

# **Doulas Association of Southern California**

## **Bylaws**

### **Article I. Organization**

**Section 1. Name.** The name of the organization is Doulas Association of Southern California, hereinafter referred to as "the Association" and which may be abbreviated and known as DASC.

**Section 2. Location.** The Association shall be incorporated in the State of California and shall continuously maintain in that state a registered office as required by the California Non-Profit Act.

**Section 3. Status.** It is the intention of the Association to qualify as a non-profit organization under the Internal Revenue Law and to do nothing to interfere with such qualification.

a) This organization is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

b) Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code.

c) Upon Dissolution of this organization, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

### **Article II. Purpose**

The purpose of the Association is to improve the quality of maternal care and health of newborn babies by furthering the profession of labor support and postpartum doulas, who provide education and physical and emotional support for women and their families during pregnancy, birth and postpartum, through community education, providing a supporting network and upholding professional standards.

### **Article III. Board of Directors**

**Section 1. Functions.** The Board of Directors shall determine the plans, establish the operating policies, and govern the Association.

Each Board of Directors member shall:

a) Act as a communication link between the Members and the Board by actively soliciting input and disseminating information.

b) Serve as a chairperson of a working committee, or serve on a standing committee, or act in an advisory capacity to the other Board members.

c) Act as representatives of the Association in matters regarding public relations, legislation and professional liaison.

**Section 2. *Composition.*** The Board of Directors shall consist of:

- a) The Offices (4) of the Association consisting of President, Vice President, Secretary, and Treasurer.
- b) The Directors (3) consisting of Director of Development, Director of Membership, and Director of Public Relations.
- c) One Member-at-Large.

**Section 3. *Eligibility.*** A candidate, to be eligible to serve on the Board of Directors, must have knowledge of the needs of childbearing women, must be a paid member of the Association, must reside in Southern California, and must be a character of good standing. To be eligible to hold the position of President, the candidate must have served on the Board of Directors for a total of two years. Affiliate members are not eligible to serve on the Board.

**Section 4. *Term of Office.*** All terms of office shall be two years beginning January 1st. Each Board position shall have one vote. No member of the Board of Directors shall serve more than three consecutive terms (six consecutive years) in the same position.

**Section 5. *Nominations.*** Nominations for officers shall be processed by the nominating committee of five members, two from the board and three from the membership at large, selected by lottery. Individuals wishing to serve on the Board shall submit their qualifications to the nominating committee at or before the specified date. The nominating committee will review all candidates and put together a ballot to be voted upon by the membership at large.

**Section 6. *Elections.*** Ballots will be posted or mailed to members at least two weeks prior to elections. All ballots will be counted at the all-member meeting in November. Members can mail or email their completed ballots to the DASC secretary before the meeting if they cannot attend.

**Section 7. *Meetings.*** The Board will meet every six (6) weeks, or more often, if deemed necessary. These meetings will be alternated with three (3) meetings in person and three (3) meetings via telecommunications or video conferencing. Special meetings of the Board can be called by the President or her designee at any time. The purpose of special meetings must be designated at the time notice of the meeting is given."

**Section 8. *Attendance at meetings.*** If any Board member misses three consecutive meetings, if meeting monthly, and two consecutive if meeting every six (6) weeks, the Board, by majority vote may ask that member to resign. The vacancy created shall be filled by majority vote of the current Board of Directors. That new Board Member shall remain in the filled position until the end of that term."

## **Article IV. Membership**

**Section 1. *Membership.*** The membership of DASC shall consist of labor support and postpartum doulas. Other interested parties may join as affiliate members.

**Section 2. *Dues.*** There is an annual membership fee to be determined by the Board of Directors.

**Section 3. *Meetings.*** There shall be meetings for the general membership for the purpose of support, education, and networking.

**Section 4. *Committees.*** Members shall be encouraged to participate in standing and ad hoc committees designated by the Board of Directors.

## **Article V. Amendment of Bylaws**

The bylaws of the Association shall not be amended except by the Board of Directors with the approval of the majority of the members voting. Notices of proposed changes will be mailed out at least two weeks prior to the vote. Members can mail or email their approval or disapproval to the DASC secretary before the vote if they cannot personally attend.

## **Article VI. Duties of the Officers**

**Section 1. *Duties of the President.*** It shall be the duty of the President to preside at all meetings of the Board of Directors. The President shall call regular and special meetings of the Board of Directors in accordance with these bylaws. Unless otherwise specifically set forth by these bylaws, the President, subject to the majority approval of the Board of Directors, shall be responsible for appointing and removing, employing and discharging, and fixing the compensations of all the agents and employees of the Association. The President shall see that books, reports, statements, and certificates required by law are properly kept, made, and filed. The President shall sign or countersign all certificates, acceptance, and other instruments, for the payment of money duly drawn by the Treasurer. The President shall submit a report of the operations of the Association for the year at the first regular meeting of the Board of Directors following the close of each year, and at a fall meeting. In general, she shall perform all the duties incident to this office. The President shall turn over all files, papers, records, and all other material pertaining to the operation of the office to her successor at the termination of the term of office. The President shall be an ex officio member of all standing and ad hoc committees.

**Section 2. *Duties of the Vice President, also known as the Director of Program.*** It shall be the duty of the Vice President to assist the President in the discharge of duties as requested, serve as Director of Program, and, in the absence or inability of the President to act, shall perform the President's duties. The Vice-President shall turn over all files, papers, records, and all other material pertaining to the operation of the office to her successor at the termination of the term of office.

**Section 3. *Duties of the Secretary.*** It shall be the responsibility of the Secretary to keep a record of all proceedings of the Association and of the Board of Directors; to keep a file of documents, records, communications, and other matters connected with Association business, including the preparation and distribution of minutes and agendas of Board meetings, and to perform other duties essential to the proper conduct of the Association and its affairs, or which may be authorized by the Association or its Board of Directors. In the absence of the Secretary from any meeting, a secretary pro tempore shall be chosen by the presiding officer. The secretary shall turn over all files, papers, records, and all other material pertaining to the operation of the office to her successor at the termination of the term of office. Minutes will be distributed within two weeks of board meeting.

**Section 4. *Duties of the Treasurer.*** The Treasurer shall have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories, or in such safe deposit vaults as the Board of Directors may designate. The Treasurer shall sign, make, endorse, in the name of the Association all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money and pay out and dispose of any bills encumbered by the Association. All expenditures over \$300.00 beyond operating costs or newsletter costs must be submitted and approved by the general membership. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and at other such times as shall be required of her and a current financial report at each general meeting. The Treasurer shall keep

full and accurate books of accounts as the Board of Directors may require, and shall exhibit the same to any member of the Association upon application therefore. She may be required by the Board of Directors to give the Association a bond for the faithful discharge of her duties in such amount and with such surety as the Board shall prescribe and under such terms and conditions as prescribed by the Board. In general, all files, papers, records, books of account, checkbooks, all financial records, and all other material pertaining to the operation of the office to her successor at the termination of her term of office.

**Section 5. *Duties of the Director of Hospitality or Director of Concierge.*** This position will work closely with the Director of Membership, to assist primarily during the membership drive. In addition this person will be responsible for contacting all new members advising them of their circle group leaders and making them aware of any and all upcoming program or networking events. It is also their primary responsibility to help the membership to become familiar with the calendar on the website, as well as the facebook page.

**Section 6. *Duties of the Officers*** It is understood and agreed that if you take a Board of Directors position, any/all information acquired during meetings, via email or telephone conversation with any Board member shall remain confidential. Failure to maintain confidentiality will result in a permanent dismissal from that position.

**Section 7. *Duties of the Officers*** Should a Board Member decide to leave the position mid-term, her position can be filled by a majority vote of the remaining Board Members for the interim term. Any Board Member can make the recommendation of a current member in good standings, upon a majority vote they will take office until the next election, at which point that member can run for any position on the board."

## **Article VII. Indemnification of Directors and Officers**

Each director or new officer now or hereafter serving the Association and her respective heirs, executors and personal representatives, shall be indemnified by the Association against expenses actually and necessarily incurred by her in connection with the defense of any action, suit, or proceeding in which she is made a party by reason of having been such director or officer, except in relation to matters as to which she shall be adjudged in such actions, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any law, agreement, vote of the Board of Directors, or otherwise.

These bylaws were adopted on January 12, 1997, by a majority of the members at a general meeting of Douglas Association of Southern California (DASC) held in Torrance, California.

These bylaws were amended on January 2011, by a majority of the voting members using an online survey.