopted by an affirmative vote of three-fourths of the voting members of the Corporation. Proper notice must be given in writing ten (10) days prior to the vote.

ARTICLE IX: Dissolution

Section 1. Dissolution.

In the event of the dissolution of the corporation, the residual assets of HMBANA shall be distributed to one or more organizations with similar purpose which are exempt as organizations described in sections 501(c)(3) and 170(c)(3) of the United States of America Internal Revenue Code of 1986 or corresponding section of any prior or future law or to the Federal, State, or Local government for exclusive public purpose. This action shall require a three-quarters (3/4) majority vote of the full membership of the Board of Directors.

Approved by the Corporation on December 04, 2015
Secretary _____