By-Laws of the Colorado Midwives Association
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Article 1: Name and Purpose

SECTION 1: NAME

This corporation is named the Colorado Midwives Association (CMA).

SECTION 2: PURPOSE

The purpose of the CMA is to support midwifery in the state of Colorado through the following:

- Educating its members in the art of midwifery
- Educating the public about midwifery care, homebirth, and women's health care in general
- Developing a statewide support network for midwives and those supportive of midwifery for continuing education and coordination of information and resources
- Promoting registration of midwives through the Colorado Department of Regulatory Agencies Midwives Registration Program
- Maintaining optimal legal status for direct-entry midwives in the state

Article 2: Membership

SECTION 1: STRUCTURE

The structure of the CMA includes but is not limited to the following components:

- Membership
- Board of Directors, consisting of the Officers and standing committee Chairs
- Committees

SECTION 2: ELIGIBLITY

Any person who subscribes to the purposes of the CMA is eligible to become a member and, upon payment of the appropriate dues or dues substitute, is enrolled. No person is excluded from membership, segregated against, or otherwise discriminated against within the CMA for and reason including but not limited to: age, color, economic status, education, national origin, physical disability, political affiliation, race, religion, sex, or sexual preference.

No one is denied membership if not able to pay full dues. At the discretion of the Board of Directors, a sliding scale is available to members who contribute services to the CMA as a substitute for dues.

SECTION 3: CLASSES

The CMA has three classes of member as follows:

- Regular
- Supporting
- Sponsoring

Definitions of each class of membership, voting rights and required dues for each class are determined by the Board of Directors as recorded in the Standing Rules. Other classes of membership may be created by the Board of Directors.

SECTION 4: VOTING

Each voting member is entitled to one vote on each matter submitted to a vote of the membership.

SECTION 5: REVOCATION OF MEMBERSHIP

In a case of nonpayment of dues or dues substitute, the Board of Directors may revoke a membership by an affirmative vote of two thirds of the Board members. For other cause, upon a written request for revocation of a membership, the Board of Directors conducts a hearing and makes a recommendation to the membership. The individual requesting the revocation must identify her/himself to the Board, and the Board may request further information from the individual. The member to whom the revocation request pertains must be invited to address the Board on the matter, at her/his convenience. An affirmative majority vote at a regular meeting of the membership at which a quorum is present is required to revoke the membership.

SECTION 6: RESIGNATION OF MEMBERSHIP

Any member may resign by filing a written resignation with the Secretary, but such resignation does not relieve the resigning member of the obligation to pay any dues or dues substitute, assessments, or other charges heretofore accrued and unpaid.

SECTION 7: REINSTATEMENT OF MEMBERSHIP

An individual whose membership has been revoked may submit a written request to the Board of Directors for reinstatement of membership. The Board of Directors may reinstate the membership, under whatever conditions it decides are appropriate, by affirmative two-thirds vote.

SECTION 8: TRANSFER OF MEMBERSHIP

Membership to the CMA may be transferable or assignable, with approval of the Board of Directors.

Article 3: Board of Directors

SECTION 1: NUMBER, TERM, AND QUALIFICATIONS

The number of Directors is between four and ten, consisting of the Officers, the standing committee Chairs.

The Term for Directors is two years and until successors have been elected or appointed, and “qualified”, trained board practices and tools. Educated on CMA and midwifery history. Understand and apply the current CMA bylaws.”

At one time, no individual may hold a position as both an Officer and as committee Chair for more then one standing committee.

Candidates for Directorship must be residents of the state of Colorado and must have been voting members of the CMA in good standing for at least the past year. Candidates for Directorship must not have any request for revocation pending against them.

SECTION 2: GENERAL POWERS

The affairs of the CMA are managed by the Board of Directors. The Board must authorize any officer(s) or agent(s) of the CMA to enter into any contract, make representation to the public, or execute and deliver any instrument in the name of and on behalf of the CMA, and this authority may be general or confined to specific instances.

SECTION 3: REGULAR MEETINGS

A regular annual meeting of the Board of Directors is held without other notice than these bylaws, at the time and place established at the previous annual meeting. The Board of Directors may designate, by resolution, the time and place, within the state of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

SECTION 5: NOTICE

The individual or individuals calling any special meeting of the Board of Directors may fix any place in the state of Colorado and any time to hold it. Notice of the special meeting must be given at least seven days prior to the time set for the meeting;

Notice must be made through email communication or phone call.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting constitutes a waiver of notice of the 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.

SECTION 6: QUORUM

A majority of the Board of Directors constitutes a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting.

SECTION 7: MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present is the act required by law and by these bylaws to affirm an issue. In case of tie vote, the issue is brought to the total membership for vote.

SECTION 8: INFORMAL ACTION BY BOARD OF DIRECTORS

Any action required by law to be taken or voted upon at a meeting of the Board may be taken or affirmed without a meeting, provided a written description of the action or issue to be affirmed is signed by all the Directors and filed with the Secretary.

SECTION 9: CHANGES TO THE STANDING RULES

The Standing Rules may be changed by majority vote of the Board members at a meeting at which a quorum is present.

SECTION 10: VACANCIES

Normal vacancies in Board of Directors positions are filled as described in Article 5, Elections.

If a Board vacancy occurs before the time of elections, the Board may appoint an individual to fill the vacant Board position, until the appointment may be confirmed by affirmative vote at the next regular meeting of the membership at which a quorum is present. The term of a Director filling a vacancy is the same as the unexpired term of her/his predecessor.

SECTION 11: REMOVAL

Resignation and Removal. Unless otherwise provided in any contract with the Corporation, any officer or director may resign or be removed at any time. An officer or director who intends to resign shall give written notice to the Board of Directors in care of the President. Removal of an officer or director, with cause, may be affected by a majority of the Board of Directors including regional reps (if applicable) and/or with vote from the membership. The removal of an officer/director shall be without prejudice to the contract rights, in any, of the officer/director so removed.

Other Officers or Directors. Such other officers as are elected shall exercise such duties and have such powers as the Board of Directors may assign.

Transfer of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation, provided that a majority of the entire Board of Directors approves.

SECTION 12: POSITION DISSOLVED

Any position on the Board of Directors may be dissolved by majority vote of the membership at a meeting where a quorum is present, if such dissolution does not conflict with any law or provision of these bylaws.

SECTION 13: COMPENSATION

Directors will not receive any salaries for Directorship. However, by resolution of the Board, a fixed sum and expenses of attendance may be allowed for attendance at regular and/or special meeting of the Board. Any Director may serve the CMA in any other capacity and receive compensation for it.

Article 4: Officers

SECTION 1: NUMBER

The number of Officers is between four and six, and may include one or more Presidents, Vice Presidents, Secretaries, Treasurers, and such other Officers as may be elected by the membership or appointed by the Board of Directors. There must be at least one President, one Secretary, and one Treasurer.

SECTION 2: PRESIDENT

The President is the principle executive Officer of the corporation and generally supervises and controls the business and affairs of the CMA. She/he presides at all meetings of the membership and the Board of Directors. She/he may sign, with the Secretary or any other proper agent authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or theses bylaws or statute to some other Officer or agent of the CMA; in general she/he performs all duties incident to the Office of President and such other duties as may be prescribed by the Board. If there are two Presidents, they divide these duties by mutual consensus, and there is no Vice President.

SECTION 3: VICE PRESIDENT

In the absence of the President or in the event she/he is unable or refuses to act, the Vice President performs the duties of the President. When so acting, she/he has all the powers of and is subject to all the restrictions on the President. She/he also performs such other duties as may be assigned to her/him by the President or Board of Directors.

SECTION 4: SECRETARY

The Secretary keeps the minutes of the meetings of members and the Board of Directors in one or more books provided for that purpose; sees that all notices are duly given in accordance with these bylaws or as required by law; is custodian of the CMA records; keeps a current register of the post office address of each member as furnished by the member; and files any other necessary documents; and in general performs all duties incident to the Office of Secretary and such other duties as may be assigned to her/him by the President or Board of Directors.

SECTION 5: TREASURER

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors determines and authorizes payment for. She/he has charge and custody of and is responsible for all funds and securities of the CMA; receives and gives receipts for moneys in the name of the CMA in such banks, trust companies, or other depositories as are selected in accordance with the provisions of these bylaws; registers the CMA's Articles of Incorporation with the Colorado Secretary of State yearly, files proper documents to maintain 501c6 status with the IRS, and in general performs all duties incident to the Office of Treasurer and such other duties as may be assigned to her/him by the President or Board of Directors.

SECTION 6: OTHER OFFICERS

Other Officers perform the duties for which the position was created and such other duties as may be assigned to them by the President and the Board of Directors.

Article 5: Elections

SECTION 1: TIME OF ELECTIONS

Directors are elected biennial by the membership at the regular annual meeting where a quorum is present. If the election is not held at the annual meeting, it is held upon notice as soon thereafter as possible.

SECTION 2: MANNER OF ELECTION

An election committee, consisting of at least two members not on the Board of Directors, is appointed by the Board. The committee selects an election officer from its members who conducts the election; all members of the committee must verify the vote count.

First, the election officer conducts a vote to determine the number and positions of individuals on the Board; vote may be take to dissolve or add Board positions, up to tem but at least four, Officers to consist of at least one President, one Secretary, and one Treasurer.

Next, individuals may volunteer for candidacy for the Board of Directors; followed by a call for nominations from the floor, each of which must be seconded.

Next, the election officer announces the nominees/volunteers for the Board and asks the membership to vote by secret ballot or show of hands, for as many candidates as there are positions to fill. For instance, if seven Board positions are to be filled, each member will vote for seven candidates.

Each member of the election committee counts and records the number of votes for each individual candidate. The individuals, up the number of positions to be filled, who receive the most votes, constitute the new Board. The election officer announces the names.

In case of tie, the individuals having the tying number of votes are announced, and members vote for one or more than one individual, as necessary, to break the tie.

The newly elected Board of Directors then meets together and decides by consensus who will fill each position. The results are announced to the membership, as soon as may be, by the new Secretary.

The record of the vote count is maintained in a sealed envelope by the Secretary for six months after the election. If may only be examined by a member submitting a written request to the Secretary.

Article 6: Committees

SECTION 1: STANDING COMMITTEES

The Board of Directors, by majority vote at a meeting where a quorum is present, may create one or more standing committees and appoint a committee Chair to carry out one or more aspects of management of the CMA. The Chair position must be confirmed by affirmative vote at the next regular meeting of the membership. No committee has the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any committee or and Director or Officer of the CMA; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the CMA; authorizing distribution of the assets of the CMA; or amending, altering, or repealing any resolution of the Board of Directors that by its terms provides that it cannot be amended, altered, or repealed by any committee. The designation and appointment of any committee and the delegation to it of authority does not relieve the Board of Directors or any individual Director of any responsibility imposed upon it or her/him by law.

The committee Chair has authority to select and accept volunteers as members of the committee. The Board of Directors has sole authority, by two-thirds vote of the majority of members at a meeting at which a quorum is present, to dismiss a committee member.

Members of standing committees must be members in good standing of the CMA. Members may serve on more than one committee, but may not Chair more than one committee.

Standing committees are designated in the Standing Rules.

SECTION 2: AD HOC COMMITTEES

Other committees may be established by affirmative majority vote at a meeting of the Board of Directors at which a quorum is present. Ad hoc committees are generally formed for a limited period of time for a specific purpose. These committees have the same rights and the same restrictions of authority as described in the previous section, except that the Board may appoint the Chair without confirmation by the membership, and the Chair does not sit on the Board of Directors.

Except for the Chair, members of ad hoc committees need not be members in good standing of the CMA. Members may serve on more than one committee, but may not Chair more than one committee.

SECTION 3: TERM

Standing committees continue until dissolved by majority vote of the membership at a meeting at which a quorum is present. The membership may resolve to retain the dissolved committee Chair on the Board of Directors through the end of her/his term.

Ad hoc committees are dissolved by the Board as appropriate.

Committee members, other than the Chair, may serve on a committee until they resign or are dismissed by the Board as described in Section 2 of this Article.

SECTION 4: QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. In case of a tie vote, the issue is submitted to the Board of Directors; a majority of the Directors is required to affirm the issue.

SECTION 5: RULES

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee may adopt rules for the conduct of its own business, as long as they are not inconsistent with these bylaws.

Article 7: Meetings of the Membership

SECTION 1: ANNUAL MEETING

An annual meeting of the membership is held each year, beginning with the year 1979, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The day for the meeting cannot be a holiday.

SECTION 2: PLACE OF MEETING

The Board of Directors may designate any place in the State of Colorado as the place of meeting for any annual meeting of the membership. If no designation is made the place of meeting will be the registered office of the CMA in the State of Colorado; but if all of the membership meets at any time and place within the State of Colorado and consent to the holding of a meeting, such meeting will be valid without previous notice, including via web conferencing/meeting (i.e., Zoom) programs and at such meeting any corporate action may be taken.

SECTION 3: SPECIAL MEETINGS

Special meetings of the membership may be called by the President, the Board of Directors, or not less than one-tenth of the voting members. Upon proper notice, whoever calls the meeting may designate any time and any place in the State of Colorado for the meeting.

SECTION 4: NOTICE

Written notice, stating the place, day and hour, and purpose of any regular or special meeting of the membership must be delivered, either personally, by mail or by email, or phone call, or social media sites, to each member entitled to vote at such meeting. Delivered by the President, the Secretary, or other individual or group calling the meeting, this must be at least ten but not more than fifty days before the meeting.

Article 8: Actions by Membership

SECTION 1: QUORUM

A quorum is the number of members necessary to conduct CMA business at a meeting. One-tenth of the voting members is a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting with out further notice.

SECTION 2: MANNER OF ACTING

A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, is necessary for the adoption of an issue, unless a greater proportion is required by law or these bylaws.

SECTION 3: PROXY VOTE

Members may vote by written proxy. Proxy votes are not considered at a meeting at which a quorum is not present. To vote by proxy, members must write to the Secretary declaring her/his vote, separate, signed declarations for each issue, and the declaration must be postmarked at least one week before the meeting at which the vote will take place. Or the member may send written declaration, separate, signed declarations for each issue, with a meeting attendee, who must surrender the written declaration to the Secretary at the beginning of the meeting, along with a dated, signed statement that the attendee has the member's permission to deliver the declaration.

SECTION 4: AMENDMENTS TO BYLAWS

These By-Laws may be amended, repealed or modified or new By-Laws may be adopted with approval by 2/3 of the Membership voting via electronic ballot. No article of the bylaws may conflict with the Articles of Incorporation. In a case of conflict with the Standing Rules or the rules of order, these bylaws take precedence.

Article 9: Standing Rules

SECTION 1: DESCRIPTION

Standing Rules are resolutions of a permanent nature that are binding on the CMA until they are changed or repealed. They are maintained, with these bylaws, by the Secretary. No Standing Rule may conflict with the Articles of Incorporation, these bylaws, or the rules of order.

SECTION 2: AMENDMENTS TO STANDING RULES

The Standing Rules may be changed, amended, or repealed by majority affirmative vote of the Board of Directors at a meeting at which a quorum is present.

Article 10: Dues

SECTION 1: ANNUAL DUES

The Board of Directors may determine and change at any time the amount of initiation fee, if any, and the annual dues for membership in the CMA for each class of membership. The amount of dues for each membership class is designated in the Standing Rules.

SECTION 2: PAYMENT DATE

Each member's dues are payable each year on the individual renewal date of her/his membership. The Secretary notifies a member one month in advance of her/his renewal date.

SECTION 3: DEFAULT AND TERMINATION

A grace period of three months is allowed for payment of dues. If dues are still not paid three months after a member's renewal date, the membership is revoked by the Board of Directors as explained in Article 2, Section 5, Revocation of Membership.

Article 11: Records

SECTION 1: RECORDS MAINTENANCE

The CMA keeps correct and complete books and records of account, as well as minutes of the proceedings of its membership, Board of Directors, and committees.

A copy of the names and addresses of all voting members is maintained at the CMA registered office.

SECTION 2: INSPECTION

Any books and records of the CMA may be inspected by any voting member or her/his agent or attorney for any proper purpose at any reasonable time.

SECTION 3: AUDIT

Accounts will be reviewed monthly, in board meetings. The officers have the ability to hire a CPA as needed or indicated.

Treasurer will ensure accounts receivable are up to date with transactions and the information is accessible to the board. An additional director will review accounts, bills, and transactions as indicated.

Article 12: Disposition of Funds

SECTION 1: CHECKS, DRAFTS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the CMA are signed by whichever Officer(s) or agent(s) of the CMA, and in such manner, as is determined by resolution of the Board of Directors and designated in the Standing Rules. In the absence of specific determination by the Board, these instruments are signed by the Treasurer or an Assistant Treasurer and/or by the President and/or Secretary of the CMA.

SECTION 2: DEPOSITS

All funds of the CMA are deposited to the credit of the CMA in such banks, trust companies, or other depositories as the Board of Directors determines.

SECTION 3: GIFTS

The Board of Directors may accept, on behalf of the CMA, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the CMA.

Article 13: Offices

The CMA has and will continuously maintain in the State of Colorado a registered office and a registered agent whose office is the same as the registered office, as required by the Colorado Non-Profit Corporation Act.

The principle and registered office of the CMA is located at the address of the President or other member of the Board of Directors, as designated in the Standing Rules.

The CMA may have other principle offices, either within or without the State of Colorado, as the Board of Directors determines, or as the affairs of the CMA require.

Article 14: Fiscal Year

The fiscal year of the CMA begins on the first day of January and ends on the last day of December in each year.

Article 15: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation Act, the CMA Articles or Incorporation, or these bylaws, a waiver of notice in writing signed by the individual(s) entitled to the notice, whether before or after the time stated therein, is equivalent to the giving of notice.

Article 16: Rules of Order

The rules contained in Robert's Rules of Order, current edition, governs the CMA in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the CMA.

Article 17: Liability

SECTION 1: IMMUNITY

Notwithstanding any other provision of these By-Laws, the directors and officers of the Corporation shall be immune from civil liability for any act or omission resulting in damage or injury to the ful extend allowed under the Colorado Laws, as they may be amended from time to time.

SECTION 2: INSURANCE

The Corporation shall have the power to purchase and maintain insurance: to indemnify the Corporation for any obligation that it incurs as a result of the indemnification of directors and officers under the provisions of this Article, and to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of this Article.