

Form **990-EZ**Department of the Treasury  
Internal Revenue Service**Short Form  
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150

**2008****Open to Public  
Inspection**

<b>A</b> For the 2008 calendar year, or tax year beginning , 2008, and ending , 20													
<b>B</b> Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<table border="1"> <tr> <td rowspan="4">Please use IRS label or print or type. See Specific Instructions.</td> <td colspan="2"><b>C</b> Name of organization International Cesarean Awareness Network</td> <td><b>D</b> Employer identification number 13 3174577</td> </tr> <tr> <td colspan="2">Number and street (or P.O. box, if mail is not delivered to street address) Room/suite</td> <td><b>E</b> Telephone number ( 352 ) 403-6714</td> </tr> <tr> <td colspan="2">PO Box 98</td> <td rowspan="2"><b>F</b> Group Exemption Number . . . 9138</td> </tr> <tr> <td colspan="2">City or town, state or country, and ZIP + 4 Savage MN 55378</td> </tr> </table>	Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization International Cesarean Awareness Network		<b>D</b> Employer identification number 13 3174577	Number and street (or P.O. box, if mail is not delivered to street address) Room/suite		<b>E</b> Telephone number ( 352 ) 403-6714	PO Box 98		<b>F</b> Group Exemption Number . . . 9138	City or town, state or country, and ZIP + 4 Savage MN 55378	
Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization International Cesarean Awareness Network		<b>D</b> Employer identification number 13 3174577										
	Number and street (or P.O. box, if mail is not delivered to street address) Room/suite		<b>E</b> Telephone number ( 352 ) 403-6714										
	PO Box 98		<b>F</b> Group Exemption Number . . . 9138										
	City or town, state or country, and ZIP + 4 Savage MN 55378												

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Accounting method: ☒ Cash ☐ Accrual  
Other (specify) ▶

**I** Website: ▶ www.ican-online.org

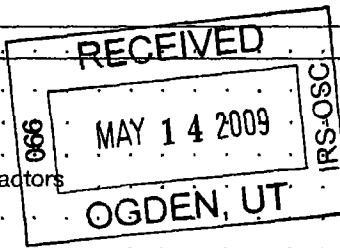
**H** Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

**J** Organization type (check only one)— ☐ 501(c) ( ) (insert no) ☐ 4947(a)(1) or ☐ 527

**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	25002
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6a	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>	6a	534
	6b	Gross revenue (not including \$ of contributions reported on line 1)	6b	174
	6c	Less: direct expenses other than fundraising expenses	6c	360
Expenses	7a	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	7a	6445
	7b	Gross sales of inventory, less returns and allowances	7b	4593
	7c	Less: cost of goods sold	7c	1852
	8	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	8	
	9	Other revenue (describe ▶)	9	27214
	10	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	10	
	11	Grants and similar amounts paid (attach schedule)	11	
	12	Benefits paid to or for members	12	
	13	Salaries, other compensation, and employee benefits	13	
	14	Professional fees and other payments to independent contractors	14	
Net Assets	15	Occupancy, rent, utilities, and maintenance	15	9721
	16	Printing, publications, postage, and shipping	16	27893
	17	Other expenses (describe ▶ See Attached Statement)	17	37614
	18	<b>Total expenses.</b> Add lines 10 through 16	18	(10400)
	19	Excess or (deficit) for the year (Subtract line 17 from line 9)	19	9254
	20	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	20	
	21	Net changes in net assets or fund balances (attach explanation)	21	
	22	Net assets or fund balances at end of year Combine lines 18 through 20	22	(1146)
	23		23	
	24		24	

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	3916	3744
23 Land and buildings		
24 Other assets (describe ▶)	1705	2615
25 Total assets	10621	6359
26 Total liabilities (describe ▶)	1367	7505
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	3254	(1146)

CA

20

## Expenses

(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others)

(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others)

28a	21549
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28a	21549
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29a	
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29a	
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30a

**30a**

31a	
32	

Instructions for Part IV)

31a

32	
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Instructions for Part IV.)

Instructions for Part IV.)

**Part V Other Information** (Note the statement requirements in the instructions for Part VI.)

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
<b>34</b> Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	✓	
<b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
<b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	/	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	✓	
<b>36</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		✓
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> 0		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year?		✓
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		✓
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved <b>38b</b>		
<b>39</b> Section 501(c)(7) organizations. Enter.		
<b>a</b> Initiation fees and capital contributions included on line 9 <b>39a</b>		
<b>b</b> Gross receipts, included on line 9, for public use of club facilities <b>39b</b>		
<b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
<b>b</b> Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		
<b>c</b> Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
<b>d</b> Enter amount of tax on line 40c reimbursed by the organization ▶		
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		
<b>41</b> List the states with which a copy of this return is filed. ▶ California		
<b>42a</b> The books are in care of ▶ Kara Wurden Telephone no. ▶ (952) 403-6714		
Located at ▶ 6897 Greenbriar Curve, Shakopee <M ZIP + 4 ▶ 55379		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
If "Yes," enter the name of the foreign country: ▶		
See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
If "Yes," enter the name of the foreign country: ▶		
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ <b>43</b>		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

**Part VI Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .
- 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .
- 49a Did the organization make any transfers to an exempt non-charitable related organization? . . . . .
- b If "Yes," was the related organization(s) a section 527 organization? . . . . .
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

	Yes	No
46		✓
47		✓
48		✓
49a		✓
49b		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$100,000 ▶				

- 51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
Total number of other independent contractors each receiving over \$100,000 . . ▶		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here** *Kara Wunden* 1/5/09  
 Signature of officer Date  
*Kara Wunden, Treasurer*  
 Type or print name and title.

**Paid Preparer's Use Only** Preparer's signature *[Signature]* Date *1/5/09* Check if self-employed ☐ Preparer's Identifying Number (See instructions) *1515109*  
 Firm's name (or yours if self-employed), address, and ZIP + 4 *[Address]* EIN *1515109*  
 Phone no. *[Phone]*

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☐ Yes ☐ No



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>4 Total.</b> Add lines 1-3 . . . . .						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 . . . . .						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	%
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . . .	<b>15</b>	%
<b>16a 33⅓% support test—2008.</b> If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>b 33⅓% support test—2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	20662	17257	23060	31288	25002	117269
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .	9548	8958	4643	5270	6445	34864
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1-5 . . . . .	30210	26215	27703	36558	31447	152133
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .						
<b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .						152133

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 . . . . .	30210	26215	27703	26558	31447	152133
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .						152133
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	100 %
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g . . . . .	<b>16</b>	100 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2008</b> (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	0 %
<b>18</b> Investment income percentage from <b>2007</b> Schedule A, Part IV-A, line 27h . . . . .	<b>18</b>	0 %

- 19a 33⅓ % support tests—2008.** If the organization did not check the box on line 14, and line 15 is more than 33⅓ %, and line 17 is not more than 33⅓ %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☒
- b 33⅓ % support tests—2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓ %, and line 18 is not more than 33⅓ %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

Area for supplemental information with horizontal dashed lines.

Promotional Expenses	5,918
Office Supplies	1,001
Supplies	182
Telephone	1,786
Publicity Services	1,478
Exhibitor Fees	505
Internet	1,261
Reference Materials	375
Other	1,429
Travel	10,774
Insurance	1,318
Bank Charges	1,866
Total	<u>27,893</u>

**Constitutional By-Laws  
Of the International Cesarean Awareness Network,  
Inc.**

**Amended and Restated 08/08**

**Article I**

The name of this corporation shall be the International Caesarean Awareness Network, Inc. (previously known as the Cesarean Prevention Movement). The corporation may also be referred to as the International Cesarean Awareness Network to reflect spelling preferences between regions. In either case, it may be abbreviated herein and elsewhere as ICAN.

**Article II**

**Missions, Purposes and Functions**

**Section II.1. Mission**

The International Cesarean Awareness Network, Inc. is a non-profit organization whose mission is to prevent unnecessary cesareans through education, to provide support for cesarean recovery, and to promote vaginal birth after cesarean (VBAC).

**Section II.2. The purposes of ICAN shall be to:**

- a.Prevent unnecessary cesarean section and traumatic birth.
- b.Provide research and statistics relevant to the prevention of cesarean birth and safety of VBAC;
- c.Encourage positive birthing support that is non-interventive in nature and evidence based;
- d.Educate the public of the VBAC option;
- e. Assist mothers in finding appropriate careproviders.

Section II.3. ICAN shall accomplish its purposes through the following functions:

- a.Responsibly answer inquiries from persons recovering from cesarean, seeking to prevent cesarean birth, and desiring VBAC.
- b.Maintain a website on the world wide web to promote ICAN's mission.
- c.Maintain online community support to promote ICAN's purpose.
- d.Maintain a list of Professional Subscribers.
- e.Print an organizational publication, the *Clarion*.

f. Encourage and assist the establishment of local chapters to carry out ICAN's mission on a grass roots level.

g. In odd numbered years, and as fiscally responsible, to sponsor a conference at a time and place determined by the Board of Directors.

Section II.4. ICAN shall have no members as defined by Article 6 of the New York State Not-for-Profit Corporation Code.

### Article III Subscribers

Section III.1. Basic Subscribers. Individuals may subscribe to ICAN by the payment of subscription dues in an amount set by the Board. Individuals may become lifetime subscribers by payment of a donation in an amount set by the Board.

Subscriptions may be made through sanctioned local chapters or through the national organization. Subscription to ICAN shall evidence the Subscriber's support of ICAN's mission and purpose and may entitle the Subscriber to receive the *Clarion*.

Section III.2. Professional Subscribers. Individuals involved in providing professional care in the perinatal period may subscribe as Professional Subscribers and pay additional subscription dues in

an amount set by the Board. Subscription as a Professional Subscriber shall evidence the Professional Subscriber's support of ICAN's mission, purpose, and pledge to abide by the ICAN Code of Ethics and Standards of Care. Such Professional Subscriber shall receive the Clarion and other benefits designated by the Board of Directors.

## Article IV

### Board of Directors

Section IV.1. The Board of Directors shall be responsible for setting policy and governing the organization and holds the power to conduct ICAN business and to delegate that power to an agent of the Board as needed. The Officers of the Board include the president, vice-president, treasurer and secretary. Members of the Board include all other directors as determined necessary by the Officers. The number of Directors shall be no less than three (3) and no more than fifteen (15). A member of the Board of Directors must be a current Subscriber to ICAN. The duties of each Board of Directors position are detailed in Appendix A and incorporated herein by reference.

Section IV.2. The Board of Directors shall be selected in one or more of the manners below:

a. By Appointment. A current Subscriber may be recruited and appointed by simple majority vote of the Officers of the Board.

b. By Application. Any current Subscriber may apply for positions that are announced as vacant by the Board of Directors. Upon the receipt of a qualified application, the Officers shall vote by simple majority on whether or not to accept the applicant as a member of the Board.

#### Section IV.3. Terms of Directors:

a. A term shall be defined as twenty-four (24) months.

b. At sixty days prior to expiration of term, director will state intentions for renewal or leaving Board.

d. A Board member wishing to serve a subsequent term, needs to have the approval of the majority of the Board.

e. No member of the Board shall serve in the same position for more than three (3) consecutive terms unless not to so serve would leave the position vacant.

f. No member of the Board shall serve on the Board for more than five (5) terms, the President's position shall not be included in these five terms.

g. The Immediate Past President shall serve for twelve (12) months.

Section IV.4. Any vacancy occurring on the Board of Directors shall be filled by appointment by the President subject to confirmation by the Officers and members of the Board as resolved by majority vote. If any current Board member ceases to be a Subscriber for more than thirty (30) days, the position being held by said Subscriber may be considered vacant.

Section IV.5. No person shall be appointed to more than one (1) voting position at a time.

Section IV.6. The selection and appointment of Directors shall not be based on race, color, creed, sex, political affiliation or any other factors not related to ICAN's mission and purpose.

Section IV.7. Official Meetings of the Board of Directors shall be held no less than once per quarter. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all Board Meetings in all matters not contrary to provisions in

these By-Laws. The President may call special or emergency meetings as necessary

Section IV.8. Officers may vote by a show of hands, voice, email ballot, internet chat or printed ballot, whichever is appropriate. Once a majority of the votes received are in favor of such a resolution, it shall be deemed to have carried.

Section IV.9. Any Officer, Director, or Committee member may be considered for removal from a position under any one (1) of the following three (3) conditions:

- a. Failure to fulfill or arrange for the discharge of his/her duties as outlined by the By-Laws and/or written job description for a period exceeding three (3) months.
- b. Failure to attend two (2) consecutive Board meetings or half of the Board meetings in a calendar year without showing just cause.
- c. Failure to respond to three (3) consecutive memoranda defined as direct written requests from the President for a vote for input on a specific issue, without showing just cause.

d. Financial fraud, intentional mismanagement or misrepresentation of finances or violation of signed Board of Member Code of Ethics agreement.

Section IV.10. Regional Coordinators. There may be Regional Coordinators as determined by the Board of Directors. The Board of Directors will decide based on subscription volume which geographical regions will be deemed to be part of a particular region and may appoint a regional coordinator for that region. Regional Coordinators will serve as a liaison between the needs of individuals in their region and the Board of Directors. The Regional Coordinators will encourage and support the growth of ICAN chapters in their region. Other responsibilities may be designated for the Regional Coordinators as needed by the Board of Directors.

Section IV.11. No part of the net earnings of the corporation shall inure to the benefits of any donor, trustee, officer of the corporation, director or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no donor, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

## Article V

### Officers of the Board

Section V.1. Officers of the Board shall include the following: President, Vice President, Secretary, Treasurer, Information Services Director, Chapter Director, Development Director, Publicity Director, and Education Director. Each Officer shall be a member of the Board of Directors and shall have one (1) vote each. The duties of each Officer position are detailed in Appendix A and incorporated herein by reference.

Section V.2. It shall be the duty of each Officer of the corporation to make and file any and all returns, reports, lists, or statements required by law to be made and filed by her/him, and to make full report to the Board of Directors respecting the affairs of the corporation in her/his charge whenever s/he may be requested to do so.

## Article VI

### Board Committees

Section VI.1. The Board of Directors may create one or more committees of the Board which shall have the authority to act for the Board of Directors in the affairs of the corporation but shall be limited in authority to such subjects as the Board may

designate. Each standing committee shall have at least three (3) members of the Board of Directors participating in full voting capacity in the affairs of the committee. ICAN Subscribers may participate in committees with the confirmation of a majority of the Board.

Section VI.2. Committees shall prepare quarterly reports to the Board of Directors describing the progress of their work and future projects. At the Board's discretion, committees may seek the expert advice and participation of non-Board members in specialized areas including but not limited to: childbirth education, public relations, planning and coordination of conferences, and information systems.

Section VI.3. There shall be the following standing committees:

a. Development Committee. The Development Committee shall be chaired by the Development Director and shall be responsible for ensuring that adequate funds are available for the organization to carry out its mission by working with ICAN volunteers and other members of the Board to solicit charitable gifts, fundraising events, and secure foundation and corporate grants.

b. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall be responsible for preparing and approving an annual ICAN budget, overseeing with the Treasurer the accounting and banking functions of ICAN, and arranging for an audit and/or review of ICAN's accounts. The Finance Committee shall be responsible for establishing ICAN's fiscal year.

c. Risk Management Committee. The Risk Management Committee shall be chaired by an Officer and shall be responsible for establishing policies and procedures to insure that ICAN and its Directors and Officers are protected from liability. Such policies and procedures shall be voted on and approved by 2/3 majority vote of the Officers of the Board. The Committee shall investigate the feasibility of various insurance coverages and shall, from time to time, obtain new insurance quotes to determine whether or not insurance coverage is fiscally possible or still at the most cost effective level. Shall also set internal controls to reduce the possibility of fraud or mismanagement of resources.

d. Conference Committee. The Conference Committee shall be chaired by the Vice President and shall have the primary responsibility for planning conferences.

Section VI.4. The President may establish special committees to undertake designated responsibilities on an as-needed basis.

## Article VII

### Indemnification of Directors and Officers

Section VII.1. In the event any Director or Officer is named or threatened to be made a party to an action or proceeding, whether civil or criminal, ICAN shall indemnify that named Director or Officer against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or Officer acted, in good faith, for a purpose which s/he reasonably believed to be in the best interests of ICAN and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that her/his conduct was unlawful.

Section VII.2. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act in good faith for a purpose which s/he reasonably believed to be in the best interests of ICAN.

## Article VIII

### Miscellaneous

Section VIII.1. ICAN shall not engage in the promotion of any commercial service or product not directly related to the goals of the organization.

Section VIII.2. The President, with the approval of the Board, may appoint qualified legal, developmental or financial counsel for the corporation or for the Board of Directors.

Section VIII.3. The Board of Directors may maintain policies and procedures.

Section VIII.4. Any proposed merger of ICAN with any other national or international organization must first pass a unanimous vote by the Board of Directors.

Section VIII.5. Only the Board of Directors and chapters in good standing as defined in the ICAN Chapter Guidebook are entitled to use the name, materials, and logo of ICAN.

Section VIII.6. All affiliated chapters shall conduct their affairs in the manner set forth in the Constitutional By-Laws or chapter by-laws and the ICAN Chapter Guidebook, which must be approved by the Board of Directors.

Section VIII.7. ICAN is a non-sectarian, non-discriminatory organization which has been duly incorporated as a general not-for-profit corporation. ICAN is a 501(c)(3) organization with tax-exempt status from the Internal Revenue Service, group exemption number 9138, EIN 13-3174577.

## Article IX Amendments

Section IX.1. These By-Laws may be amended by a two-thirds (2/3) majority vote of the ICAN Board of Directors.

Section IX.2. A copy of the By-Laws will be available to anyone upon request at any time from the ICAN Board of Directors.

Section IX.3. The Appendix to this document may be modified upon majority approval of the Board of Directors and shall not be deemed an amendment to the By-Laws.