



Incorporated 1963

**CONSTITUTION
AND
BYLAWS**

BY-LAW NO NS -1/2019

By-law relating generally to the transaction of the business and affairs of
The Manitoba Association of Cardiology Technologists.

/l' Association des Technologues en Cardiologie du Manitoba.

Be it and it is hereby enacted as a By-law of

The Manitoba Association of Cardiology Technologists.

/l' Association des Technologues en Cardiologie du Manitoba.

(Hereinafter referred to as the “Association”) as follows:

Objectives

The objectives of the Association are to operate an organization on behalf of Cardiology Technologists to represent, promote, educate and to maintain standards of excellence in the field of Cardiology Technology.

1. HEAD OFFICE

The head or principal office of the Association shall be at the City of Winnipeg, in the Province of Manitoba, and at such place therein as the directors of the Association may from time to time by resolution determine.

2. CORPORATE SEAL

2.1 The Corporate Seal, an impression whereof is stamped on the margin hereof, bearing the name of the Association, shall be the corporate seal of the Association provided however, that the directors, by resolution from time to time adopt any other seal as the seal of the Association.

2.2 The corporate seal shall be kept in the custody of the Secretary or such other persons as may be designated by resolution of the Board of Directors.

3. MEMBERSHIP

NOTE: For the purposes of these Bylaws, voting members are defined as:

- a) Life Member
- b) Registered Members in good standing

Membership in the Association shall be restricted to the following classes:

3.1 Charter Members

The following shall be the Charter Members of the Association;

Mrs. Margaret G. Wilson, Miss Caroline Clay, Miss Jeanine M. Fontaine, Miss Marie Campbell, Mrs. Monica T. Webster, Mrs. Elizabeth Kovacs, Miss Phyllis McAllister, Miss Yvonne G. Massicotte, Mrs. Barbara A. Kotyk, Miss June Hodges, Mr. Abe H. Toews, Mr. George Loewen, Mrs. Lilla Supeene, Miss Linda Gledhill, Mrs. Irene Galley, Miss Anne Kroeker, Miss Nettie Rogalsky, Miss Elfriede Martens, Miss Margaret Martins, Mrs. Tannis Lester, Miss Geraldine Warthe, Miss Jane Vandervelde, Miss Alida Dupuis, Miss K. Dalby, Mrs. Edna Nord, Miss Olga Patryqura, Mrs. F. Simmons, Mrs. Helen Peters, Mrs. Margaret S. Sims, Sister St. Aime, sm., R.T., Mrs. Laura Murphy, Mrs. Anne Shroeder

3.2 Registered Active Member

Registered Member who has satisfied all prerequisites including Continuing Education Units (CEU) as established by the Canadian Society of Cardiology Technologists (CSCT). Paid their yearly Membership dues. A Registered Active Member in good standing has the right to vote, hold office and be entitled to all privileges of the Association.

3.3 Registered Inactive Member

A Registered Inactive Member shall hold a valid certification of qualification evidencing the successful completion of the CSCT Certification examination but who has self-declared that he/she is not actively working in the field of cardiology. An Inactive Member shall pay all applicable annual dues and maintain all of the prerequisites and Continuing Education Units(CEU). A Registered Inactive Member in good standing does not maintain the right to vote, but may hold a non-voting appointed office within the Association.

3.4 Business, Commercial or Industry Member

Any individual proprietorship, partnership, association, body corporate, trustee, executor, administrator or legal representative not holding a valid, current certificate of qualification of the Association, but who has paid the applicable annual dues and who has received approval of the Board of Directors. This category has no vote and is not eligible to hold any office.

3.5 Student Membership

To become a Student Member, the Association must be satisfied that the applicant has satisfied all prerequisites:

- a) Is enrolled in a CSCT approved/accredited (or in the process of accreditation) Cardiology Technology program that will upon successful completion, enable the student to write the National Certification Examination, as set by the CSCT.
- b) Has paid all applicable membership dues and any related fees, in full. A Student Member does not have the right to vote, or to hold an elected or an appointed office.
- c) Foreign trained cardiology technologists or physicians that meet the CSCT requirements to challenge the National Certification Examination.

3.6 Honorary Life Members

A Registered Member that is recognized for professional contribution to the Association and approved by the members. A Life Member has all of the privileges of a Registered Member in good standing. The Provincial portion of dues will be waived for MACT Honorary Members.

3.7 Registration/Membership cards

The Association shall maintain the right to recall any Registration/ Membership card, at any time. Registration/Membership cards are the property of the Association.

4. RESIGNATION, SUSPENSION AND TERMINATION OF MEMBERSHIP

4.1 Resignation by any member shall be in writing to the Registrar of the Association. Resignation of the member will become effective on the date the Association receives the written and signed notice of that member's resignation.

4.2 Any member who ceases to be a member by reason of resignation, expulsion, default in payment of dues or any other reason, shall forfeit all rights, claims and interests associated with membership in this Association. Nothing in this section shall extinguish any claims the Association may have against the member. Professional dues will not be refunded.

5. DISCIPLINE

The Association shall adhere to the Canadian Society of Cardiology Technologists (CSCT) Bylaws and Policies regarding Discipline

6. EXAMINATIONS

The Association shall adhere to the Canadian Society of Cardiology Technologists (CSCT) Bylaws and Policies regarding Examinations.

7. DUES AND FEES

7.1 The Membership dues and/or additional fees shall be determined annually by the Board of Directors and approved by the voting members of the Association at the Annual General Meeting of the Association.

7.2 The yearly dues period shall commence January 1 and continue through to December 31 of that same year. Members of the Association, irrespective of category of membership, shall pay their respective dues prior to the end of the dues period, in each fiscal year, to maintain membership in good standing,

7.3 To maintain his/her status as a member of the Association, a person registered in one of the classes of membership listed in Bylaw 3.2 – 3.5, must pay the annual dues and/ or any other applicable fee for that class of membership by December 31st of each year.

7.4 Failure to pay dues and fees on time

Those members who have not paid their dues, through their own neglect, by the end of the dues period ending in any fiscal year, shall ipso facto cease to be members in good standing of the Association and all privileges pertaining to such membership shall immediately cease effective at that time unless otherwise ordered by the Board of Directors.

7.5 Any member who fails to pay his/her dues by January 1 of each membership year shall be required to pay, in addition to the membership dues, a late fee per month that the dues are not paid according to Association policy.

8. MEMBERS NOT IN GOOD STANDING

8.1 Any member listed in bylaw 3.2 – 3.5 who has not maintained the prerequisites and/or has failed to pay his/her annual dues and/or applicable fees for that class of membership.

8.2 A person whose membership in the Association has ceased due to either a) or b) may apply for reinstatement.

- a) nonpayment of dues
- b) not maintained prerequisite (CEU'S)

9. REINSTATEMENT

9.1 All requests for reinstatement of membership in the Association must be made in writing and directed to the Registrar.

9.2 If a person has ceased to be a member in accordance with these Bylaws, but is not required to write a CSCT reinstatement exam, that person must pay all outstanding membership dues, fees or other applicable conditions owed within that time period. On completion of these prerequisites, that person may be reinstated to his or her former class of membership. Any member requesting reinstatement of membership must adhere to the reinstatement policies of the CSCT.

9.3 Reinstatement for non-compliance of prerequisites (CEU's) is governed by CSCT Bylaws and Policies.

10. BOARD OF DIRECTORS

The property and business of the Association shall be managed by the Board of Directors with a minimum of seven (7) and maximum of nine (9) Members.

The Board of Directors are to include the President, Vice President, Registrar, Treasurer, Secretary, Provincial Director, Education Coordinator, and Director at Large(s) as needed. Every Member of the Board must be a Registered Member in Good Standing of the Association.

The Board of Directors shall constitute the governing body of the Association and shall serve the term of 2 years and are eligible for re-election. All official documents, books education material, monies and other property belonging to the Association will be transferred to the incoming officers at a mutually agreed upon location, date and time within 30 days post AGM.

In the event of a vacancy of an office, one Director may assume 2 positions until such time as the vacant position is filled or the Board appoints a Member in good standing to fill the vacant position until the following AGM.

10.1 Board Vacancies

The Office of a Board Member is deemed to be vacated in any of the following circumstances:

- 1) A Director resigns his or her Office by delivering a written resignation to the President or Vice President of the Association
- 2) A Director is unable to carry out their duties the Board of Directors may remove a Director by a two-thirds vote at a duly called meeting of the Board of Directors.
- 3) The members remove a Director by a Special Resolution at a Special, General or an Annual General Meeting.
- 4) No Members in good standing put their names forward at the AGM for a Board of Director position

10.2 The Board of Directors may by resolution appoint a Registered Member in Good Standing or Life Member to fill a vacancy in an Office of the Board and such appointment continues until the end of the term of the Officer replaced.

10.3 Powers of the Board of Directors

1) The Board of Directors may exercise all such powers of the Association that are not covered by the Manitoba Corporations Act or by these Bylaws required to be exercised by the Members at General Meetings.

2) The Board of Directors shall have the power to authorize expenditures on behalf of the Association, from time to time, and may delegate, by resolution, to an Officer(s) of the Association, the right to pay salaries to employees. (i.e. Bookkeeper, Lawyer, Auditor)

3) The Board of Directors shall have the power to authorize payment of expenses incurred by an Officer(s), Committee Member(s) and such other Member(s) as may be appointed from time to time for the purpose of carrying out the business of the Association.

4) The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association.

5) The Board of Directors shall take such steps as they may deem requisite, to enable the Association to receive donations and benefits, for the purpose of furthering the objectives of the Association.

6) The Board of Directors may prescribe rules and policies, consistent with these Bylaws, relating to the management and operation of the Association.

7) The Board of Directors may create and delegate such authority, as it deems fit, to a committee or committees consisting of members of the Association. Each such committee shall elect within the committee itself a Chairperson and a Secretary. The Board of Directors shall have the discretion to appoint and remove a committee member, as it deems fit in accordance with prescribed terms of reference. Such committees can recommend but not change any policy affecting the membership or operation of the Association.

10.4 Removal

1) Upon reasonable documented justification, the Board of Directors may, by resolution passed by not less than two-thirds (2/3) of the votes cast by the Board of Directors voting in respect of the resolution at a meeting called for that purpose, remove a Board Member from duty.

2) The voting members of the Association maintain the right to remove a Board Member by passage of a resolution by two thirds majority vote at a Special, General or Annual meeting of the members.

11. RENUMERATION

11.1 Board of Directors and/or committee members as such, shall not receive any stated

remuneration for their services. Any remuneration for expenses incurred by Board of Directors members and/or committee members for the sole purpose of conducting authorized business for the Association shall upon proper application, be validated and approved by resolution of the Board of Directors.

11.2 Remuneration of any agent or employee of the Association shall be fixed by resolution of the Board of Directors

11.3 Honorariums can be awarded as approved by the Board of Directors.

12. MEETINGS OF THE BOARD OF DIRECTORS

12.1 Time and place

- 1) Meetings of the Board of Directors shall be held as often as required.
- 2) Meetings of the Board of Directors shall be held at times and locations as the Board of Directors may determine.

12.2 Calling of Board of Directors Meetings

- 1) Meetings of the Board of Directors shall be called by the President, or three members of the Board of Directors.
- 2) A notice of meeting shall be given by the Secretary or in his/her absence the President not less than 7 days before the meeting unless such notice shall be expressly waived by the majority of the Board of Directors.
- 3) Technological advances in long distance communication will allow for such options (among others) as a conference-call meeting or time limited response E-mail meeting that is ordered by the President for the sole purpose of discussion and/or resolution of urgent business. Every such meeting is subject to 12.3 of these Bylaws and is to be recorded.
- 4) All meetings of the Board of Directors are to be documented as formatted minutes.

12.3 Quorums and voting at Board of Directors Meetings

- 1) Greater than 50% of the Board of Directors shall constitute a quorum at a Board of Directors meeting. One of which must be the President or Vice President.
- 2) All members shall have one vote. Only in the event of a tie vote shall the President have a second or casting vote.

13. APPOINTMENTS AND HIRINGS

13.1 The following are appointed positions under this Bylaw;

- 1) Legal Counsel
- 2) Auditor(s)
- 3) Board vacancies

13.2 The Board of Directors may with approval of the membership appoint such agents and hire such employees as it determines as necessary, including but not limited to the appointments listed in 13.1. These persons shall have the authority and shall perform the duties as prescribed by the Board of Directors at the time of the said appointment or hiring.

13.3 Honorary President: shall be a member of the medical profession who will be supportive of our profession. Appointment and terms will be determined by the Board of Directors

13.4 Webmaster: May be appointed to manage the MACT website at the direction of the board.

14. SIGNING OFFICERS

The Treasurer and President shall be the signing Officers of the Association and if necessary the President and one of either the Vice-President, Education Coordinator or other Officer duly appointed by the Board for that purpose, are the Signing Officers.

15. DUTIES OF THE BOARD OF DIRECTORS

15.1 President

- 1) Shall be the Chief Executive Officer of the Association
- 2) Shall preside at all meetings of the Association and the Board of Directors
- 3) Be responsible for the general and active management of the business and the affairs of the Association
- 4) Enforce all laws and regulations relating to the administration of the Association
- 5) Ensure that all orders and resolutions of the Board of Directors are carried into effect
- 6) Shall inform the Vice President to attend any such meetings that he/she cannot attend
- 7) Perform other specific duties as determined by the Board of Directors
- 8) Must have a thorough knowledge of the Bylaws and policies of the Association
- 9) Shall have a vote, only in the event of a tie vote shall the President have a second or casting vote

15.2 Vice President

- 1) In the absence or disability of the President, perform the duties and exercise the powers of the President
- 2) Perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors

15.3 Treasurer

- 1) Shall have full access and custody of all of the Association's funds and securities
- 2) Keep full and accurate accounts of receipts and disbursements in books belonging to the Association
- 3) Deposit all money and other valuable effects in the name and to the credit of the Association and in such depositories, as may be designated by the Board of Directors
- 4) Disburse the funds of the Association as may be ordered by the Board of Directors taking proper vouchers for such disbursements
- 5) Render to the Board of Directors at each regular meeting of the Board of Directors or whenever they may require it, an account of his/her transactions as Treasurer and the financial position of the Association
- 6) Present at each Annual, General and/or Special meeting of the Membership a full financial statement as well as projected expenses the Association expect to incur
- 7) Have the Association's account(s) audited or reviewed every year or two to that fiscal year's end at the discretion of the Board of Directors
- 8) Have the Association's account(s) audited or reviewed prior to transfer of offices
- 9) The audit or review shall be done by two (2) Registered Active Members in good standing of the Association. The members shall be appointed at the AGM each year.
- 10) Shall adhere to the CSCT policies regarding payment of per capita fees for the Members of the Association
- 11) Updates members' dues payment in the database within 30 days of the dues deadline
- 12) Generates receipts for dues payments and passes on to the Registrar for processing

13) Holds one PO Box key and checks the PO Box at peak dues period
NOTE: Withdrawal of monies shall be by cheque and shall be signed by the Treasurer and President.

15.4 Registrar

- 1) Keeps an electronic and backup hard copy of the master membership spreadsheet
- 2) Assigns a registration number to new members and a student number to new students
- 3) Keeps full and accurate records of all MACT members and keeps the database updated and current pertaining to contact information, standing and status. Issues arrears reminders to members.
- 4) Is the primary contact for students, verifies enrollment in a CSCT accredited program
- 5) Distribute Membership cards and official receipts for membership dues to each member including students.
- 6) Distribute notices for payment of Provincial and National dues where applicable to each member. Notices shall be sent by e-mail.
- 7) Demand for dues will be made in November; if payment has not been received by March 1 of each year a third and final official notice will be sent to the member (see Bylaw 8. - Member Not in Good Standing)
- 8) Holds one PO Box key and checks the PO Box at non-peak periods

15.5 Secretary

- 1) Attend all meetings of the Board of Directors and all meetings of the members
- 2) Record all motions, votes and minutes of all proceedings in books kept for the Board of Directors
- 3) Shall assure all minutes are approved and are duly stored
- 4) Shall insure the membership and Board of Directors are notified of their respective meetings with adequate notice
- 5) Shall perform such other duties as may be prescribed by the Board of Directors or President
- 6) Shall hold custody of the corporate seal

15.6 Provincial Director

- 1) In the absence or inability of the President and Vice-President, the Provincial Director shall perform the duties and exercise the powers of the President and such other duties as may be granted by the Board of Directors
- 2) Be the Provincial liaison to the CSCT
- 3) Must represent the CSCT, in the best interest of all members, at any meetings of the National Board and Provincial Board
- 4) Submit written reports to and from all national meetings.

15.7 Education Coordinator

- 1) Shall receive and process the members' Continuing Education Units (CEUs) for each triennium. Members can submit their CEUs annually or before the end of a triennium
- 2) Keeps accurate documentation and updates members' CEU submissions in the MACT database within 30 days of the end of a triennium.
- 3) Advise Members of their CEU standing each triennium
- 4) Coordinate the Association's educational sessions
- 5) Shall be a member of the CSCT CEU Committee

15.8 Director at Large

- 1) The Board of Directors shall designate by resolution the specified duties and objectives of a Director at Large
- 2) Shall be elected at a Special, General and/or Annual meeting upon recommendation of the Board of Directors.

16. COMMITTEES

- 1) The Board of Directors, by resolution, may delegate any of its powers to committees consisting of such member(s) of the Association as the Board of Directors sees fit
- 2) Committees must conform to any regulations that may be imposed on them by the Board of Directors
- 3) Committees must elect a chair; if the chair is not present for a committee meeting the members of the committee will appoint a chair for that meeting.
- 4) A Committee may meet and adjourn as it sees fit, and questions arising at any meeting shall be determined by a majority of the votes of the committee members present. In case of an equality of votes the Chairperson shall have second or casting vote.
- 5) A committee may, upon approval of the Board of Directors, spend such sums of money as may be required to carry out the powers delegated to the Committee.
- 6) The Board of Directors shall strike a Standing Bylaw Committee at the post AGM meeting each year.

17. CONFIDENTIALITY

Every director, officer or committee member shall respect the confidentiality of matters brought before the Board of Directors or any committee of the Board. Non-compliance will result in removal from the Board of Directors or committee.

18. MEETINGS OF MEMBERS

18.1 The Annual Meeting of the members shall be held at a site and date as designated by resolution of the Board of Directors.

18.2 A minimum of thirty (30) days' notice shall be given to each member prior to any Annual, General or Special meeting of members. Notice of any meeting where special business shall be transacted shall contain enough information to permit a member to make an informed and reasoned judgment on the decision to be taken or matters to be discussed.

18.3 Fifteen (15) voting Members at such a meeting, in attendance and/or represented by valid proxy, shall constitute a quorum with a least two (2) persons being present in person. No quorum shall be required for any General meeting which is held for social or educational purposes. A quorum is required at a General Meeting if money transactions are discussed and motions made. A quorum or motion is not required for day to day operational expenses of the Association.

18.4 Every member holding the right to exercise a vote at a meeting of the Association is entitled to appoint a proxy to a Registered Member in Good Standing if a proxy vote is deemed necessary by the Board of Directors. Said proxies must be given to the Registrar prior to the start of the meeting.

19. ELECTIONS

19.1 Only a Registered Active Member in Good Standing or a Life Member is entitled to be elected to the Board of Directors.

19.2 Every position on the Board is elected for a two-year term, by ballot, at an Annual General Meeting.

19.3 To facilitate and maintain consistency within the Board of Directors

a) The positions of President, Vice President, Provincial Director, Registrar and Member at Large shall be elected at an AGM on odd numbered years

b) The positions of Treasurer, Secretary, Education Director and if deemed necessary a Member at Large shall be elected at an AGM on even numbered years.

19.4 If the membership has established a need for one or more positions of Director at Large in accordance with bylaw 10.1, these positions shall be elected for a two-year term, by ballot, at an Annual General Meeting or may be appointed if necessary by the Board of Directors.

19.5 The Board of Directors may approve policies and procedures necessary to conduct an election under this Bylaw.

20. AMENDMENT OF BYLAWS

20.1 The Bylaws of the Association may be repealed or amended by By-law, enacted by a majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least fifteen (15) members in Good Standing in person. Such a vote to take place at a meeting duly called for the purpose of considering the said By-law. Bylaw amendments are to be recognized in the existing Bylaws by the date of resolution by the membership.

20.2 At all meetings of the Association, every motion made shall be passed by a majority (greater than 50%) of votes unless otherwise specifically provided by the Bylaws.

21. SIGNATURES AND CERTIFICATION OF DOCUMENTS

21.1 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by two of either, the President, Vice President or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by Bylaw, to appoint an Officer or Officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The Corporate Seal of the Association, when required, may be affixed to contracts, documents or instruments in writing, signed, as aforesaid, by any officer or officers appointed by resolution of the Board of Directors.

22. FISCAL YEAR END AND PAYMENT OF DUES

The financial year-end of the Association is hereby confirmed as "December 31st in each year".

23. RULES AND REGULATIONS

The Board of Directors may prescribe such temporary rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Association when they shall be confirmed. In default of confirmation at such Annual General Meeting, these temporary rules and/or regulations shall cease to have force and effect.

24. AUDITORS

At each Annual General Meeting, the voting members shall appoint an Auditor or person(s) to audit/review the accounts of the Association for that year and until the next Annual General Meeting. The report of the Auditor/ reviewer shall be presented to the members of the Association at the next held Annual General Meeting of the Association. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and these persons shall have the authority and shall perform the duties as shall be prescribed by the Board of Directors at the time of said appointment.

25. INTERPRETATION

If any provisions contained in the Bylaws are inconsistent with those contained in the Manitoba Corporations Act, the provisions in the Manitoba Corporations Act shall prevail.

Enacted by the Board of Directors of the Manitoba Association of Cardiology Technologists duly held at which a quorum of directors was present and ratified, sanctioned and confirmed by at least two thirds of the votes cast at a special general meeting of the Association held on _____ and duly called for considering the said By-law, at which a quorum of members was present.

As amended _____

DONE, PASSED AND ENACTED upon in the City of Winnipeg, in the Province of Manitoba, this XXX day of XXXXXX, 2019.

President

Vice President
Revised: xx/xxx/2019

Corporate Seal