



## Breastfeeding Committee for Saskatchewan

### BYLAWS

Approved June 11, 2018

#### **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.

##### 1.1 Classification of members

There are two categories of Members

A. Active Members

B. Affiliate Members

##### A. "Active Member"

1) is a representative of a geographical region or organization that is concerned with maternal child health issues, and has received approval of the Board of Directors

2) or is a mother-advocate who is invited to become a member and has received approval of the Board of Directors

(3) may not hold more than one vote even if the member meets both requirements as specified in (1) and (2) above

and (4) must attend a minimum of 2 meetings per year in order to maintain status as an active member. Membership reviewed annually at year end.

##### B. "Affiliate Member"

(1) all members of the group applying for Affiliate Membership fulfills the criteria as determined by the Board of Directors for Affiliate Membership status in the BCS and the group is not affiliated with the formula or the baby food industry in any way

(2) is a group or its individual members interested in furthering the aims of the BCC and whose application for acceptance as an Affiliate Member has received the approval of the Board of Directors.

(3) the group or its individual members do not have voting privileges on the BCS.

### **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Membership shall be considered to be withdrawn if there is non-renewal of the membership by May 31st.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 mailed-in secret ballot, provided that any such member shall be granted an opportunity to be heard by the membership both through the group listserv 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 on odd years. co-chair 2, Secretary, member at large 2 and member at large 3 elections to be held 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 she be removed from office;
- iv) death.

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/fax 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.

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 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 strategic planning meeting a year usually in July.

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.

**Article 14: AUDITORS**

The members shall at each annual meeting appoint an auditor to audit the accounts of the association for report to the members at the next annual general meeting.

**Article 15: BOOKS AND RECORDS**

The Executive shall see that all necessary books and 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.