

## New Jersey Breastfeeding Coalition Trustees' Conference Call

**Date/Time** September 14, 2020 4:00 PM

**Attendees:** Ellen Maughan, Ellen Shuzman, Mary Turbek, Casi Leahy, Judy Schneider, Jessica Libove, Nasheeda Pollard, John Worobey

**Not attending:** Kay O'Keefe

**Quorum present:** 7 yes **Others Attending:** None

**Meeting Facilitator:** Mary Turbek

**Minutes:** Ellen Shuzman

Agenda Item	Discussion	Action for Trustee
August minutes	<b>Changes received were made. Clarification made: Under Other Business, Agenda Item Next Meeting changed to "Next General Meeting."</b>	7 present for vote: 5 yes, 2 abstained Minutes accepted
ZipMilk, website, mentorship list	Being updated by the interns, Alea and Jessie. They will continue to work with us, as long as they are able to do so.	Informational
Funding to support IBCLC- candidates reminder email	NJBC received a donation of \$1000 from the Monmouth Ocean Breastfeeding Consortium to support funding for IBCLC candidates. Plan to use donations received in August and September to support IBCLC candidates of color.	Need reminder email to go out to members about funding.
Upcoming Election:  1. By-laws amendments	By-law amendments and policy on Remote Meeting Policy discussed. Needed at this time due to changes in NJ Nonprofit Corporation Act and have implications for NJBC Trustee Election.  1. By-Laws  NJBC By-laws amendments needed revision due to changes in New Jersey Nonprofit Corporation Act to allow nonprofits to hold membership meeting solely by remote communication,, but only during state of emergency and to hold membership meetings at designated physical location allow members to participate by remote communication regardless whether there is a declared state	By-law amendments unanimously accepted.

of emergency.

Discussed By-law amendments needed.  
Amendments made are in red and underlined.

**Amended and restated by vote of  
Trustees June 18, 2019-September 14,  
2020**

**ARTICLE III MEMBERS**

**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 or solely by remote communication when authorized by Board. A biennial membership meeting will be held on a date and at a place set by the Board or may be held solely by remote communication 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 biennial 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 or if the meeting is being held solely by remote communication, the notice will indicate the date, time and means of remote communication to be used and will include all information needed by members to access the remote communication platform. All notices and will also 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.

**SECTION 5. Voting Rights.** Each Member is entitled to one vote, in person, ~~or~~ by proxy, or by remote communication

when a meeting is held solely or partly by remote communication 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, or by remote communication 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.

**SECTION 6. Action by Written Ballot.**

If the Bylaws or the Board provide that a vote at a membership meeting 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; and
- (c) indicate the number of votes necessary to pass the measure submitted.

Proxy Ballots will be delivered to the Members with the notice of meeting as specified in these Bylaws. Ballots shall be cast by the Member or the Member's proxy at the membership meeting.

**ARTICLE IV BOARD**

**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

<p>2. Remote Meeting Policy</p> <p>3. Slate for NJBC Board of Trustees Elections</p> <p>4. Procedure for elections</p>	<p>present in person <u>or participating by telephone or remote communication</u> 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.</p> <p>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. ”</p> <p><b>ARTICLE VII FISCAL YEAR AND CHECK SIGNING</b></p> <p><b>SECTION 2. <u>Check Signing.</u></b> Checks <u>written for an amount over \$500</u> must be signed by any two officers.</p> <p>2. Remote Meeting Policy discussed; no changes made.</p> <p>The following are running for a trustee position on the Board:</p> <p>John Worobey, Judy Schneider, Ellen Maughan, Jessica Libove, Kay O’Keefe, Nasheeda Pollard, Chanelle Andrews, and Danielle Tropea</p> <p>Prior to the next General Membership Meeting, which will be when the election will take place, all eligible to vote members will get a Proxy ballot via email to use if needed. The member will need to complete the ballot</p>	<p>Remote Meeting Policy unanimously accepted by the 6 Trustees present at time of vote.</p>
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	<p>and indicate acceptance of the designated proxy to vote in his/her behalf and return. The proxy ballots will go to a designated proxy vote gmail account. Mary T will be the proxy.</p> <p>At the meeting, a SurveyMonkey vote will be taken by eligible members.</p>	
<b>USBC Elections</b>	<p>NJBC has one vote for the Board of USBC. Email with bios of candidates was sent out prior to this conference call but NJBC Trustees needed more time to read the bios</p>	<p>Ellen Maughan will send out email ballot to NJBC Trustees and she will tally the responses and select the candidates for NJBC. Mary will submit the response to USBC. Request that Trustees return their ballots by Thursday September 17, 2020 at 10 am.</p>
<b>Guideline for sharing partners information and events</b>	<p>Discussed need to determine guidelines as to what information from partners we can post on - line or email out to members. Need to see if other non-profit organizations have guidelines</p>	<p>Ellen M. will see if USBC has any guideline. Other members can see if their partnering agencies have guidelines.</p>
<b>Healthy NJ 2030</b>	<p>Ellen M. attending meetings of family health goals.</p>	<p>Informational.</p>
<b>Spanish translation for BF and Employment Poster</b>	<p>Open item</p>	<p>Follow-up next meeting</p>
<b>World Breastfeeding Week (WBW) video update</b>	<p>WBW video was to be updated- not released yet.</p>	<p>Informational</p>
<b>Membership Committee</b>	<p>Deferred due to lack of time.</p>	<p>Discuss at future meeting</p>
<b>Voting vs consensus in decision making</b>	<p>Clarified that any action by the Board e.g.governing policies, donations, and other important issues, as stated in the By-Laws, will be by vote. Each trustee has one vote and the decision is based on the majority.</p>	<p>Informational To be followed by the Board</p>
<b>Letter to DOH regarding</b>	<p>Deferred due to lack of time</p>	

<b>separation of COVID and suspected COVID dyads</b>		
<b>Centering Pregnancy Application</b>	Deferred due to lack of time	Will discuss at next meeting
<b>Committees for Board of Trustees</b>	Deferred due to lack of time	Will discuss at next meeting.
<b>What we are going at this meeting meet our goal to eliminate disparities</b>	Deferred due to lack of time	To be discussed at another meeting
<b>Next General Meeting</b>	October 13, 2020 is the next General Membership Virtual Meeting.	
<b>Next Trustee Conference Call</b>	October 12, 2020 is next Trustee Conference Call at 4PM -5PM.	
<b>Meeting adjourned</b>		Adjourned at 5:13 pm