


CAROL PREST

FIRST OPEN HEART SOCIETY BYLAWS

PART I – Interpretation

1. In these bylaws, unless the context otherwise requires:

- (a) “Directors” means the Directors of the Society for the time being;
- (b) “Act” means the *Societies Act* of British Columbia as amended from time to time.
- (c) “Registered address” or “address” of a member means the address of that member as recorded in the register of members.

2. The definitions in the Act apply to these bylaws.

3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation

PART II – Membership

4. (a) Membership shall be open, upon application to the Directors, to all persons who are awaiting or who have undergone cardiovascular-related procedures and their respective spouses and children. Additionally, interested members of the general public may upon application become entitled to membership upon the terms which may be decided by the Directors from time to time.

(b) Every member shall be bound by the constitution and by these bylaws and shall comply therewith.

(c) The amount of the annual membership dues shall be determined by the Directors on an annual basis and shall be subject to adjustment once per year.

(d) A person shall cease to be a member of the Society by:

(i) delivering a resignation in writing to the Secretary or by mailing or delivering it to the address of the Society, or

(i) being expelled, or

(iii) subject to approval by the Directors, upon the expiration of 90 days following nonpayment of annual dues.

(e) (i) A member may be expelled by a special resolution of the members passed at a General Meeting;

(ii) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion;

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(iii) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

PART III – Meetings of Members

5. General Meetings of the Society shall be held at such time and place, in accordance with the Act, as the Directors decide.

6. The Directors may, whenever they think fit, convene a General Meeting, or such, a meeting may be convened upon a request in writing by ten or more members to the Directors:

(a) Notice of the General Meeting shall specify the place, the day and, in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

7. The Annual General Meeting of the Society shall take place in the month of September in each year, or in such other month as the Directors may from time to time decide, at which the following shall be transacted, from time to time:

(a) The report of the Directors;

(b) The consideration of the Financial Statements;

(c) The report of the auditor, if any;

(d) The election of Directors;

(e) The appointment of the auditor, if required;

(f) Such further business as, by reason of these bylaws and otherwise, ought to be transacted at an Annual General Meeting;

(g) Such special business of which due notice has been given.

8. A quorum at a General Meeting is ten members.

9. A member in good standing present at a meeting of members is entitled to one vote, and voting is by show of hands. Voting by proxy is not permitted. Upon a motion duly moved, seconded and carried by the members present, a secret ballot shall be held.

PART IV – Directors and Officers

10. (a) There shall be not less than five and not more than twelve Directors of the Society.

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- (b) Directors shall be elected for a three-year term.
- (c) The Directors may at any time appoint a member as a Director to fill a vacancy amongst the Directors, and a Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Society, at which he is eligible for re-election.
- (d) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed numbers of Directors in office.
- (e) The members may by special resolution at a General Meeting of the Society remove a Director for cause before the expiration of his office and may elect a successor to complete the term of office.
- (f) No Director shall be remunerated for being or acting as a Director but shall upon request be reimbursed for all expenses reasonably incurred by him while engaged in the affairs of the Society.
- (g) A Directors' meeting may be called by the President or by any two other Directors. At least two days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. Directors must meet at least four times a year.
- (h) The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.
- (i) The Directors shall elect from among the Directors a President, one or two Vice-Presidents, a Secretary, and a Treasurer, each of whom will act for one year, unless or until re-elected. The President, the Vice-President, or Vice-Presidents, the Secretary and the Treasurer shall be Directors.
- (j) The President shall be Chairman of all meetings of the Directors except in his absence when the Vice-President shall act as Chairman. If both are not present at a meeting of Directors, the Directors present may choose one of their members to be Chairman at that meeting.
- (k) No Director shall serve as a Director for more than three consecutive three-year terms, provided however that a Director having served three consecutive three-year terms shall again become eligible for reelection following one year out of office.
- (k) In the event of a Director failing to attend three consecutive meetings without cause, the Directors may declare a vacancy.
- (l) A resolution in writing signed by all the Directors and placed with the minutes of the Directors is valid and effective as if regularly passed at a meeting of Directors.

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PART V – Duties of Directors

11. (a) The President shall preside at all meetings of the Society and of the Directors in which resolutions are entertained or carried.

(b) The President is the chief executive officer of the Society and shall co-ordinate the other officers in the execution of their duties.

(c) The President shall be an *ex officio* member of all standing and special committees of the Directors.

12. The Vice-President shall perform the duties of the President during his absence.

13. The Secretary shall:

(a) conduct the correspondence of the Society;

(b) issue notices of meetings of the Society and its Directors;

(c) keep the Minutes of all meetings of the Society and its Directors;

(d) have custody of all records and documents of the Society except those required to be kept by the Treasurer; and

(e) file the annual report of the Society and make any other filings with the registrar under the Act.

14. The Treasurer shall:

(a) keep such financial records, including books of account, as are necessary to comply with the Act and

(b) render Financial Statements to the Directors, members and others when required.

15. The Directors at their discretion may employ such qualified staff as is required to attend to the routine administrative affairs of the Society. The Directors shall also arrange for employment of suitable qualified staff to manage and operate the Victoria Heart House and any other undertaking in which the Society may engage.

16. The Directors are responsible for ensuring the volunteers participating in the Hospital Volunteer Visiting Program are properly coordinated and that the program is maintained for its intended purpose under leadership of a suitably qualified member who may or may not be a Director.

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17. At each Annual General Meeting, the members of the Society shall appoint an auditor to hold office until he is reappointed, or his successor is appointed at the next Annual General Meeting. An auditor may be removed by ordinary resolution and may be informed in writing of appointment or removal. The auditor so appointed shall be a member of the Chartered Professional Accountants of British Columbia.

18. No Director, member or employee of the Society may be its auditor.

19. The auditor may attend the General Meeting of the Society and shall do so if required by the Directors or the membership. Pursuant to the Act, a motion may be presented at the Annual General Meeting to waive the annual audit for the current year and if adopted, an auditor need not be appointed.

PART VI –Signing

20. A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the President, together with one other Director,

(b) if the President is unable to provide a signature, by a Vice-President together with one other Director,

(c) if the President and Vice-President are both unable to provide signatures, by any two other Directors, or

(d) in any case, by one or more individuals authorized by the Directors to sign the record on behalf of the Society.

PART VII –Borrowing

21. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by issue of Debentures.

22. No Debenture shall be issued without the sanction of a special resolution.

PART VIII – Notices to Members

23. A notice may be given to a member, either personally, by mail to him at his registered address, or by email or fax if he has provided an email address or fax number.

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24. A notice sent by ordinary mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and placed in a Canadian Post Office receptacle.

25. Notice of all General Meetings of the Society shall be given to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor.

PART IX – Bylaws

26. On being admitted to membership, a Member shall be entitled, on request, to receive a copy of the constitution and bylaws, without charge. Members may also inspect current year financial records and minutes of meetings of the current year of the Society on request, at such times and places as are set by the Directors from time to time.

27. The bylaws of the Society shall not be altered or added to except by special resolution.

PART X – Branches and Chapters

28. From time to time as determined by a special resolution, branches of the Society may be organized and may operate in various approved centres throughout British Columbia, but shall adopt as their constitution and bylaws those herein contained, and shall be subject to such other direction by the Society as its Directors may require.

29. Where appropriate, smaller groups may be established in smaller communities as approved by the Directors, designated as “Chapters”, and headed by a Chairman and such other executive as may reasonably be required to carry on the purposes of the Society. Chapters are intended to function with as much autonomy as is reasonably possible, but remain under the jurisdiction of the Society for legal and regulatory purposes.

PART XI – Other

30. In the event of the winding up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the *Income Tax Act* that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effected cannot be given to the aforesaid provisions, such funds shall be given, transferred and

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distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the *Income Tax Act* which have purposes similar to those of the Society. This clause was previously unalterable.