

**NEW MEXICO AFFILIATE
OF
THE AMERICAN COLLEGE OF NURSE-MIDWIVES
BYLAWS**

ARTICLE I: NAME

The name of the organization shall be the New Mexico Affiliate of the American College of Nurse-Midwives (ACNM). The organization is an incorporated entity formed in the State of New Mexico, and will be known as the Affiliate in these Bylaws.

ARTICLE II:

Section 1. MISSION STATEMENT

The New Mexico Affiliate is dedicated to serving both the needs of the membership and the public toward advancing personal and community health.

Section 2. PURPOSES

The purposes of the Affiliate shall be:

- A. To promote the health and well-being of women throughout their lifespan.
- B. To promote the health and well-being of newborns and families within the context of their cultural experience.
- C. To achieve legislation, public policy, and regulation that is reflective of the best practice of midwifery.
- D. To establish mechanisms for cooperation and collaboration with other groups and organizations in promoting the health and well-being of New Mexico families.
- E. To support excellence in the education of midwives within the State of New Mexico.
- F. To serve as a source of information to the public and to appropriate agencies and entities concerning excellence in midwifery and women's health care practices.
- G. To provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women's health issues.
- H. To represent official positions of the ACNM as appropriate.
- I. To inform ACNM of appropriate needs and issues of the Affiliate.
- J. To encourage Certified Nurse-Midwives CNMs/Certified Midwives (CMs) and

Student Nurse-Midwives (SNMs)/ Student Midwives (SMs) to be active participants in appropriate functions of the ACNM.

K. To encourage (or facilitate) professional networking and mentoring among New Mexico midwives.

ARTICLE III. MEMBERSHIP AND PRIVILEGES

Section 1. Members of the Affiliate shall be members in good standing of the American College of Nurse Midwives residing in New Mexico.

Section 2. The categories of membership, as follows, are as established by ACNM:

- Active members (CM/CNM) and Active Supporting (retired per the individual's definition) in the Affiliate may make motions, vote, hold office and serve on any committees/taskforces.
- Student members may speak, but may not make motions, vote or hold office. They may serve on committees and task forces in any capacity.
- Associate members (non-CM/CNM) in the Affiliate may make speak, but may not make motions, vote or hold office. They may serve on committees and task forces.

Section 3. Membership Expiration, Resignation, Suspension, Expulsion, Termination or Transfer

Membership expiration, resignation, suspension, expulsion, termination or transfer is established by ACNM.

ARTICLE IV. DUES and FINANCE

The Affiliate membership shall establish membership dues consistent with its activities, and may raise funds for specific projects independently of those dues.

Section 1. Dues

- A. Affiliate dues will be collected with ACNM membership dues by the national ACNM according to the national ACNM renewal cycle schedule.
- Active and Active Supporting membership dues shall be at least 20% of the ACNM national active membership dues.
 - Student membership dues shall be at least 20% of the ACNM national

- student membership dues.
- Associate membership dues shall at least 20% of the national ACNM associate membership dues.

The legislative fund and other donations will be paid directly to the Treasurer.

B. Non-Payment of Dues.

- A member whose dues are not paid by the due date is delinquent.
- A member who has not paid all applicable dues within 60 days of the dues date shall be in default and not in good standing, and shall not be entitled to exercise any rights or privileges of Affiliate or ACNM membership until all such current dues are paid in full.
- Members who pay all dues in arrears within 60 calendar days of notice of the default shall not lose any membership privileges.
- Non-payment of applicable dues in arrears will cause membership in the Affiliate and ACNM to expire or be terminated.
- Authority/Dues, Fees, and Assessment Reduction and Waiver.
- The Affiliate Board of Directors/Officers 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.

Section 2. Fiscal Year: The fiscal year shall be from January 1 to December 31.

Section 3. Dues Date: Affiliate dues are to be paid to National ACNM in accordance with established national ACNM dues cycle. National ACNM then disburses affiliate dues to the affiliate.

Section 4. Reinstatement: Members may be reinstated at any time by payment of current year's dues.

Section 5. Signatures: The Second-year co-president and Treasurer shall be authorized to sign checks.

ARTICLE V: OFFICERS

The New Mexico Affiliate shall be governed by the Board of Directors (BOD) for purposes of corporate accountability. The BOD shall be composed of voting and non-voting members. Voting officers of the BOD will be comprised of at least 5 members of the Affiliate Executive Committee, specifically, the First Year Co-

President, Second Year Co- President, self-identified BIPOC member at large, Midwives of Color Committee (MOCC) representative, Secretary, and/or Treasurer. 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 year and continuing through the year until the first meeting of the subsequent year. *Ex officio* non-voting members of the Board attend closed Board sessions only at the invitation of the Board.

The officer responsibilities for the members of the BOD are identical for those of the Affiliate with the following additional responsibilities: the Board shall oversee the business, financial resources, human resources, property, activities, and other affairs of the Affiliate in accordance with the Articles of Incorporation and these Bylaws in their present or amended form. This includes filing all required tax documents, as required by the IRS rules, including that a Form 990 is prepared if the Affiliate has more than \$25,000 in annual income and other documents as required by the New Mexico Regulation Commission as an incorporated organization.

Notwithstanding the responsibilities of the Board of Directors as an accountable corporate entity to public entities, any additional operational policies of the BOD (if necessary) shall be determined with the participation and approval of the membership.

Section 1. Eligibility

- A. Active and Active Supporting members of the Affiliate shall be eligible to hold any of the elected positions of the Affiliate.
- B. Associate members are not eligible to hold any elective office.

Section 2. The elected officers shall be the Second-year co-president, First-year co-president, Treasurer, Secretary, and self-identified BIPOC member at large. The appointed officer shall be the MOCC representative selected from MOCC membership.

Section 3. The term of office for each officer shall be two years.

Section 4. No officer shall serve more than two consecutive terms.

Section 5. Filling Vacancies

- A. A vacancy in the office of the second-year co-president shall be filled by the first-year co-president.
- B. Vacancies in offices other than that of the co-presidents shall be filled for the unexpired term by appointment by the remaining officers within 60 days of the initial vacancy in that office.

Section 6. Duties of Officers

- A. The Second-year co-president shall:
 - 1. Preside at the Affiliate meetings.
 - 2. Appoint standing and Ad Hoc Committee Chairpersons.
 - 3. Co-ordinate communications among Affiliate, regional representatives and ACNM Committees.
 - 4. Submit an agenda to the Secretary for distribution prior to meetings.
 - 5. Declare election results and notify candidates and the ACNM Regional Representative.
 - 6. Mentor first-year co-president into Second-year co-president role.
- B. The First-year co-president shall:
 - 1. Perform the duties of the Second-year co-president in the absence or inability of the Second-year co-president to serve.
 - 2. Serve as First-year co-president during first year of term, with appointment to second-year co-president the following year.
 - 3. Succeed to the office of the Second-year co-president should the office become vacant during an unfinished term.
 - 4. Perform such duties as may be delegated by the Second-year co-president.
 - 5. Co-ordinate arrangements and program components of Affiliate meetings.
 - 6. Distribute timely notice of Affiliate meetings to all members in good standing.
- C. The Treasurer shall:
 - 1. Be well oriented to the financial system of the ACNM and able to act as the custodian of Affiliate funds.
 - 2. Give an itemized report at least biannually, including a current balance of any accounts.
 - 3. Effect the systematic collection of annual Affiliate dues as described by the ACNM.
 - 4. Accurately and completely record all Affiliate income and disbursements.

5. Maintain a list of members in good standing.
6. Confirm cost of Affiliate mailings.
7. Provide list of members in good standing to the Nominating Committee and teller 45 days prior to spring meeting.
8. File state corporate reports with the New Mexico Public Regulation Commission and the Attorney General's office annually, or as required for non-profit corporations.
9. File IRS documents (including Form 990) as required.
10. Collect policy/legislative donations from membership.

D. The Secretary shall:

1. Accurately and completely record all minutes of Affiliate meetings and effect the appropriate distribution of the minutes.
2. Maintain current and organized files of all Affiliate non-financial business, including all Affiliate correspondence.
3. Provide the records above to their successor.
4. Ensure currency of Affiliate website content.

Section 7: Student Representative to the Board

A. At the last meeting of the year, the midwifery program director(s) (for student Affiliate members in New Mexico) would be invited to nominate someone for this position. A decision must be made by the end of the year. It is recommended that a first year midwifery student be chosen, but a program may submit the name of a student who will become a first year graduate during their tenure on the BOD. This nominee is subject to approval by the current BOD.

B. Procedural rules understood at this time:

1. The student representative would begin at the first meeting of the year.
2. This *ex officio* role is a non-voting role.
3. The student representative may be asked to leave during any Closed Session Discussion.
4. The student representative will be an active voice for midwifery students, and engage in work with the ACNM New Mexico Affiliate Student Committee as it develops.
5. The student will be an active participant in ACNM Affiliate meetings and receive disseminated information as allowed to *ex officio* members.
6. The tenure of this position would be from the first meeting of the year to the following first meeting of the year.

- C. The BOD may at any time reevaluate this new BOD role and process to enhance the nature of student representation.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. Nominations

A. Nominating Committee:

1. A Nominating Committee of at least one active member shall be elected by ballot, each member for a term of two years. No member shall serve more than two terms consecutively.
2. Tasks of Nominating Committee:
 - a. Compose and distribute an annual ballot to voting members no later than 30 days prior to the first meeting of the year.
 - b. Prepare special ballots if a vacancy in the office of either co- president occurs or if vacancies arise for any other elected position.

B. Nominating Schedule: There shall be an annual election. The First-year co-president will be nominated once a year. The Secretary and Treasurer will be nominated every 2 years. Other elections will be held as needed.

C. Eligibility of Members: Only active and associate members whose consent has been obtained shall be eligible for nomination.

Section 2. Elections

A. Balloting

1. The membership shall elect by either electronic or paper ballot and a plurality vote shall elect.
 - a. Ballots shall be distributed to the voting membership no later than 30 days prior to the date of the first meeting of the year.
 - b. Ballots shall be counted no earlier than 14 days prior to the first meeting of the year.
2. A tie vote in a category shall be resolved by a ballot vote of the voting members present at the first meeting of the year where the tie is announced.
3. Those elected shall take office at the close of the first meeting of the year at which their election is declared.
4. No voting by proxy will be permitted.

B. Role of Tellers and Assistants – Counting Ballots

1. The Affiliate Second-year co-chair shall appoint one active or associate member as a teller. This person shall not be a) currently nominated for

office, b) a member of the executive committee, or c) a current member of the Nominating Committee.

2. The teller will:

- a. Prepare a written tabulation of all ballots and submit to the Affiliate Second-year co-president.
- b. Destroy all ballots after the election has been declared by the Affiliate Second-year co-president at the spring meeting.

ARTICLE VII: COMMITTEES

The New Mexico Affiliate at the current time has four standing committees: Public Affairs, Nominating, Midwives of Color and Bylaws.

A. Composition- Committee consists of a Chairperson who is appointed by the Affiliate Second-year Co-president for a term of 2 years and their volunteers for a term of 2 years. All committee members may be reappointed. Only active members can chair committees and task forces. All members may be committee or task force members.

B. Standing committees shall be those committees necessary to carry on the general work of the Affiliate.

Ad-hoc task forces may be formed as needed.

ARTICLE VIII: MEETINGS

Section 1. The Affiliate shall meet no fewer than 3 times a year.

Section 2. Quorum:

A. A quorum for a meeting shall consist of one elected officer and one fifth of the membership in good standing.

B. A quorum must be present at all meetings in order to transact official Affiliate business, such as voting on motions or making fiscal decisions.

Section 3. Unless otherwise specified, given that a quorum is present, a simple majority (1/2 +1) of members eligible to vote shall be required for passage of a motion.

Section 4. Mail/Electronic Balloting

- With respect to any motion, question, resolution or proposed action that the

Executive Committee determines or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, the Affiliate 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 the Affiliate, which shall be deemed to be good and sufficient notice of such vote.

- Each completed ballot returned to the Affiliate within the specified time period shall be valid.
- Actions taken by 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 IX: AMENDMENTS

Section 1. These rules may be amended at any meeting of the Affiliate by a two-thirds vote of those present and entitled to vote, provided that thirty days prior notice has been received by the membership. A quorum is necessary in order to amend bylaws.

Section 2. Amendments adopted by the Affiliate shall be sent to the Bylaws Committee of the American College of Nurse Midwives for review of congruence with national bylaws before they become effective.

ARTICLE X-DISSOLUTION

- Upon dissolution of the Affiliate with applicable federal, state or other laws, the membership shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following:
 - payment and discharge of all liabilities and obligations of the Affiliate;
 - compliance with all relevant legal requirements concerning the Affiliate's tax-exempt status;
 - return, transfer, or conveyance of all assets received or held by the Affiliate upon condition that the assets be returned, transferred or conveyed upon dissolution of the Affiliate;

- conveyance of the assets of the Affiliate to one or more domestic corporations engaged in the activities substantially similar to those of the Affiliate, and which may be selected as an appropriate recipient of certain assets, so long as such organizations shall then qualify as organizations exempt from federal income taxation under Section 501 (c) of the Internal Revenue Code or other controlling law.
- The Board of Directors will not hold financial responsibility for any outstanding debts in case of dissolution of the Affiliate.

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| _____ 1 st year Co- President | _____ Date |
| _____ 2 nd Year Co-President | _____ Date |
| _____ Secretary | _____ Date |
| _____ Treasurer | _____ Date |

Approved by majority vote and by ACNM National on 8/26/2020