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**BYLAWS
OF
NEW JERSEY BREASTFEEDING COALITION, INC.**

Amended by vote of **Trustees (date)**

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ARTICLE I NAME

The name of this corporation is the New Jersey Breastfeeding Coalition, Inc. (hereinafter referred to in these bylaws as the "Corporation").

ARTICLE II PURPOSE

SECTION 1. IRC Section 501(c) (3) Purposes. The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code (Code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

SECTION 2. Specific Objectives and Purposes. The Corporation is not formed for pecuniary profit or financial gain. The purpose for which the Corporation is formed is to improve the health of New Jersey families by working collaboratively to promote, protect and support breastfeeding.

SECTION 3. General Corporate Powers and Activities. The Corporation will have and exercise all powers, rights and privileges granted to corporations organized as a nonprofit pursuant to Title 15A of the New Jersey Statutes Annotated, as now or hereafter in effect (NJ Law), these bylaws, and the Corporation's Certificate of Incorporation, and may, in its discretion, take any reasonable action in support of, and engage in, activities and programs related to its mission.

SECTION 4. Registered Office and Agent. Other Offices. The Corporation will continuously maintain a registered office in the State of New Jersey and a registered agent whose office is located at such registered office. The Corporation may have other offices within or without the State of New Jersey as the Corporation's Board may determine from time to time.

ARTICLE III MEMBERS

SECTION 1. Qualifications for Membership. The membership of the Corporation will comprise individuals or organizations that support the mission of the Corporation and who have paid the membership dues proposed from time to time by the Board of Trustees (hereinafter referred to as the Board). An individual employed or primarily funded by an organization that produces breast milk substitutes, feeding bottles, or teats, or whose products are produced or

marketed as being a partial or total replacement for breast milk will be ineligible for membership in the Corporation.

SECTION 2. Authority of Members. Members of the Corporation will have the authority to vote for the election of Trustees, to receive the annual report of the Board and any other reports, to vote on any proposal of merger, consolidation or dissolution, and to vote on the sale of any major assets of the Corporation and any bylaw amendments that would limit the authority or rights of Members.

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SECTION 3. Meetings. Regular meetings of the Membership will be held not less than two times each year on a date and at a place to be set by the Board. An annual membership meeting will be held on a date and at a place set by the Board for the purpose of electing Trustees and considering any other business as may come before the meeting. All meetings will be held on not less than ten or more than sixty days' notice. The notice of the annual meeting will state the names of all of those who are nominees or candidates for election to the Board. All notices will state the date, time, and place of the meeting and will contain the proposed agenda to the extent known at the time of the notice and will be given either personally, by mail, or by electronic notification to each member of record of the Membership.

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SECTION 4. Quorum. A quorum will consist of 25% of the Membership. No business will be considered by the Membership at any meeting at which the required quorum is not present except a motion to adjourn.

SECTION 5. Voting Rights. Each Member is entitled to one vote, in person or by proxy, on each matter properly submitted to a vote of Members. Whenever any action, other than the election of Trustees, is to be taken by a vote of the Members, the action will be authorized by a majority of votes cast at the meeting, in person or by proxy, by the Members entitled to vote, unless a greater plurality is required by these bylaws or by applicable law. Memberships standing in the name of another corporation may be voted by any officer or agent of the corporation or by any proxy appointed by any of them, unless some other person, by resolution of the corporation's governing board or pursuant to the corporation's bylaws, is appointed to vote.

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SECTION 6. Action by Written Ballot. If the bylaws or the Board provide that an action may be taken by written ballot, the ballot will

- (a) set forth the proposed action;
- (b) provide an opportunity to specify approval or disapproval of each proposal;
- (c) indicate the number of responses needed to meet the quorum requirement and except for ballots soliciting votes for the election of Trustees, state the percentage of approvals necessary to pass the measure submitted; and
- (d) specify the date by which the ballot must be received by the Corporation to be counted. The date set will afford Members a reasonable time within which to return the ballots to the Corporation.

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Ballots will be delivered in the manner required for giving notice of Membership meetings as specified in these bylaws.

SECTION 7. Conduct of Meetings. The President will preside over all meetings of Members or in her/his absence, a Trustee. The Secretary of the Board will act as Secretary of all Membership meetings. In the event the Secretary is absent, the presiding officer will appoint another person to act as Secretary of the meeting. Meetings will be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Certificate of Incorporation, these bylaws or with provisions of law.

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SECTION 8. Liability of Members. Members are not personally liable for the Corporation's debts, liabilities or obligations. A Member is liable to the Corporation only to the extent of any unpaid portion of Membership dues or assessments lawfully imposed by the Corporation or for any other indebtedness owed by the Member to the Corporation.

ARTICLE IV BOARD

SECTION 1. Powers. Subject to the provisions of the Certificate of Incorporation, the bylaws of the Corporation, and other applicable laws and regulations, the business and affairs of the Corporation will be conducted under the direction of a Board and the control and disposal of the Corporation's properties and funds will be vested in the Board.

SECTION 2. Number and Qualifications. The Board will consist of not less than three (3) or more than nine (9) persons. Each Trustee must be a Member of the Corporation in good standing or if the Member is a corporation, association, or other type of organization, a duly authorized representative of a Member in good standing. A Member will be in good standing if its dues are current and the Member continues to otherwise meet the qualifications of Membership set forth in Article III, Section 1. At the time of election, each Trustee must have been a member for no less than one year.

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SECTION 3. Nomination, Election and Term

- a) **Nominations.** Nominations for Trustees may be made by any Member, Trustee, officer or employee of the Corporation and must be submitted to the Board or to the Secretary of the Board, who will cause the nominations to be submitted to the Members for its consideration at any Annual or Special Meeting of the Members.
- b) **Election.** Each Trustee will be elected by a plurality of Members entitled to vote. Plurality means that those individual nominees who receive the most votes will be elected to the Board.
- c) **Term of Office.** Trustees will serve for a term of two (2) years or until his or her successor in office has been elected or the earlier of the Trustee's death, resignation or removal. Terms of office for Trustees elected at the Annual Meeting of Members will commence on January 1 of the year next following the year of the Annual Meeting at which such Trustee was elected. Trustees may serve for three consecutive terms and will be eligible for re

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election to the Board one year after the end of three consecutive terms. Notwithstanding the foregoing, the Board may, in its discretion, determine that it is in the best interests of the Corporation for a Trustee who has already served three consecutive terms to continue to serve on the Board.

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SECTION 4. Resignation, Removal, Vacancies.

a) Resignation. A Trustee may resign by submitting his or her resignation in writing to the Board. The resignation will be effective immediately unless the notice specifies a later time for effectiveness. No Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of New Jersey.

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b) Removal. A Trustee may be removed with cause by the affirmative vote of a majority of the entire Board. A Trustee whose removal is to be considered will receive at least two weeks' notice of such proposed action and will have the opportunity to address the Board regarding such action prior to any vote on such removal.

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c) Vacancies. Vacancies on the Board will exist on the death, resignation, or removal of any Trustee. Vacancies will be filled by approval of a majority of the Trustees then in office. Trustees thus appointed to fill vacancies will serve for the remainder of the vacated term.

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SECTION 5. Annual Meeting of Board. The Annual Meeting will be held as soon as practicable after the close of the Corporation's fiscal year for the purpose of electing officers and of conducting any other business that may come before the meeting. The Annual Meeting may be held contemporaneously with a regular Board meeting and will be held at such time and place as may be determined by the Board.

SECTION 6. Regular Meetings of the Board. The Board may provide for regular meetings which may be held without notice by resolution adopted at any meeting of the Board.

SECTION 7. Special Meetings of the Board. Special meetings for any purpose or purposes may be called at any time by the President or by any three of the Trustees. Such meetings will be held upon not less than two days' notice given personally, by telephone or electronic communication by not less than four days' notice. Such notice will specify the meeting time, method or place.

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SECTION 8. Action without Meeting. The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each Trustee or committee member consents in writing to such action. Such written consent or consents will be filed with the records of the Corporation. A written consent will include an electronic communication that is validated as a communication from the Trustee sending such communication.

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SECTION 9. Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

SECTION 10. Quorum. A quorum for the transaction of any business at a meeting of the Board will consist of one third (1/3) plus one of the members of the Board. Each Trustee will be entitled to one (1) vote and the vote of a majority of Trustees present in person at a meeting at which a quorum is present will be the act of the Board unless a greater number is required by these bylaws, the Certificate of Incorporation or applicable law or regulation. Except as otherwise provided under the Certificate of Incorporation, these bylaws or NJ Law, no business will be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chairperson will entertain at such meeting is a motion to adjourn.

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ARTICLE V OFFICERS

SECTION 1. Titles/Qualifications. The Officers of the Corporation will be Trustees of the Corporation. They will include a President, Secretary, and Treasurer and such other officers whose positions may be created from time to time by the Board.

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SECTION 2. Election and Term. The President, Secretary and Treasurer will be elected by the Trustees and will serve for a term of 2 years each and until their successors are elected and qualified.

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SECTION 3. Consecutive Terms. There is no limit to the number of terms an officer may serve in any one position.

SECTION 4. Duties. The duties and authority of the Officers will be determined from time to time by the Board. Subject to any such determination, the Officers will have the following duties and authority:

(a) President. The President will be chief executive officer of the Corporation, will have general charge and supervision over and responsibility for the affairs of the Corporation, and will preside at all meetings. Unless otherwise directed by the Board, all other Officers will be subject to the authority and the supervision of the President. The President may delegate from time to time to any other officer any or all of such duties and authority.

(b) Secretary. The Secretary will cause notices of all meetings to be served as required in these bylaws and will keep or cause to be kept the minutes of all meetings. The Secretary will maintain a list of Members. The Secretary will perform such other duties and possess such powers as are incident to the office or as will be assigned by the President.

(c) Treasurer. The Treasurer will have the custody of the funds and securities of the

Corporation and will keep or cause to be kept regular books of account for the corporation. The Treasurer will perform such other duties and possess such other powers as are incident to the office or as may be assigned by the President or the Board, including but not limited to preparation of a budget, responsibility for filing all financial reports, information returns and other financial filings as required by the state, local or federal statutes or regulations to which the Corporation is subject and any other responsibilities usually incident to the office.

SECTION 5. Resignation and Removal. An Officer may resign by submitting his or her resignation in writing to the Board. An Officer may be removed with cause by the affirmative vote of two-thirds of the entire Board. An Officer whose removal is to be considered will receive at least two weeks' notice of such proposed action and will have the opportunity to address the Board regarding such action prior to any vote on such removal.

SECTION 6. Vacancies. Vacancies in official positions will be filled by the Board.

ARTICLE VI COMMITTEES OF THE BOARD

SECTION 1. Standing Committees.

a) **Executive Committee.** The Board may, by a majority vote of its members, designate an Executive Committee consisting of no fewer than three Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted by NJ Law. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3), the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee will keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Board at its next regular meeting following the Committee meeting.

b) **Finance and Audit Committee.** The Board will, within a reasonable time after the Annual Meeting of the Board, designate an Audit Committee, to consist of no less than two (2) members of the Board. The Committee will have such responsibilities as may be determined by the Board from time to time, among other duties, this committee is responsible for overseeing the fiscal health of the Corporation, including (a) recommending a budget for approval by the full Board, overseeing any required audit of the Corporation, (b) ensuring that financial reports are filed with regulatory and taxing authorities, (c) reviewing the Corporation's financial statements, recommending to the Board the appointment of an independent auditor, if such an appointment is necessary or appropriate, (d) reviewing, in consultation with management, the Corporation's annual financial statements as well as any report, opinion, or review that may be rendered by an independent auditor, (e) evaluating internal accounting controls, reviewing from time to time the Corporation's auditing and accounting principles and practices.

SECTION 2 Other Committees. The Board may designate one or more other standing or

special committees to direct the business of the Corporation. These committees may consist of persons who are not also members of the Board and who will act in an advisory capacity to the Board. Each such committee may exercise the authority granted to it in the Board's enabling resolution and in accordance with the applicable provisions of NJ Law. All actions by any committee will be reported to the next meeting of the Board.

SECTION 3. Committee Chairs. The President, with the approval of the Board, will appoint all committee chairs for the ensuing year within a reasonable period of time following the Board's annual meeting. Committee chairs will be members of the Board. If the Board establishes a new committee by resolution at a meeting other than the annual meeting of the Board, the Board President will similarly appoint the committee's chair at the time the committee is established or within a reasonable period of time thereafter.

SECTION 4. Committee Meetings.

- a) Quorum. A quorum for the transaction of any business at a meeting of a committee of the Board, will consist of the greater of two persons or one third (1/3) of the members of the Committee. Notwithstanding the foregoing, in the case of a committee with one ~~Trustee~~; then one ~~Trustee~~ will constitute a quorum
- b) Action by the Committee. The act of a majority of the committee members present and entitled to vote at any meeting of the committee at which there is a quorum will be the act of the committee, except as may be otherwise provided in these bylaws.
- c) Participation by Electronic Device. Members of the Board or any committee of the Board may participate in a meeting of a committee by means of a conference call or similar communication device by which all persons participating in the meeting can hear each other at the same time. Such participation will constitute attendance in person at the meeting.
- d) Action without a Meeting. Any action required or permitted to be taken at a meeting of any Committee may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken is signed by all of the ~~Trustees~~ entitled to vote upon such action at the meeting. Such consent, which may be signed in counterparts, will have the same force and effect as a unanimous vote of the Committee. For the purposes of this bylaw provision, a consent in writing includes consent set forth in electronic communication that may be verified as having been sent by the consenting ~~Trustee~~.

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ARTICLE VII FISCAL YEAR AND CHECK SIGNING

SECTION 1. Fiscal Year. The fiscal year of the Corporation will commence on January 1 and end on December 31.

SECTION 2. Check Signing. Checks must be signed by any two officers.

ARTICLE VIII AMENDMENT OF THE BYLAWS

SECTION 1. Amendments. Except as may otherwise be specified under provisions of law, these bylaws, or any of them, these bylaws may be altered, amended or repealed and new bylaws adopted by the affirmative vote of a majority of the entire Board.

ARTICLE IX CONFLICTS OF INTEREST

SECTION 1. Conflict Defined. A conflict of interest may exist when the interests or activities of any Trustee, officer, or staff member may be seen as competing with the interests of activities of the Corporation, or if a Trustee, officer or staff member derives a financial or other material benefit because of a direct or indirect relationship with the Corporation. A real or apparent conflict of interest exists, for example, if there is a contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial personal, professional, political, or financial interest

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SECTION 2. Application of Policy to Former Trustees and Officers. This conflict of interest policy will also apply to any former Trustee or Officer whose last service on the Board occurred less than two years before the effective date of any proposed contract or transaction between such person and the Corporation.

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SECTION 3. Disclosures Required. Any possible conflict of interest must be disclosed to the Board by the person concerned if that person is a Trustee or officer of the Corporation, or, if the person concerned is not a Trustee or officer, to the Secretary of the Board or such other person designated by the Board.

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SECTION 4. Absences from Discussion. Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board, the interested person will call it to the attention of the Board, or the appropriate committee of the Board, and such person will not vote on the matter, provided that any Trustee who disclosed a conflict of interest may be counted for purposes of determining the presence of a quorum at any meeting of the Board or any committee of the Board. Unless requested to remain present during the meeting, the person having the real or apparent conflict of interest will retire from the room in which the Board or committee meeting is being held and will not participate in the final deliberation or decision making regarding the matter under consideration. However, that person will provide the Corporation or committee with all relevant information. When there is a doubt about whether or not a conflict exists, the matter will be resolved by a vote of the Board or its committee, excluding the person concerning whose situation doubt has arisen.

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SECTION 5. Review and Compliance. A copy of this conflict of interest bylaw will be

given to each Trustee, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with, the Corporation. The policy will be reviewed annually and each Trustee, officer and staff member will certify annually that he or she has received, read, understand and is in compliance with, the policy.

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SECTION 6. Loans to Trustees and Officers Prohibited. No loans or advances, other than customary travel advances, will be made by the Corporation to any of its Trustees or officers.

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SECTION 7. No Reimbursements for Expenses/Services as Trustee. A Trustee will not be entitled to receive any remuneration from the Corporation for time spent or expenses incurred related to services rendered as Trustee, except as may otherwise be specifically authorized by the Board.

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ARTICLE X ADDITIONAL PROVISIONS

SECTION 1. Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee, member, or officer of the Corporation but will be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c) (3) of the United States Internal Revenue Code or to the United States, or a State or local government, whose purpose is to promote and support breastfeeding.

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SECTION 2. Indemnification of Officers and Trustees. To the fullest extent permitted by New Jersey law and applicable laws and regulations then in effect, the Corporation will indemnify any person, made or threatened to be made, a party to an action or proceeding, including one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Trustee or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact the such person, his testator or intestate, was Trustee or officer of the Corporation or served such other Corporation, partnership, joint venture, trust, employee benefit plan of other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such Trustee or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or in the case of service of any other Corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

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SECTION 3. Advancement of Expenses. To the fullest extent permitted by NJ Law and any other applicable laws and regulations then in effect, upon request of any person who may be entitled to indemnification hereunder, the Corporation will advance to such person reasonable expenses incurred by such person in defense of a civil or criminal action or

proceeding to which such person has been made, or is threatened to be made, a party by virtue of serving, or having served, as a ~~Trustee~~ or officer of the Corporation in any similar capacity with any other organization at the request of the Corporation. Such advancement will be contingent upon receipt and review by the officer designated by the Board of statements sufficiently detailed to support any such claim for advancement and provided further that in no event will any expenses be advanced without a written undertaking signed by such person agreeing to repay any such amounts advanced to, or on behalf of, such person if it is ultimately determined that the person may not be indemnified by the Corporation. All claims for advancements, supporting documentation, and written undertakings will be remitted to the attention of the Secretary of the Board at the principal office of the Corporation.

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SECTION 4. Nonexclusivity. Nothing in this bylaw article will limit or affect any other right of any person to indemnification or expenses, including attorney's fees, under any statute, rule, regulation, Certificate of Incorporation, bylaw, insurance policy, contract or otherwise. No elimination of this bylaw article and no amendment of this bylaw article adversely affecting the right of any person to indemnification or advancement of expenses hereunder will be effective until the sixtieth day following notice to such person of such action and no elimination of, or amendment to this bylaw will deprive any person of his or her rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such sixtieth day.

SECTION 5. Indemnification and Advancement are Contract Rights. The rights to indemnification and advancement provided hereunder are contract rights and will continue after such person has ceased to be a ~~Trustee~~ or officer of the Corporation and will inure to the benefit of such person's heirs, executors, administrators, and legal representatives.

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SECTION 6. Personal Liability of Trustees and Officers to Corporation. A ~~Trustee~~ or Officer will not be personally liable to the Corporation for damages for breach of duty owed to the Corporation, its beneficiaries, or its Board, except that nothing contained herein will relieve a ~~Trustee~~ or officers from liability for a breach of a duty based on an act or omission; (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

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SECTION 7. Compensation of Officers and Trustees. Neither ~~Trustees~~ nor Officers will receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that the ~~Trustees~~ and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

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SECTION 8. Construction. If any provision in these bylaws is inconsistent with a provision in the statutes, regulation or the Certificate of Incorporation, the provision of the law or regulation or the Certificate of Incorporation will govern to the extent of such inconsistency.

ARTICLE XI IRC 501(c) (3) TAX EXEMPT PROVISIONS

SECTION 1. Limitations on Activities. No substantial part of the activities of this Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation will 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 provisions of these bylaws, this Corporation will not carry on any 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 (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. Prohibition against Private Inurement. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, ~~Trustees~~ or ~~Trustees~~, officer 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 of this Corporation.

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SECTION 3. Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code or will be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution will be made in accordance with all applicable provisions of NJ Law.

SECTION 4. Private Corporation Requirements and Restrictions. In any taxable year in which this Corporation is a private Corporation as described in Section 509(a) of the Code, the Corporation (1) will distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; (2) will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (3) will not retain any excess business holdings as defined in Section 4943(c) of the Code; (4) will not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (5) will not make any taxable expenditures as defined in Section 4945(d) of the Code.