

BYLAWS OF BirthSmart

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be BirthSmart.

Section 2: BirthSmart is organized exclusively for charitable and educational purposes.

ARTICLE II - MEMBERSHIP

Section 1: Voting membership shall consist only of the Board of Directors. Non-voting membership shall consist of volunteers and/or financial or in-kind benefactors of BirthSmart.

ARTICLE III – BOARD MEETINGS

Section 1: Board Meetings. The date of the board meetings shall be held no less than annually and set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called upon the request of one third of The Board.

Section 3: Notice. Notice of each meeting shall be given to each member of the Board of Directors, by Email, not less than two weeks before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the BirthSmart Mission and delegates responsibility for events to committees. The Executive Board shall have four members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least annually at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at a meeting in the last quarter of the year for the following year. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. Executive Board members shall serve two year terms with Chair and Secretary beginning in 2012 and Treasure and Vice Chair beginning in 2013. Board members are eligible for re- election.

Section 5: Quorum. A quorum must be attended by at least 75 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have email notice two weeks in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Chair has the ability to sign checks.

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The Vice-Chair will oversee committees on special subjects as designated by the board. The vice-chair has the ability to sign checks.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the Finance Committee, reconcile bank statements to receipts, manage accounts payable and receivable, assist in the preparation of the budget, and make financial information available to Board members and the public. The Treasurer shall make an annual report to be submitted to the Board showing income, expenditures and pending income. The Treasurer has the ability to sign checks.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting.

These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. All expenditures must be within the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 4: Committee Chairs. Committee Chairs are appointed by the Executive Board to oversee and execute specific functions relevant to the committee in accordance with BirthSmart's Mission. Committee Chairs are voting members of the Board of Directors. Committee Chairs will submit proposals to the Board for all events. Proposals will include a budget and fundraising for the event. **The Committee Chair delivers a report at Board meetings regarding the committee.**

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ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a three-fourths majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements or outlined in the agenda and voted on at a board meeting.

These Bylaws were approved at a meeting of the Board of Directors of BirthSmart on December 13, 2018.

Signed

Val Stow, Chair

Date

Joe Heinecke, Vice-Chair

Date

Melissa Kleinman, Secretary

Date

Kelly Heinecke, Treasurer

Date