

BY-LAWS OF THE CALGARY DOULA ASSOCIATION

In the interpretation of these By-laws, the feminine gender used herein shall mean and include the masculine, and the singular shall include the plural and vice-versa as applicable.

ARTICLE 1 - NAME

1.01 The name of the Association is the CALGARY DOULA ASSOCIATION.

ARTICLE 2 - DEFINITIONS

- 2.01 Executive means the Executive of the Association composed of the elected Officers.
- 2.02 Books and records means all the incorporating and initiating documents of the Association.
- 2.03 Director means any member who is elected or appointed to the Executive.
- 2.04 Officers means the President, Vice President, Secretary, Treasurer, the most immediate Past President available to serve, and any such other Officers as the Executive may determine from time to time.
- 2.05 Formal Taking of Office means the date of the first meeting of the Executive subsequent to the election of the Members of the Executive.
- 2.06 Member means a member in good standing of the Association.
- 2.07 Membership Fee means the annual membership fee of the Association as established by the Association.
- 2.08 Resolution means a resolution passed at any meeting of the Executive or of the Association by majority vote or without the holding of a meeting in accordance with the Societies Act.
- 2.09 Special Meeting means any meeting of the members of the Executive or the Association other than the Annual General Meeting or regular meetings.
- 2.10 Special Resolution means
- 2.10.1. A Resolution passed:
 - (a) At a General Meeting of which not less than 21 days' notice specifying the intention to propose the Resolution has been duly given; and
 - (b) By the vote of not less than 75% of those members who, if entitled to do so, vote in person.
 - 2.10.2. A Resolution proposed and passed as a special resolution at a general meeting of which not less than 21 days' notice has been given, if all the members entitled to vote at the general so agree; or
 - 2.10.3. A resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.

ARTICLE 3 - MEMBERSHIP

- 3.01 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 3.02 Any person being the full age of 18 years may become a member upon application and payment of the fee.

- 3.03 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary.
- 3.04 The amount of the first annual membership dues shall be determined by the Executive and after that the annual membership dues shall be determined at the Annual General Meeting of the Association.
- 3.05 If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of three months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated by payment in full for all membership fees.
- 3.06 Every member shall uphold the philosophy and purposes of the Association and comply with these By-Laws.
- 3.07 Every member shall sign and uphold the Standards of Practices and Code of Ethics of the Association.
- 3.08 Every member shall sign and uphold the Internet Policy of the Association.
- 3.09 Members may inspect the Association's books and records at any time and place mutually agreed between the member and the Secretary.
- 3.10 In order to remain on the referral line, members are required to attend at least two (2) general meetings per year, not including the Christmas Party.
- 3.11 Any member who is hired by a client through the Association referral line must ensure that their backup for that client is also an Association member.
- 3.12 Expulsion from the Association
 - 3.12.1 Any member, upon a majority vote of all members of the Association in good standing, or upon a 2/3 majority vote at a special general meeting may be expelled from membership for any cause which the Association may deem reasonable.
 - 3.12.2 The Notice of Expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3.12.3 The member who is the subject of the proposed Resolution for expulsion shall be given an opportunity to be heard at the General Meeting before put to a vote.

ARTICLE 4 - MEETINGS

- 4.01 General Meetings
 - 4.01.1 General Meetings of the Association shall be held monthly during the months of September through April of each calendar year at an appropriate time and location determined by the Executive. The date, time and location of the General Meetings will be communication to the members in writing by email.
 - 4.01.2 General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Executive by notice in writing by email to the last known email address of each member, sent fifteen (15) days prior to the date of such meeting.
 - 4.01.3 General Meetings will be chaired by any one of the Executive Committee who are present at each meeting.
- 4.02 Quorum
 - 4.02.1 10% of members in good standing or 5 members, whichever is larger, shall constitute a quorum at a General, Regular or Special Meeting

4.02.2 50% or more of executive members constitutes a quorum at an executive meeting.

4.03 Adjournment of General Meetings

4.03.1 A General Meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.03.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.03.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.04 Annual General Meeting

4.04.1 This Association shall hold an Annual General Meeting on or before May 30th in each year.

4.04.2 Notice in writing by email to the last known email address of each member shall be emailed 21 days before the date of the meeting.

4.04.3 At each Annual General Meeting, an audited statement of the books for the previous year shall be presented to the members for approval; membership dues shall be determined and the Executive committee shall be appointed by ballot.

4.05 Special General Meetings

4.05.1 A Special General Meeting shall be called by the President upon receipt of one petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting. Notice of the meeting, including reasons for calling the meeting, shall be by email to the last known email address of each member emailed 21 days before the meeting.

4.06 Special Executive Meetings

4.06.1 A Special Executive Meeting may be called on the instructions of any five percent (5%) of members provided they request the President in writing to call such meeting and state the business they wish to bring before the Executive.

4.06.2 A majority of members of the Executive shall constitute a quorum, and meetings may be held without notice if a quorum of the Executive is present, provided, however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Executive, otherwise they shall be null and void.

4.07 Any member in good standing present at a meeting is entitled to one vote.

4.08 Voting is by a show of hands at regular meetings, unless a secret ballot is called for and agreed upon by a majority of members present.

4.09 Any vacancy on the Executive Committee occurring during the year shall be filled at the next general meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association.

4.10 By-laws may be created, altered or rescinded by special resolution only. The Secretary must register all by-law changes with the registrar within 30 days of being passed.

4.11 Members may vote by proxy at the Annual General Meeting and any Special General Meetings. Proxies are to be written and signed, with the proxy assigned to one other member who is to be present at the meeting. Members not able to attend the Annual General Meeting and unable to deliver a written proxy

may phone or email any member of the Executive Committee to assign a proxy to a specific member. If the designated member does not attend, or already has the legal number of proxies (2) the phone-in proxy will be forfeit. The proxy will be valid for one meeting only. No member may carry more than two proxies.

ARTICLE 5 - DIRECTORS AND OFFICERS

5.01 The affairs of the Calgary Doula Association shall be managed by the Executive which shall be composed of the following:

President
Vice-President
Secretary
Treasurer
Past President
Social Media Director
Referral Line Director
Public Relations Director & Public Relations Coordinator
Membership Director

5.02 The term of office for the Executive shall be from the date of the first Executive meeting (“the handover meeting”) following the Annual General Meeting until the next handover meeting.

5.03 Each executive position may be held by any Officer for a term of two years. Any Officer may remain on the Executive Committee for a maximum of four terms (8 years) provided that the Officer is not holding the same executive position for two (2) consecutive terms.

5.03.1 In the event that no nominations are put forth by the membership in advance of the Annual General Meeting for any one of the Executive positions and if the current elected Officer agrees, that Officer has the option to remain in that position for one additional year if so voted by the membership.

5.04 In the event that any Executive Member is unable to complete a term of office, the membership may appoint a replacement for the remainder of that term of office.

5.05 Any member of the Executive may resign her office by giving notice in writing to the President.

5.06 Any Executive Committee member who shall for any reason cease to hold office shall forthwith turn over to the Executive any and all documents (those pre-existing or created by that Executive member for the express purposes of the Calgary Doula Association), assets and property of the Association in her possession.

5.07 Separate Elections shall be held for each office to be filled.

5.08 An election may be by acclamation; otherwise it shall be by ballot.

5.09 Duties of the Officers and Directors shall be as follows:

5.09.1 Executive

- (a) Shall have and exercise all powers and perform the normal functions of the group between the Annual General Meeting of the Association and agree on an agenda for the Annual General Meeting.
- (b) If an Executive position is not filled at the Annual General Meeting the executive has the option of reassigning duties of the position or appointing a person to that position.
- (c) Will appoint Chairs of all committees deemed necessary.
- (d) Committee members will be chosen at a meeting of the Association.
- (e) Shall appoint an auditor for annual auditing of the financial statement.
- (f) Any one of the Executive will chair each general meeting.

5.09.2 President

- (a) Provides leadership to the Association.
- (b) Ex Officio member of all teams and committees.
- (c) Official spokesperson for the organization.
- (d) Dates and verifies all documents sent to the Registrar.

5.09.3 Vice President

- (a) Handles all duties of the President when the President is absent.
- (b) Trains to become President.
- (c) At the formal taking of office each year the Vice President shall be assigned specific areas of responsibility for the year by the Executive and the President.

5.09.4 Secretary

- (a) Attends all meetings of the Association and of the Executive, and keeps accurate minutes of these meetings.
- (b) Distributes Minutes to the executive and to members after each meeting.
- (c) Has charge of the Seal of the Association, which, whenever used, shall be authenticated by the signature of the Secretary and the President.
- (d) Keeps the files for the Association including Minutes of all meetings and all books and records.
- (e) Files with the Registrar each year as required by the Societies Act:
 - (i) Address of the Registered Office of the Association.
 - (ii) Full name, address and occupation of each Officer and Director of the Association.
 - (iii) Any information respecting the members of the Association that may be required by regulations.
 - (iv) Any information respecting the members of the Association that may be required by regulations under the Agricultural and Recreational Land Ownership Act and Section 35 of the Citizenship Act (Canada) in the form and manner prescribed by those regulations.
 - (v) The audited financial statement presented at the last Annual General Meeting of the Society.
 - (vi) Files with the registrar within thirty 30 days any change of executive member(s) and any address or occupation change (of executive members), any Special Resolution(s) passed, and any change in address of the Association.

5.09.5 Treasurer

- (a) Makes arrangements for annual collection of fees.
- (b) Receives membership fees.
- (c) Attends to all financial affairs of the group.
- (d) Presents financial statements at each general meeting and Annual General Meeting and when requested at other meetings.

5.09.6 Membership Director

- (a) Maintains the private information regarding all members of the Association, including:
 - (i) The residence address, email address, cell and phone numbers of each member.
 - (ii) The last date of payment of fees
 - (iii) Referral information.
 - (iv) Up-to-date membership documents, including signed copies of the Standards of Practice, Internet Policy and Code of Ethics.

- (v) Shall maintain name tags for all members for use at meetings and will act as a liaison with perspective members.

5.09.7 Social Media Director

- (a) Maintains the Association website in good working order.
- (b) Addresses any problems in a timely manner.
- (c) Updates data, photos, etc. on the website as required.
- (d) Ensures that fees for the website are paid in a timely manner.
- (e) Maintains the Association's Facebook page in accordance with the Internet Policy.

5.09.8 Referral Line Director

- (a) Maintains an up-to-date list of Association members on both the "A" and "B" lists.
- (b) Replies to inquires made either through the website or phone number in a timely manner; ideally within 24 hours.
- (c) Maintains a record of incoming emails and correspondence.
- (d) Reports to the membership on a monthly basis regarding referral line activity.

5.09.9 Public Relations Director

- (a) Handles all aspects of public relations for the Association, including:
 - (i) Coordinating opportunities designed to increase public awareness of the Association.
 - (ii) Overseeing advertising.
 - (iii) Coordinating members as needed to promote the Association at events.
 - (iv) Maintains all written promotional materials.
 - (v) Ensures the supply of promotional materials to various vendors, etc.

5.09.10 Public Relations Coordinator

- (a) Assists the Public Relations Director in all capacities and aspects of her role.

5.10 The members may by special resolution, remove an officer or director before the expiration of her term of office, and may elect a successor to complete the term of office.

5.11 The Association shall make no payment to directors for the performance of their duties, except for payment of direct expenses incurred if and when approved by the Association.

Article 6 - SEAL

6.01 If the Association authorizes a corporate seal, then that seal shall remain in the custody of the Secretary of the Association and shall be affixed to agreements and documents under the direction of the Executive.

Article 7 - BORROWING

7.01 In order to carry out the purposes of the Association the Executive may on behalf of and in the name of the Association and only at the direction of the membership, raise or secure the payment or repayment of money in the manner they decide.

7.02 The members may by special resolution restrict the borrowing powers of the Executive, but a restriction imposed expires at the next annual general meeting.

Article 8 - GRIEVANCES

8.01 Grievances between members of the Association shall be mediated by the Executive.

8.02 Grievances between a member or members and the Executive shall be mediated by an elected ad-hoc committee set up at a general meeting of the Association.

Article 9 – DISSOLUTION

- 9.01 In the event of the winding up or dissolution of the Calgary Doula Association, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to a charitable organization or organizations within Alberta as may be determined by the members of the Society at the time of winding up or dissolution.