[[1]](#footnote-1)

**BY-LAWS** **OF (NAME OF CHAPTER)**

**State Chapter of the NATIONAL ASSOCIATION OF CERTIFIED PROFESSIONAL MIDWIVES, INC.**

1. **Identification**
	1. **Name**. The name of this organization is (NAME OF CHAPTER), hereinafter called the “Chapter.” The Chapter functions as an affiliate of the National Association of Certified Professional Midwives, hereinafter called NACPM.
	2. **Location**. The Chapter will operate and serve members within the State of (NAME OF STATE), and its Principle Office will be located in such place as determined by the Chapter’s Officers.
	3. **Purposes**. The nature of the activities to be conducted, and the purposes to bepromoted or carried out by the Chapter shall be as set forth in the Articles of Corporation, which state that the Corporation is set up exclusively for the purpose of promoting and representing the common business interests of, and improving conditions among, Certified Professional Midwives. The Chapter will support and adhere to the objectives, code of ethics and other standards established by NACPM.
	4. **Restrictions**. All policies and activities of the Chapter are consistent with:
		1. applicable federal, state and local laws, regulations and other requirements; and
		2. applicable to tax-exemption requirements, including that the Chapter not be organized for profit or that no part of its net earnings inure to the benefit of any private individual.

1. **Membership**

The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

1. **Eligibility**. Voting membership in the Chapter must be members of NACPM and certified by the North American Registry of Midwives as a “Certified Professional Midwife”, or its successor organization(s). The Chapter can allow for other membership classes (e.g., associate, student, supporting).
2. **Membership**. Eligible persons shall become members upon completion of amembership application and payment of dues in the amount established by the Chapter.
3. **Termination**. Membership shall be terminated if a member (a) fails tomaintain her CPM certification in good standing, (b) is otherwise suspended from the practice of midwifery in jurisdictions where a CPM is statutorily required to be licensed, and/or (c) fails to pay annual dues established by the Chapter’s Officers.
4. **Membership Meetings**. Meetings of the membership are held at least one time per year, at times and places determined by the Chapter. Meetings can be held virtually.
5. **Quorum**. Members present and entitled to vote at a Chapter meeting shallconstitute a quorum, but a lesser number may adjourn any meeting from time to time without further notice. A quorum for membership voting is (INSERT NUMBER) percent of the voting members.
6. **Voting and Proxies**. Each member shall have (FILL IN – e.g., one) vote. Members may voteeither in person, including electronically, or by written proxy. A majority of the members voting in person or by proxy where a quorum is present carries an action.

1. **Board of Directors**
2. **General Powers**. The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors’ duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter. The Board of Directors is composed of elected Officers of the Chapter.
3. **Number and Qualification**. The Board of Directors shall be composed ofnot less than [FILL IN NUMBER) nor more than [FILL IN NUMBER) individuals. A vacancy on the Board of Directors for any reason may be filled by the action of the remaining directors in office, even if less than a quorum. Directors elected to fill vacancies shall hold office for the unexpired term of their respective predecessors where applicable and until their respective successors shall have been duly elected and qualified.
4. **Election**. Directors are elected by a plurality of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected. The Board of Directors shall be elected to serve for a term of (FILL IN) years. Directors may be elected to serve a maximum of (FILL IN) consecutive terms.
5. **Meetings**. A regular annual meeting of the Board of Directors shall be heldat such time and place as the Board may direct. No notice of a regular meeting shall be required and meetings can be held virtually. Other regular meetings of the Board of Directors may be held at such time or times, and upon such notice, as the Board shall specify. The President or, in her absence, any Vice President or assigned Officer 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.
6. **Quorum**. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present.
7. **Resignation and Removal**. Any director may resign or be removed at anytime. 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, with the Director being given at least ten days advance notice and the opportunity to personally make a presentation to the Board, either in person or by phone as determined by the Board.
8. **Compensation of Directors**. The directors do not receive compensation for their services. Directors (MAY/MAY NOT) be reimbursed for anyexpenses**.**

IV. **Officers**

1. **Number**. The Officers of the Chapter shall include a President, aTreasurer and a Clerk/Secretary as determined by the Chapter. When deemed necessary by the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be elected. Any two or more offices may be held by the same person.
2. **Election**. Officers of the Chapter must be members in good standing of the Chapter. They shall be elected by the Board of Directors from among the Board of Directors, where a quorum is present; the Chapter sets forth the procedures for how candidates are nominated and elected. Officers shall serve for a term of (FILL IN) year(s). Vacancies, however caused, shall be filled by the Board of Directors at any regular meeting or special meeting called for that purpose.
3. **Powers and Duties**. The powers and duties of the Officers shall be asfollows (CHAPTERS CAN ADAPT LANGUAGE BELOW):

**President**. The President shall preside at regular and special meetings of the Board of Directors and shall see that all resolutions and actions adopted by the Board are carried into effect. The President shall also perform such other duties as may be required by these By-Laws or as may hereafter be delegated by the Board of Directors.

**Vice President.** Vice Presidents, when elected, shall have such powers and shall perform such duties as the President or the Board may from time to time assign and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President or in case of such officer’s absence or inability to act, the Vice President so appointed by the Board of Directors or the President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

**Clerk/Secretary**. The Clerk/Secretary shall attend the meetings of the Board of Directorsand shall record upon the books and records of the Chapter the proceedings of the Board of Directors at their meetings. The Clerk/Secretary shall perform such other duties as may be required by these By-Laws or as may be delegated by the Board of Directors or the President.

**Treasurer**. The Treasurer shall be the financial officer of the Chapter and shall oversee receiptsand deposits into a bank or banks to be approved by the Board of Directors, of all the monies of the Chapter, maintaining an accurate account thereof. The Treasurer shall make disbursements subject to such regulations as may be promulgated from time to time by the Board of Directors and shall make reports of the financial condition of the Chapter

whenever requested by the Board. The Treasurer shall perform such other duties as may be required by these By-Laws or as may be designated from time to time by the Board of Directors. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of the duties of this office.

1. **Resignation and Removal**. Unless otherwise provided in any contract withthe Chapter, 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 a majority of the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.
2. **Compensation of Directors**. The directors do not receive compensation for their services. Directors (MAY/MAY NOT) be reimbursed for anyexpenses.
3. **Other Officers**. Such other officers as are elected shall exercise such dutiesand have such powers as the Board of Directors may assign.
4. **Committees of the Board**

The Board of Directors may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors, except as prohibited by state law.

VI. **Miscellaneous**

1. **Books and Records**. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership lists in accordance with the records retention policy. The Chapter will make these books and records available to NACPM at any time.
2. **Fiscal Year**. The fiscal year of the Chapter is the calendar year.
3. **Financial Statement**. The Board of Directors shall require the preparation ofa financial statement, for presentation at the annual meetings of the Board of Directors.
4. **Contracts**. The Board of Directors may authorize any Director, Officer, agent or employee, to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter’s credit, or to render the Chapter liable for any purpose or amount.
5. **Checks, Bank Accounts, Notes**

The Board of Directors is authorized to select such banks, depositories or mutual funds as it deems proper for the funds of the Chapter. The Board of Directors shall determine by resolution who shall be authorized from time to time on the Chapter’s behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness issued in the name of the Chapter.

1. **Assets of Chapter and Dissolution**

No member of the Chapter has any right, title, or interest in or to the Chapter’s assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter’s debts and obligations must be transferred from the Chapter’s bank account to the Association. In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

1. **Amendments to By-Laws**

Amendments to these By-Laws are made by a majority of the members voting where a quorum is present.

1. [↑](#footnote-ref-1)