

*Bylaws*  
*of*  
**DOULAS ASSOCIATION OF SOUTHERN CALIFORNIA**  
*a*  
*California Nonprofit Public Benefit Corporation*

**ARTICLE 1 - NAME**

The legal name of this corporation is DOULAS ASSOCIATION OF SOUTHERN CALIFORNIA.

**ARTICLE 2 - OFFICES**

**Section 1. Principal Office.**

The corporation shall have a principal office or storage unit at which it shall maintain its official records. Digitized copies will be kept electronically on the cloud. The principal office or storage unit shall be located at a place determined by the Board of Directors.

**Section 2. Other Offices.**

The corporation may also have other offices as the Board of Directors may determine.

**ARTICLE 3 - PURPOSES**

**Section 1. Objectives and Purposes.**

The primary purposes of this association is to improve the quality of Parental care and health of newborn babies by furthering the profession of labor support, postpartum and full spectrum doulas, by providing advocacy for reproductive/birthing justice; a nurturing community of peer collaboration; educational opportunities for doulas and the public; and a bridge between the public and our members. DASC strives to be a diverse, inclusive, and thriving community of supported, educated, and successful birthworkers.

**ARTICLE 4 - DIRECTORS**

**Section 1. Powers.**

The corporation shall have a Board of Directors (referred to, in these Bylaws, as the "board"). These Directors must include four Officers; President, Vice President, Secretary and Treasurer. Other Directors positions can include but are not required to include, for example, Director of Membership, Director of Programming, Director of Outreach. All of the activities and affairs of the corporation shall be exercised by the board or under its direction. The board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation.

## **Section 2. Number.**

The board shall have no less than four (4) directors (which must be comprised of the four Officers) nor more than eleven (11). The precise number of authorized directors shall be set within these limits by an affirmative vote of a majority of the directors then in office.

## **Section 3. Qualification.**

A candidate, to be eligible to serve on the Board of Directors, must be a trained doula, and must be a paid member in good standing in accordance with the Association's Standards of Practice (SOP) and Code of Ethics (COE). To be eligible to hold the position of President, the candidate must have served on the Board of Directors for one full term. Affiliate members are eligible to serve on the Board of Directors as Board Members but not as Officers.

## **Section 4. Duty of Care and Loyalty.**

It is the obligation of each director of the corporation to perform their duties in good faith, in a manner such a director believes to be in the best interests of the corporation, and with such care, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the board on which a director may serve.

## **Section 5. General Duties.**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Meet at such times and places as required by these Bylaws; and
- (d) Register their addresses, phone, and email addresses with the Secretary of the corporation.
- (e) Act as a communication link between the Members and the Board by actively soliciting input and disseminating information.
- (f) 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.

- (g) Act as representatives of the Association in matters regarding public relations, legislation and professional liaison.
- (h) Assist in the planning and provision of at least one cultural competency training for the membership each calendar year.
- (i) Fill the vacancies on the board or on any committee that has the authority of the board;
- (j) Appoint committees of the board or the members thereof.
- (k) Fix the compensation of the directors for serving on the board or on any committee.
- (l) Amend or repeal the Bylaws or Articles of Incorporation, or adopt new Bylaws or Articles of Incorporation.
- (m) Amend or repeal any resolution of the board which by its express terms is not so amendable or repealable.
- (n) Approve any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in [Section 5233\(d\)\(3\)](#) of the Nonprofit Corporation Law.
- (o) Approve any monetary expenditures of corporate funds. The board will approve budget limits for subcommittees. Recurring expenses should be reviewed annually, at minimum.

#### **Section 6. Restriction Regarding Interested Directors.**

Notwithstanding any other provision of these Bylaws, not more than 49 percent of the persons serving on the board may be interested persons. An "interested persons" is:

- (a) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months excluding any reasonable compensation paid to a director as director. For purposes of this definition, compensation means payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **Section 7. Self-dealing.**

The corporation shall not enter into any contract or transaction with any (1) director of the corporation, (2) officer the corporation, or (3) corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors,

directors or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:

- (a) The material facts regarding that director's or officer's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the board, prior to consideration by the board of such contract or transaction; and
- (b) Such contract or transaction is authorized in good faith by a vote of the majority of the board without counting the votes of the interested directors;
- (c) Before authorizing or approving the transaction, the board considers and in good faith decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) At the time the transaction is entered into (1) the transaction is fair and reasonable to the corporation and (2) the corporation entered into it for its own benefit

#### **Section 8. Compensation.**

Directors shall serve without compensation, with the exception of free membership delineated below, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5 and 6 of this Article.

If a member serves on the Board of Directors for at least 6 consecutive months, that member is granted one free year of membership. Board members will receive free membership renewals for the number of years they serve on the board, rounding up to the next full year for a partial year of 6 months or more. For example, if they serve for 1 year and 3 months, they will receive one year of free DASC membership, if they serve for 1 year 6 months, they will receive 2 years of free DASC membership. Upon leaving the Board, they will be charged again at their original billing date once their free years of memberships are done.

### **ARTICLE 5 - MEETINGS OF THE BOARD**

#### **Section 1. Regular and Annual Meetings.**

Regular meetings of the directors shall be held at least quarterly, on such dates as determined by the board, at times and places to be determined by the directors. The annual meeting shall fall during the 3rd quarter of the year.

**Section 2. Special Meetings.**

Special meetings of the board may be called by the President, a Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting.

### **Section 3. Minutes.**

The board shall be responsible for recording and maintaining minutes of the proceedings of the meeting of the board, of committees of the board and, if the corporation has members, of meetings of the members. The Secretary or a person designated by the Secretary (or, in the Secretary's absence, the chair of the meeting) shall take the minutes of board and members meetings.

### **Section 4. Place of Meetings.**

- (a) Meetings of the board shall be held virtually or at any place that has been designated by resolution of the board or in the notice of the meeting
- (b) Any director may participate in a meeting, and any meeting of the board may be held by conference, telephone, video screen, or other transmission, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.
- (c) If a meeting is held virtually, or any director is participating virtually in an otherwise in person meeting:
  - (i) all directors participating in the meeting shall be able to hear one another.
  - (ii) Each director participating in the meeting can communicate with all other members concurrently, and
  - (iii) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the corporation.

### **Section 5. Notice of Meetings**

- (a) Notices of board meetings are valid if made by:
  - (i) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
  - (ii) Email;
  - (iii) Other electronic means;
  - (iv) Text, provided a director has given their consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

- (b) Notice of regular meetings need not be given if fixed by a resolution of the board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings shall be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail which is not valid unless made 4 days prior to the date of the meetings.

**Section 6. Contents of Notice.**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice.

**Section 7. Quorum for Meetings.**

- (a) A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.
- (b) If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.
- (c) Except as otherwise provided in these Bylaws (including, without limitation, sub-section (b) of this Section), in the corporation's Articles of Incorporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

**Section 8. Majority Action as Board Action.**

The board may take action or make a decision (e.g., pass a resolution) by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these Bylaws or the California Nonprofit Corporation Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the board, and (iv) indemnification of directors.)

## **Section 9. Conduct of Meetings.**

Meetings of the board shall be presided over by the President of the corporation or, in their absence, by the Vice President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

## **Section 10. Action by Unanimous Written Consent Without Meeting.**

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the Nonprofit Corporation Law (California Corporations Code section 5000 et seq.) and Section 5 of this Article 4 of these Bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

## **ARTICLE 6 - ELECTION AND REMOVAL OF DIRECTORS**

### **Section 1. Nominations, Elections and Term of Office of Directors.**

- (a) Nominations, including self nomination, for directors and Officers shall be processed electronically, or in person, for qualified members wishing to serve on the Board. Those individuals shall submit their qualifications at or before the specified deadline. The members of the Board of Directors will review these candidates and put together a ballot which will then be voted upon by the membership at large.
- (b) Ballots will be distributed in person or online, to members at least two (2) weeks prior to elections. All ballots will be calculated in November. Members who do not have access to the online ballot can email their vote to any board member prior to the deadlines announced.
- (c) The terms of directors, including officers, shall be two years. Directors shall be elected each November to fill those terms that expire at the end of the calendar year. If any directors are not elected during November, they may be elected at any other regular meeting or at a special meeting held for that purpose by the board of directors (which need not be the exclusive purpose of that meeting).
- (d) No person shall serve as a director of this corporation for more than two (2) consecutive terms. A director who has served two consecutive terms as a Director may be eligible to serve a third term as an Officer. A director who has



served two consecutive terms may be eligible to serve as a director after two years have passed since that person was last a director.

## **Section 2. Removal of Directors.**

- (a) The board may declare vacant the office of a director who has:
  - (i) Been declared of unsound mind by a final order of court;
  - (ii) Been convicted of a felony;
  - (iii) Been found by a final order or judgment of any court to have breached any duty under [Section 5231](#) and following of the California Nonprofit Corporation Law; or
  - (iv) If any Board member misses two meetings in a calendar year, unless at a birth, with proof, if asked for, the Board, by majority vote may ask that member to resign.
- (b) A director may be removed without cause by the vote of a majority of the directors then in office.

## **Section 3. Vacancies.**

- (a) Vacancies on the board shall exist on the death, resignation or removal of any director or whenever the number of authorized directors is increased.
- (b) Any director may resign effective upon giving written notice to the President, the Secretary, or the board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the corporation without at least one duly elected director in charge of its affairs except upon notice to the Attorney General of the State of California.
- (c) A reduction of the number of authorized directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the board. That is, a reduction in the number of authorized directors will not terminate or shorten the terms of any directors in office at the time that the resolution to reduce the number of authorized directors is approved.
- (d) Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by:
  - (i) The unanimous written consent of the directors then in office,

- (ii) The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these Bylaws, or
- (iii) A sole remaining director.
- (e) A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the board or until end of their term, resignation or removal from office.
- (f) Vacancies occurring in offices appointed at the discretion of the board may or may not be filled as the board shall determine.

## **ARTICLE 7 - LIABILITY OF DIRECTORS**

### **Section 1. Non-Liability of Directors.**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation or of other board members' businesses.

### **Section 2. Insurance for Corporate Agents.**

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **Section 3. Indemnification by Corporation of Directors, Officers, Employees and Other Agents.**

- (a) To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Nonprofit Corporation Law section 5238(a) (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. ("Expenses" as used in this Bylaw shall have the same meaning as in that section of the Nonprofit Corporation Law.)
- (b) On written request to the board by any person seeking indemnification under Nonprofit Corporation Law section 5238(b) or section 5238(c), the board shall promptly decide pursuant to Nonprofit Corporation Law section 5238(e) whether the applicable standard of conduct set forth in Nonprofit Corporation Law section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

- (c) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## **ARTICLE 8 - OFFICERS**

### **Section 1. Number of Officers.**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

### **Section 2. Qualification.**

A candidate, to be eligible to serve on the Board of Directors, must be a trained doula, must be a paid member of the Association, and must be a member in good standing in accordance with the Association's Standards of Practice and Code of Ethics. To be eligible to hold the position of President, the candidate must have served on the Board of Directors for one full term. Affiliate members are eligible to serve on the Board of Directors as Board Members but not as Officers.

### **Section 3. Election, and Term of Office.**

Officers shall be elected by the membership of the association in November, and shall serve at the pleasure of the board. Each officer shall hold office for two-year terms beginning January 1<sup>st</sup>. No officer of the Board of Directors shall serve more than two consecutive terms (four consecutive years), unless there are no other eligible members running or if running unopposed.

### **Section 4. Removal and Resignation.**

- (a) The board may declare vacant the position of an officer who has:
- (i) Been declared of unsound mind by a final order of court;
  - (ii) Been convicted of a felony;
  - (iii) Been found by a final order or judgment of any court to have breached any duty under [Section 5231](#) and following of the California Nonprofit Corporation Law; or

- (iv) If any Board member misses two meetings in a calendar year, unless at a birth, with proof if asked for, the Board, by majority vote, may ask that member to resign.
- (b) An officer may be removed without cause by the vote of a majority of the directors then in office.
- (c) Any officer may resign at any time by giving written notice to the board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the corporation.

### **Section 6. Vacancies.**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by an election by the board. A person elected by the board to a vacant office shall hold that office until the next election or until end of their term, resignation or removal from office.

### **Section 7. Duties of President.**

The President shall:

- (a) Be the chief executive officer of the corporation and subject to the control of the board shall be the general manager of the corporation and shall generally supervise, direct and control the corporation's activities, affairs, and officers. Notwithstanding the preceding, the board may assign some or all of these duties to an employee who may or may not have the title 'Chief Executive Officer.'
- (b) Preside at all meetings of the board. In their absence, the Vice President shall preside over the meeting. If both are absent, a majority vote of the board will choose a member of the board to preside.
- (c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board.
- (d) Perform all other duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board.
- (e) Submit a report to the membership of the operations of the Association for the year at the annual meeting.

- (f) Be an ex officio member of all standing and ad hoc committees.
- (g) Turn over all files, papers, records, and all other material pertaining to the operation of the office to their successor at the termination of the term of office.

**Section 8. Duties of Vice President.**

In the absence or disability of the President, the Vice President shall:

- (a) Perform all powers of, and be subject to, all the restrictions upon the President.
- (b) Have such other powers and perform such other duties as from time to time may be prescribed by the board or the President.
- (c) Turn over all files, papers, records, and all other material pertaining to the operation of the office to their successor at the termination of the term of office.

**Section 9. Duties of Secretary.**

The Secretary shall:

- (a) Certify and keep, or cause to be kept, the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the corporation, or at such other place as the board may direct, or electronically, a book of minutes of all meetings, proceedings and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the board and committee meetings; the actions taken and decisions made by the board at that meeting, including the votes for, against and in abstention of each such action or decision (and may include how each director voted on such action or decision).
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws and by the board.
- (e) Exhibit at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefore, these Bylaws, the minutes of the proceedings

of the directors of the corporation, and the corporation's applications for tax exemption. Minutes will be distributed within two weeks of board meetings.

- (f) In the absence of the Secretary from any meeting, a secretary pro tempore shall be chosen by the presiding officer.
- (g) Turn over all files, papers, records, and all other material pertaining to the operation of the office to their successor at the termination of the term of office.
- (h) The Secretary must request and receive all agenda items from fellow Board Members at least twenty four hours prior to each meeting.
- (i) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to them from time to time by the board.

#### **Section 10. Duties of Treasurer.**

The Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable [Generally Accepted Accounting Principles](#).
- (b) Send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
- (c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the board may order.
- (d) Render to the President and directors, whenever requested, an account of any or all of their transactions as Treasurer, and of the financial condition of the corporation.
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the

corporation, or by these Bylaws, or which may be assigned to them from time to time by the board.

- (g) If required by the board, give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on their their death, resignation, retirement, or removal from office.
- (h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.
- (i) The Board shall approve of any monetary expenditures of corporate funds. The board will approve budget limits for subcommittees. Recurring expenses should be reviewed annually, at minimum.

### **Section 11. Compensation.**

The salaries, if any, of the officers shall be fixed from time to time by resolution of the board. The salary received by any officer of this corporation shall be reasonable and given in return for services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that they are also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4 of these Bylaws.

## **ARTICLE 9 - COMMITTEES**

### **Section 1. Committees**

- (a) The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the board, each consisting of one or more directors in addition to members of the association, to serve at the pleasure of the board and have such authority as is delegated by the board.
- (b) By a majority vote of the directors then in office, the board may at any time revoke or modify any or all of the authority delegated to any committee of the board, increase or decrease but not below two (2) the number of members of any committee of the board, and fill vacancies in any committees of the board from the members of the board. All committees shall report the summary of their meeting to the board at the regular board meeting.

- (c) Any committee must consist of at least two persons and have at least one sitting board member.
- (d) Committees may make decisions about expenditures within the budget allotted to them by the board of directors as a whole.

## **Section 2. Meetings and Actions of Committees.**

Meetings and actions of all committees shall be overseen by the chair of the committee and governed by a majority vote within the committee. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 10 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 1. Execution of Instruments.**

Except as otherwise provided in these Bylaws, the board may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes.**

The board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

### **Section 3. Deposits.**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.

### **Section 4. Gifts.**

The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 11 - CORPORATE RECORDS, REPORTS AND SEAL**

### **Section 1. Maintenance of Corporate Records.**

The following are records required to be kept by the board:



- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

## **Section 2. Corporate Seal**

The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **Section 3. Directors' Inspection Rights.**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **Section 4. Right to Copy and Make Extracts.**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **Section 5. Annual Report.**

The board shall cause an annual report to be furnished not later than 120 days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

## **ARTICLE 12 - FISCAL YEAR**

### **Section 1. Fiscal Year of the Corporation.**

The fiscal year of the corporation shall begin on the first (1st) day of July in each calendar year and end on the last day of June of next calendar year.

## **ARTICLE 13 - AMENDMENT OF BYLAWS**

### **Section 1. Amendment.**

Subject to any provision of law applicable to the amendment of Bylaws of a Nonprofit Corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the directors then currently in office.

## **ARTICLE 14 - AMENDMENT OF ARTICLES**

### **Section 1. Amendment of Articles.**

Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the directors then currently in office.

### **Section 2. Certain Amendments.**

Notwithstanding the Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Nonprofit Corporation Law.

## **ARTICLE 15 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **Section 1. Prohibition Against Sharing Corporate Profits and Assets.**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by

resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

## **ARTICLE 16 - MEMBERS**

### **Section 1. Determination of Members.**

The membership of DASC shall consist of doulas such as; labor and birth, postpartum, full spectrum, death, abortion, etc. Other interested parties may join as affiliate members. Affiliate members are eligible to run for a board position as Board Members but not as Officers and they are eligible to vote in elections or other pressing matters. Should an established organization or group wish to join DASC, each member of the organization will have to join individually.

### **Section 2. Dues.**

There is an annual membership fee to be determined by the Board of Directors. Special rates for groups or organizations 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.

### **Section 5. Scholarships.**

The Board of Directors may create a fund for use to subsidize members fees associated with programming, dues, or other expenses that may arise. All scholarships must be approved by a majority of the Board

## **ARTICLE 17 - CONSTRUCTION AND DEFINITIONS**

### **Section 1. Construction and Definition.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Law shall govern the construction of these Bylaws. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

These bylaws were adopted on \_\_\_\_\_, by a majority of the members at a general meeting of Doulas Association of Southern California (DASC) held in \_\_\_\_\_, California.  
Revised ~ \_\_\_\_\_