

**FRIENDS OF THE HEART--  
SOCIETY FOR TEACHING, EXPLORATION, PRACTICE AND SERVICE**

**BYLAW NUMBER 2**

A bylaw relating generally to the affairs of:

FRIENDS OF THE HEART–SOCIETY FOR TEACHING, PRACTICE, EXPLORATION  
AND SERVICE.

BE IT ENACTED as a bylaw of FRIENDS OF THE HEART–SOCIETY FOR TEACHING, PRACTICE, EXPLORATION AND SERVICE, hereinafter referred to as the "Corporation", as follows:

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**Article 01:**                    **Interpretation**

01:

01.01.01:                    In this bylaw and all other bylaws and resolutions of the Corporation, unless the context otherwise requires:

- a)                    the singular includes the plural;
- b)                    the feminine gender includes the masculine and the masculine includes the feminine;
- c)                    "Board" means the Board of directors of the Corporation;
- d)                    "Corporation" means FRIENDS OF THE HEART;
- e)                    "Corporations Act" means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- f)                    "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

02:

01.02.01:                    All terms defined in the Corporations Act have the same meaning in this bylaw and all other bylaws and resolutions of the Corporation.

**Article 02:**                    **Head Office**

01:                    Head Office

02.01.01:                    The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario.

02.01.02:                    The Board may from time to time determine where the head office is to be located in the Municipality.

**Article 03:**

**Seal**

The Seal which is impressed hereon, shall be the seal of the Corporation or the corporate seal shall be in such other form as the Board of Directors may from time to time prescribe.

**Article 04:**                    **Membership**

**01:**                    **Qualifications**

04.01.01:                    Membership is open to any individual who supports the Objects of the Corporation, the Corporation's Mission Statement and is willing to abide by the Constitution, Code of Conduct and Bylaws of the Corporation.

04.01.02:                    Membership is non-transferable.

04.01.03:                    Membership in the Corporation shall consist of such persons as are admitted as members by the Board.

04.01.04:                    A member in good standing is one whose membership is current with payment of dues and has not had her/his membership suspended or revoked.

**02:**                    **Duration of Membership**

04.02.01:                    Full and Associate membership must be renewed on October 1 of each year for one year or for such time as may be determined pro tem by the board and ratified at the next General Meeting..

04.02.02:                    Membership application and renewal must be made in writing.

04.02.03:                    Initial membership shall take effect upon admission by the board and upon receipt of membership fee, which will be based on the annual membership fee then in effect and calculated on a monthly pro-rata basis from the first day of the month after the application for membership is received until the following September 30.

04.02.04:                    If a member is unable to attend classes for a month or more because of an extended absence or illness, the member may ask to have their membership put "on hold" for that period. For a 10-week membership, the time will be extended by the absence period. For a Full or Associate membership, their next annual payment will be reduced by the absence period.

**03:**                    **Resignation of Membership**

04.03.01:                    To resign, a member must give written notice.

**04:**                    **Revocation of Membership**

04.04.01                    Membership may be suspended by the Board. Prior to suspension, the member must be given the opportunity to address the Board.

04.04.02                    A member under suspension loses all rights and privileges of membership and may not take part in any of the activities of the Corporation.

04.04.03:                    The suspension is in effect until the next general meeting, when the members will decide to reinstate or revoke membership. This item of business for reinstatement/revocation must have been included in the agenda sent out with notice of the general meeting.

04.04.04: Membership may be revoked at any general meeting without the Board first initiating a suspension. The item of revocation must have been included in the agenda sent out with notice of the general meeting.

05:                    Responsibilities of Membership

04.05.01:                To joyfully support and participate in the activities of the Corporation. Members are to support the Objects of the Corporation, the Corporation's Mission Statement and are to abide by the Constitution, Code of Conduct and Bylaws of the Corporation.

06:                    Privileges of Membership

04.06.01:                Once admitted, each member in good standing has all the rights and privileges of any other member.

04.06.02:                Any member has the right to inspection of any or all the records of the Corporation at any time during normal business hours.

04.06.03:                A member may designate, in writing, another member to act as her/his proxy on all matters.

04.06.04:                Any member may attend any Board, Committee or Sub-Committee meeting, but may not address the meeting without Board/Committee approval.

04.06.05                Member participation or attendance in any of the teaching activities of the corporation: eg. classes, teachings, retreats, teacher interviews, etc. is at the sole determination of the teacher.

07:                    Liabilities of Members

04.07.01:                Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing, relating to or connected with the Corporation.

08:                    Membership Fees

04.08.01:                Membership fees will be approved at the Annual Meeting and be in force until changed by the membership at a General Meeting or at an Annual Meeting. However, the Board may instituted changes that will be in effect pro tem until the next General Meeting.

09:                    Membership Levels

04.09.01:                There may be membership levels established, that differ in duration of membership and in member participation in the teaching activities of the corporation: e.g., classes, initiations, retreats, teacher interviews, etc. However, the other provisions of Article 04 Membership are the same for all members.

**Article 05:**                    **Meetings**

**01:**                    **Annual Meeting**

05.01.01:                    The Annual Meeting shall be held within 6 months following the end of the fiscal year.

05.01.02:                    The time and place shall be set by the Board.

05.01.03:                    Agenda shall include, but not be limited to:

- a) Minutes of preceding meeting
- b) Business arising from the minutes
- c) Reports of the Directors
- d) Receiving financial statements and the report of the auditor;
- e) Selecting the Directors;
- f) Appointing the Auditor;
- g) Reviewing and approving the amount of Membership Fees;
- h) Transaction of any other business properly brought before the meeting.

**02:**                    **General Meetings**

05.02.01:                    A general meeting may be held at any time and place in Ontario determined by the Board.

05.02.02:                    Members may request the Board to hold a general meeting within 30 days, by presenting a petition signed by at least 10% of the members.

**03:**                    **Notice of Annual and General Meetings**

05.03.01:                    Notice of meetings are to be given a minimum of 14 days in advance to all members. Notice can be given by mail, telephone/fax or electronic media and is to be sent to the last known address or number.

05.03.02:                    Notice must include date/time, location and agenda.

05.03.03:                    The agenda must include mention of any petitions or business known in advance by the Board.

04:                    Board Meetings

- 05.04.01:                Any member may attend any Board meetings, but may not address the meeting without Board approval.
- 05.04.02:                The Secretary shall make available to members upon request, the date/time, location and agenda of Board meetings.
- 05.04.03:                The Board shall hold meetings at such time and place as the Board may from time to time determine and may be called by any two Directors to be held at a usual Board meeting place.
- 05.04.04:                Notice of Board meetings are to be given at least 14 days in advance, to the Directors and other required participants, unless all agree to shorter notice.
- 05.04.05:                The directors may hold a Board meeting immediately after the annual meeting or immediately after any general meeting without having to give formal notice.
- 05.04.06:                Board meetings may be held in person, conference call or by electronic media upon agreement of the Directors and other required participants.

05:                    Quorum

- 05.05.01:                Seven (7) members present in person constitute a quorum at a meeting of members.
- 05.05.02:                A majority of Board members constitute a quorum at a meeting of the Board.
- 05.05.03:                A majority of committee members constitute a quorum at committee meetings.

06:                    Decision Making

- 05.06.01                Meetings will strive for consensus at all times and only apply formal voting procedures as a last resort.

**Article 06:                    Board of Directors**

**01:                    Composition of the Board**

06.01.01:                    The affairs of the Corporation shall be managed by a Board composed of up to 9 directors, with a minimum of 3 "member" directors and 1 "teacher" director. The teachers may select 1 representative and alternate to sit on the Board as director. It is desirable for continuity that the outgoing Board have the option as a group, to select an individual as an ex-officio director for a two-year term. The remainder of the Board will be selected as described in 06.03.

06.01.02:                    The outgoing Board of Directors, may choose an ex-officio director to serve on the new Board for a two-year term.

**02:                    Responsibilities of The Directors**

06.02.01:                    The directors are responsible for ensuring that all the proper books and records required by law are kept.

06.02.02:                    The directors may administer and run the Corporation's business in all respects and may enter into contracts on behalf of the Corporation and do any other acts authorized by its Letters Patent or Supplementary Letters Patent or by law.

06.02.01:                    The directors shall attend all meetings unless notice is given and are to be active in running the affairs of the Corporation.

**03:                    Selection of the Directors**

06.03.01:                    "Member" directors shall be selected at the Annual Meeting for a term of approximately two years, extending until the Annual General Meeting two years hence. The maximum length of term for a director selected by the members at the AGM is four consecutive years. The ex-officio director may continue to serve for an additional two years.

06.03.02:                    "Member" candidates shall be nominated by 2 individual members. Nomination of directors shall be accepted at the Annual Meeting.

06.03.03:                    "Teacher" director shall be selected by the group of teachers and her/his name be presented at the AGM for inclusion in the Board of Directors.

**04:                    Qualification of Directors**

06.04.01:                    To be eligible for selection to the Board of Directors, a person must be a member in good standing and must have attained the age of 18 years.

**05:                    Resignations**

06.05.01:                    Any director may resign by written notice.

06: Vacancies

06.06.01: The vacancies may be filled for the remainder of the term by the Board, provided there is quorum of Directors in office.

06.06.02: Should there not be a quorum of Directors in office, a general meeting shall be called to fill the vacancies.

07: Disqualification of Directors

06.07.01: Should a Director cease to be a member in good standing, she/he shall no longer be considered a Director.

06.07.02: A Director can be removed from office by a decision taken at a general meeting at which notice signifying the intention to pass such a resolution has been given to the membership.

08: Remuneration of Directors

06.08.01: The directors shall serve without remuneration. However expenses incurred by the Directors may be reimbursed.

09: Protection of Directors

06.09.01 Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her/him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her/him on or about the execution of the duties of his office; and

b) all other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by her/his own wilful neglect or default.

06.09.02: No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her/his respective office or trust or in relation thereto unless the same shall happen by or through her/his wrongful and wilful act or through her/his own wrongful and wilful neglect or default.

06.09.03: The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, one or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

**Article 07:**                    **Officers**

**01:**                    **Officers**

07.01.01:                    The directors shall choose amongst themselves who are to be the President, the Treasurer and the Secretary. The maximum length of term of a director in one office is two years. (A director may be President for one two-year term and Secretary for another two-year term to their four year limit as director). If the ex-officio director is chosen as an officer, he/she may continue to serve in that role for an additional two years.

07.01.02:                    The remaining directors shall be officers of the Corporation with the title of 'Director' or other title as the Board may from time to time prescribe.

**02:**                    **Duties of the President**

07.02.01                    The President shall sign all documents and fulfil all duties that she/he is required by law to provide for the Corporation. The president, when present, shall preside at all meetings of the Board, of committees and of members and shall have other powers and duties from time to time prescribed by the Board or incident to her/his office.

**03:**                    **Duties of the Treasurer**

07.03.01                    The Treasurer shall sign all documents and fulfil all duties that she/he is required by law to provide for the Corporation. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. She/he shall disburse the funds of the Corporation under the direction of the Board , taking proper vouchers therefor and shall render to the Board, whenever required of her/him, an account of all her/his transactions as Treasurer and of the financial position of the Corporation. She/he shall perform other duties from time to time prescribed by the Board or incident to her/his office.

**04:**                    **Duties of the Secretary**

07.03.01                    The Secretary shall sign all documents and fulfil all duties that she/he is required by law to provide for the Corporation. The secretary shall be ex officio clerk of the Board and shall be responsible for the recording of facts and minutes of all proceedings. She/he shall be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform other duties from time to time prescribed by the Board or incident to her/his office.

**05:**                    **Duties of the Other Officers**

07.05.01                    The duties of all other officers shall be as the Board shall from time to time determine.

**Article 08:**                      **Committees**

**01:**                      **Creation of Committees**

08.01.01:                      The Board may create and dissolve from time to time various Standing and Ad Hoc Committees, with terms of reference determined by the Board.

**02:**                      **Guidelines for Committees**

08.02.01:                      Except as otherwise provided by the bylaw of the Corporation, all committees are subject to the following:

- a)            members shall be appointed by the Board from members of the Corporation who are qualified to hold office;
- b)            the Committee shall meet at least annually, and more frequently at its own will or as required by its terms of reference, and as requested by the Board;
- c)            the term of office shall be the same as that of the Board;
- d)            the committee shall be responsible to the Board and to the members of the Corporation
- e)            the Committee shall report after each meeting to the Board;
- f)            the Committee may appoint sub-committees;
- g)            the rules of procedure for the Committee and sub-committee are those of the Corporation.

**Article 09:**                    **Financial Records**

01:                    Financial Year

09.01.01:                    The financial year shall terminate on the 31st day of December in each year, or on such other date as the Board may determine from time to time.

02:                    Accessibility of Records

09.02.01:                    All financial records of the Corporation shall be open to inspection by the members upon request.

09.02.02:                    Annual financial statements shall be published in the newsletter or mailing of the Corporation, that is sent out with notice of the Annual Meeting.

03:                    Auditor

09.03.01:                    The Auditor is to be appointed at the Annual Meeting.

09.03.02:                    The Board has the authority to determine the remuneration paid to the auditor.

**Article 10: Transactions and Banking****01: Banking Arrangements**

10.01.01: The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other Corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- a) operate the Corporation's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptance, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Corporation;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto;
- e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

**02: Cheques, Drafts, Notes, etc.**

10.02.01: All cheques drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

**03: Execution of Documents**

10.03.01: Documents requiring execution by the Corporation may be signed by any two directors and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.

04:                    Borrowing

10.04.01:                    The directors may from time to time:

- a)            borrow money on the credit of the Corporation;
- b)            issue, sell or pledge securities of the Corporation;
- c)            charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt, or any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

10.04.02:                    From time to time the Board may authorize any director, officer or employee to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**Article 11:**                      **Effective Date of This Bylaw**

01:

11.01.01                      This bylaw shall come into force without further formality upon its enactment.

Enacted as Bylaw Number 2, to replace existing Bylaw Number 1, by the directors of the Corporation at a meeting duly called and at which a quorum was present on the 20th day of March 1997.

Lorraine Speer  
Secretary

Catherine Rathbun  
President

The foregoing bylaw Number 2, to replace existing Bylaw Number 1, as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of the members entitled to vote at a meeting of members duly called and held at 28 Manor Road East, in the City of Toronto, and at which a quorum was present on the 9th day of October, 1997.

Rathbun                      Lorraine Speer  
Secretary

Catherine  
President

## Legal & Bylaw History

### Corporate History:

Incorporated January 31, 1977 as Namgyal House

Catherine Rathbun started teaching in Toronto October, 1980, which is the effective start of Friends of the Heart

Name Change May 6, 1985 from Namgyal House to:

S.T.E.P.S. (Society for Teaching, Exploration, Practice and Service)

In the fall of 1992, we received S.T.E.P.S. as an inactive corporation from the previous holders

Business Name Registration Dec 17, 1992 and renewed Dec. 12, 1997 (expires Dec. 11, 2002) of: Friends of the Heart

Name Change May 4, 1998 from S.T.E.P.S. to:

Friends of the Heart--Society for Teaching, Exploration, Practice and Service.

### Bylaw History:

#### ***AGM 1996– October 9, 1997.***

After receiving S.T.E.P.S. (Society for Teaching, Exploration, Practice and Service) in 1992, we operated under Bylaw #1, which was the original bylaw passed for the incorporation in 1977 and had not been changed since then. In October, 1997, we rescinded bylaw #1 and replaced it with Bylaw #2. Also at that time we decided to change our legal name to our operating name.

#### ***AGM 1997– November, 8, 1998.***

Membership fee changes were made to the Bylaw: \$60 - Basic / \$35 - Student and underemployed / \$90 - Family / \$100- Contributing / \$360 - Sustaining. Non-members are to be charged an additional 10% in course fees.

#### ***AGM 1998 – 1999.*** –Note no minutes on board website.

No changes made to the bylaws.

#### ***AGM 1999–November 19, 2000.***

No changes made to the bylaws.

#### ***AGM 2000–March 23, 2001.***

No changes made to the bylaws.

#### ***AGM 2001–March 22, 2002.***

Changes made to 04.02.01, 04.08.01, 04.09.01, 04.06.05, 06.01.01, 06.01.02, 06.03.01 and 07.01.01. See [Appendix I](#)

#### ***AGM 2002–March 28, 2003.***

The new Membership structure was also discussed. Previously, people had paid for classes as they attended. Last year, we implemented a Membership model; one yearly fee of \$600 for as many classes as people wanted to attend. That amount has since been changed to \$480 per year, with a request that people donate more if they are able. This works out to \$40/month, or \$450 for the year if paid all at once. As well, we still offer Special Courses, Retreats, Intensive Meditation Program, Long Distance Membership, and Internet Teaching at separate prices. If people are initially unsure about committing to a full year's membership, a 3-month Introductory Membership is also available. Some of the comments favored the new membership model, as it allows members to attend as many as 5 different courses per week at a rate as low as \$2/class. Gert moved that we accept the new Membership Model and fee structure, and Andrew seconded the motion. The motion was unanimously passed.

#### ***AGM 2003–March 26, 2004.***

Change in the membership fee was outlined. The intro membership fee for 3 months was \$120 in 2002 and is now \$100 for 10 weeks. This change occurred because it was more acceptable to members. Andy moved that we accept this new membership fee. Richard seconded and it was unanimously passed.

## Appendix I

The following was posted on the website and available to the general membership and then ratified at the AGM of March 22, 2002.

Note that rationale for Changes to Term of Office for Board of Directors, gives a longer term for officers, but what was passed at the meeting did not reflect this.

### Changes to Fees and Levels of Membership

Background and Rationale:

The bylaw allows for changes to membership levels, pricing and other criteria to be decided only at a general meeting of the members. The board needs flexibility in changing some criteria to meet needs (sometimes changing criteria during the year) ahead of calling a general membership meeting to ratify changes before proceeding.

The proposal is that the Board be allowed to make membership changes that go into effect pro tem until ratified or disallowed at the next general meeting. If any member disagrees with the interim/pro tem changes, there is a mechanism for calling a general meeting.

This year, we have made changes in our membership structure to reflect a coordination of general membership, IMP and sponsorship/rent support activities.

Current Bylaw Provisions:

02:                    Duration of Membership  
04.02.01:                Membership must be renewed annually and is for the current calendar year.

08:                    Membership Fees  
04.08.01:                Membership fees will be approved at the Annual Meeting and be in force until changed by the membership at a General Meeting or at an Annual Meeting.

### Proposed Changes & Addition:

02:                    Duration of Membership  
04.02.01:                Membership must be renewed when due and is for periods of time determined pro tem by the board and ratified at the next General Meeting.

08:                    Membership Fees  
04.08.01:                Membership fees will be approved at the Annual Meeting and be in force until changed by the membership at a General Meeting or at an Annual Meeting. However the Board may institute changes that will be in effect pro tem until the next General Meeting.

09:                    Membership Levels  
04.09.01:                There may be membership levels established, that differ in duration of membership and in member participation in the teaching activities of the corporation: eg. classes, initiations, retreats, teacher interviews, etc. However, the other provisions of Article 04 Membership are the same for all members.

## Changes to Privileges of Membership

### Background and Rationale

The bylaw at present has universal privileges all members. Teachers are concerned that they be explicitly be permitted to disallow a student's attendance/participation in a given class. Is the class level appropriate? Is the student being disruptive? Is there an initiation, for which the student is not prepared?

There is a need to balance member's rights with member's learning needs. Other schools have the right to restrict access to classes. Because we combine class fees and membership, there is a need to be able to limit class privileges to someone, if in the teacher's judgement, that class is not in their best interest.

### Current Bylaw Provisions:

06:                      Privileges of Membership  
04.06.01:                Once admitted, each member in good standing has all the rights and privileges of any other member.

### **Proposed Addition:**

04.06.05:                Member participation or attendance in any of the teaching activities of the corporation: eg. classes, teachings, retreats, teacher interviews, etc. is at the sole determination of the teacher.



At the AGM of March 31, 2006, the following motion was passed  
Changes to Board Membership

**Background and Rationale:**

We have gone from having teachers either be present on the Board as officers (Francesca as Treasurer; Meg, Catherine, Joyce and Franca as President and other crossovers in the past) to now not having any teacher representative on the Board.

At present two teachers sit as member-guests on the Board (with no voting or formal rights to address the Board). We believe it would be useful to formalize the relationship and communication between the teaching body and the Board.

The proposal is that the Board be increased from 7 members to 9. This would increase the board by 2: 1 selected by the members and by 1 selected by the teachers from the current group of teachers. The increase in a non-teacher representative on the board will enhance the working-administrative aspect of the Board. As the Board members often take leadership in organizing events and activities beyond their direct Board responsibilities, it will help to have more Board members

**Current Bylaw Provisions:**

**Article 06:                      Board of Directors**

**01:                      Composition of the Board**

06.01.01:                      The affairs of the Corporation shall be managed by a Board composed of up to 7 directors, with a minimum of 3 directors. It is desirable for continuity that, the outgoing Board have the option as a group, to select an individual as an ex-officio director for a two-year term. The remainder of the Board will be selected as described in 06.03.

06.01.02:                      The outgoing Board of Directors, may choose an ex-officio director to serve on the new Board for a two-year term.

**03:                      Selection of the Directors**

06.03.01:                      Directors shall be selected at the Annual Meeting for a term of approximately two years, extending until the Annual General Meeting two years hence. The maximum length of term for a director selected by the members at the AGM is four consecutive years. The ex-officio director may continue to serve for an additional two years.

06.03.02:                      Candidates shall be nominated by 2 individual members. Nomination of directors shall be accepted at the Annual Meeting.

**Passed Changes/Additions to Bylaw:**

**Article 06:                      Board of Directors**

**01:                      Composition of the Board**

06.01.01:                      The affairs of the Corporation shall be managed by a Board composed of up to 9 directors, with a minimum of 3 “member” directors and 1 “teacher” director. The teachers may select 1 representative and alternate to sit on the Board as director. It is desirable for continuity that the outgoing Board have the option as a group, to select an individual as an ex-officio director for a two-year term. The remainder of the Board will be selected as described in 06.03.

06.01.02:                      The outgoing Board of Directors, may choose an ex-officio director to serve on the new Board for a two-year term.

**03:                      Selection of the Directors**

06.03.01:                      “Member” directors shall be selected at the Annual Meeting for a term of approximately two years, extending until the Annual General Meeting two years hence. The maximum length of term for a director selected by the members at the AGM is four consecutive years. The ex-officio director may continue to serve for an additional two years.

06.03.02:                      “Member” candidates shall be nominated by 2 individual members. Nomination of directors shall be accepted at the Annual Meeting.

06.03.03:                      “Teacher” director shall be selected by the group of teachers and her/his name be presented at the AGM for inclusion in the Board of Directors.

## Proposals for Membership Changes to be presented at the 2007 AGM

### Changes to Membership

#### Background and Rationale:

IWe are changing the renewal date for memberships at Friends of the Heart. Up to now, Full and Associate memberships have been taken out on an annual basis, running from the date of joining FoH and ending after one full year. This has proved a difficult and time-consuming arrangement for a volunteer-run organization to manage.

Effective May 14, 2006, we have changed the renewal date so that everyone's full membership will be renewed on the same date - October 1st. We will have an annual membership blitz at that time. The benefit to members is that when they initially join FoH, they will likely pay somewhat less than one full year's membership. The benefit to all of us as volunteers is a simpler membership process to manage.

We have changed the on-hold policy as well to conform to the renewal change.

These changes have been approved by the Board and now go to the members at the AGM for approval.

#### Current Bylaw Provisions:

- | <u>02:</u> | <u>Duration of Membership</u>  |
|------------|--|
| 04.02.01:  | Membership must be renewed when due and is for periods of time determined pro tem by the board and ratified for the next General Meeting.                                    |
| 04.02.02:  | Membership application must be made in writing; renewal can be made in writing or verbally to a Director.  |
| 04.02.03:  | Initial membership shall take effect upon admission by the board and upon receipt of membership fee. Renewal of membership shall take effect upon receipt of membership fee. |

#### Previous Renewal Date Policy

Full and Associate memberships have been taken out on an annual basis, running from the date of joining FoH and ending after one full calendar year.

#### Proposed Renewal Date Policy

The full and associate membership period will be from Oct.. 1 to Sept. 30. If someone joins part way through this period, the membership is pro-rated starting on the first of the following month and ending on Sept. 30. The full details are on the back of the revised membership form (attached)

#### Current published On-Hold Policy

If a full member is unable to attend classes for a month or more because of an extended absence or illness, the member may to put their membership "on hold" for that period. This "on hold" time is then added to their next renewal (i.e. renew for 13 months or more for the price of 12).

#### Proposed On-hold Policy

If a member is unable to attend classes for a month or more because of an extended absence or illness, the member may ask to have their membership put "on hold" for that period. For a 10 week membership, the time will be extended by the absence period. For a Full membership, their next annual payment will be reduced by the absence period.

#### The following was accepted at the AGM:

#### Approved Amendments to the Membership Renewal By-Law Provisions and On-Hold Policy (2007 AGM)

- |                |  |
|----------------|--|
| Article 04.02: | <u>Duration of Membership</u>  |
| 04.02.01:      | <u>Full and Associate</u> membership must be renewed <u>on October 1 of each year for one year or for such time as may be</u> determined pro tem by the board and ratified <u>at</u> the next General Meeting.   |
| 04.02.02:      | Membership application <u>and renewal</u> must be made in writing.   |
| 04.02.03:      | Initial membership shall take effect upon admission by the board and upon receipt of membership fee <u>which will be based on the annual membership fee then in effect and calculated on a monthly pro-rata basis from the first day of the month after the application for membership is received</u> |

until the following September 30.

04.02.04: If a member is unable to attend classes for a month or more because of an extended absence or illness, the member may ask to have their membership put "on hold" for that period. For a 10-week membership, the time will be extended by the absence period. For a Full or Associate membership, their next annual payment will be reduced by the absence period.