

The Association of Texas Midwives Bylaws

Article I---Foundational Statements of the Corporation

1.01 Foundational Statements

The statements within Article I shall be considered foundational to the Corporation. No Bylaw, policy or decision of the Corporation may conflict with the following foundational statements:

(A) ATM Mission Statement

To advance the quality and accessibility of midwifery in Texas.

(B) ATM Image Statement

ATM nurtures the profession and traditions of midwifery in Texas.

(C) ATM Statement of Philosophy

As midwives, we believe the practice of midwifery to be distinct from the practice of medicine.

Midwifery is the discipline pertaining to a normal cycle of life, the childbearing years. We base our profession on the Midwifery Model of Care™:

- Pregnancy and birth are a fundamentally healthy process.
- Each person is unique, and their care should be tailored to meet their individual needs.
- Attending to the emotional and spiritual components of childbearing are as important as appropriate antepartum, intrapartum and postpartum physical care.
- Midwives should be trained by other midwives, be that training in a school or through apprenticeship.
- Midwives should maintain professional attitude and practice which promotes collegial relationships between physicians, midwives and students.
- The relationship between midwives and their clients is collaborative in nature.

1.02 Definitions

- (A) “ATM” means The Association of Texas Midwives and may be used interchangeably with “Corporation.”
- (B) “ATMMTP” means The Association of Texas Midwives Midwifery Training Program.
- (C) “Board” means the Board of ATM.
- (D) “Corporation” means The Association of Texas Midwives and may be used interchangeably with “ATM”.
- (E) “Executive Committee” means the Executive Committee of the Board, comprising the President, Vice President, Secretary, Treasurer, Legislative Chair, and Education Chair.
- (F) “Quorum” means $\frac{2}{3}$ of the current Board or Executive Committee as referenced in the Bylaw.

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Article II---Principal Office

2.01 Location

The principal office of the Corporation shall be in the state of Texas.

Article III---Membership

3.01 Admission of Members

Any person who subscribes to the objectives of this Corporation is eligible for membership upon payment of membership dues.

The Corporation shall not discriminate on the basis of age, race, color, sexual orientation, gender identity, veteran status, marital status, religion, medical condition, national origin, disability, creed, socioeconomic status, or membership in any protected category under federal, state and local laws.

3.02 Categories of Membership

The Membership of this Corporation shall be composed of three (3) categories: Midwife, Student, and Supporting.

- (A) Midwife Members are midwives who are currently licensed to practice midwifery or are retired from practicing midwifery, have paid the prescribed dues and meet the requirements set out in the ATM Policy Manual. They shall enjoy all rights, privileges, and responsibilities related to the category of membership detailed in the ATM Policy Manual.
- (B) Student Members are those individuals currently training to become midwives. Students shall maintain a verifiable student status and pay the prescribed dues. They shall enjoy all rights, privileges, and responsibilities related to the category of membership detailed in the ATM Policy Manual.
- (C) Supporting Members are those individuals who are neither midwives nor students but wish to support the Corporation and have paid the prescribed dues. They shall enjoy all rights, privileges, and responsibilities related to the category of membership detailed in the ATM Policy Manual.

3.03 Voting Rights

Each Midwife Member of ATM is entitled to one vote on each matter submitted to the membership for voting.

3.04 Termination or Revocation of Membership

- (A) Membership in ATM may be terminated if-payment of dues is thirty (30) days past due and notice of expiration has been provided via email to the email account on file with the ATM office
- (B) Membership in ATM may be revoked if:
 - (1) It is determined by the Board that the conduct of a member is or has been prejudicial to the best interests of ATM;

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- (2) A Midwife Member's state midwifery license is suspended or revoked; or
- (3) The Board determines that a member is practicing outside of or taking political or legal action in conflict with the ATM Mission Statement, Confidentiality Agreement, or ATM Code of Ethics and Standards of Care found in the Policy Manual.

3.05 Reinstatement of Terminated or Revoked Membership

- (A) An applicant whose former Membership was terminated under Section 3.04(A) may have their membership reinstated by paying Membership dues and signing a statement of agreement with the ATM Mission Statement, Confidentiality Agreement, ATM Bylaws, ATM Policies, and ATM Code of Ethics and Standards for Midwifery Practice.
- (B) An applicant whose former Membership was revoked under Section 3.04(B) shall submit an application, dues and possess a valid midwifery license. The applicant shall send a letter of intent for Board approval. The applicant shall sign a statement of agreement with the ATM Mission Statement, Confidentiality Agreement, ATM Bylaws, ATM Policies, and ATM Code of Ethics and Standards for Midwifery Practice. The Board shall review the application, the letter of intent, and any supporting documents, and vote whether to readmit the applicant for Membership.

Article IV---Meetings of Members

4.01 Annual Membership Meeting

An Annual Membership Meeting of general membership shall be held each year for:

- (A) Announcing and installing new Board Members
- (B) Presenting the Treasurer's Annual Report
- (C) Presenting Annual Reports from committee chairpersons, and
- (D) Transacting any other business that may come before the Membership.

4.02 Special Meetings of the General Membership

Special meetings of the Membership may be called by the President, the Board, or a petition of one-third (1/3) of the total number of eligible voting Members.

4.03 Place of Meetings

The Board may designate any place, either within or outside the State of Texas, or online, as the place of meeting for an Annual Membership Meeting, or for a special membership meeting.

4.04 Notification of Membership Meetings

A written notice stating the place, date and hour of any Membership meeting be made available to each voting Member. Notice must be delivered not less than thirty (30) days prior to the date of the meeting. In the case of a special meeting, the purpose(s) for which the meeting is called shall be stated in the notice. Notice shall be posted electronically or on the ATM website.

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4.05 Voting Process

The Members shall vote as outlined in ATM's Policy Manual.

Article V---Board

5.01 Representation

The Corporation shall be governed by representation from each region. Each region shall elect up to two (2) Regional Representatives from their region to serve on the Board. The Board may under special circumstances create up to two (2) additional seats to assure representation of all midwives in Texas. ATM shall never be governed by fewer than eight (8) or more than twenty (20) Board Members.

5.02 Qualifications

Any ATM Midwife Member in good standing shall be eligible for nomination and election to any Regional Representative Board position. Regional Representatives must agree to the responsibilities outlined in the ATM Policy Manual.

5.03 Duties and Powers

The Board shall have supervision, control and direction of the affairs of the Corporation and the ATMMTP. The Board shall establish policies or changes within the limits of these Bylaws.

5.04 Elections

Regional Representatives shall be elected for four (4) year terms. These elections must be conducted in accordance with the policies in the ATM Policy Manual. Each Board Member shall continue in office until a successor has been duly elected and seated, until they resign, are removed or are otherwise unable to fulfill an unexpired term.

5.05 Committees

- (A) Committees may be appointed by the Board for meeting the ongoing needs of the Corporation.
- (B) The following committees shall be Standing Committees of ATM:
 - 1. Executive Committee
 - 2. Education Committee
 - 3. Legislative Committee and the
 - 4. Conference Committee.
- (C) All committees follow the policies set forth in the ATM Policy Manual.
- (D) Members of all Standing Committees must be approved by the Board.

5.06 Executive Committee

- (A) The Executive Committee shall consist of the Officers of the Corporation: The President, Vice President, Secretary, Treasurer, Legislative Chair and Education Chair. The purpose of the Executive Committee is to oversee the operations of the Board and to make recommendations as needed to the Board for final approval. A meeting of the Executive Committee may be called:

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1. to act on behalf of the Board in an emergency;
 2. to perform tasks and make decisions as assigned by the Board; or
 3. if a simple majority of the Executive Committee votes to address an issue by holding a meeting.
- (B) The Executive Committee shall disclose to the Board the date and time, purpose, decisions, and any actions taken at an Executive Committee meeting no later than the third day after the meeting.
- (C) An emergency shall be defined as a time-sensitive and high priority matter, one in which time is critical to make an important decision regarding matters which may affect the Corporation, ATMMTP or its Members. In the event of an emergency, a meeting of the Executive Committee may be called for the sole purpose of addressing the emergency.
- (D) There must be a quorum of the Executive Committee members present to conduct the meeting.
- (E) The Executive Committee is directly accountable to the Board and must give a full report of any actions taken on behalf of the Board. Any action or decision made by the Executive Committee on behalf of the Board must be recorded in the minutes of the next scheduled Board meeting.

5.07 Meetings of the Board

The Annual Meeting of the Board shall be held without notice other than this Bylaw, in conjunction with the Annual Membership Meeting. In addition, the Board shall meet at least one other time and as deemed necessary each year. Special meetings of the Board may be called by a majority vote of the members of the Board .

5.08 Notice of Board Meetings

ATM shall post notice of any regular Board meeting at least ten (10) days prior to the meeting. Notice of regular meetings shall be posted to the ATM website or sent via email. Neither the business to be transacted nor the purpose of any regular Board meeting needs to be specified in the notice.

5.09 Absence

Any Board member unable to attend a Board meeting shall notify one of the Officers of the Corporation of the reason for their absence at the earliest possible time, but no later than two (2) hours prior to the scheduled meeting, unless the reason for the absence occurs after this time. If a Board Member is absent from two (2) consecutive Board meetings for reasons which the Board finds insufficient, the Board Member's resignation shall be deemed to have been tendered and accepted. Board Members may attend called meetings by electronic means.

5.10 Resignation or Removal

A Board Member may resign at any time by giving written notice to the Board . Such resignation shall take effect at the time specified. The Board may remove any Board Member for just cause by a vote of the Board as outlined in the ATM Policy Manual.

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5.11 Regional Representative Vacancies

All Regional Representative vacancies shall be filled by a process of nomination and voting, as described in the ATM Policy Manual, by membership of the region with a vacancy.

5.12 Compensation

Board Members shall not receive any compensation for their services as Board Members, but the Board may authorize reimbursement of expenses incurred in the performance of their duties. Policies for payment of such expenses must be outlined in the ATM Policy Manual.

Article VI---Executive Committee

6.01 Executive Committee Membership

- (A) The elected officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Legislative Chair and Education Chair. Any two offices may be held by the same person, except the office of President and Secretary. Vacancies shall be filled, as needed, from the current Board. .
- (B) The President must have served in another office on the Executive Committee for no less than two years.
- (C) The Education Chair and Legislative Chair shall meet the qualifications set forth in the ATM Policy Manual.
- (D) The Vice President, Secretary and Treasurer must have served on the Board for at least one year within the last five (5) years.
- (E) If no one on the Board meets this criterion and is willing to serve, members with the closest qualifications may be considered.

6.02 Elections of Officers

Each Officer shall take office at the close of the election or following the close of the meeting in which the election occurred.

Each candidate for an office on the Executive Committee shall first be nominated for the election process. Nominations must be made by a Board Member-and seconded by another Board Member. Nominees must meet the requirements set forth in Section 6.01.

The election of the Officers shall be determined by a vote of a quorum of the current Board.

Any vacant offices between terms shall be filled by the Board by a vote. When a vacancy is filled between elections, the Officer shall fill the office for the remainder of the term.

6.03 Term of Office; Term Limits

Officers are elected for three year terms with a two term limit.

6.04 Removal

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Any Officer appointed or elected by the Board may be removed by a simple majority vote of the Board whenever the best interest of the Corporation would be served. Removal of an Officer from an appointed or elected position does not necessarily imply removal from the Board .

6.05 President

The President shall be the principal executive officer of the Corporation and shall supervise all the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board . The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board to include, but not limited to, signing any deeds, mortgages, bonds, contracts, or other instruments. Upon acceptance of this office, said representative ceases being a Regional Representative and becomes representative for members statewide.

6.06 Vice President

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the President or the Board .

6.07 Treasurer

The Treasurer shall oversee all funds and securities of the Corporation. The Treasurer shall also prepare or oversee the yearly Financial Report and budget information. The Treasurer shall ensure that a Financial Review, Compilation, or Audit is performed at least every 3 years.

6.08 Secretary

The Secretary shall keep the minutes of the meetings of the Board and perform other duties that may be assigned by the President or the Board .

6.09 Education Chair

The Education Chair shall act as chair at all Education Committee meetings, oversee planning of the ATMMTP and Apprentices, and prepare Education Committee Reports for each Board meeting.

6.10 Legislative Chair

The Legislative Chair shall act as a chair at all Legislative Committee meetings. The Legislative Chair is a liaison between ATM and the Regulatory Authority, the Legislature, and the Lobbyist(s) and performs general legislative activities. The Legislative Chair shall prepare the Legislative Committee Reports for each Board meeting.

Article VII--Financial Administration

7.01 Fiscal Year

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The fiscal year of ATM shall begin on the first day of January and end on the last day of December each year.

7.02 Budget

A budget for the ensuing year, adequate to support the work of the Corporation, shall be submitted by the Treasurer to the Board for final approval. The budget will then be presented to the Membership at the Annual Membership Meeting. The budget shall be prepared or overseen by the Treasurer and a qualified financial professional.

7.03 Public Records

The Corporation shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of the Board and shall keep at the principal ATM office a record giving the names and addresses of the Members entitled to a vote. The Corporation will make the following documents available for inspection upon request. A fee may be associated with this request.

- A) Articles of Incorporation
- B) Bylaws
- C) Policies
- D) IRS Form 990 (for the past three (3) years)
- E) List of current ATM Board Members
- F) Minutes of Meetings

Article VIII---Dues

8.01 Annual Membership Dues

The Board shall determine the amount of Annual Membership Dues. Annual Membership Dues for each calendar year shall be paid on the date and in the amounts designated by the Board as outlined in the ATM Policy Manual.

Article IX--- Amendments to Bylaws

9.01 Amendment Process

These Bylaws may be amended by the Board or Midwife Members. The process for amending them shall be as follows:

- (A) All proposals for changes to the Bylaws shall be given to the Board for consideration. The Board and/or the Membership shall be responsible for submitting in writing any proposed changes at least thirty (30) days prior to any regularly scheduled Board meeting or a special Board meeting called for that purpose.
- (B) The Board shall review each submitted proposal
- (C) Proposals may be rejected if:
 - (1) they conflict with the Corporation's Foundational Statements;
 - (2) they are in violation of the Non-profit Code; or

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- (3) the proposal jeopardizes the Corporation's non-profit status or the state approval of the ATMMTP.
- (D) Only Midwife Members or the Board may submit a proposal for changes to Bylaws.
- (E) After discussion and consideration by the Board , the proposed changes shall be made available to the Membership by electronic communication for a comment period of not less than thirty (30) days.
- (F) The Board shall consider all comments presented by the Membership. The Board may amend the proposed changes according to the comments submitted by the Membership
- (G) The Board shall vote on the proposed changes to the Bylaws.
- (H) The proposed changes shall be submitted to the eligible voting Membership for a vote.
- (I) Non-response shall be considered consent.