

## **Society Bylaws**

### **Red Deer Doula Association**

#### **1 – NAME**

1.1- The name of the Association is the RED DEER DOULA ASSOCIATION.

#### **2 – DEFINITIONS**

2.1- Executive means the Executives of the Association composed of the elected Officers of the Board.

2.2 - Books and records means all the incorporating and initiating documents of the Association.

2.3 - Director means any member who is elected or appointed to the Executive.

2.4 - Officers means the President, Vice President, Secretary, Treasurer, the most immediate Past President available to serve, and any such other Officers the Executive Board may determine from time to time.

2.5- Member means a member in good standing of the Association.

2.6- Membership Fee means the annual membership fee of the Association as established by the Association.

2.7- 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.

2.8 - Special Meeting means any meeting of the members of the Executive or the Association other than the Annual General Meeting or regular meetings.

2.9 - Special Resolution means

2.9.1. 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.

2.9.2 - 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 meeting so agree; or

2.9.3.- 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 or by proxy.

#### **3 - MEMBERSHIP**

3.1 - Membership fee, if any, shall be determined by the members at the last meeting prior to the end of the fiscal year, and reviewed if needed at the Annual General Meeting.

3.2 - Any person residing in Alberta, and being the full age of 18 years, and meeting the criteria set out for acceptable membership, may become a member by a favorable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee.

3.3 – Membership criteria for acceptable applications will be determined, from time to time, by members at a General meeting and outlined clearly in the application.

3.4 - Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Reimbursement of membership fees will not be issued.

- 3.5 - If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of 30 days from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated by payment of fees.
- 3.6 – 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 membership.
- 3.7 - Members may inspect the Association’s books and records at any time and place mutually agreed between the member and the Secretary.
- 3.8 – Members shall uphold the Philosophy and Purposes of the Association and comply with these By-Laws which build to maintain a fine and professional standing within the entire birth community. Members should strive to provide best care for each client and act in a respectful manner when interacting with others in the community.
- 3.9 – Each Doula Member shall sign and uphold the Standards of Practices and Code of Ethics of the Association.
- 3.10 – Members shall sign and uphold the Internet Policy of the Association.
- 3.11 – Member participation throughout the year to maintain membership in good standing consists also of being involved with meetings, events, planning and coordination of activities of the Association.
- 3.12 - In order to remain an Active Doula member of the Association it is required to attend at least two (2) meetings throughout the year, and participate in one event throughout the year, not including the Christmas Party.
- 3.13 - Expulsion from the Association
- 3.13.1 - 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. This may include members not practicing within the guidelines of the bylaws and policies of the Association or members who are endangering the good standing of the Association.
- 3.13.2 - A Notice of Expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and termination of membership.
- 3.13.3 – Members who are the subject of the proposed resolution for expulsion shall be given an opportunity to discuss matters with the executive privately or at a general meeting if desired before put forth to a vote.
- 3.13.4 – If Expulsion or Termination of membership is given, no reimbursement of membership fees will be issued.

#### **4 - MEETINGS**

- 4.1 - General Meetings of the Association shall be held monthly during the months of September through June of each calendar year at an appropriate time and location.
- 4.2 - Meetings shall be called by the President, or by the Secretary upon instructions of the President or Executive.
- 4.3– The date, time, and locations of the General Meetings shall be communicated to members 15 days prior to the date of such meeting in writing via social media or email to the last known address of current members.
- 4.4 - Special General Meetings
- 4.4.1 - A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting with notice given to each member 10 days prior to the meeting.

#### 4.5 – Quorum

4.5.1 – 10% of members in good standing or any 5 members of good standing, whichever is larger, shall constitute a quorum at any meeting.

#### 4.6 - Annual General Meeting.

4.6.1 - This society shall hold an Annual General Meeting on or before November 30<sup>th</sup> each year.

4.6.2 - Notice in writing will be sent via email or social media to each know member 30 days prior to the date of the Meeting.

4.6.3 - At each Annual General Meeting, an audited statement of the books for the previous year shall be presented to the members for approval and membership fees shall be determined and Executive Board shall be appointed by ballot if term has been concluded.

4.7 - Any member who is in good standing present at a meeting shall have the right to one vote. Members unable to attend the Annual General Meetings or Special General Meetings may vote by proxy through a written or phone proxy delivered to any member of the Executive prior to the meeting.

4.8 – Voting shall be by show of hands at regular meetings, unless a secret ballot is agreed upon by majority of members.

### **5 - BOARD OF DIRECTORS AND EXECUTIVE**

5.1- The Executive shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society.

5.1.1 – Executive Board of Directors Duties shall be as follows:

- a) Shall have and exercise all powers and perform the normal functions of the group and agree on agendas for meetings and policies for the Association.
- b) If an executive position is not filled, the Executive has the option of reassigning duties of the position as needed until the position can be filled at a later date.
- c) Will appoint Chairperson(s) of all committees deemed necessary and committee members will be chosen at meetings of the association.
- d) Any of the Executive can chair a general meeting of the Association.

5.2 The Board of Directors and/or Executive which shall be composed of the following or combination of the following:

President  
Vice-President  
Secretary  
Treasurer  
Membership Coordinator  
Social Media Coordinator

#### **5.2.1 PRESIDENT**

- a) The President shall be ex-officio member of all Committees.
- b) The President shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- c) Provides leadership to the Association and oversees the general function of the Association.
- d) Coordinating opportunities designed to increase public awareness of the Association.
- e) Replies to inquires and correspondence in a timely manner; ideally within 24 hours.
- f) The President is the Official spokesperson for the organization.
- g) Dates and verifies all documents sent to the Registrar.

#### **5.2.3 VICE-PRESIDENT**

- a) Handles all duties of the President when the President is absent.
- b) Helps handle incoming & outgoing correspondence related to the Association's events.
- c) Shall be assigned specific areas of responsibility for the year by the Executive and the President

#### **5.2.4 SECRETARY**

- a) It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.
- b) He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- c) In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

#### **5.2.5 TREASURER**

- a) The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- b) He/she shall properly account for the funds of the society and keep such books as may be directed.
- c) He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
- d) The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
- e) The Treasurer shall collect and receive the annual fees or assessments levied by the society. Such monies shall be promptly deposited in a Bank, Trust Company, Credit Union or Treasury Branch.
- f) Pay any dues and fees owed by the Association in a timely Manner.

#### **5.2.6 MEMBERSHIP COORDINATOR**

- a) Collects and receives applications from new members and all documents required for such membership.
- b) 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) Act as a liaison with perspective members.
- c) Keep a record of all the members of the society and their addresses and send all notices of the various meetings as required.

#### **5.2.7 SOCIAL MEDIA COORDINATOR**

- a) Maintains the Association website in good working order.
- b) Addresses any technical problems with website or Social Media Platforms in a timely manner.
- c) Updates data, photos, etc. on the website as required.
- d) Coordinates the Social Media team to maintain all Social Media platforms in accordance with the Internet Policy.
- e) Organize a Post schedule for Content on Social Media Platforms

5.3 – Executive Elections will be held by ballot prior to the Annual General Meeting every second year. At that Annual General meeting the appointed Executive will be announced and will serve their term until new successors are elected and installed at the beginning of the next term.

5.4 – There shall be no limitations placed on the number of terms held by any one member in an executive position, provided a fair election has been concluded by vote of the current membership prior to the Annual General Meeting every second year.

5.5 – 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 Board member agrees, that Board member has the option to remain in that position if so voted by the members.

5.6 - Separate Elections shall be held for each Executive Position to be filled when there is more than one nominee in that position . An election may be by acclamation; otherwise it shall be by ballot.

- 5.7 – In the event that any Executive Member is unable to complete a term or vacancies of the Executive Board occur during the year, the membership may appoint a replacement and that position shall be filled at the next general meeting through a vote, provided it is stated in the notice of that meeting.
- 5.8 – Any member of the Executive may resign position by giving notice in writing to the President.
- 5.9 - Any Executive Board member who for any reason should cease to hold that position shall forthwith turn over to the Executive any and all documents (those pre-existing or created by the executive member for the express purposes of the Association), assets and property of the Association in their possession.
- 5.10 - A person appointed or elected becomes a board member if they were present at the election meeting and did not refuse the appointment. They may also become a board member if they were not present at the meeting but consented in writing to act in said position.
- 5.11 - Any member in good standing, who has been a member for over one year shall be eligible to put forward their name for nomination of any position on the Executive Board of the Association.
- 5.12 – The membership may by special resolution, remove an director before the expiration of their term and may elect a successor to complete the term.

## **6 - AUDITING**

- 6.1- The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two members of the society appointed and elected for that purpose at the Annual General Meeting.
- 6.2 - The fiscal year end of the society in each year shall be *September 30<sup>th</sup>*.
- 6.3 - The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

## **7 - REMUNERATION**

- 7.1 - 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.

## **8 - BORROWING POWERS**

- 8.1 - For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

## **9 - BYLAWS**

- 9.1- The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

## **10 - GRIEVANCES**

- 10.1 - Grievances between members of the Association shall be mediated by the Executive, unless it is determined that an ad-hoc committee be set up to mediate.
- 10.2 - Grievances between a member or members of the Association and the Executive shall be mediated by an elected ad-hoc committee set up at a general meeting of the Association.

- 10.3 – Grievances shall be presented by a letter outlining the issue and each party be given an opportunity to discuss the grievances put forth, if desired, before any action by the Board takes place.
- 10.4 – Solutions to Grievances will be determined by agreement of each party involved and each case will be handled individually with action required depending on the situation that has been put forth. Warnings or limitations may be issued or through a vote of members, termination of membership if necessary.
- 10.5 – Grievances presented regarding a Doula practice or actions that can not be mediated internally will be transferred to the certifying body in which the member is associated with. The Association does not act as a Governing body and therefor does not have total control over a members actions and can not suspend a members practice. Association members are expected to adhere to guidelines and bylaws of the RDDA and to adhere to the policies of their certifying body as well, which involvement by that organization in Grievances may become necessary should a situation call for it.

## **11- DISSOLUTION**

- 11.1 - In the event of the winding up or dissolution of the Red Deer 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 determined by the members of the Association at the time of winding up or dissolution.