

**BYLAWS OF THE  
INTERNATIONAL BOARD OF LACTATION CONSULTANT EXAMINERS  
Approved September 15, 2017**

**ARTICLE I  
Name and Location**

The name of this Corporation is:

International Board of Lactation Consultant Examiners® (hereinafter referred to as "IBLCE®"). The principal office of IBLCE shall be at such location or virtual location(s) as may be determined from time to time by its Board of Directors (hereinafter referred to as the "Board").

**ARTICLE II  
Purpose**

The purpose of IBLCE is to serve the public and the field of lactation consulting through the establishment and maintenance of criteria and procedures for certification and recertification.

**ARTICLE III  
Limitations**

IBLCE is a Virginia nonstock corporation established as a nonprofit, tax-exempt, autonomous, voluntary credentialing organization. No part of the net earnings of the Board of Directors shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Board of Directors shall be authorized to pay reasonable compensation for services rendered.

**ARTICLE IV  
Members**

IBLCE is a certification body governed by its Board of Directors and has no membership.

**ARTICLE V  
Board of Directors**

1. **General Powers.** The Board is responsible for overall policy and direction of the business and affairs of IBLCE. The Board may adopt such rules and regulations for the conduct of its meetings and management of IBLCE as it may deem proper, which are not inconsistent with these Bylaws and the laws of the Commonwealth of Virginia, United States of America.
2. **Number.** A minimum of nine (9) and a maximum of fifteen (15) voting Board Directors shall comprise the Board of IBLCE.

- 3. Composition.** The Board shall be comprised of elected Board Directors in compliance with certification program accreditation standards, including at least one public member. The Board shall reflect diversity in geography, culture, language, lactation practice setting, discipline and expertise relevant to the Board's needs.

The majority of the Board will be International Board Certified Lactation Consultant® (hereinafter referred to as "IBCLC®") certificants. In addition, the majority of the Board will be persons having breastfeeding/chestfeeding peer-to-peer and/or parent-to-parent support leadership experience.

Board Directors may represent more than one (1) category.

- 4. Term.** Board Directors' terms shall be staggered, are for a period of three (3) consecutive years, and are intended to begin October 1<sup>st</sup>. Board Directors may be eligible for consideration for a second three-year term. Board Directors interested in a second three (3) year term will be considered for election through the normal nominations process. No member of the Board shall serve more than two (2) consecutive three-year terms or six (6) years. However, if the Chair is due to rotate off the Board at the end of two terms of service, that individual may stay on the Board as Immediate Past Chair for one additional year, in an ex officio non-voting capacity for a total of seven (7) years.
- 5. Election.** Applications for Board Director positions will be advertised to certificants, organisations, and groups to facilitate the desired composition. A Board quorum majority shall elect all Board members before October 1st.
- 6. Vacancies.** Vacancies occurring on the Board for any reason may be filled by a Board quorum majority vote.
- 7. Removal or Resignation of Directors.** A member of the Board may be removed for cause by a two-thirds vote of the entire Board provided that a statement of the reason or reasons for removal shall have been delivered by a traceable method, whether mail, courier, or electronic, to the Board Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned above. A Board Director may resign at any time by giving written notice to the Board or the Chair. The resignation shall be effective when the notice is delivered, unless the notice specifies a later date.
- 8. Ineligibility.** No person receiving compensation from IBLCE for services rendered to IBLCE shall be eligible to serve as a Board Director at the same time.

## ARTICLE VI Board of Directors Meetings

1. **Regular Meetings.** The Board shall hold at least one (1) regular Board meeting each year.
2. **Special Meetings.** Special meetings may be called by or at the request of the Chair or any two (2) Board Directors. The Executive Committee shall fix the place and time for any special meeting of the Board.
3. **Participation at Meetings.** Any or all Board Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Board Directors may simultaneously hear one another during the meeting.
4. **Notice.** Written notice of the date, time and place of each regular and special meeting must occur no less than ten (10) days before the date of the meeting delivered personally, mailed, faxed, or electronically mailed to each Board Director.
5. **Quorum.** At any meeting of the Board, more than one-half of the current Board Directors shall constitute a quorum for the transaction of business.
6. **Voting.** Each Board Director shall have one (1) vote.
7. **Action at a Meeting.** The act of a majority of the Board Directors, or Executive Committee, present and eligible to vote at any session at which a quorum of the Board or Executive Committee is present shall be the act of the Board unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
8. **Action Without a Meeting of the Board or Executive Committee.** Any action required or permitted to be taken at a Board or Executive Committee meeting may be taken without a meeting by the unanimous written consent of all Board Directors or Executive Committee members. The Chair, the majority of the Executive Committee, or the majority of the Board may authorize that such written consent take place. Necessary documentation shall be distributed or made available to all Board Directors or Executive Committee members entitled to vote to allow for such action by unanimous written consent. The effective date of such action shall be the date the last Board Director's or Executive Committee member's written consent is received unless the consent expressly specifies a different effective date.

Written consent conducted under this section has the effect of a meeting vote, may be described as such in any document, and shall be ratified and entered into the formal minutes, record or summary following such Board or Executive Committee action.

## **ARTICLE VII**

### **Officers and Executive Committee**

IBLCE Officers shall be Board Directors and members of the Executive Committee. Except for the power to fill vacancies on the Board, amend the Articles of Incorporation, adopt, amend or repeal the Bylaws or approve a plan of merger or dissolution, the Executive Committee shall have all of the powers and authority of the Board in the intervals between Board meetings.

1. **Composition.** The Officers of IBLCE shall be five (5) voting Board Directors including Chair, Chair-Elect, Immediate Past Chair, Senior Board Director, and Treasurer. No Officer shall hold more than one office at a time. Should the Immediate Past Chair be in their seventh year, the Board may appoint them as a non-voting Board Advisor, and a second voting Senior Board Director will be elected.
2. **Qualifications.** The Chair, Chair-Elect, and Immediate Past Chair of the Board must be IBCLC certificants in good standing. Board members may run for an officer position in their first year of service and begin serving as an officer in the second year of their first Board term.
3. **Terms of Office.** Each Officer's term of office shall be one (1) year, commencing on October 1<sup>st</sup> and shall expire September 30<sup>th</sup>, one (1) year later. Under ordinary circumstances, the Chair-Elect will then go on to serve as Chair in the following year. Any Board Director may serve as an Officer for no more than three (3) consecutive years in any one (1) office or five (5) consecutive years in any combination of offices.
4. **Election.** Officers shall be elected by a majority vote of a Board quorum before October 1<sup>st</sup>.
5. **Quorum.** At any meeting of the Executive Committee, at least four voting officers shall constitute a quorum.
6. **Duties.** The duties of the Officers shall be as follows:
  - a. Chair. The Chair shall preside at all Board and Executive Committee meetings, serve as the primary communication link between the Board and the Chief Executive Officer, and fulfill such other duties as are defined in these Bylaws or in Board policies.
  - b. Chair-Elect. The Chair-Elect shall perform the duties of the Chair in the Chair's absence or in the event of the Chair's inability to act.
  - c. Immediate Past Chair. The Immediate Past Chair serves as an advisor to the Board and Board Chair as needed or requested.
  - d. Senior Board Director. The Senior Board Director shall be a voting member of the Executive Committee, exercising all the responsibilities required of, or requested of, this officer's role, as defined and periodically revised in Board policy.
  - e. Treasurer. The Treasurer shall be the Chair of the Finance Committee responsible to facilitate the Board's financial oversight, including the staff's regular reporting to the Board and annual budget presentation.

7. **Removal or Resignation of Officers.** Any Officer may be removed for cause by a two-thirds vote of the entire Board provided that a statement of the reason or reasons for removal shall have been delivered by a traceable method, whether mail, courier or electronic, to the Officer proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned above. An Officer may resign at any time by giving written notice to the Board or the Chair. The resignation shall be effective when the notice is delivered, unless the notice specifies a later date.
  
8. **Vacancies.** If there is a vacancy during the year in the Chair's position, the Chair-Elect will assume the role of Chair. If there is a vacancy in any other Officer position, the unexpired portion of that term of office may be filled by a Board Director elected by a majority vote of a Board quorum, in order to maintain the total of five (5) voting Executive Committee members.

## **ARTICLE VIII**

### **Committees and Task Forces**

1. **Standing Committees.** Unless otherwise stated herein, the Board Chair shall have the authority to appoint the Committee Chair and members of such Standing Committees or Task Forces as deemed necessary to carry on the work of IBLCE. The term of office of the Committee Chair and members of each Standing Committee shall be for one (1) year, unless otherwise determined by the Board Chair or the Board. Standing Committees shall have no fewer than three (3) members reflecting the diversity and expertise relevant to the committee's needs. Any Committee vacancies shall be filled by the Board Chair. In the case of the Examination Committee, the Committee shall have a Chair-Elect, Chair and Immediate Past Chair. The Board shall affirm Standing Committees' charges.

The Standing Committees shall include:

- a. Appeals Committee
  - b. Audit Committee
  - c. Certification Committee
  - d. Ethics and Discipline Committee
  - e. Examination Committee
  - f. Finance Committee
  - g. Advancement Committee
  - h. Research Committee
  - i. Governance Committee. The Governance Committee is responsible for facilitating the nomination process and the Board approved process to annually review the Board's performance. Five (5) Board Directors to comprise the Governance Committee are elected by the Board annually.
2. **Task Forces**. Task Forces may be established by majority vote of the Board. The Task Force Chair and members may be appointed by the Board Chair.
3. **Authority**. All committees and task forces shall function in accordance with the rules and procedures established by the Board. No committee or task force shall implement a program or project without Board approval.
4. **Action Without Meetings/Notice/Waiver of Notice/Quorum/Voting Requirements of the Board**. Unless otherwise expressly provided herein, all provisions of these Bylaws which govern action without meetings, notice, waiver of notice, quorum, or the voting requirements of the Board shall apply to all committees, task forces and their members as well.

## **ARTICLE IX Operations**

1. **Chief Executive Officer (CEO)**. The Board may appoint a Chief Executive Officer, and may fix and pay the CEO's compensation and reimburse the CEO for such business and travel expenses as it may deem proper. The CEO shall be the chief executive of IBLCE, shall report directly to the Board, and shall serve as an ex officio non-voting member of the Board, Executive Committee, all committees, and task forces. The CEO shall implement the policies set by the Board within the constraints set by the Board and shall be responsible for all personnel issues. Unless otherwise required by applicable law or subject to an express limitation established by the Board, the CEO shall be empowered to execute all tax returns and any filings with international, state, county or provincial agencies and to execute and deliver contracts and all other instruments of every kind and character in the name of, and on behalf of, IBLCE.

2. **Fiscal Year.** The fiscal year of IBLCE shall be selected by the Board subject to the laws of the United States of America and the Commonwealth of Virginia.
3. **Contracts.** The Board or Executive Committee may authorize in writing any Officer or legal counsel to enter into any contract or execute and deliver any instrument in the name of and on behalf of IBLCE, and such authority may be general or confined to specific instances.
4. **Loans.** No loans shall be contracted on behalf of IBLCE and no evidence of indebtedness shall be issued in its name unless authorised by a resolution approved by at least two-thirds of the Board Directors. Such authority may be general or confined to specific instances.
5. **Gifts.** The Board may accept on behalf of IBLCE any contribution, gift, bequest or devise for a general or specific corporate purpose as set forth in the governing documents of IBLCE.
6. **Tax Exempt Status.** IBLCE shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the United States of America and the laws of the Commonwealth of Virginia.
7. **No Discrimination.** IBLCE does not and shall not discriminate on the basis of race, color, religion, sect, gender, gender identity, sexual orientation, sex, ethnicity, age, national origin, ancestry, political persuasion, ability/disability, marital status, geographic location, or socioeconomic status in any of its activities or operations. IBLCE is committed to providing an inclusive and welcoming environment for all members of the IBLCE community, as well as all seeking access to the IBLCE community.

## **ARTICLE X Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any Board Director under the provisions of these Bylaws or under the provisions of the IBLCE Articles of Incorporation, a waiver thereof in writing signed and dated by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI Antitrust**

It is the policy of IBLCE, and it is the responsibility of every IBLCE Officer, Board Director, Committee Member, Staff Member, Volunteer or Agent, to comply in all respects with applicable antitrust and restraint of trade laws.

**ARTICLE XII**  
**Indemnity**

IBLCE shall indemnify and hold harmless to the fullest extent of the law its Directors, Officers, Employees and Agents acting in performance of the course and scope of their duties. Such indemnification includes legal expenses and fees.

**ARTICLE XIII**  
**Amendments**

Unless otherwise expressly stated herein, these Bylaws may be amended or repealed by a vote of at least two-thirds of a quorum of the Board Directors present and voting at a meeting of the Directors called for the purpose of acting upon such amendments, or by ballot executed in writing, provided notice has been given to all Directors in accord with the notice provisions required for that particular kind of meeting (regular or special).