

# BY-LAWS OF NATIONAL END-OF-LIFE DOULA ALLIANCE

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## ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **National End-of-Life Doula Alliance**.

*Section 2 — Purpose:* **National End-of-Life Doula Alliance** is organized as a membership business league exclusively for professional and educational purposes.

**Our purpose is:**

- to support end-of-life doulas in the pursuit of their practices and vocations;
- to provide meaningful ways to connect members who share a common business interest;
- to create and provide standards of excellence for member end-of-life doulas;
- to promote optimum conditions under which end-of-life doulas serve; and
- to educate related professionals and the public to end-of-life doula service.

### **NEDA Mission Statement**

NEDA seeks to inspire positive, creative change in American death practices by creating high standards, ethical and practical guidelines, and rich networking opportunities for all EOLDs, resulting in meaningful experiences for the dying, their caregivers, and the agencies involved.

**Our Vision:**

- To create a cultural shift where trained EOL doulas are welcomed at the bedside of every death as part of the natural continuum of care for the dying
- To integrate EOL doula concepts into accepted mainstream practices
- To provide inclusive support of all EOL doulas and trainers who meet ethical and conduct standards
- To achieve status for EOL doulas as qualified practitioners who provide appropriate, integrative, and ethical care at end of life
- To enjoy the same professional and economic standing as others offering end-of-life services

## Our Values:

- We value EOL doulas who provide non-medical, holistic support and comfort to the dying person and their family, which may include education and guidance as well as emotional, spiritual or practical care.
- We value and respect the diverse voices and viewpoints of all doulas, trainers, and others whose practices honor the individual traditions, heritages, experiences and unique needs of the dying, and their loved ones.
- We value a cultural environment that encourages the potential for healing exchanges between doulas and the dying, the family, and the healthcare team as part of the life-death process.
- We embrace the [Doula Model of Care](#) that recognizes the need for ethical, compassionate care for all, and emphasizes empowering, non-judgmental support to maximize the self-determination of the individual and honor significant others and family as part of the circle of care.
- We acknowledge and honor the fundamental value and dignity of all individuals. To this end, we strive to create an environment that is welcoming to all, and where each person feels accepted, included, seen, heard, valued, and safe. We pledge ourselves to developing and maintaining an environment that recognizes, understands, and appreciates the impact of differences such as race, ethnicity, gender, class, education, age, sexual/affectual orientation, physical ability, language, political affiliation, economic status, immigrant/citizenship status, military experience, and legal position.

## ARTICLE II — OPERATIONS

*Section 1 — IRS Classification:* The National End-of-Life Doula Alliance shall be operated on a nonprofit basis pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

*Section 2 — Character of Business:* All activities of this organization involving business league members shall be nonprofit in character for the benefit of and upon the mutual responsibility of its members.

*Section 3 — Reserves:* The Board of Directors shall have the power and authority to set up reasonable reserves for necessary purposes of the Alliance.

*Section 4 — Use of Funds:* The Board of Directors is hereby authorized to use any of the funds in the possession of the Alliance or any of the property or assets of the Alliance for any of the purposes or activities authorized by the Alliance's by-laws. No financial benefit shall inure to any member of the Board of Directors or any member-at-large as a direct result of membership.

### **ARTICLE III — MEMBERSHIP**

*Section 1 — Eligibility for membership:* Application for any level of membership shall be open to any and all who support the Mission, Vision and Values, agree to abide by the Scope of Practice and Code of Ethics, and meet the requirements of the category level. Membership is granted after completion and receipt of a membership application and annual dues.

*Section 2 — Membership rights:* Members receive a benefits package commensurate with the chosen level. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 — Membership revision process:* Dues, membership requirements, and benefits may be changed by unanimous vote of the Board of Directors with a 30-day warning to members in writing.

*Section 4 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

### **ARTICLE IV — BOARD OF DIRECTORS**

*Section 1 — General Director Duties:* The roles and responsibilities of Directors vary, depending on the needs of the Board in relation to accomplishing goals and creating a balanced, functioning board culture. Tasks include, but are not limited to:

- sharing ideas, materials and resources;
- framing and presenting ideas and projects for development;
- steering the direction of the organization;
- providing wisdom, expertise and consistency in a variety of functions;
- procuring funds to support the mission and programs of the organization;
- exercising fiduciary responsibility for the financial health and sustainability of the organization;
- overseeing staff.

*Section 2 — Officers and Duties:* There shall be five officers of the board, consisting of a *President, Vice President, Recording Secretary, Treasurer, and Membership Secretary.* Their duties are as follows:

The President shall:

- convene regularly scheduled board meetings
- preside or arrange for other members of the Executive Committee to preside at each meeting
- supervise activities of the board relative to matters of policy
- represent the Alliance to the public
- be a signatory on all bank accounts

The Vice President shall:

- preside over meetings or arrange for someone else to in the absence of the President
- chair committees on special subjects as designated by the board
- be a signatory on all bank accounts

The Recording Secretary shall:

- keep records of board actions, including overseeing the taking of minutes at all board meetings
- send out meeting announcements and distribute the agenda one week prior to the meeting
- send out Annual Meeting agendas and other notices to members
- send and receive proxy votes for tally
- maintain corporate records, including annual state corporate filings
- act upon correspondence and communications with the public

The Treasurer shall:

- be responsible for receipt and disbursement of funds for the Alliance
- make a report at each board meeting
- assist in the preparation of the budget
- help with the development of fundraising efforts
- make financial information available to board members
- provide detailed information to bookkeepers and accountants for annual tax filing and other nonprofit financial reporting purposes
- be a signatory on all bank accounts
- not be required to act as a member of the Board

The Membership Secretary shall:

- maintain membership records and member management system
- monitor the membership database
- respond to membership questions
- make a monthly member report to the Board

*Section 3 — Board roles and size:* The board is responsible for overall policy and direction of the Alliance, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer than 5 members.

*Section 4 — Terms of board members:* All board members shall serve one-year terms, but are eligible for re-election for up to five consecutive terms. After a one year break, a candidate who has previously served may again be eligible for membership. Exceptions to term limit rules may be made by unanimous agreement of an *ad hoc* Nominating Committee, with the candidate abstaining.

*Section 5 — Terms of officers:* Members of the Executive Committee [President, Vice President, Secretary, Treasurer] shall serve one-year terms, but are eligible for re-election for up to five consecutive terms. After a one year break, a candidate who has previously served as an officer may again be eligible for membership. Exceptions to term limit rules may be made by unanimous agreement of an *ad hoc* Nominating Committee, with the candidate abstaining.

*Section 6 — Meetings and notices:* The board shall meet at least monthly, at an agreed upon time and place, or through an electronic video conference platform. An official board meeting requires that each board member have written notice at least one week in advance.

*Section 7 — Executive sessions:* Board meetings may include closed sessions to discuss timely or sensitive personnel, legal, or financial issues with full confidentiality. When calling an executive session, an officer shall specify the time allotment, purpose and topic.

*Section 8 — Board elections:* New directors and current directors shall be elected or re-elected by unanimous vote of the full board.

*Section 9 — Process for filling board positions:*

- a. Board members may propose candidates for the role of Director at any time if there are seats available. Nominee contact information will be sent to the Secretary for proposal at the next meeting.
- b. An annual recruitment call for board members will be announced as needed during the summer, requesting that those interested in applying for a NEDA Board position submit their vetting data between September 1 and 15.
- c. An *ad hoc* Nominating Committee will then be formed, consisting of two members of the board, for the purpose of reviewing and further vetting of the candidate(s). Once complete, vetting conclusions shall be sent to board members to be voted upon at the next board meeting.
- d. All board elections must be unanimous.
- e. Start date for accepted candidates is October 1.

*Section 10 — Vacancies:* When a vacancy on the board exists mid-term, the secretary shall receive nominations of new members from present board members. After vetting, a vacancy will be filled by a replacement board member only to the end of the particular board member's term.

*Section 11 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to more than four absences from board meetings in a year, or after three consecutive absences. A board member may be removed for other reasons by a unanimous vote of the remaining directors.

*Section 12 — Proxies and alternatives:* Board members may not designate others to take their place at meetings or in their place in any capacity in the execution of their board duties.

*Section 13 — Special meetings:* Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

*Section 14 — Compensation of Directors:* Directors serve as volunteers and are not compensated. Directors and committee members may be paid their mileage expenses for plane fare, food and lodging for attendance at select Board or committee meetings as approved, in advance, by the Board.

*Section 15 — Quorum and Vote:* A majority of Directors in office, which shall include at least one officer, shall constitute a quorum for the transaction of business. Voting is by simple majority for all eligible and present Directors.

*Section 16 — Presumption of Assent:* A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless she or he votes against such action or abstains from voting because of an asserted conflict of interest as indicated in the NEDA Conflict of Interest Policy.

## **ARTICLE VI — STANDING AND AD HOC COMMITTEES**

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, public relations, events, etc. The board President appoints all committee chairs.

*Section 2 — Executive Committee:* 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 the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 — Finance Committee:* The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

*Section 4 — Ethics ad hoc Committee:* The purpose of the Ethics Committee is to clarify and strengthen ethical standards as they pertain to end-of-life doula conduct and practices. The Committee shall consist of one designated point person per case and up to two other Board members appointed by the President. All deliberations are confidential; resulting recommendations will be shared with the Board and interested parties. Results will be used to clarify NEDA's Code of Ethics.

*Section 5 — Nominating ad hoc Committee:* A nominating committee shall consist of two to three members of the board for the purpose of vetting candidates. Once complete, vetting conclusions shall be sent out to board members with the regular board meeting announcement, and once voted upon at the next board meeting, the Nominating Committees' duties conclude.

*Section 6 — Annual reports by committee chairs:* Annual reports are required to be submitted to the board four weeks prior to the Annual Meeting.

*Section 7 — Committee reports* are expected at each monthly board meeting.

## **ARTICLE VII — FINANCE**

*Section 1 — Funds:* The annual budget shall be prepared by the Treasurer and approved by the Board of Directors. The Alliance shall operate on a fiscal year beginning January 1 and runs through December 31. The Board of Directors shall create a NEDA general fund, which shall be administered by the Treasurer and be utilized for the payment of general operating expenses. The Treasurer has authority to make financial decisions that are in the best interest of the Alliance and is required to report financial activity to the Board of Directors on a regular basis. Non-budgeted purchases exceeding \$300 will be approved in advance by Board vote.

*Section 2 — Contracts:* The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of NEDA, and that authority may be general or confined to specific instances.

*Section 3 — Loans/Indebtedness:* No loans shall be contracted on behalf of NEDA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. That authority may be general or confined to specific instances. No loans

shall be made by the NEDA to a Director nor shall NEDA guarantee the obligation of a Director unless either (a) the particular loan or guarantee is approved by a majority of the votes represented by members in attendance at the meeting where the matter is considered, except the votes of the benefited director, or (b) the Board of Directors determines that the loan or guarantee benefits NEDA and either approves the specific loan or guarantee or general plan authorizing loans and guarantees.

*Section 4 — Checks, Drafts, Etc.:* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of NEDA may be signed by the officer or officers, agent or agents of NEDA. In no event shall a check in excess of \$1000 be issued without the electronic approval (via e-mail) of one signatory, who is other than the second signatory signing the check.

*Section 5 — Deposits:* All funds of NEDA shall be deposited on a timely basis to the credit of NEDA in the banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII — DIRECTOR AND STAFF**

*Section 1 — Executive Director:* The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

*Section 2 — Job Description:* The Executive Director shall have authority over decisions regarding:

- Staff supervision, hiring, firing, and managing;
- Keep files of accomplishments for annual review;
- Lead in accomplishing goals set by the board;
- Provide the board with regular updates on progress
- Develop and implement programs that align with the mission and direction for the Board;
- Oversee evaluation processes for effectiveness of programs;
- Build and monitor the budget;
- Serve as a non-voting member of the Nominating Committee.

## **ARTICLE IX — AMENDMENTS**

*Section 1 — Amendments:* These bylaws may be amended when necessary by a unanimous vote of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. An annual review shall be performed to determine need for changes.

## **ARTICLE X — INDEMNIFICATION**

*Section 1 — Liability release:* The liability of directors and officers of the corporation shall be limited as follows:

- Directors and officers of the corporation shall not be personally liable for the debts, liabilities or other obligations of the corporation.
- Directors and officers of the corporation shall not be personally liable for damages for bodily injury, personal injury, or property damage if the claim for damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purposes of the corporation.
- Directors and officers of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer except with respect to any breach of duty of loyalty to the corporation, any act or omission that is not in good faith or which involves intentional misconduct or a knowing violation of the law, or any transaction from which the director or officer derived an improper personal benefit.
- The intent of these provisions is to limit the liability of directors and officers of the corporation to the fullest extent permitted by New Hampshire law, including the provisions of RSA 292, RSA 508:16 and any other statute of similar import.

## **ARTICLE XI — CONFLICTS OF INTEREST**

*Section 1 — Conflicts of interest:* Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to abide by this policy.

## **CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two- thirds majority vote on **May 4, 2018**.

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Secretary

Date

Amended 6.18.18

Amended 8.5.20

REVISED