

Approved Bylaws 2013

A by-law relating generally to the conduct of the affairs of



Canadian Lactation Consultant Association

Association canadienne des consultantes en lactation (CLCA/ACCL)

(the “Corporation”)

TABLE OF CONTENT

Section 1	Fundamental Principles
Section 2	General
Section 3	Membership – Matters requiring Special Resolution
Section 4	Membership Dues, Termination and Discipline
Section 5	Meeting of members
Section 6	Directors
Section 7	Meeting of Directors
Section 8	Officers
Section 9	Dispute resolutions
Section 10	Conflict of interest and Confidentiality
Section 11	By-law amendments
Section 12	Effective Date

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - FUNDAMENTAL PRINCIPLES

In the realization of the Corporation purposes, as enumerated in Schedule 1, the following fundamental principles shall be observed:

- As an organization, CLCA/ACCL will not endorse any literature or products, or accept direct funding from industries producing or marketing products that do not comply with the *International Code of Marketing of Breast-milk Substitutes and the subsequent World Health Assembly resolutions*.
- Members of the Board of Directors of CLCA/ACCL will not accept funding from interests producing or marketing products that do not comply with the *International Code of marketing of Breast-milk Substitutes and the subsequent World Health Assembly resolutions*.
- Members of the Board of Directors will not endorse in their official capacity any literature or product that does not comply with the *International Code of marketing of Breast-milk Substitutes and the subsequent World Health Assembly resolutions*.

SECTION 2 – GENERAL

2.01 Definitions

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

- a) **“Act”** means the *Canada Not-for-Profit Corporation Act S. C. 2009, c.23* including the Regulations made pursuant to the Act, and any statute or regulations that may be substitutes. As amended from time to time;
- b) **“articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) **“board”** means the board or directors of the Corporation;
- d) **“director”** means a member of the board;
- e) **“by-law”** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f) **“meeting of members”** includes an annual meeting of members or a special meeting of members;
- g) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

- h) **“ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) **“proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- k) **“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.02 Corporate Seal

The secretary of the Corporation shall be the custodian of the corporate seal.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. The exceptions to this are the expenses incurred by directors for travels to Board of Directors' meetings and for the day-to-day expenses of the administration of the Corporation, which will be signed off by the treasurer.

In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be true copy thereof.

2.04 Financial Year End

The financial year-end of the Corporation is December 31.

2.05 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statement and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge through electronic means.

SECTION 3 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to this section of the by-laws if those amendment:

- 1) affect membership rights and/or conditions described in paragraphs 197 (1)(e), (h), (l) or (m) of the Act;
- 2) change the manner of giving notice to members entitled to vote at a meeting of members.

3.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely “Voting Members” and “Non-voting Members”. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a) Voting members

- (i) A voting member is a person who has paid her membership dues and is currently certified as an International Board Certified Lactation Consultant.
- (ii) The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) As set out in the articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one (1) vote on each matter at such meetings.

b) Non-voting members

- (i) A non-voting member is a person who has paid her dues, who is interested in furthering the aims of the Corporation and who has received the approval of the board.
- (ii) The term of membership of a non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) Subject to the Act and the articles, a non-voting member shall not be entitled to receive notice of meetings or vote at meetings of the members of the Corporation.

3.02 Notice of meeting of Members

Notice of the time and place of a meeting of members shall be given to each voting member by any of the following means:

- a) by mail, courier or personal delivery to each voting member, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each voting member, during a period of 21 to 35 days before the day on which the meeting is to be held.

SECTION 4 – MEMBERSHIP DUES, TERMINATION and DISCIPLINE

4.01 Membership Dues

The board shall determine the membership fees.

4.02 Termination of membership

A membership in the Corporation is terminated when:

- a) the member dies;
- b) the member fails to maintain any qualifications for membership described in Section 3.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with section 4.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

4.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provisions of the articles, by-laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event no written submissions are received, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from the

membership of the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 5 – MEETING OF MEMBERS

5.01 Persons entitled to be present

- a) voting members,
- b) the directors,
- c) the public accountant of the Corporation,
- d) such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the are meeting,
- e) any other person by invitation of the chair of the meeting or by resolution of the members.

5.02 Quorum

A quorum at any meeting of the members shall be ten (10) voting members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.03 Electronic participation at a Members' Meeting

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The President or the chair of the meeting shall not vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

5.05 Voting for Special Resolution

Electronic voting for special resolution is permitted.

SECTION 6 – DIRECTORS

6.01 Qualifications

Each Director must be a member of the Corporation in good standing for the last two (2) consecutive years and an International Board Certified Lactation Consultant.

6.02 Term

Directors shall be elected for a term of two (2) years by the voting members at an annual meeting of the members. A maximum of two (2) consecutive terms is allowed in one position, and a maximum of six (6) consecutive years on the board. A Director is allowed to stay in his/her position until a replacement has been found.

At least three months prior to the end of his/her first term on the Board, a Director will be asked if s/he wishes to serve for a second term.

The President is allowed to stay for one (1) more year in as Past President. A director in this position is allowed a maximum of seven (7) years on the board.

6.03 Vacancy

Vacancies occurring on the Board of Directors for any reason may be filled by majority vote of the Directors. A Director so elected to fill a vacancy shall complete the unexpired term of that Director's predecessor in office. Thereafter, the Director must be elected to the post, by the CLCA/ACCL voting members, to retain the office. A vacancy in the office of the President will be filled by a Director, elected by a majority vote of the Directors.

6.04 Removal from Office by Directors

Any Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors at a meeting or telephonic/electronic conference call for which adequate notice has been given. Any Director so removed from the Board shall not be eligible to reapply for candidacy on the Board for a period of four (4) calendar years following the effective date of removal.

6.05 Resignation from Office

A Director may resign at any time by giving written notice to the Board or the President. Such resignation takes effect immediately upon acceptance of said written notice by the President. If possible, thirty (30) days notice is requested. Members will receive notification of the resignation within ninety (90) days.

6.06 Remuneration

All Directors shall serve without compensation but will be reimbursed for authorized expenses.

SECTION 7 – MEETING OF DIRECTORS

7.01 Calling of Meetings

The President of the board or any four (4) directors may call meetings of the board at any time. A quorum of the Board of Directors must agree on a date, time and place for the meeting.

7.02 Notice of Meetings

At least sixty (60) days prior notice of any meeting shall be given to each Director except in cases of conference telephone calls when ten (10) days prior notice will be given.

7.03 Meeting by Telephonic, Electronic or other Communications Facility

Meetings can be held by any of these methods if each board member who is going to be present at the meeting has equal access to the method to be used, and if the method chosen allows for proper counting and recording of votes. The method chosen must permit all directors participating in the meeting to communicate adequately with each other. The same quorum (7.04) and votes to govern (7.05) apply to these meetings.

7.04 Quorum

Three (3) directors of the board shall constitute a quorum.

7.05 Votes to Govern

Each member of the Board of Directors shall be entitled to one (1) vote per question. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The President or the chair of the meeting shall not vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

During telephonic, electronic or other communications facility the President will ask for three (3) levels of voting: in favour, opposed, and abstain. If anyone is opposed or if anyone abstains, the secretary will record the names. In the case of a secret ballot, appropriate means to vote anonymously will be provided to the directors.

SECTION 8 – OFFICERS

8.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President** – The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans, policies, orders and resolutions of the Corporation. The President shall, subject to the authority of the Board, have a general supervision of the affairs of the Corporation.

- b) **Past- President** – The Past-president shall act as an advisor to the incoming President. The Past-President shall work as a recruiter of potential candidates to the Board of Directors and help in the nominations of new board members.
- c) **Secretary** – The Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d) **Treasurer** –The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in any case of securities, in such registered dealer in securities as may be designated by Board of Directors from time to time. She shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they require it, an accounting of all transactions and a statement of the financial position of the Corporation. She shall also perform such other duties as may from time to time be directed by the Board of Directors.

8.02 Qualifications, Term, Vacancy, Removal by Directors, Resignation and Meetings

Sections 6 and 7 of these bylaws apply to Officers in the same way they apply to Directors.

SECTION 9 – DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appoint jointly a third mediator. The three mediators will meet the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All cost of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may determine by the arbitrators.

SECTION 10 – CONFLICT OF INTEREST AND CONFIDENTIALITY

10.01 Disclosure

Any individual seeking an elected, appointed, or contracted position at CLCA/ACCL must make prior disclosure of any real, perceived, or potential conflict of interest. A conflict of interest arises when one is in a position to influence a decision at CLCA/ACCL that will result in personal or professional gain for self or a family member. Individuals will not accept any funding from entities that are not in compliance with the *International Code of Marketing of Breast-Milk Substitutes* and its subsequent WHA resolutions. Any undisclosed conflict found after assumption of position may result in a request for resignation.

10.02 Voting and Recusals

Any individual holding an elected, appointed, or contracted position at CLCA/ACCL having a conflict of interest regarding a matter which comes under discussion shall recuse her/himself from any discussion and voting on the matter in question. Any recusals will be recorded in the minutes if the meeting.

10.03 Annual Affirmation by the Board

CLCA/ACCL Board members will be required, at the annual Board of Directors' meeting, to individually sign a statement against conflict of interest and a statement of confidentiality.

SECTION 11– BY-LAW AMENDMENTS

11.01 By-law amendments

Subject to the articles, the board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 12 – EFFECTIVE DATE

12.01 Effective date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

Certified to be the By-Law 2013 of the Corporation, as enacted by the Directors of the Corporation by resolution on the _____ day of _____, year _____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, year _____.

Dated as of the _____ day of _____, year _____.

Kim Dart, President

SECTION 11- BY-LAW AMENDMENTS

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This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 12 - EFFECTIVE DATE

12.01 Effective date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

Certified to be the By-Law 2013 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 10 day of MARCH, year 2013 and confirmed by the members of the Corporation by special resolution on the 07 day of AUGUST, year 2013.

Dated as of the 26 day of AUGUST, year 2013.

Kim Dart RN MSN IBCC

Kim Dart, President