

# **BYLAWS OF THE TENNESSEE MIDWIVES' ASSOCIATION**

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## Definitions:

### **Midwife**

A person who supervises the conduct of labor and childbirth, advises the parents as to the progress of childbirth, and renders antepartum, intrapartum, postpartum and newborn care. A midwife may also provide well-woman care.

**Assistant**

A person who regularly attends births, as well as antepartum visits and/or postpartum visits primarily for the purpose of rendering assistance to a midwife while also increasing their knowledge and experience. An assistant is capable of making decisions concerning and carrying out tasks involved in prenatal, intrapartum, or postpartum care with supervision.

**Student / Apprentice**

A person who regularly attends births, as well as antepartum visits and or postpartum visits with a midwife or a group of midwives primarily for the purpose of furthering their education. A student/apprentice is committed to becoming a midwife and is actively pursuing that goal as defined in an agreement between the student/apprentice and midwife(s).

**Article I: NAME**

The organization shall be named the Tennessee Midwives Association (TMA).

**Article II: PURPOSE**

The Tennessee Midwives Association is a statewide organization of midwives and their supporters, dedicated to safeguarding the independent practice of midwifery, the student/apprenticeship model, and the right of parents to choose where and with whom to give birth.

**Article III: OBJECTIVES**

The Tennessee Midwives Association objectives are:

- 1) Support and protect the independent practice of midwifery,
- 2) Increase awareness and availability of midwifery care,
- 3) Preserve the student/apprenticeship model of midwifery,
- 4) Support and encourage certification and continuing education of midwives,
- 5) Provide an environment for networking and cohesiveness within the midwifery community.

**Article IV: OFFICES**

The principle mailing address of the organization shall be determined by the Board of Directors. The organization may have other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**Article V: MEMBERSHIPS****Section 1 - Membership Eligibility**

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

**Section 2 - Membership Categories**

The membership of the organization shall be composed of six categories:

**A. Voting:**

- 1) NARM certified midwife members (CPMs and CPM-TNs)
- 2) AMCB certified midwife members (CNMs and CMs)
- 3) Non-certified midwife members
- 4) Retired midwife member
- 5) Assistant midwife members
- 6) Student/Apprentice midwife members

## **B. Non-Voting:**

### 7) Supporting members

Supporting members are those individuals who support the corporation and who are not midwives or assistant midwives or student/apprentice midwives and who have paid the prescribed dues. They shall enjoy all the rights and privileges of Non-Voting membership.

Out of state members shall only have Voting rights if they are actively practicing midwifery in the state of Tennessee.

## **Section 3 - Rights and Privileges of Membership**

The rights and privileges of Voting membership shall include but are not limited to:

- 1) The right to vote,
- 2) To make a motion,
- 3) To hold office,
- 4) To sit on and chair committees,
- 5) Receiving TMA communications.

The rights and privileges of Non-Voting membership shall include:

- 1) The right to a voice in the TMA business meetings but without the ability to vote,
- 2) Receiving TMA communications.

## **Section 4 - Responsibilities of Membership**

Voting members shall comply with the provisions of both Local and Statewide Quality Improvement Committee Guidelines of the TMA.

Practicing midwife members shall develop their own Practice Guidelines and may choose to use TMA Practice Guidelines for this purpose. CPM-TN members shall comply with TMA Practice Guidelines (Article XI, Section 6) in accordance with state law, rules, and regulations.

## **Section 5 - Membership Termination**

Membership in the organization may be terminated by:

- 1) Resignation
- 2) Nonpayment of dues past March 31<sup>st</sup>.
- 3) Decisions made by the TMA State Quality Improvement Committee
- 4) Determination by a least a two-thirds (2/3) vote of the general membership that the conduct of any member is or has been prejudicial to the best interest of the corporation. A member so terminated may be reinstated upon written request by the former member by a two-thirds (2/3) vote of the general membership.

## **Section 6 - Membership Transfer**

Membership in the organization is not transferable or assignable.

## **Section 7 - Mailing List**

The official membership mailing list shall not be made available to anyone other than the Board of Directors or their designees. A voluntary membership list may be published and distributed to members. Members must give their written permission to be placed on the voluntary membership list. This voluntary list may be released or sold by TMA to maternity care organizations.

## **Section 8 - Use of the Association's Name**

Members may act, speak, or write in the name of the corporation only when authorized by the Board of Directors. Unauthorized written material of any individual member must state, "The opinions herein are those of the author and not necessarily those of the TMA," or words in that effect.

## Article VI: MEETING OF THE MEMBERS

### Section 1 - Statewide Meetings

Statewide meetings of the members shall be held at least twice each year, in the spring and fall quarters, for the purpose of:

- 1) Transacting any business as may properly come before the members,
- 2) Other activities, which may include but are not limited to:
  - A. Presentations which promote the objective of the association,
  - B. Review of audio-visual material, literature, equipment, and other support material,
  - C. Group discussion to share experiences and material.

As needed, the Board of Directors may call statewide meetings in the summer and winter quarters.

### Section 2 - Annual Business Meetings

The statewide meeting, which occurs in the spring of each year, shall be designated as the Annual Business Meeting for the purpose of:

- 1) Announcing and installing new Board members (in even numbered years),
- 2) Presenting the Treasurer's annual report,
- 3) Adopting an annual budget,
- 4) Presenting annual reports from committee chairpersons,
- 5) Transacting any other business as may properly come before the members.

### Section 3 - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or by one-tenth (1/10) of the current voting membership.

### Section 4 - Voting

The following items shall require decision by vote:

- 1) Electing officers of the Board,
- 2) Membership termination,
- 3) Amendments to the By-laws
- 4) Adoption of Practice Guidelines
- 5) Amendments to the Practice Guidelines
- 6) Adoption of Position Papers

### Section 5 - Robert's Rule of Order

All decisions of the membership and/or Board of Directors, except the above, shall be determined according to "Robert's Rules of Order"

The book, "Robert's Rules QuickStart Guide" shall serve as a reference for the purpose of training, in-service, and reference regarding this process of ordering meetings and voting practices.

### Section 6 - Place of Meetings

Except for the Annual Business Meeting, which is held in the spring, the Board of Directors may designate any place in the state of Tennessee as the place of meeting for any statewide meeting or any special meeting. The Annual Business Meeting shall be designated somewhere in central Tennessee in order to facilitate attendance by the most members across the state as possible.

### Section 7 - Notice of Meetings

Notice stating the place, day, and hour of any meeting of members shall be posted via TMA Website or through email to members entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, of the Secretary, or of the

persons calling the meeting. In case of a special meeting or when required by statute of these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

## Section 8 - Quorum

At statewide or special meetings, a quorum is considered at least five (5) TMA members, including at least two (2) members of the Board of Directors, except for meetings where voting is to take place for amendments to the Bylaws (Article XIII).

## Section 9 - Regional Meetings

Except when a statewide meeting is held in that region, regional meetings of members shall be held biannually, for the purpose of:

- 1) Statewide meeting report, review, and discussion,
- 2) Discussion and proposals for future statewide meeting agenda items,
- 3) Information dissemination from the Regional Representative to regional members,
- 4) Quality Improvement Meetings
- 5) Other activities which may include but are not limited to:
  - A. Presentations which promote the objective of the association,
  - B. Review of audio-visual material, literature, equipment, and other support material,
  - C. Group discussion to share experiences and material.

## Article VII: OFFICERS

### Section 1 - Designation

The officers of TMA shall be President, Vice-President, Secretary, and Treasurer, all of whom shall be Voting members of TMA.

### Section 2 - Term of Office

Officers shall take office at the close of the meeting at which their election is declared, and shall serve for a term of two years or until their successors are elected.

### Section 3 - Vacancy in Office

A vacancy shall be declared by the Board of Directors when a board member dies, resigns, or is terminated.

A vacancy in the office of the President shall be filled by the Vice-President.

A vacancy in any other office shall be filled by ballot vote of the Board of Directors.

### Section 4 - Absence

Any officer unable to attend a meeting shall notify the President or Secretary of the reason for their absence. If an officer is absent from two (2) consecutive meetings for reasons for which the board has declared to be insufficient, the officer's resignation shall be deemed to have been tendered and accepted.

### Section 5 - Duties of Officers

**President** - The President shall provide leadership, have general supervision of the affairs of the TMA, preside at meetings of the TMA, be authorized to sign or endorse checks in the absence of the Treasurer, serve as the contractual agent of the TMA, serve ex-officio on all committees of the TMA, and perform other such duties as are necessary incident to the office of President, as may be prescribed by the Board of Directors.

**Vice-President** - The Vice-President shall perform the duties of the President in the absence or inability of the President to serve, succeed to the office of President should the presidency become vacant during an unfinished term, be coordinator to standing committees determined by the

Board of Directors, and perform such other duties as may be assigned by the President or the Board of Directors.

**Secretary**- The Secretary shall be responsible for the minutes of all meetings of TMA and the Board of Directors and their distribution, for maintaining files of all decisions and actions of the TMA and the Board of Directors, for coordinating all TMA correspondence, and for other such duties as pertaining to the office.

**Treasurer** - The Treasurer shall be custodian of the funds of TMA, give an itemed report at each meeting of TMA, make recommendations and invest money with the approval of the Board of Directors, process membership applications, maintain a current list of TMA membership, and perform other duties as pertain to the office. The Treasurer shall notify the respective Regional Representative(s) within one week of receipt of new member(s) application(s) and fee(s).

## Section 6 - Regional Representatives

Regional representatives shall be elected biannually at the spring meeting in even numbered years. There shall be a regional representative from each region. The Board of Directors shall specify regions.

The regional representative shall carry the concerns of their region and issues for the agenda to the next statewide meeting. They shall also be responsible for facilitating local Quality Improvement Committee meetings, recruiting new members, and contacting new members and supplying them with a new member welcome letter and membership information.

## Article VIII: BOARD OF DIRECTORS

### Section 1 - Composition

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and the regional representatives, all of whom shall be voting members of the Board of Directors.

### Section 2 - Term of Office

Members of the Board of Directors shall take office at the close of the spring meeting at which their election is declared and shall serve for a term of two years. Serving as a member of the Board of Directors shall be limited to two consecutive terms in the same office, but may be held again by the same member after service in that office has been subsequently rendered by another member for at least one term of office. TMA voting members may be consecutively elected to different Board of Directors offices.

### Section 3 - Duties

The Board of Directors shall have general management of TMA. Their duties shall include the following:

- 1) Determination of the number and boundaries of the regions of TMA,
- 2) Management of the funds of TMA, including adoption of an annual budget and authorization of expenditures,
- 3) Approval of chairpersons of standing committees,
- 4) Creation, combination, or discontinuation of standing and ad hoc committees and approval of chairpersons admitted to them,
- 5) Filling vacancies on the Board of Directors, except for the office of the President,
- 6) Appointment of the statewide Quality Improvement facilitator,
- 7) Acting as the Appeals Board for the Statewide Quality Improvement Committee as per the TMA Statewide Quality Improvement Guidelines.

### Section 4 - Meetings

Regular meetings of the TMA Board of Directors shall be held in conjunction with the statewide meetings of the members. As deemed necessary or needed by the Board, the Directors may hold

other meetings to facilitate the goals of the organization. In-face, email, and conference call meetings are all mechanisms by which the Board of Directors can meet.

Urgent meetings of the Board of Directors may be called by the President or at least two (2) other members of the Board of Directors. Notification to the members of the Board of Directors may be made in person, or via telephone, email, fax, or U.S. mail. Due to the nature of an urgent meeting, neither written notice to the members of the Board of Directors nor any type of notification to the general TMA membership is required. The proceedings of emergency meetings shall be made known to the general TMA membership.

## **Section 5 - Quorum**

A majority of the Board of Director shall constitute a quorum.

## **Section 6 - Compensation**

Directors may be reimbursed for expenses incurred in the performance of their duties, as funds are available.

# **Article IX: ELECTIONS**

## **Section 1 - Elections**

The election of directors shall be held by ballot prior to the statewide spring meeting in each even numbered year. Any director shall be eligible for re-election, but no director shall serve more than two consecutive terms in the same office. Directors shall, upon installation, enter upon the performance of their duties at the close of the meeting and shall continue in office until their successors shall be duly elected and installed or until they resign, are removed, or are otherwise unable to fulfill their unexpired term.

## **Section 2 - Election Official**

The election official shall be appointed by the membership present at the quarterly meeting prior to the statewide spring meeting. The election official is responsible for:

- 1) Recording nominations,
- 2) Forming a ballot,
- 3) Accepting votes,
- 4) Calculating the votes,
- 5) Announcing the results,
- 6) Managing run-off elections, if necessary,
- 7) Documenting all of the above.

## **Section 3 - Nominations**

Nominations shall be made by phone, email, U.S. mail, or in person and by the quarterly meeting prior to the spring meeting in even numbered years. Nominations close at the end of the quarterly meeting prior to the spring meeting, unless a specific later date is decided upon by the members present at that meeting. The election official shall record nominations to be posted in the form of a ballot.

## **Section 4 - Voting**

Elections shall be made by ballot. The ballot shall be given to all voting members thirty (30) days prior to the spring meeting of even numbered years, and shall be submitted to the election official no less than ten (10) days before the spring meeting.

## **Section 5 - Election Results**

A majority vote shall elect. The election official shall calculate the vote and announce the results at the spring meeting and online via the TMA email distribution list. An inconclusive vote in any category shall be resolved by a runoff vote by the voting members present at the meeting when the tie is announced. The runoff election shall be conducted by the election official. If the election



official is absent from the statewide spring meeting, they shall report the election results to the President, who shall have charge of the Election Official's responsibilities at that meeting.

## **Article X: FINANCES AND RECORD KEEPING**

### **Section 1 - Fiscal Year**

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

### **Section 2 - Financial Authorization**

The President and the Treasurer shall be authorized to sign checks and documents only with the authorization of the Board of Directors and/or the general membership. When possible, routine expenditures will be submitted for the approval of the general membership. All non-routine expenditures will be dependent upon the approval of the general membership.

### **Section 3 - Record Keeping**

The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees.

### **Section 4 - Dues**

#### **A. Membership Dues & Agreement/Compliance:**

The amount of annual dues shall be determined by members at the spring meeting. The members of the Board of Directors shall pay annual dues.

Payment of membership dues constitutes the member's agreement and compliance with all provisions of the TMA Bylaws.

#### **B. Deadline for Payment:**

Dues shall be due annually by January 1st. If a member is more than three (3) months late, that membership shall be expired.

## **Article XI: PRACTICE GUIDELINES (PGs)**

### **Section 1 - Development of PGs**

The Practice Guidelines Committee shall develop PGs recommendations in accordance with the Midwifery Model of Care and which are not inconsistent with the law.

### **Section 2 - Adoption and/or Repeal of PGs**

Adoption of Practice Guidelines shall require ballot decision by a two-thirds (2/3) vote of the Voting members, including votes by Ballot sent in accordance with this provision. Notice of the meeting on a vote on proposed PGs and the proposed PGs document shall have been sent to all Voting members at least thirty (30) days prior to the meeting.

Vote-by-Online Ballot Procedure: The official Ballot shall be included in the mailing above and shall include complete instructions regarding the voting procedure and each Voting member's responsibilities. The Ballot shall include the Voting member's name, signature, membership expiration date, indicate the member's vote, and the President's, name, address and Fax number. Ballots shall be completed via email or fax, or in person by the Voting member only, to the President and must be received at least two (2) days prior to the meeting. Regional Representatives shall NOT have the responsibility of delivering Ballots. Only the signed official Ballot or Fax, contained in the notice/ mailing indicated above, shall be accepted. The President shall have the responsibility of verifying the Ballots, tabulating the Ballot vote count, and including the voting results in the vote at the designated meeting. If the President is unable to perform these tasks and/or is absent from the meeting, the Vice-President (or other designated member of the Board) shall carry out this responsibility.

The PGs document shall remain in effect unless repealed by a like process.

In addition to or in replacement of Practice Guidelines recommendations made by the TMA PGs Committee, the organization may choose to adopt another organization's PGs such as may be adopted by MANA, NARM, or other midwifery organization. Adoption of such a document shall follow the same voting procedure as prescribed above.

### **Section 3 - Amendment(s) and/or Repeal of Amendment(s) of PGs**

The Practice Guidelines may be amended and shall require decision by a two-thirds (2/3) vote of the voting members present, including Votes-by-Online Ballot sent in accordance with this provision. Notice of the meeting on a vote on proposed PGs amendments and the proposed PGs amendment(s) shall be sent to all members at least thirty (30) days prior to the meeting.

The official Voting Ballot procedures shall comply with the provisions of Article XI, Section 2 above.

Such amendment(s) shall remain in effect unless repealed by a like process.

In addition to or in replacement of Practice Guidelines amendments recommendations made by the TMA PGs Committee, the organization may choose to adopt another organization's PGs and/or its amendments such as may be adopted by MANA, NARM, or other midwifery organization. Adoption of such a document and/or amendments shall follow the same voting procedure as prescribed in Article XI, Section 2 above.

### **Section 4 - Distribution of Current PGs**

After being adopted, individual amendments will be posted online or via email. Once adopted or amended by the organization, all members will be notified of the current edition of the TMA Practice Guidelines, upon renewal of their annual membership. The Board of Directors shall provide a copy to the TN Department of Health and CPM council.

### **Section 5 - Member's Permission to Use PGs**

Practicing midwife members of the TMA may use, in part or in its entirety, the TMA PGs for her/his own Practice Guidelines or may choose to use PGs, in part or in their entirety, different from the TMA PGs.

The state of TN requires CPM-TNs to comply with TMA Practice Guidelines. Therefore, TMA members who are CPM-TNs shall agree to comply with TMA PGs as required by the state. Non-compliance with TMA PGs by CPM-TNs may lead to disciplinary action by the state Council of Certified Professional Midwifery.

## **Article XII: POSITION PAPERS**

### **Section 1 - Development of Position Papers**

The TMA Board of Directors shall draft or appoint a Position Paper Committee to draft Position Paper proposals in accordance with the Midwifery Model of Care and in keeping with the objectives of the organization.

### **Section 2 - Adoption and/or Repeal of Position Papers**

Adoption of TMA Position Papers shall require decision by a two-thirds (2/3) vote of the Voting members present, including Votes-by-Online Ballot sent in accordance with this provision. Notice of the meeting on a vote on proposed Position Paper(s) and the proposed Position Paper document(s) shall have been sent to all Voting members at least thirty (30) days prior to the meeting.

Voting-by-Online Ballot Procedure: The official Voting Ballot procedures shall comply with the provisions of Article XI, Section 2 above.

Such Position Paper(s) shall remain in effect unless repealed by a like process.

In addition to or in replacement of Position Paper recommendations made by the TMA Board of Directors or its committee, the organization may choose to adopt another organization's Position Paper(s) such as may be adopted by MANA, NARM, or other midwifery organization. Adoption of such a document shall follow the same voting procedure as prescribed in Article XI, Section 2 above.

### **Section 3 - Amendment(s) to Position Papers**

TMA Position Papers may NOT be amended. If action is necessary to change or correct an already adopted Position Paper, the paper shall be repealed and the adoption of a new Position Paper may follow (see Article XII, Section 2).

### **Section 4 - Distribution of Position Papers**

Once adopted by the organization, position papers shall be posted.

For the purpose of public education and the facilitation of information regarding TMA, midwifery and/or the Midwifery Model of Care, the Board of Directors and members, may distribute copies of TMA Position Paper(s) to any person, facility, organization, government entity or other individual(s) or group(s) as they deem pertinent to do so.

## **Article XIII: AMENDMENTS AND DISTRIBUTION OF THE BYLAWS**

These Bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of the voting members present at the meeting, providing that all proposed amendments have been sent to all members at least thirty (30) days prior to the meeting. Such amendment(s) shall remain in effect unless repealed by a two-thirds (2/3) vote of the voting members present at a subsequent meeting. To vote on changes in the Bylaws there must be (2/3) votes of the voting membership.

A copy of the newly amended Bylaws, in its entirety, along with any individual amendments shall be posted for all members. New members will be given information on how to access the current TMA Bylaws in their welcome letter.

## **Article XIV: DISSOLUTION**

In the event of a dissolution of TMA, all assets, excluding the mailing list which shall be destroyed, shall be disposed of to an organization devoted to improving services to women and infants through scientific and/or educational means. The Board of Directors shall select the organization.