

BY-LAWS OF THE CALGARY DOULA ASSOCIATION

ARTICLE 1 - DEFINITIONS

1.0 CDA or the Association means Calgary Doula Association. DONA means DONA International. CAPPA means Childbirth and Postpartum Professional Association.

1.1 AGM means Annual General Meeting.

1.2 The Board of Directors or the Board means the group of members who have been elected or appointed to govern the Association by the membership

1.3 Directors means the President, Vice President, Secretary, Treasurer, the most immediate Past President available to serve, and any such other Directors as the membership may determine from time to time.

1.4 Member is defined as a voting member of the CDA whose membership is in good standing and who fulfills the requirements for membership. The term "member" does not describe CDA Associate ~~m~~Members.

1.5 Associate Member is defined as a non-voting member of the CDA whose membership is in good standing and who fulfills requirements for associate membership.

1.6 A motion (ordinary or special) is a formal proposal put forth at a meeting, as per the requirements of making that type of motion, for further discussion. If a motion is voted on and passed, it becomes a resolution.

1.7 An Ordinary Resolution is a decision reached once the specific criteria for passage of an ordinary resolution have been met.

1.8 A Special Resolution is a decision reached once the specific criteria for passage of a special resolution have been met.

1.9 Abstain means to indicate a preference neither for nor against a proposed motion, decision, or vote.

1.10 Ex-Officio means a member of the Association who is part of Association committees by virtue of holding another office

1.11 The Governance Document means the working document of the Association. It outlines the role and responsibilities of each Director as well as provides further clarification and details pertaining to the day-to-day operation and conduct of the Association.

ARTICLE 2 - MEMBERSHIP

2.0 The Association is open to all doulas and anyone who desires to advance the interests of the doula profession.

2.1 Any person being the full age of 18 years may become a member or associate member upon application and payment of the appropriate fee.

2.2 Any person under the age of 18 years, who is elected or admitted as a member of the Association or appointed as a Director is responsible for the payment of fees and otherwise liable under the rules of the Association as if the person were an adult.

2.3 Membership may be granted to an applicant who has satisfied the requirements for membership. Requirements for membership in the Association shall be determined from time to time by the members at a general meeting and documented in the Governance hDocument. Members have a vote in the affairs of the Association and may hold office as a Director.

2.4 Members in good standing may also apply to be included on the referral line provided by the Association. To be included on the referral line, members must be working towards certification or be currently certified with DONA International and/or CAPPA. Proof of such must be provided on an annual basis with the membership application.

2.5 Associate membership may be granted to an applicant who wishes to become and/or remain active in the Association. Associates do not have a vote in the affairs of the Association, may not hold office as a Director, and may not apply to be on the referral line.

2.6 Membership fees in the Association shall be determined from time to time by the members at a general meeting.

2.7 Membership payment entitles the member or associate member to membership in the CDA beginning from the time of their application OR beginning June 1, whichever comes first, through to May 31. Those who apply for membership in the sixty (60) days prior to May 31 are entitled to membership that lasts until May 31 of the following calendar year.

2.8 Renewing members and associate members who fail to make full payment of membership fees within thirty (30) days of June 1 shall forfeit their membership. They will have no privileges or powers in the Association until reinstated by full payment of their membership fee.

2.9 Any member or associate member may be expelled from membership in the Association by Special Resolution duly proposed and passed.

2.10 Every member or associate member shall uphold the Mission Statement, Standards of Practice, and Code of Ethics of the Association and comply with these bylaws.

2.11 Members may inspect the Association's books and records at any time and place mutually agreed upon between the member(s) and the Secretary.

ARTICLE 3 - MEETINGS

3.0 General Meetings

3.0.1 General meetings of the Association shall be held monthly during the months of September through May of each calendar year at an appropriate time and location

determined by the Board. The date, time, and location of the general meetings will be communicated to the members in a timely fashion.

3.0.2 Additional general meetings of the Association may be called at any time by the Secretary upon the instructions of the President or the Board by notice in writing by email to the last known email address of each member, sent fourteen (14) days prior to the date of such meeting.

3.0.3 General meetings will be chaired by any one Director who is present at each meeting.

3.1 Quorum

3.1.1 25% of members in good standing shall constitute a quorum at a general meeting.

3.1.2 50% of directors constitutes a quorum at a board meeting.

3.2 Meeting agendas must be shared with the membership a minimum of seven (7) days prior to the meeting in writing by email to the last known email address of each member.

3.3 Minutes of general meetings and special meetings

3.3.1 Minutes recorded at general meetings and special meetings must be shared with the membership in a timely fashion in writing by email to the last known email address of each member.

3.4 Annual General Meeting

3.4.1 The Association shall hold an AGM on or before May 30th in each year.

3.4.2 Notice in writing by email to the last known email address of each member shall be emailed twenty-one (21) days before the date of the meeting.

3.4.3 At each AGM, an audited statement of the books for the previous year shall be presented to the members for approval.

3.4.5 The Board shall be elected at the AGM.

3.5 Special Meetings

3.5.1 A special meeting shall be called by the President upon receipt of one (1) petition signed by one third ($\frac{1}{3}$) of the members in good standing, setting forth the reasons for calling the meeting. Notice of the meeting, including reasons for calling the meeting, shall be emailed to the last known email address of each member twenty-one (21) days before the meeting.

3.6 Any member in good standing present at any meeting is entitled to one vote.

3.7 Voting for a resolution is by a show of hands at general meetings and special meetings, unless an anonymous ballot is called for and agreed upon by a majority of the members present. Voting in an election or on a special resolution is by anonymous ballot.

3.8 Members may vote by proxy at the AGM and any special meetings. They may vote by proxy for any special resolutions. Proxies are to be written and signed, with the proxy assigned to one other member who is to be present at the meeting. The proxy will be valid for one meeting only. No member may carry more than two proxies. If the designated member does not attend the meeting, the proxies will be forfeit.

ARTICLE 4 - MOTIONS AND RESOLUTIONS

4.0 An ordinary motion may be proposed by any member in good standing. In order for an ordinary motion to be proposed and voted on, the requisite quorum for a general meeting must be present. To pass, the motion must obtain a simple majority (51%) in favor, at which time it becomes an ordinary resolution.

4.1 A special motion may be proposed by any member in good standing at a general meeting, special meeting, or at the AGM. Twenty-one (21) days notice must be given when a special motion is going to be discussed and voted on. Notice of the special motion will be given by email to the last known email address of each member. To pass, 75% of the entire membership must vote on the special motion and the special motion must obtain a super majority (75% or greater) in favor, at which time it becomes a special resolution.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 The Board of Directors shall subject to the bylaws and directions given it by majority vote at any meeting properly called and constituted have full control and management of the affairs of the Association. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

5.2 Any member in good standing shall be eligible to any office in the Association.

5.3 Members of the Board of Directors shall be elected to their position by anonymous ballot. Elections for the Board of Directors are subject to quorum rules.

5.4 A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election.

5.5 In an election, separate votes shall be held for each office to be filled.

5.6 If more than 50% of members abstain from or negate a vote, then that position will remain open and the Board of Directors will announce a new call for nominations.

5.7 The term of office for any elected member of the Board of Directors begins at the Annual General Meeting at which they are elected and continues for a period of one year. To maintain continuity of governance, it is expected that both incoming and outgoing members of the Board of Directors shall attend the Board of Directors meeting that immediately follows the Annual General Meeting each year.

5.8 A Board position may be held by a Director for a maximum period of two terms at which point they may put their name forward to be considered for a different position.

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

5.10 A Director may remain on the Board of Directors for a maximum of eight terms.

5.11 Any member of the Board of Directors may resign their office by giving notice in writing to the President.

5.12 In the event that any Board of Director member is unable to complete a term of office, the Board of Directors will announce a call for nominations for the vacant position. Members in good standing must submit their names to be considered for appointment within seven (7) days of the call for nominations. The Board of Directors will then appoint a replacement from the nominees for the remainder of that term of office. Should there be no nominees, the Board of Directors may appoint any member in good standing who agrees to the appointment.

5.13 Any Director who for any reason ceases to hold office shall turn over to the Board of Directors any and all documents (those pre-existing or created by that Board member for the express purpose of the Calgary Doula Association), assets and property of the Association in their possession to the President.

5.14 Board meetings may be held without notice if a quorum of the Board is present provided that any business undertaken at such meetings shall be ratified at the next regularly called Board meeting, otherwise they shall be null and void.

5.15 The members may, by special resolution, remove a Director for any cause which the Association may deem reasonable, before the expiration of their term of office.

5.16 The duties and responsibilities of each Director position are outlined in the current Governance Document of the Association.

5.17 President

5.17.1 The President shall be an ex-officio member of all Committees.

5.17.2 The President shall, when present, preside at all meetings of the Association and of the Board of Directors. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson from the Board may be appointed at the meeting to preside.

5.17.3 The President shall, in consultation with the Board of Directors, set the agenda for all meetings of the Association.

5.17.4 The President is responsible for the historic records of the Association, including hard copies of previous meeting minutes, all books and records.

5.17.5 The President is also responsible for any other duties as outlined in the current Governance Document of the Association.

5.18 Secretary

5.18.1 It shall be the duty of the Secretary to attend all meetings of the Association and of the Board of Directors, and to keep accurate minutes of the same. In their absence, their duties shall be discharged by such Director as may be appointed by the Board of Directors for that meeting.

5.18.2 The Secretary shall have charge of all the correspondence of the Association including the filing of the Annual Return with the Registrar.

5.18.3 The Secretary shall have charge of the Seal of the Association 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.

5.18.4 The Secretary shall send all meeting notifications, meeting agendas, and meeting minutes to the membership of the Association as required per these by-laws.

5.18.5 The Secretary is also responsible for any other duties as outlined in the current Governance Document of the Association.

5.18.6 The Secretary must register all bylaw changes with the Registrar within 30 days of being passed.

5.19 Treasurer

5.19.1 The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board of Directors may order. They shall properly account for the funds of the Association and keep such books as may be determined by the Board of Directors. They shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested. The Treasurer shall prepare for submission to the Annual General Meeting a statement, duly audited, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.

5.19.2 The Treasurer is also responsible for any other duties as outlined in the current Governance Document of the Association.

ARTICLE 6 - MISCELLANEOUS

6.1 Any member of the Board of Directors or of the Association may be remunerated for their service but in no case shall remuneration be issued without the sanction of a Special Resolution of the Association.

6.2 For the purpose of carrying out its objectives, the Association 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. This power shall be exercised only under the authority of the membership, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

6.3 The Bylaws may be rescinded, altered, or added to only by Special Resolution.

ARTICLE 7 - DISSOLUTION

7.1 In the event of the dissolution of the Association, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given to a charitable organization(s) as may be determined by the members of the Association at the time of dissolution.