



Breastfeeding Committee for Saskatchewan

BYLAWS

Approved September 20, 2023

Article 1: CONDITIONS OF MEMBERSHIP

Members of the Breastfeeding Committee for Saskatchewan (BCS) promote, protect, and support breastfeeding. All members applying for Membership must fulfill the criteria as determined by the Board of Directors for Membership status in the BCS and not be affiliated with the formula or the baby food industry in any way.

Membership

- Representatives from the former health regions, or networks in Saskatchewan and additional representatives including, but not limited to, CPNP, LaLeche League, First Nations communities, CNE, Kids First, Saskatchewan Prevention Institute and consumer representatives who have received approval of the Board of Directors.
- The Committee will maintain multi-disciplinary representation such as, but not limited to, registered nurses, lactation consultants (IBCLC), dietitians, speech pathologists, physicians, pharmacists and more who have received approval of the Board of Directors.
- Visitors are welcome to observe committee meetings with the approval of the co-chairs. Visitors will not be allowed to vote.
- Ex-officio members:
 - PHAC
 - Saskatchewan Ministry of Health Public Health Nursing Consultant

Members must attend a minimum of 2 meetings per year in order to maintain status as an active member and to maintain voting privileges. Membership reviewed annually at year end.

Minutes may be shared with additional people who are on the email list, but who are not active members and do not attend meetings.

Article 2: MEMBERSHIP FEES

Membership fees shall be determined by the Board of Directors (at present there is no fee charged). BCS members will renew membership by the annual meeting to be considered a voting member.

Article 3: WITHDRAWAL FROM MEMBERSHIP

Any member may withdraw from the association by delivering to the association a written resignation and lodging a copy of same with the secretary of the association.

Membership shall be considered to be withdrawn if there is non-renewal of the membership by May 31st.

If a member's actions are deemed to be not in accordance with the aims of the organization as stated in the aims and purposes, such a member may be required to resign by vote of three/fourths of the total members who vote at a membership meeting and/or by emailed vote, provided that any such member shall be granted an opportunity to be heard by the membership both through the group emails and at a general meeting.

Article 4: BOARD OF DIRECTORS - EXECUTIVE

A. The executive members of the association shall be, Co-Chair 1, Co-Chair 2, Secretary, Treasurer and three three members-at-large. The executive are considered to be the Directors of the BCS. The terms "Board of Directors" and "Executive" are synonymous.

B. Executive members shall be elected by the members at an annual general meeting by secret ballot, if not determined by acclamation.

C. The executive members terms of office:

- co-chair 1
- co-chair 2
- Treasurer
- Secretary
- Three Members-at-large

• all positions are 2 year terms with co-chair 1, treasurer, and member at large 1 elections to be held at the AGM on odd years. co-chair 2, Secretary, member at large 2 and member at large 3 elections to be held at the AGM on even years.

D. The property and business of the association shall be managed by the Executive.

E. Four of these members shall constitute a quorum.

F. The office of an executive member shall be automatically vacated:

- i) if an executive member shall resign her office by delivering a written resignation to the secretary of the association;

- ii) if she is found by a court to be of unsound mind;
- iii) if, at a special general meeting of members, a resolution is passed by two-thirds of the members present at that meeting that they be removed from office;
- iv) death.
- v) If they leave it unofficially by no longer replying to any communication, and are unable to be reached despite sincere efforts to do that by several means.

Provided that if any vacancy shall occur for any reason stated above, the Executive board may, by a majority vote, fill the vacancy for the remainder of the term, by appointment.

Article 5: MEETINGS OF THE EXECUTIVE

- A. Notice by e-mail shall be sent at least seven days prior to the meeting.
- B. If all the executive members of the association agree, a meeting of the executive members may take place by teleconference or web-based meeting.
- C. The executive members shall serve without remuneration and no executive member shall directly or indirectly receive any profit from her position. An executive member may be paid reasonable expenses incurred by her in the performance of her duties.
- D. A retiring executive member shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted and her successor is elected.
- E. The executive members may appoint persons to perform specific duties. (ie. Book meeting rooms, prepare coffee etc.)

Article 6: POWERS OF EXECUTIVE MEMBERS

- A. The executive members of the association may administer the affairs of the association in all things.
- B. The executive members shall have the power to authorize expenditures on behalf of the association and may delegate by resolution the right to employ and pay salaries to employees. The executive members shall have the power to enter

into a trust arrangement with a Canadian financial institution to create a trust fund in which the capital of the association is made available for the benefit of promoting the interest of the association.

C. The executive members shall have the power to take necessary steps to enable the association to acquire gifts, grants and donations of any kind for the purpose of furthering the objectives of the association.

Article 7: DUTIES OF EXECUTIVE MEMBERS

A. Co-Chair 1 shall be the chief executive officer of the association. She shall preside at all meetings of the association and the executive. She shall have the general and active management of the affairs of the association. She shall see that all orders and resolutions of the executive board are carried into effect.

B. Co-Chair 2 shall assist Co-Chair 1 to perform the duties and exercise the powers of the Co-Chair and shall from time to time perform such other duties as shall be imposed upon her by the executive.

C. The treasurer shall have the custody of the funds of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association. She shall keep the books of the association and shall deposit all monies in the name and to the credit of the association in the chartered bank designated by the executive board. She shall provide for the chairperson and executive an accounting of all the transactions and a statement of the financial position of the association when required.

D. If the administrator is not present, the secretary shall attend all meetings and act as clerk and shall record all votes and minutes of all proceedings in the books (or electronic means) to be kept for that purpose. If the administrator's position is vacant, the secretary shall distribute minutes of meetings to members, give notice of meetings of the members and the executive board members and shall maintain a current list of all members. The secretary shall correspond with membership applicants and work towards representation from all health regions, health disciplines and that there are active consumers

E. The Past Chair shall act primarily in an advisory role to the executive and shall from time to time perform other such duties as imposed upon her by the executive.

F. The Members-at-large will assist in the work of the committee as agreed upon by the executive and the BCS at meetings.

G. The duties of all other executive board members shall be determined by the board.

H. More detailed job descriptions for each position are available

Article 8: MEETINGS

A. The year end of the BCS is January 31st. The annual general meeting will be held within 4 months of this date.

B. Half the members present at the annual meeting shall constitute a quorum.

- Half of the members in attendance at AGM plus 1 is required to pass business as a majority
- 7 active members in person at the meeting or by teleconference constitutes quorum
- All decisions will be made by simple majority

C. A minimum of fourteen days written notice shall be given to each voting member of any meeting of members.

D. General meetings are held four times a year. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to make a reasoned judgment on the decision to be taken.

E. The executive have one annual general meeting and strategic planning meeting a year usually in May.

F. Each voting member present at a meeting has the right to exercise one vote

Article 9: MINUTES OF MEETINGS

Minutes of the meetings will be made available to the general membership.

Article 10: VOTING OF MEMBERS

At all meetings of the association, every question shall be determined by a majority of votes of "active members" present in person or by teleconference unless otherwise specifically provided by statute in these by-laws. In the event of a tie vote, the presiding executive member shall cast a second ballot. Votes can be completed by email at the discretion of the executive.

Article 11: YEAR END OF THE ASSOCIATION

The year-end of the association shall be January 31st.

Article 12: COMMITTEES

The executive board may appoint committees whose members will hold their offices for a defined term.

Article 13: AMENDMENT OF BY-LAWS

The by-laws of the association may be repealed or amended by a majority of the executive members and by an affirmative vote of two-thirds of the members at a meeting called for the purpose of considering the by-law. Changes to bylaws should be presented at the annual general meeting where possible.

Article 14: AUDITORS

Audits are required by an independent person at any time the treasurer role changes hands. The executive or the membership may vote to have additional audits completed at any time.

Article 15: BOOKS AND RECORDS

The Executive shall see that all necessary financials and electronic records of the association are accurately maintained.

Article 16: DISSOLUTION

Upon dissolution of the association, any monies remaining after payments of all legally incurred debts shall be given to a Canadian non-profit charitable organization as stated in the Articles of Incorporation.