

Bylaws of Breastfeeding Family Friendly Communities

Article I. Name of Organization:

The name of this nonprofit corporation shall be Breastfeeding Family Friendly Communities (hereinafter "BFFC").

Article II. Purpose, Vision, Mission

Section 1 Purpose

BFFC is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of BFFC shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation of BFFC. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 Vision and Mission

Vision: The BFFC vision is a world in which communities make a commitment to equitable policies and practices to protect and promote the rights of all breastfeeding, chestfeeding, and human milk feeding families; and to support all families to meet their breastfeeding, chestfeeding, and human milk feeding goals.

Mission: The mission of BFFC is to foster community-led breastfeeding family friendly communities globally by advocating for practices that support breastfeeding, chestfeeding, and human milk feeding, using a Ten Steps approach that complements and broadens the scope of the World Health Organization (WHO) and UNICEF [guidelines](#).

BFFC envisions support for all breastfeeding, chestfeeding, and human milk feeding families, inclusive of, but not limited to, their race, ethnicity, immigration status, national origin, creed, age, sexual orientation, gender identity, family structure, primary language, ability, or socio-economic status.

Article III. Board of Directors

Section 1 General

The Board of Directors ("Board") shall be responsible for the management of the affairs and property of the Corporation through hands-on support that guides the organization. Board members shall act in good faith and the best interests of BFFC to achieve its vision of communities that welcome and support all breastfeeding, chestfeeding, and human milk feeding families.

Section 2 Appointments, Tenure, Expectations

The Board of Directors shall consist of a minimum of one member. The Board shall follow a shared leadership model, and all Board members will be part of the shared leadership team, with the exception of the appointment of two formal positions: Board Chair and Treasurer.

A shared and cooperative leadership model shall be employed in which all Board Members are encouraged and expected to share their thoughts, ideas, experience, and any objections regarding any Board proposal via mail, electronic mail, or any verbal or written communication methods appropriate to the task. The Board seeks consensus among all Board Members; however, if consensus is not reached, a simple majority vote of the Board Members holds authority over Board actions.

Appointments: New board members are appointed after being nominated and approved by a majority vote of current members. Appointments should reflect the Board's focus on diverse experiences and knowledge as well as a vested interest in growing Breastfeeding Communities globally. Upon appointment, Board members immediately enter into the performance of their duties. The roles of Board Chair and Treasurer will be filled by current members with at least 3 years/one term of service to the Board. All other necessary roles will be filled as needed by active members.

Tenure: The term for all members will be three years from the date appointed to the Board, which may be extended until an appropriate successor has been appointed and qualified.

Expectations: Each member of the Board of Directors shall contribute or solicit at least twenty-five dollars (\$25) to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member and received by the Corporation. No contribution credit shall be given for in-kind/volunteer time donations.

Attendance & Communication: Board members are expected to attend at least 80% of scheduled board meetings annually. If a board member anticipates missing three consecutive monthly check-ins, they must maintain engagement by communicating with the board via email or text at least once per month. This ensures active participation in decision-making and organizational initiatives. Board members who fail to meet these expectations without prior notice or engagement will be subject to removal under Section 4.

Section 3 Resignations

A resignation from the Board of Directors prior to the end of the term must be in writing with at least 14 days notice. If a resignation would cause the number of members of the board to fall below the minimum required by these bylaws, the resignation will be held until a suitable replacement can be found and approved.

Section 4 Terminations

A Board member may be removed by a 75% vote of the remaining Board members, if sufficient cause exists for removal. Sufficient cause includes, but is not limited to, gross negligence, misconduct, and not performing duties in the best interests of the corporation.

Section 5 Vacancies

A vacancy of any Board member or Officer because of resignation, removal, disqualification, or otherwise shall be filled by appointment by the Board of Directors.

Section 6 Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Article IV. Meetings

Section 1 Annual Meetings

Ongoing business shall be conducted electronically and/or via conference calls. An Annual Meeting of the Board of Directors shall be held electronically each summer/fall at a time and place to be set by mutual agreement of the Board members.

Section 2 Special Meetings

Special meetings of the Board of Directors may be requested by any Board member. The Board of Directors will decide if such meetings will take place.

Section 3 Meeting Notices

Notification of any meeting shall be given via email to all Board members no fewer than seven calendar days before the date of the meeting. The seven-day notice may be waived with consent of all Board members.

Section 4 Quorum

A majority (51%) of Directors shall constitute a quorum.

Article V. Officers

Section 1 Duties of the Officers

A shared and cooperative leadership model shall be employed in which all Board Members are encouraged and expected to share their thoughts, ideas, experience, and any objections regarding any Board proposal via mail, electronic mail, or any verbal or written communication methods appropriate to the task. Officers in BFFC will include a Chair and Treasurer with all other necessary roles filled as needed by active Board members.

Their duties are as follows:

The Chair shall be the principal executive officer of BFFC and in general, perform all duties as may be prescribed by the Board of Directors. Duties include:

- Presiding at all meetings of the Board of Directors and ensuring that:
 - o all state and federal reporting and filing requirements/regulations are met; and
 - o the financial records are complete and accurate.

The Treasurer shall ensure that these duties are fulfilled:

- Handle BFFC financial transactions and keep necessary records;
- Prepare annual budget and provide for audits;
- Submit a quarterly financial report to the Board of Directors;
- File necessary tax forms for BFFC;
- Perform other duties as may be assigned by the Board of Directors.

Section 2 Removal or Vacancy

An officer may be removed by a 75% vote of the remaining Board members, if sufficient cause exists for removal. No officer of the Board of Directors shall be removed without an opportunity to be heard, and notice of such motion of removal shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such removal. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Article VI. Committees

Section 1 Committees of Board members

The Board of Directors may, by resolution, designate one or more committees, which shall consist of two or more Board members. Such committees shall have and exercise the authority of the Board of Directors in the management of BFFC to the extent provided for in the resolution, but the designation of such committee shall not operate to relieve the Board of Directors, or any individual Board member, of any responsibility imposed by law. The members of each committee shall appoint one member as its chairperson.

Section 2 Other Committees

Other committees not exercising the authority of the Board of Directors may be established. A Board member shall chair each such committee. Members of each such committee shall be appointed by the Board of Directors. Each Committee may adopt rules for its own government not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article VII. Conflict of Interest and Compensation

Section 1 Purpose

The purpose of the conflict of interest policy is to protect the interests of BFFC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board member with Board delegated powers or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 Definitions

Interested Person. Any Officer or Board member with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which BFFC has a transaction or arrangement,
2. A compensation arrangement with BFFC or with any entity or individual with which BFFC has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BFFC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3 Procedures

- 1) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board members with Board delegated powers considering the proposed transaction or arrangement.
- 2) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Director shall leave the Board 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) Procedures for Addressing the Conflict of Interest
 - a) An interested person may make a presentation at the Board meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
 - b) The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the Board shall determine whether BFFC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board member(s) whether the transaction or arrangement is in the best interest of BFFC, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4) Violations of the Conflicts of Interest Policy
 - a) If Board members have reasonable cause to believe a Board member has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
 - b) If, after hearing the response of the Board members and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

1. The minutes of the Board shall contain:

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 was present, and the decision of the Board as to whether a conflict of interest in fact existed.

2. 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.

Section 5. Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from BFFC for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting Board member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BFFC for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BFFC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Officer and Board member with delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that BFFC is charitable 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.

Section 7. Periodic Reviews

To ensure that BFFC operates in a manner consistent with charitable 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to BFFC'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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, BFFC 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. Indemnification

Section 1. General

To the full extent authorized under the laws of North Carolina, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article IX. Amendments

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by email or at least five

days if delivered by mail. All amendments of the Articles shall require the affirmative vote of a majority of the Board of Directors.

Section 2. Bylaws

The Board of Directors may amend, alter, or repeal these Bylaws by majority vote at any regular or special meeting. The text of the proposed changes shall be distributed to all Board members at least ten (10) days before the meeting.

Article X Miscellaneous

Section 1 Severability

If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Articles of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Articles of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Articles of Incorporation) shall remain in full force and effect.

Section 2 Exclusive Forum

Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

Section 3 Form of Records

Any records administered by or on behalf of the Corporation in the regular course of its business, including its books of account and minute books, may be kept on or by means of, or be in the form of, any other information storage device, method or one or more electronic networks or databases (including one or more distributed electronic networks or databases), electronic or otherwise, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall convert any records so kept upon the request of any person entitled to inspect such records as determined by a court of competent jurisdiction.

Section 4 Governing Document

In the event of any conflict between the provisions of the Articles of Incorporation and Bylaws, the provisions of the Articles of Incorporation shall govern.

Section 5 Fiscal year

The Fiscal Year adopted by BFFC is the standard calendar year starting on January 1.

Article XI. Dissolution

Upon the dissolution of the corporation, its net assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The names and addresses of the persons who are the initial Directors of the corporation are as follows:

Name: Love Anderson; Address: 6319 Coronado Lane, Durham, NC 27713

Name: Kathleen Anderson; Address: 203 Oak Glen Place, Chapel Hill, NC 27516

We, the undersigned, are all of the initial Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws.

ADOPTED AND APPROVED by the Board of Directors on the 20 day of July, 2020.

UPDATED, ADOPTED, AND APPROVED by the Board of Directors on this 18 of May, 2025

Love Anderson, Chair - Breastfeeding Family Friendly Communities

Salma Ali, Secretary - Breastfeeding Family Friendly Communities