

**BYLAWS OF THE LACTATION EDUCATION
ACCREDITATION AND APPROVAL REVIEW COMMITTEE, INC.**

Adopted February 15, 2016; Amended April 26, 2021

ARTICLE I: NAME AND PURPOSE

1. **Name.** The name of the Corporation shall be Lactation Education Accreditation and Approval Review Committee (LEAARC). It shall be a nonprofit organization incorporated under the laws of the state of North Carolina.
2. **Purpose.** The Corporation shall carry on only those activities permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6). The purpose of the Corporation shall be as follows:
 - A. To maintain standards for education in breastfeeding and lactation.
 - B. To review and endorse courses that prepare students to provide breastfeeding support and/or assistance with lactation management to breastfeeding families.
 - C. To review and recommend academic programs for accreditation by the Commission on Accreditation of Allied Health Education Programs (CAAHEP).
 - D. To establish, maintain, enhance and promote communication among Sponsoring Organizations, educators, students, and prospective students in breastfeeding and lactation programs/courses.

ARTICLE II: OFFICES

The principal office of the Corporation in the State of North Carolina shall be located in the County of Wake. The Corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III: MEMBERSHIP

1. **Sponsoring Organizations.** The organization shall have such members, known as the Sponsoring Organizations, as are admitted by the Board of Directors and approved by CAAHEP. The Board of Directors may recommend to CAAHEP the dismissal of any organization for reasonable cause. The Board of Directors shall maintain a roster of the Sponsoring Organizations.
2. **Dues.** Sponsoring Organizations shall annually pay such dues, assessments and/or fees as are prescribed by the Board of Directors and as required by CAAHEP.
3. **Termination of Membership.** Any Sponsoring Organization may terminate its membership; however, such organization shall be obligated to pay all dues, assessments and any other indebtedness for the fiscal year in which it terminates its membership. Such termination notice shall be in writing and delivered to the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board shall have supervision, control and direction of the affairs of the Corporation, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its affairs as shall be deemed advisable, and may, in the execution of the powers, duties and responsibilities granted, appoint such agents as it may consider necessary. The Board may delegate certain of its authority, responsibility or duties to the Executive Committee or to such agents.
2. **Size and Terms.** The number of directors of the Corporation shall be fixed by the Board, but in no event shall be less than (5). Each director shall hold office for three years with an option to renew for one additional 3-year term subject to approval by the remaining board members. Directors will retain office for the term of the office or unless duly removed as prescribed in Article V. The election of directors will take place at the annual meeting. New board members will be elected by a majority vote of the board. The board may on the recommendation of the Executive Committee and by a majority vote of board members, extend the term of individual board members for an additional three years if justified.
 - A. With the exception of the public member, a single director may fulfill more than one of the roles identified. Lactation consultants must be board certified from an international credentialing organization accredited by the National Commission for Certifying Agencies (NCCA) or its successor organization. Lactation-related sponsors may nominate candidates to fill IBCLC positions on the board when requested by LEAARC. Representatives from Sponsoring Organizations may not be staff or a current board member of the Sponsoring Organization. Professionals must have recent experience within the last five years in the specified role.
 - B. Composition of the board may include educators from CAAHEP accredited programs and LEAARC endorsed courses; a college/university administrator or faculty, a community/public health representative, a public member, and other representatives based on board needs.
 - C. A board member whose term has expired is eligible to rejoin the board after a one-year absence.
3. **Regular Meetings.** A regular annual meeting of the Board shall be held at such place and time as the Board of Directors shall designate, with notice as described in Section 5. Electronic meetings shall be held throughout the year as determined by the Board.
4. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President/Chair or any two directors. The person or persons authorized to call special meetings of the Board may fix the place/method for holding any special meeting of the Board called by them.
5. **Notice.** Notice of any meeting shall be given at least one month in advance by written notice or telephone communication. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. **Quorum.** A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
7. **Records of the Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:
 - A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists.
 - B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. 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.
8. **Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Voting may take place at meetings as well as through electronic means.
9. **Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or electronic mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
10. **Action Without a Meeting.** Any action that may be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.
11. **Vacancies.** Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, unless otherwise provided by law. Being elected to fill a vacancy for less than a three year term will not count as a term of office. A director elected to fill a vacancy shall fulfill the remaining term of his predecessor in office and, at the end of that period, may be eligible by regular election for a full term, as well as re-election to a second term.
12. **Compensation.** No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer. Authorized expenses may be reimbursed. The Board will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board.

13. **Indemnity.** The Corporation shall indemnify its directors, officers and employees to the full extent possible under applicable law. Accordingly, the Corporation may provide by resolution that any director, officer or employee be indemnified for expenses and costs, including legal fees, which were necessarily incurred in connection with any claim asserted against said person by reason of said person having been a director, officer or employee of the Corporation. However, no indemnification shall be allowed if such person was guilty of misconduct regarding the matter in which indemnification is sought.

ARTICLE V: OFFICERS

1. **Number.** The Officers of LEAARC shall be Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held concurrently by the same board member.
2. **Elections.** The Chair-elect will be elected at the annual meeting at the end of the Current Chair's first year of office. All other open officer positions will be elected at the annual meeting of the year the position becomes vacant.
 - A. Officers shall be elected by a majority vote of a quorum of the Board at the annual meeting.
 - B. Nominations will be called for 3 months before the annual meeting to fill any vacant officer positions or officer positions to be vacated. Any Board member may nominate another member or self-nominate.
3. **Terms of Office.** The Chair's term of office shall be two (2) years. The Secretary's and Treasurer's term of office shall be one (1) or (2) years. Chair-elect and Immediate Past Chair terms shall be one (1) year. Terms of Officers shall commence at the end of the annual meeting at which their election is declared, and shall expire at the end of the annual meeting in the year their term expires. The Chair-Elect will serve as Chair in the year following election to the office. The Chair who then vacates that position will remain as Immediate Past Chair.
4. **Removal, Suspension or Resignation.** Any officer, agent, or director may be removed by a unanimous vote of the remaining Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will. A director may resign at any time by giving written notice to the Executive Committee. The resignation shall be effective when the notice is delivered, unless the notice specifies a later date.
5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.
6. **Duties.** The duties of the Officers shall be as follows:
 - A. **Chair.** The Chair shall preside at all Board and Executive Committee meetings, serve as the primary communication link between the Board and the Executive Director, and fulfill such other duties as are defined in the Bylaws or in Board policies. If the Chair is unable to be present at any meeting, the Chair-Elect or Immediate Past chair shall be acting Chair of the meeting.
 - B. **Chair-Elect.** The Chair-Elect shall perform the duties of the Chair in the Chair's absence or in the event of the Chair's inability or unwillingness to act. At the end of the term as Chair-Elect, the Chair-Elect shall become the Chair.

- C. **Immediate Past Chair.** The Immediate Past Chair shall oversee governance, assist the Chair and Chair-Elect, and may chair meetings in the absence of the Chair.
 - D. **Secretary.** The Secretary shall record and maintain a record of all meeting minutes and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair.
 - E. **Treasurer.** The Treasurer shall provide financial oversight, and in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board. The Treasurer will record meeting minutes in the absence of the Secretary. In the absence of a Treasurer, the Chair-Elect shall perform this function.
7. **Executive Committee.** The Executive Committee shall be comprised of the Chair, Chair-elect, Past Chair, Treasurer, and Executive Director. Except for the power to fill vacancies on the Board; amend the Articles of Incorporation; adopt, amend or repeal the Bylaws; or approve a plan of merger the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board.

ARTICLE VI – WORK GROUPS AND TASK FORCES

The Board of Directors shall establish such Work Groups/Committees and Task Forces as it deems advisable. Duties, powers, terms and procedures relative to Work Groups/Committees and Task Forces shall be defined by the Board and shall be consistent with law, with the articles of incorporation and with these bylaws. The Chair of the Board shall have the authority to appoint the Chair and members of such Work Groups/Committees and Task Forces as deemed necessary to carry on the work of LEAARC.

- 1. **Work Groups/Committees.** Work Groups/Committees may be established by majority vote of the Board of Directors and will include only members from the Board of Directors. The term of office of the Chair and members of a Work Group/Committees shall be for one (1) year, unless otherwise determined by the Chair or the Board. Work Groups/Committees shall reflect the diversity and expertise relevant to the Work Group's/Committee's needs. Any vacancies occurring on Work Groups/Committees shall be filled by appointment of the Chair.
- 2. **Task Forces.** Task Forces may be established by majority vote of the Board of Directors. Task Forces may include members from the Board of Directors as well as members outside the Board of Directors.

ARTICLE VII: CONFLICTS OF INTEREST

- 1. **Definition of a Conflict of Interest.** A conflict of interest is defined as any relationship with an education provider that is seeking review that could interfere with the ability of the individual to exercise objectivity. This includes any circumstance in which an individual's capacity to make an impartial and unbiased recommendation may be affected by prior, current or anticipated affiliation(s), or other significant relationship(s) with.
- 2. **Determining if a Conflict Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the board member shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. **Interested Party.** Any director with governing board delegated powers must disclose the existence of a direct or indirect conflict of interest and be given the opportunity to disclose all material facts to the directors with governing board delegated powers considering the proposed transaction or arrangement.
4. **Recusal.** No director shall participate in the review of an education provider if for any reason it is judged that participation of that individual would involve a conflict of interest or the appearance of a conflict of interest. Under such circumstances, the individual shall withdraw from all deliberation of the issue under discussion. This action shall be recorded in the record of actions regarding the education provider.
5. **Violations of the Conflicts of Interest Policy.** If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
6. **Annual Affirmations.** Each director and principal officer with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, (d) understands the Corporation is nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes and (e) agrees to keep matters discussed at Board meetings and during education review processes confidential, including but not exclusive to, which education providers might be applying.
7. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such

authority may be general or confined to specific instances.

3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Signatures of record when electronic banking is used are considered a valid signature on checks, drafts, or other orders for payment.
4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X: CORPORATE SEAL

The Board may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

ARTICLE XI: WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board. Bylaws should typically be reviewed every three years.

ARTICLE XIII: NOT-FOR-PROFIT STATUS OF THE CORPORATION

Notwithstanding the foregoing or any other provisions of these Bylaws of the Corporation:

1. **Organization.** This Corporation is organized and shall be operated exclusively for the educational, scientific or charitable purposes described above and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
2. **Internal Revenue Code.** Except to the extent permitted by the relevant provisions of the Internal Revenue Code of 1954, or the provisions of any future United States Internal Revenue Law (hereinafter the "Code"), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. **Exemption from Income Tax.** The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501 (c) (6) of the Code.
4. **Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all its liabilities, dispose of all of its assets exclusively for the purposes of the Corporation, in such manner and to such organization or organizations organized and operated exclusively for charitable, educational and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes as to such organization or organizations, as the said court shall determine which are organized and operated exclusively for such purposes.

The above Bylaws were approved and adopted by the Board of Directors of the Corporation on the 15th day of February, 2016. Amended May 23, 2016; Amended April 26, 2021.