



**AMENDED BYLAWS OF THE HUMAN MILK BANKING  
ASSOCIATION OF NORTH AMERICA, INC.**

*Incorporated under the laws of the state of Connecticut*

**ARTICLE I: Identification**

**Section 1.1 Name**

The name of this organization is the HUMAN MILK BANKING ASSOCIATION OF NORTH AMERICA, a not-for-profit corporation incorporated under the laws of Connecticut, hereafter referred to as "HMBANA" or the "Corporation."

**Section 1.2 Registered Agent and Principal Office**

The registered agent is the Executive Director. The principal office of the corporation shall be located at a site to be determined by the Board of Directors. The corporation may have offices at such places as the Board of Directors may designate or as the affairs of the organization may require from time to time.

**Section 1.3. Service Area**

HMBANA is a voluntary organization which shall include interested non-profit donor human milk banks located in North America (Canada and the United States) that complies with these bylaws and the most current *HMBANA Standards for Donor Human Milk Banking*

**Section 1.4 Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**Section 1.5 Electronic Meeting Participation**

Meetings of the Members or Board of Directors may be held by any means of communication by which all Members or Directors participating may simultaneously communicate with each other during the meeting. A Member or Director participating in a meeting by these means is considered to be present in person at the meeting.

**Section 1.6 Use of the term "Director"**

For the purposes of these bylaws, the term "director" refers to all elected directors and officers who currently serve on the board of directors.

**ARTICLE II: Mission**

**Section 2.1 Mission and Vision**

Mission: HMBANA advances the field of nonprofit milk banking through member accreditation, development of evidence-based best practices, and advocacy of breastfeeding and human lactation to ensure an ethically sourced and equitably distributed supply of donor

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human milk

Vision: HMBANA believes in a world where all infants have access to human milk through support of breastfeeding and use of donor human milk.

### **ARTICLE III: Membership**

#### **Section 3.1 Membership Eligibility**

Fully operational, HMBANA accredited non-profit donor human milk banks are eligible for membership provided the milk bank is in compliance with assessed dues and accreditation. All membership related rights, privileges, and dues of members shall be determined by the Board of Directors and in accordance with these bylaws.

#### **Section 3.2 Dues**

All members shall pay annual dues as determined by the Board of Directors.

#### **Section 3.3 Meetings of Members**

The annual meeting of the voting members shall be held each year in conjunction with a regular meeting of the Board of Directors, or on such other date and time as shall be designated by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Certificate of Incorporation, or by these bylaws, will be specified by the directors. Members will receive no less than thirty (30) day advance notice of the meeting date, time, and location.

Special meetings of the members may be called by majority of the Board of Directors or twenty percent (20%) of the members. Written notice stating the purpose, location, date, and time will be provided to members no less than ten (10) days in advance by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer. Members may waive required notice of annual, regular, or special meetings. The waiver must be in writing, signed by the member entitled to notice, and filed with the secretary for records. A member's attendance at or participation in a meeting waives any required notice.

Meetings of the members shall be held at such place, either within or outside the State of Connecticut, as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

#### **Section 3.4. Quorum**

A simple majority of the members entitled to vote at a meeting (greater than 50%) shall constitute a quorum except where a larger vote is required by law, the Certificate of Incorporation, or these bylaws, but a lesser number may adjourn any meeting from time to time without further notice.

All resolutions adopted at the annual meeting or any special meeting of the membership must be ratified by ballot of the voting members.

#### **Section 3.5. Voting**

All members shall have one vote, to be vested in one (1) authorized person selected by that milk bank. Member milk banks are responsible for ensuring HMBANA has the current name and contact information of the authorized individual. Member banks must notify HMBANA of any changes in leadership and/or authorized individuals within five (5) business

days.

Members may vote in person, by ballot (for matters established prior to a meeting) or by written proxy executed for the purpose of the meeting. Proxies shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise. A mail, fax, email, or telephone ballot may be used in voting on issues, as well as election of officers. The mail or fax ballot shall be sent to the voting membership five (5) working days prior to the vote.

A majority of the members present or represented and voting on a matter (greater than 50%) in which a quorum is established, except where a larger vote is required by law, the Certificate of Incorporation or these bylaws, shall decide any matter to be voted on by the members. No ballot shall be required for such action unless required by a majority of the members present or represented at the meeting and entitled to vote.

Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. The voting members of HMBANA and current directors and officers shall elect members of the Board of Directors.

## **ARTICLE IV: Board of Directors**

### **Section 4.1. General Powers**

The Board of Directors is responsible for governance and strategic direction of HMBANA. Each director shall discharge his or her duty as a director in good faith, with the care of an ordinarily prudent person in a like position under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. The Board may adopt such rules and procedures for the conduct of its meetings and governance of HMBANA as it may deem proper, which are not inconsistent with these bylaws and the laws of the State of Connecticut. Each director shall have one vote for conducting Board business, regardless of HMBANA membership.

### **Section 4.2 Board Structure**

The Board of Directors includes all elected directors and officers. HMBANA shall be governed by at least seven (7), and no more than thirteen (13) directors. The Board shall have directors from voting milk banks whose collective number is at least 66% of the collective number of directors. Directors serving on the board of directors in 2023 may retain elected seats and eligibility for renewal according to prior bylaws until resignation, removal, or term limit.

### **Section 4.3. Eligibility and Qualifications**

1. Milk bank representatives must be currently active in an official role with a fully accredited HMBANA milk bank that is in good standing with dues and accreditation and have at least two years' experience working either as directors, or other qualified and knowledgeable associates, of an HMBANA-accredited non-profit donor human milk bank and has support from the chief executive/director of the milk bank. Only one representative per milk bank is eligible to serve on the board during the same time period.
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2. It is a priority to have milk bank representatives from various models of HMBANA milk banks, as well as from each of the countries overseen by HMBANA.
3. All directors must be willing to sign non-disclosure agreements, confidentiality statements, non-compete and an annual conflict-of-interest statement.
4. Individuals representing organizations in conflict to the HMBANA mission are ineligible for nomination or election to the HMBANA Board of Directors. This specifically may include individuals whose primary purpose is to develop, market, or sell products or services in service to infant formula, human milk substitutes, or for-profit milk banking as well as efforts that are detrimental to infant health, breastfeeding, or health equity.

#### **Section 4.4. Board Responsibilities**

1. Discharge duties in good faith with the care of an ordinarily prudent person and in the manner reasonably believed to be in the best interest of the corporation. These include duty of care, duty of loyalty, and duty of obedience.
2. Attend a minimum of 75% of all board meetings.
3. Serve on at least one HMBANA committee or taskforce or similar meaningful service.

The board may choose to assign additional responsibilities including, but not limited to, levels of engagement and preparation; establishing and monitoring a strategic plan; providing fiduciary oversight such as adoption and monitoring of an annual budget; and hiring, supervising, and evaluating the executive director.

#### **Section 4.5 Election**

Nominations and balloting procedures will be determined by the Board, using a process set forth in the organization's procedures, to verify transparency and accountability of the electoral process.

#### **Section 4.6 Terms**

Terms for directors coincide with the Corporation's fiscal year, beginning January 1 and ending December 31. Each director will be elected for a term of two-years. Directors in good standing may renew for no more than one (1) consecutive two (2) year term. Term renewals are at the discretion of the full board of directors and do not require membership vote. The term of a director filling a vacancy is eligible for election at the next general membership election. A director filling a vacancy is eligible, then, for two full consecutive terms if duly elected to serve.

After two terms (four years of service), directors must resign from the Board of Directors for a minimum of one year before reapplying for election. A director serving as President Elect or President in the final year of service can extend their term for up to an additional three years to complete the presidency cycle, including past president.

#### **Section 4.7 Nominations and Elections**

In advance of any meeting of the membership called for the purpose of electing directors and officers, members or directors may submit to the Board of Directors, in care of the President or designee, proposed nominees for those directorships to be filled at the meeting. These nominees shall then be presented to the membership for consideration at the applicable meeting. Nothing in the foregoing, however, shall be deemed to prevent any voting

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member from presenting nominations from the floor or a write-in nominee at any meetings at which directors are to be elected. Elections may also be conducted electronically in advance of the annual meeting, with sufficient notice to voting members to allow for balloting. Election results may be announced to the voting members at the annual meeting, or by electronic notification.

#### **Section 4.8 Meetings**

Regular meetings of the Board of Directors shall be held at such times and places as the Board may direct and upon such notice as the Board shall specify.

Unless the Board of Directors determines otherwise, the Board of Directors shall meet annually for the purpose of election of officers of the Corporation, budget adoption, and consideration of any other business that may be brought before the meeting.

Special meetings of the Board of Directors may be held upon the call of the presiding officer or 30% of directors then in office. Notice of a special meeting stating the purpose or purposes for which the meeting is called, date, time, and location shall be given not less than five (5) days prior to the meeting to each director, either personally or by mail, telephone, facsimile, electronic mail, or other form of recorded communication. Any director may waive notice of any meeting of the Board of Directors by submitting a written waiver signed before or after the date of the meeting. Attendance at a meeting by any director, without protesting the lack of receipt of proper notice prior to or at the commencement of the meeting, shall constitute a waiver of notice of such meeting by such director. No notice shall be necessary for regular meetings.

#### **Section 4.9 Quorum and Voting**

A majority of the then authorized directorships (greater than 50%) shall constitute a quorum for the transaction of business. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is otherwise specially required by these bylaws, by the Certificate of Incorporation of the Corporation or by statute.

Each Director is entitled to one vote. A director of the Corporation who is present at a meeting at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless such Director's abstention or dissent shall be noted and entered in the minutes of the meeting. Proxies are not permitted at any meetings; however, conferencing options may be available.

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all the directors, or members of such committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

#### **Section 4.10 Vacancies**

If there is a vacancy on the Board that reduces the number of Directors from voting milk banks to less than the required minimum, an election will be held by the remaining members of the Board within two (2) months for the purpose of electing a new Director from a voting milk bank.

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If there is a vacancy that brings the full Board to less than seven (7) Directors, an election will be held by the remaining members of the Board within two (2) months, for the purpose of electing a new Director.

Any Directors elected to fill vacancies shall hold office until the next regular election by membership, and until they or their respective successors shall have been duly elected and qualified by the full voting membership.

If the vacancy occurs within three (3) months of a membership election, the Board may defer filling the vacancy. The decision to defer shall be documented accordingly.

#### **Section 4.11 Resignation and Removal**

Any director may resign or be removed at any time. A director who intends to resign shall give written notice thereof to the Board of Directors in care of the President. Such resignation shall be recorded in minutes and become effective immediately, unless otherwise specified therein. Removal of a director with cause – including failure to meet eligibility, qualifications, or responsibilities explicitly listed in these bylaws, may be effected by the majority vote of the directors then in office once quorum has been established. Removal of a director, without cause, may only be effected by the affirmative vote of a 2/3 of the directors then in office. Removal will be noted according to minute documentation requirements and made available to the membership.

#### **Section 4.12 Compensation of Directors**

No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument. Directors shall not be entitled to share in the distribution of any assets upon dissolution of the Corporation.

This shall not preclude persons who serve HMBANA in another capacity from receiving appropriate compensation or reimbursement.

#### **Section 4.13 Limitation of Authority**

The Board of Directors shall not take any of the following actions without votes cast from all directors and the affirmative vote of 2/3 of the directors then in office.

- Authorize the Corporation's establishment of any subsidiaries, affiliates, or joint venture arrangements.
  - Authorize any merger, consolidation, reorganization, sale, or transfer of all or substantially all the assets of the Corporation.
  - Authorize any plan of dissolution of the Corporation, any liquidating distribution of the Corporation's assets or other action related to the dissolution or liquidation of the Corporation.
  - Authorize any voluntary declaration of bankruptcy of the Corporation.
  - Amend, repeal, revise or adopt changes to the Articles of Incorporation or bylaws of the Corporation.
  - Authorize any consolidation of or merger with any entity or acquisition of any entity by the Corporation.
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- Authorize the acquisition by the Corporation of the stock or substantially all the assets of any other business or entity.
- Authorize or approve any sale, lease, transfer, or other alienation of any real property owned or leased by the Corporation.
- Authorize or approve any unbudgeted expenditure by the Corporation in excess of \$25,000 or such smaller or greater amount as designated by the Board of Directors.
- Authorize or approve any pledge or, or grant any security interest or mortgage in, or otherwise encumber, any tangible assets of the Corporation.
- Authorize, approve, or enter into any agreement for the Corporation to act as primary obligor, or serve as guarantor, surety or co-obligor with respect to the indebtedness of any other party, or to borrow amounts from third party lenders.
- Authorize or approve any strategic, business or manpower plans for the Corporation.
- Authorize or approve the hiring or termination of executive level personnel.
- Authorize or approve the removal of a board member for cause

#### **Section 4.14 Committees**

The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more other standing committees, ad hoc committees, or taskforce(s) provided these groups are formed out of necessity and provide tangible benefit to the organization and/or its members. All standing committees must have a charter which at minimum includes purpose of the committee, proposed duration, chair, eligibility/process to participate, and term.

Each standing committee will have at least one (1) Board member to serve as liaison between the Board and the committee, and to report to the Board on the committee's activities.

Meetings of the committees of the Board of Directors may be called by the respective chairpersons thereof or by any two (2) members of the committee on at least one (1) day's written or oral notice. At all meetings of the committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting thereof shall be the act of the committee, except as may otherwise be set forth in these bylaws or provided by Board resolution.

### **ARTICLE V: Officers**

#### **Section 5.1 Officers and Executive Committee**

The officers of the organization shall be the President, Past President and/or President Elect, Secretary, and Treasurer. These officers form the Executive Committee. No person may hold more than one office. Any duly elected director may serve in any officer position.

#### **Section 5.2 Election and Terms of Officers**

The President Elect is elected by voting members and directors for a one-year term. A milk bank representative must be an option on each ballot for President Elect. The President is affirmed (uncontested) by the voting members and directors for a single two-year term. The President's full term is four years, comprised of three individual terms as 1) President Elect \_\_\_\_\_

(one-year term), 2) President (two-year term), and 3) Past President (one-year term, to be served consecutively

The Treasurer and Secretary are elected by directors for a two-year term. The term may be renewable within the outlined term limits for all directors.

The Past President is automatically eligible for a single one-year term. The Past President position is automatically held by the person who most recently served as President.

Those who have met their successive term limit must rotate off the Board for a hiatus of one-year before being eligible to run again. Directors may extend their term to complete the presidency track.

### **Section 5.3 Vacancies, Resignation and Removal**

Vacancies in the positions of secretary and/or treasurer may be filled by the Board of Directors, and any officer so elected by the board of directors shall hold office until the expiration of the term. A vacancy in the President role will be filled by the President Elect and subject to affirmation by membership vote at the next regularly scheduled election. A vacancy in the President Elect role will be filled by the Board of Directors, and any officer elected by the board of directors shall hold office until the next regularly scheduled membership election. A vacancy in the Past President role does not require filling.

Unless otherwise provided in any contract with the Corporation, any officer may resign or be removed at any time. An officer who intends to resign shall give written notice to the Board of Directors in care of the President. Removal of an officer, with or without cause, may be effected by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 5.4 President**

The President shall be the Chairperson of HMBANA Board of Directors. The President shall, when present, preside at all meetings of the Board of Directors. Subject to the general control of the Board of Directors, the President shall perform all the usual duties of the presiding officer of the Corporation. The President shall serve a term of two-years.

### **Section 5.5 President Elect**

Subject to the general control of the Board of Directors, in the absence of the President, or in the event of her/his death, inability, or refusal to act, the President Elect shall perform the duties of the President and when so acting shall have all the powers, duties and restrictions of the President. The President Elect shall serve a term of one-year.

### **Section 5.6 Past President**

Subject to the general control of the Board of Directors, the Past President holds all the same powers as any other director or officer of HMBANA and shall perform the duties of the President if the President is unavailable, and when so acting shall have all the powers, duties and restrictions of the President. The Past President shall serve a term of one-year.

### **Section 5.7 Treasurer**

Subject to the general control of the Board of Directors, the Treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. The Treasurer

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shall assist the Executive Director to oversee and keep the board informed of the financial condition of the Corporation, the audit, and financial reviews. The Treasurer shall keep or cause to be kept correct and complete records of account, accurately showing the financial condition of the Corporation. The Treasurer shall be responsible for all funds and securities of the organization; and direct deposit such monies in the name of HMBANA in such depositories as shall be directed by the Board of Directors; prepare, or cause to be prepared, a true and accurate statement of assets and liabilities at the close of each fiscal year; and in general, perform the duties incident to the office of Treasurer. The Treasurer shall serve for a term of two-years.

### **Section 5.8 Secretary**

The Secretary shall attend all meetings of the Board of Director, and prepare, keep or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required. The Secretary shall see that all notices of meetings are duly given in accordance with these bylaws, in general perform duties incident to the role. The Secretary shall serve a term of two-years.

### **Section 5.9 Executive Director**

Subject to the general control of the Board of Directors, the Executive Director shall manage and supervise the affairs of the Corporation and shall perform all the usual duties of the chief staff officer of a corporation. The Executive Director is a non-voting ex-official member of the Board of Directors and all committees.

No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and committee meetings as shall be required by the President or the Board.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or member milk bank organizations.

## **ARTICLE VI: Conflict of Interest**

### **Section 6.1 Disclosure**

Any individual seeking employment or an elected, appointed, or contracted position at HMBANA must make prior disclosure of any real, perceived or potential conflict of interest.

### **Section 6.2 Voting and Recusal**

Any individual holding employment or an elected, appointed, or contracted position at HMBANA having a conflict of interest regarding a Corporation matter must recuse her/himself from any discussion and voting on the matter in question. Recusals will be recorded in the minutes of the meeting.

## **ARTICLE VII: Indemnification**

### **Section 7.1 Indemnification**

The Corporation shall indemnify directors, officers, employees, and agents of the Corporation to the maximum extent permitted by law, including, without limitation, sections 33-1116 through 33-1124 of the Connecticut General Statutes. The Corporation may indemnify any person, or the legal representative thereof, made a party to any proceeding by

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reason of the fact that the person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against all judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by such person in connection with such proceeding to the same extent as if such person had been made a party to such proceeding by reason of the fact that they are or were a director, officer, employee or agent of the Corporation.

Notwithstanding any other provision hereof, the intent of these bylaws is to provide, and they shall be interpreted as providing, the fullest possible indemnification of directors, officers, employees and agents of the Corporation permitted by law, as the relevant law may change or be amended from time to time.

### **Section 7.2 Insurance**

1. The Corporation shall have the power to purchase and maintain insurance:
  - (i) 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
  - (ii) to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of this Article.
2. No insurance may provide for any payments other than the cost of defense, to or on behalf of any director or officer if a judgment or other final adjudication adverse to the insured director or officer establishes that their acts or active and deliberate dishonesty were material to the cause of action so adjudicated, or that they personally gained, in fact, a financial profit or other advantage to which they were not legally entitled.

### **Section 7.3 Right Not Exclusive**

The foregoing right of indemnification shall not be deemed exclusive of any other right to which such director or officer may be entitled apart from this Article V.

## **ARTICLE VIII: Bylaws**

### **Section 8.1 Articles of Incorporation**

These bylaws are subject to, and governed by, the Article of Incorporations.

### **Section 8.2 Amendments**

Subject to the law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors and members of any meeting at which an amendment to the bylaws is to be considered and voted upon.

## **ARTICLE IX: Dissolution**

### **Section 9.1 Dissolution.**

In the event of the dissolution of the corporation, the residual assets of HMBANA shall be distributed to one or more organizations with similar purpose which are exempt as organizations described in sections 501(c)(3) and 170(c)(3) of the United States of America

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Internal Revenue Code of 1986 or corresponding section of any prior or future law or to the Federal, State, or Local government for exclusive public purpose.

*Adopted by Board Resolution on 4th of December 2015*

*Amended by Member Vote per 2015 bylaws on 6.9.23 and presented to the Board on 7.20.23*

