

The Association of Texas Midwives
By-Laws

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The Association of Texas Midwives

By-Laws

Article I - Foundational Statements of the Association

1.01 The statements within Article I shall be considered foundational to the Association. No by-law, policy or decision of the Association 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:

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

1.02 Grounds for Removal from Membership

Considering these foundational statements, certain actions shall be considered grounds for immediate revocation of membership privileges by the Board of Directors.

- A) A member of the association taking any political or legal actions which is in direct conflict with the foundational statements;
- B) A member if the Association aligning her/himself with any group or person known to be in direct opposition to the foundational statements

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Article II - Principal Office

2.01 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.

- A) ATM shall not discriminate on the basis of age, race, sexual orientation, creed or socioeconomics.

3.02 Classes 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 and privileges 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 and privileges 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 ATM and have paid the prescribed dues. They shall enjoy all rights and privileges related to the category of membership detailed in the ATM policy manual.

3.03 Voting Rights

All midwife members of ATM shall be entitled to one vote on each matter submitted to the membership for a vote.

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3.04 Termination of Membership

Membership in ATM may be terminated if:

- A) Payment of dues is 30 days past due and notice of expiration has been given or;
- B) It is determined by the Board of Directors that the conduct of any members is or has been prejudicial to the best interests of ATM; or
- C) The Board of Directors determines that a member is consistently practicing outside the ATM Mission Statement or the ATM Code of Ethics and Standards of Care; or
- D) A member's state midwifery license is suspended, revoked or expired the member will no longer be classified as a "Midwife" member of ATM

3.05 Reinstatement of Terminated Membership

Formerly terminated members may reapply for membership if:

- A) Membership dues are submitted and upon acceptance of application
- B) The former member demonstrates agreement with ATM's Mission Statement, Code of Ethics and Standards for Midwifery Practice; and
- C) The member's state midwifery license is deemed valid

Article IV - Meetings of Members

4.01 Annual Membership Meeting

An annual membership meeting of general membership shall be held in the spring of each year for:

- A) Announcing and installing new board members,
- B) Presenting the Treasurer's Annual Report,
- C) Presenting Annual Report 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 of Directors, or by a petition of 1/3 of the total number of eligible voting members.

4.03 Place of Meetings

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

4.04 Notification of Annual Membership Meetings

A notice stating the place, date and hour of any membership meeting shall be made available to each voting member. Notice shall 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. The notice shall be deemed to be delivered when:

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- A) Delivered in person; or
- B) Posted electronically by email; or
- C) Posted on the ATM website

4.05 Voting Process

The members present at any annual or specially called meeting shall constitute representation for the voting process as outline in ATM's Policy Manual.

Article V - Board of Directors

5.01 Representation

The corporation may be governed by representation from each region. Each region shall elect up to two (2) representatives from their region. The Board of Directors 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 less than eight (8) or more than nineteen (19) representatives.

5.02 Qualifications

Any ATM midwife member in good standing shall be eligible for nomination and election to any Regional Director position of ATM Board. Regional Directors must agree to the responsibilities outlined in ATM's Policy Manual.

5.03 Duties and Powers

The Board of Directors shall have supervision, control and oversight of the affairs of ATM and the ATM Midwifery Training Program. The Board shall establish policies or changes within the limits of these by-laws.

5.04 Elections

The election of regional directors (board members) shall be held at four (4) year intervals no later than thirty (30) days prior to the Annual Membership Meeting. These elections shall be conducted in accordance with the policies in the ATM Policy Manual. Directors 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 Board Vacancies

When a vacancy on the Board occurs, between regularly scheduled elections, the Board may fill the vacancy by appointment upon recommendations of ATM Members from the region in question. A Director filling such a vacancy shall serve the unexpired portion of the term.

5.06 Committees

Committees may be appointed by the Board of Directors for meeting the ongoing needs of ATM.

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- A) The following committees shall be standing committees of ATM: Executive Committee, Education Committee, Legislative Committee and the Conference Committee
- B) All committees shall follow the policies set forth in the ATM Policy Manual
- C) Members of all Standing Committees must be approved by the Board of Directors

5.07 Executive Committee

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 this Committee is to oversee the operations of the Board of Directors and to make recommendations as needed to the Board for final approval. A meeting of the Executive Committee may be called to perform special tasks or to act on behalf of the Board of Directors in an emergency.

- A) Special tasks are defined as on-demand activities that might occur in between scheduled Board meetings that pertain to the day-to-day operations of ATM. The board of Directors may delegate decision making authority to the Executive Committee for the performance of these special tasks.
- B) 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 ATM or it members. In the event of an emergency, a meeting of the Executive Committee may be called for the sole purpose of dealing with the emergency.
- C) There must be a quorum of the Executive Committee members present to conduct the meeting.
- D) The Executive Committee is directly accountable to the Board of Directors 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 of Directors shall be recorded in the minutes of the next scheduled Board meeting.

5.08 Meetings of the Board of Directors

The annual meeting of the Board of Directors shall be held without notice other than this by-law, in conjunction with the annual meeting of the general membership. In addition, the Board of Directors will meet at least one other time or as deemed necessary each year. Special meetings of the Board of Directors may be called by a majority vote of the members of the Board of Directors.

5.09 Notice of Meetings of the Board of Directors

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

5.10 Voting Process

Transaction of business by the Board of Directors will be based on voting. Those members

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present at any meeting will follow the process of voting as specified in the ATM policy manual.

5.11 Absence

Any member of the Board of Directors unable to attend a meeting shall notify the ATM office or one of the officers of ATM of the reason for her absence no later than two (2) hours prior to the scheduled meeting. If a Director is absent from two (2) consecutive meetings of the Board for reasons which the Board finds insufficient, the Director's resignation shall be deemed to have been tendered and accepted. Directors may attend called meetings by electronic means.

5.12 Resignation or Removal

Any Director may resign at any time by giving written notice to the ATM office or the Board of Directors. Such resignation shall take effect at the time specified. The Board of Directors, at its discretion, may remove any officer or Director for just cause by a vote of the Board as outlined in the ATM Policy Manual.

5.13 Board Vacancies

When a vacancy on the Board occurs, between regularly scheduled elections, the Board may fill the vacancy by appointment upon recommendations of ATM members from the region in question. A director filling such a vacancy shall serve the unexpired portion of the term.

5.14 Compensation

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

Article V - Officers

6.01 Officers

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. Newly appointed offices may be created by the Board of Directors as necessary.

- A) The office of President shall require that the candidate has served on the Board for no less than two years.
- B) The Education Chair may be elected/appointed by the Board of Directors from the Associate Membership. The candidate will meet qualifications set forth in the ATM Policy Manual.

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- C) Vice President, Secretary, Treasurer and Legislative chair must be elected from among the current ATM board members who have served for at least one year within the last (5) five (5) years.

6.02 Elections and Term of Office

Term of office shall be four (4) years.

- A) Each elected officer shall take office at the close of the election or following the close of the meeting in which the election occurred.
- B) Any candidates for office must first be nominated for the election process. Nominations must be made by a member of the Board of Directors and seconded by another member of the Board of Directors. Nominations of candidates for office may occur any time within one year prior to a scheduled election of officers. Nominees must meet the requirements set forth in section 6.01 of this by-law.
- C) The election of the officers shall be determined by a vote of a quorum of current Board Members.
- D) Any vacant offices between terms may be filled by the Board of Directors by a vote. When such a vacancy is filled between elections the officer shall fill the office for the remainder of the term.

6.03 Removal

Any officer appointed or elected by the Board of Directors may be removed by a $\frac{3}{4}$ vote of the Board of Directors whenever, in its judgement, the best interest of ATM would be served. Removal of an officer from an appointed or elected position does not necessarily imply removal from the Board of Directors.

6.04 President

The President shall be the principal executive officer of the corporation and shall supervise all the business and affairs of the corporation. They shall preside at all meetings of the members and of the Board of Directors. They may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authored to be executed. They shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Upon acceptance of this office, representative ceases being a Regional Director and becomes representative for members statewide.

6.05 Vice President

In the absence of the President, or in the event of 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 of Directors.

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6.06 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 assure that a financial review or compilation is performed annually.

6.07 Secretary

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

6.08 Education Chair

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

6.09 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, the Lobbyist(s) and performs general legislative activities. The Legislative Chair shall prepare the Legislative Committee Reports for each meeting of the Board of Directors

Article VII - Financial Administration

7.01 Fiscal Year

The fiscal year of ATM shall begin January 1st and end on December 28th each year.

7.02 Budget

A Budget for the ensuing year, adequate to support the work of ATM, shall be submitted by the Treasurer to the Board of Directors 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 advisor.

7.03 Audit

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

- A) Articles of Incorporation
- B) By-Laws
- C) Policies

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- D) IRS Form 990 (for the past three (3) years)
- E) List of current ATM Board Members

Article VIII - Dues

8.01 Annual Membership Dues

The Board of Directors 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 of Directors as outlined in the ATM Policy Manual.

Article IX - Amendments to By-Laws

9.01 These By-Laws may be amended by the ATM Board of Directors or its midwife members as defined in the ATM Policy Manual. The process for amending them shall be as follows:

- A) Upon review or suggestion, All proposals for changes to the by-laws will be given to the Board of Directors for consideration. The Board of Directors and/or the membership will be responsible for submitting in writing, to the Board of Directors any proposed changes at least thirty (30) days prior to any regularly scheduled Board meeting or a special Board meeting called for that purpose.
 - a. Proposals will be reviewed by the Board of Directors
 - b. Proposals may be rejected if they conflict with The Foundational Statements of ATM, if the proposal jeopardizes the ATM's non-profit status, or the state approval of the Midwifery Training Program
 - c. Only midwife members as defined in the ATM Policy Manual may submit a proposal for changes to by-laws
- B) After discussion and consideration by the Board of Directors the proposed changes will be made available to the membership by electronic communication for a comment period of thirty (30) days.
- C) The Board of Directors will consider all comments presented by the membership. The Board of Directors may amend the proposed changes according to the membership's comments.
- D) The Board of Directors will vote according to the policies outlined in ATM's Policy Manual to adopt changes to the By-Laws.
- E) The proposed changes will then be submitted to the eligible voting membership for a vote. Non-response shall be considered consent.

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