

2015
BYLAWS OF THE
AMERICAN MIDWIFERY CERTIFICATION BOARD, INC.

ARTICLE I – NAME

The name of this corporation shall be the American Midwifery Certification Board, Incorporated, hereafter known as the Corporation.

ARTICLE II – MISSION & VISION

The mission of the Corporation is to protect and serve the public by leading the certification standards in midwifery.

The vision of the Corporation is to advance the health and wellbeing of women and newborns by setting the standard for midwifery excellence.

ARTICLE III – OBJECTIVES

The objectives of the Corporation are to:

- A. Set the national certification standard for the profession of midwifery.
- B. Develop and administer the certification examination for assessment of entry-level competencies for the practice of midwifery.
- C. Award national certification as a certified nurse-midwife (CNM) or certified midwife (CM) to candidates who have met the specified qualifications.
- D. Provide a mechanism for maintenance of certification for all CNMs/CMs.
- E. Maintain professional discipline of all CNMs/CMs.
- F. Adhere to national standards for certification bodies.
- G. Liaison with other organizations to assure quality processes of midwifery certification and professional discipline.

ARTICLE IV - MEMBERSHIP

Section 1. Members.

The members of the Corporation shall consist of the members of the Board of Directors, hereafter known as the Board.

Section 2. Voting Rights.

Members shall have only such rights and privileges as shall be required by law or determined by the Board.

Section 3. Transfer of Membership.

No rights of membership may be transferred to another person, and a member's rights shall terminate upon his or her death, disability, or expiration of or removal from a Board position.

Section 4. Annual Meeting.

The annual meeting of members shall be held at the same date, place and time as the annual meeting of the Board as provided in Article V, Section 6.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers.

The business and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by a statute or by the Articles of Incorporation or these Bylaws.

Section 2. Composition.

The number of Directors comprising the entire Board shall be eleven. The Board shall be comprised of Directors in four categories:

- A. Category 1: three directors who shall be the current officers of the Corporation and actively maintaining their CNM or CM credential;
- B. Category 2: four directors who are current Chairpersons of the Examination Committee, the Credentials, Administration and Reporting (CAR) Committee, the Research Committee, and the Certificate Maintenance Program (CMP) Committee of the Corporation and actively maintaining their CNM or CM credential;
- C. Category 3: three directors who are active in other professional or testing organizations, one of whom shall be a nurse, and
- D. Category 4: one director who shall be a consumer.
- E. Category 5: all credentials that are granted will be represented on the Board

Section 3. Ex Officio Members.

There shall be 2 ex officio (non-voting) members of the Board:

- A. The Chief Executive Officer of the Corporation, and
- B. The President Elect of the Board (during the year prior to the expiration of the current President's tenure)

Section 4. Qualifications

The officers (with the exception of appointed assistant officers) shall each:

- A. Be a nurse-midwife/midwife actively certified by the Corporation.
(Categories 1 & 2)
- B. Be members of the American College of Nurse-Midwives (ACNM)
(Categories 1 & 2)
- C. Hold a minimum of a master's degree
- D. Have at least three years of midwifery experience (Categories 1 & 2)

- E. Have knowledge appropriate to their role and responsibilities.
- F. Not simultaneously serve on the ACNM Board of Directors or as a chairperson of any ACNM Division or Committee.
- G. Other qualifications as established in AMCB Policies.

Section 5. Term of Office

- A. Directors shall take office on January 1.
- B. Directors shall serve for a term of three years.
- C. Directors shall be limited to two consecutive full terms.
- D. Directors shall be re-eligible for service in the Corporation after a lapse of one year.
- E. Terms may be extended at the discretion of the Board when confirmed by a two-thirds vote.

Section 6. Election.

- A. Directors shall be elected by the affirmative vote of a majority of the Directors of the Board.
- B. Any unexpected vacancy occurring on the Board may be filled by the affirmative vote of a majority of the Directors of the Board.

Section 7. Meetings

- A. Annual Meeting. An annual meeting of the Board shall be held, upon at least 20 days written notice, at a date, time and place determined by the Board and designated in the notice of the meeting.
- B. Additional Meetings. The Board may set the date, time and place for any additional meetings, and shall provide at least 20 days written notice of the same to each Director.
- C. Urgent Meetings. Urgent meetings of the Board may be:
 - 1. Called by the President upon five days notice to each Director,
 - 2. Called by the President with the same notice, upon the written request of five Directors.
 - 3. Held on the date and time, and at the place, by conference call, or by other technology as designated in the notice of the meeting.

Section 8. Notice and Waiver of Notice.

Whenever the Articles of Incorporation or these Bylaws require that notice of a meeting of the Board be given,

- A. Such notice shall be given in person, by telephone, by mail, by email, or fax, addressed to the Director at his or her address as it appears on the records of the Corporation, or
- B. A waiver thereof in writing, signed by the persons entitled to such notice and filed with the records of the meeting, whether before or after the meeting, shall be equivalent to such notice.
- C. Notice shall be deemed given when it is duly sent.

- D. Neither the business to be transacted at, nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- E. Presence at any meeting shall constitute waiver of any required notice.

Section 9. Quorum.

- A. A simple majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of all business, unless otherwise specified in these Bylaws.
- B. Any meeting may be temporarily suspended if a quorum is not present. That same meeting may be reconvened when a quorum is met.

Section 10. Vote.

A simple majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation or these Bylaws.

Section 11. Resignation and Removal.

- A. Any Director may resign by written notice to the President or Secretary.
- B. Unless otherwise specified therein, such resignation shall take effect upon receipt of the resignation.
- C. The acceptance of a resignation shall not be necessary to make it effective.
- D. Directors may be removed with or without cause, at any duly called meeting of the Board by a two-thirds vote of the Board.

Section 12. Compensation and Reimbursement.

- A. Directors shall not be entitled to compensation for their services as Directors.
- B. Directors shall be entitled, to the extent authorized by the Board, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or performing other functions at the request of the Board.

ARTICLE VI - OFFICERS

Section 1. Positions.

- A. The officers of the Corporation shall be:
 - 1. President
 - 2. Secretary
 - 3. Treasurer
- B. The Board may appoint other officers of the Corporation including one or more Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and perform such duties as are prescribed from time to time by the Board.
- C. Any number of offices may be held by the same person, with the exception of the President who shall hold no other office.
- D. The President, the Secretary, and the Treasurer shall be members of the Board.

Section 3. Term of Office

- A. Officers shall serve terms identical to those described in these bylaws for members of the Board.
- B. Assistant Secretaries and Assistant Treasurers may serve for terms to be specified by the Board.

Section 4. Election.

- A. Officers of the Corporation (with the exception of appointed assistant officers) shall be elected by simple majority vote of the Board, from among current Directors or other qualified persons.
- B. Election or appointment of an officer shall not itself create any contractual rights.

Section 5. Resignation, Removal, and Vacancies.

- A. Officers of the Corporation may resign or be removed in the same manner described in these bylaws for members of the Board.
- B. Vacancies in officers of the Corporation may be filled in the same manner described in these bylaws for members of the Board.

Section 6. President.

The President shall:

- A. Chair the Board of Directors
- B. Chair the Executive Committee
- C. Be an ex officio member of all standing Committees
- D. Have general oversight of the business of the Corporation
- E. Insure that all orders and resolutions of the Board are carried into effect.
- F. Execute leases, contracts, and documents requiring the corporate seal, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.
- G. Direct the custody and approve the use of the corporate seal.

Section 7. Secretary.

The Secretary shall:

- A. Record the proceedings of the meetings of the Board.
- B. Give, or cause to be given, notice of all meetings of the Board
- C. Perform such other duties as may be prescribed by the Board or by the President
- D. In the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act perform the functions of the Treasurer and when so doing, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

Section 8. Assistant Secretary.

The Assistant Secretary shall perform such duties and have such powers as the Board may prescribe at the direction of the Secretary.

Section 9. Treasurer.

The Treasurer shall

- A. Be custodian of the corporate funds and assets
- B. Render to the President, and to the Board at its regular meetings, or when the Board so requires, an account of the financial condition of the Corporation.
- C. Chair the Finance Committee
- D. Make recommendations for investments to the Board after consultation with the Finance Committee.
- E. In the absence of the President, or in the event of the President's inability or refusal to act, perform the functions of the President, and when so doing, shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 10. Assistant Treasurer.

The Assistant Treasurer shall maintain the financial activities and records of the Corporation at the direction of the Treasurer.

Section 11. Compensation.

Officers of the Corporation (with the exception of the assistant officers) shall:

- A. Not be entitled to compensation for their services as officers.
- B. Be entitled, to the extent authorized by the Board, to reimbursement for any reasonable expenses incurred in attending meetings of the Executive Committee or performing other functions at the request of the Board.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee.

- A. The Executive Committee shall be composed of the President, Treasurer, and Secretary.
- B. The President shall serve as chairperson and the Treasurer as vice-chairperson.
- C. A quorum of the Executive Committee shall be three members.
- D. Other members of the Board shall be asked to substitute for a member of the Executive Committee if action is required and a regular member is not available. Directors shall be asked to serve as an Executive Committee substitute in the following order:
 - 1. Certificate Maintenance Program Committee Chairperson
 - 2. Credentials, Administration & Reporting Committee Chairperson
 - 3. Examination Committee Chairperson
 - 4. Research Committee Chairperson
- E. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- F. When the Board is not in session, the Executive Committee shall have and may exercise all of the powers of the Board, except to the extent, if any, that such authority is limited by resolution of the Board
- G. Neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or these Bylaws.

Section 2. Standing Committees.

- A. Standing committees of the Corporation shall be:
 - 1. Certificate Maintenance Program (CMP) Committee
 - 2. Credentials Administration & Reporting (CAR) Committee
 - 3. Examination Committee
 - 4. Finance Committee
 - 5. Research Committee
- B. The Board may establish and appoint other Standing Committees.
- C. These Committees shall have and may exercise such powers as the Board may provide, except that no such Committee shall have the authority of the Board or the Executive Committee in the management of the Corporation.
- D. Standing Committees may be comprised of Directors and other persons.
- E. Committee membership is determined by the Board.

Section 3. Chairpersons

Chairpersons of the Standing Committees:

- A. Shall be appointed by the Board
- B. Shall serve for a three-year term
- C. Shall serve a maximum of two consecutive terms or no more than six consecutive years as a Chairperson of the same Committee.
- D. Shall be re-eligible for service in the Corporation after a lapse of one year.

Section 4. Meetings and Notices.

- A. Regular Meetings. Regular meetings of the committees shall be held, upon at least 20 days written notice, at a date, time and place determined by the committee Chairperson and designated in the notice of the meeting.
- B. Urgent Meetings. Urgent meetings of the committees may be
 - 1. Called by the Chairperson upon five days written notice to each committee,
 - 2. Called by the Chairperson with the same notice, upon the written request of a simple majority of the committee members,
 - 3. Held on the date and time, and at the place, by conference call, or by other technology as designated in the notice of the meeting.

Section 5. Quorum

No quorum is required to conduct the work of a Committee.

Section 6. Vote.

A simple majority of those present at a duly called committee meeting shall be sufficient to make decisions required for the work of the committee and to offer recommendations to the Board.

Section 7. Accountability.

- A. All Committees shall keep regular minutes of their proceedings and submit the minutes to the Executive Director and the President.
- B. The Chairperson of each Committee shall submit an official written report on the activities of the committee at the annual meeting of the Board.

ARTICLE VIII – INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. Indemnification.

Unless expressly prohibited by law, the Corporation shall fully indemnify, but only to the extent of any insurance coverage the Corporation may from time to time have in effect, any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorney's fees), judgments, fines, and amount paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2. Limitation of Liability.

Any volunteer, including an officer, director, or any other person, who performs services for the Corporation without direct or indirect compensation, shall not be liable in damages beyond the limits of any personal insurance the volunteer may have in any suit that arises from the volunteer's actions or omissions in connection with any services performed for the Corporation, unless the action or omissions constitute reckless, willful or wanton misconduct or intentionally tortious conduct.

Section 3. Rights not Exclusive.

This article does not affect, and may not be construed as affecting, any immunities from or limitations on civil liability or any defenses established by any provision of the Annotated Code of Maryland or available at common law, to which a volunteer may be entitled.

ARTICLE IX – POTENTIAL CONFLICTS OF INTEREST

Any officer, director, committee member or other participant in the functions of the Corporation shall refrain from participating in decisions concerning any person, institution or matter as to which such person may not be or reasonably might be thought not to be, reasonably objective, by virtue of any personal, professional, financial, or other relationship or circumstance. If such a situation exists or may exist, the person involved, or any other officer, director, or committee member, may raise the question (but only prior to decision on the matter), and it shall be conclusively determined by the Board. This Bylaw provision shall create no rights in parties outside the Corporation.

ARTICLE X – FINANCIAL

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 2. Budget

A proposed annual budget shall be submitted by the Treasurer to the Board for adoption.

Section 3. Audit

The financial records of the Corporation shall be audited annually by an auditor approved by the Executive Committee.

Section 4. Bonding

The officers authorized by the Board to disburse Corporation funds shall be bonded.

Section 5. Signatures

The president, treasurer, secretary and assistant treasurer shall be authorized to sign checks and documents for the Corporation. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 6. Contracts

The Board may authorize any officer, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

ARTICLE XI – GENERAL PROVISIONS

Section 1. Offices. The Corporation shall have such offices, either within or outside Maryland, as are needed to comply with law and otherwise as the Board may determine.

Section 2. Seal. The Corporation may have a seal of such design as the Board may adopt.

Section 3. Parliamentary Authority.

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases not covered by these bylaws.

ARTICLE XII – AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by vote of two-thirds of the Board.

* * * * *

The foregoing Bylaws were originally adopted by the Board of Directors on November 17, 1990.

Secretary

Adopted 11/90
Edited 8/96
Amended 10/03
Amended 8/05
Mission edited 1/2009
Amended 10/2010
Amended 5/2013
Amended 11/2015