

BYLAWS



CAMRT FOUNDATION
FONDATION DE L'ACTRM

CANADIAN ASSOCIATION
OF
MEDICAL RADIATION TECHNOLOGISTS
FOUNDATION

Approved June 2023

Draft

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MISSION STATEMENT

The Foundation exists to advance the profession of Medical Radiation Technology by providing financial support for worthy humanitarian, educational and scientific contributions through research to the Profession.

PURPOSE

The Foundation's funding from charitable donations is for the following specific purposes:

- To provide financial assistance in the form of grants to individuals enrolled in courses of study related to Medical Radiation Technology.
- To contribute funds for research associated with Medical Radiation Technology.
- To award training scholarships in Medical Radiation Technology programs.

SECTION 1 - BYLAW

The name of the Corporation is the Canadian Association of Medical Radiation Technologists Foundation (herein referred to as the CAMRTF or Foundation). This document is a Bylaw relating generally to the transaction of the affairs of the CAMRT Foundation.

DEFINITIONS:

- 1.01** Act – refers to the Canada Not-for-profit Corporations Act (NFP)
- 1.03** AGM - means the Annual General Meeting of the Foundation.
- 1.04** Board - means the Board of Directors of the Foundation.
- 1.05** Canadian Revenue Agency (CRA) – NFP organizations must comply with CRA's Directives and legislation impacting on CRA.
- 1.06** CAMRT- means the Canadian Association of Medical Radiation Technologists.
- 1.07** Committee - is a group of Members or other persons appointed by the Board and/or the Membership to provide advice and to assist in the carrying out of the activities of the Foundation.
- 1.08** Director - is an individual elected by the members to supervise the management of a corporation. Together, all directors of a corporation are referred to as the "board of directors." Under certain circumstances, the NFP Act also permits directors to be appointed by the board.
- 1.09** Document - refers to a permanent record of information in digital and non-digital form that can be stored and retrieved.
- 1.10** Executive Committee - means the persons elected by the Board as the Officers for the Foundation.
- 1.11** Registry - means the Members on the CAMRTF Registry.
- 1.12** Rules - means the rules and procedures that are approved by the Board for implementation of the By-law.
- 1.13** Voting Member - means persons eligible to vote on Foundation business.

SECTION 2 - ORGANIZATION

- 2.01** The Foundation will be managed by a Board of Directors composed of nine members. CAMRTF has a board of a minimum of three (3) directors to a maximum of nine (9) directors.
- 2.02** The fiscal year will run from 1 January to 31 December of each year.

SECTION 3 - MEMBERSHIP

3.01 Membership:

- a. Shall consist of and be limited to such individuals as are admitted as members by the Board.
- b. The conditions of admittance, transfer and withdrawal for each class of membership shall be detailed in the policy and procedures of the organization.

3.02 Classes of Membership:

The following are the Foundation classes of membership:

- a. Regular Members
- b. Honorary Members
- c. Corporate Members

3.03 Regular Members:

- a. Regular members shall have voting privileges.

3.04 Honorary Members:

- a. Honorary members of the Foundation will be determined by the Board.
- b. Honorary members shall have no voting privileges.

3.05 Corporate Members:

- a. Corporate members of the Foundation will be determined by the Board.
- b. Corporate members provide financial and promotional support to the Foundation
- c. Corporate members shall have no voting privileges.

3.06 Suspension or Expulsion of Members:

- a. The Board shall determine suspension of members.

SECTION 4 MEETINGS

4.01 Notice of Meeting

- a. No public notice or advertisement of member's meetings, annual or general, shall be required.
- b. A notice stating the time and place of meetings of the membership shall be sent to members through electronic means. Such notice shall be sent to the member during a period of 21 to 35 (twenty-one to thirty-five) days prior to the date of the meeting.
- c. No error or omission in the meeting notice shall invalidate the holding of the meeting or make void any proceedings undertaken. For the purpose of sending notice to any member, the last recorded address shall be considered current.

4.02 Annual and Special General Meetings of Members

Annual Meeting

- a. The annual meeting of the Foundation shall be held each year at the time and place determined by the Directors.
- b. At every annual meeting, in addition to any other business that shall be transacted, the following items shall be included:
 - (i) President's Report
 - (ii) Treasurer's Report
 - (iii) Auditor's Report and Financial Statements
 - (iv) Grant and Scholarship Report
 - (v) Committee Reports
 - (vi) Election of Directors
- c. The President or a two-thirds majority of the Board, or 5% of the members, shall have the power to call, at any time, a special general meeting. The purpose of the meeting must be stated in the call and notification.

Special General Meetings

Notice of such Special General Meetings shall be given in compliance with section 4.01 and shall include the particular business to be transacted.

4.03 Quorum of Members

A quorum for the transaction of business at any meeting of members shall be a minimum of twenty-five (25) voting members present (in-person and/or virtual).

4.04 Voting of Members

- a. At all meetings of members, every question shall be decided by a majority of the votes of the members present (in-person and virtual), unless the Act provides otherwise.
- b. The Chair has no vote at the Annual General Meeting unless in the event of a tie.
- c. Every question shall be decided by:
 - i. an electronic means to collect votes for those attending in-person and virtually or
 - ii. a physical means of voting is acceptable for those attending in-person in the case where an electronic means of voting is not possible.
- d. The Chair shall declare that a resolution has been carried or not carried and an entry to that effect entered into the minutes.

SECTION 5 - BOARD OF DIRECTORS

5.01 Number and Qualification

- a. The affairs of the Foundation shall be managed by a Board of Directors.
- b. The Board of Directors shall consist of a minimum of three (3) up to a maximum of (9).
- c. Each Director must be a member of the Foundation, eligible to vote and hold office, as detailed in the policies and procedures of the organization.

5.02 Nominations

- a. Nominations for Directors of the Board may be made by the:
 - i. Foundation Board
 - ii. Membership
 - iii. CAMRT Board of Directors may nominate two CAMRT Board members
- b. A call for nominations must be sent within 30 days of an election.
- c. All Directors to the Board shall be elected by the membership at the AGM.

5.03 Term of Office

Term for Board

- a. The length of the term for Directors shall be two (2) years. Members of the Board may serve three (3) consecutive terms and shall retire for at least one (1) year before reoffering.
- b. Executive terms shall be two (2) years. When possible, the terms of the offices shall be staggered to preserve continuity. Members of the Executive may serve two (2) consecutive terms in each office and shall retire for at least one (1) year before reoffering.
- c. The term for Past President shall be for one year immediately after completing their term of President.
- d. The term of office shall run from July 1st to June 30th each year.

5.04 Vacating Office

- a. The office of Director shall be automatically vacated if:
 - (i) A Director resigns the office by submitting their resignation to the Secretary of the Board.
 - (ii) If they become bankrupt or suspend payment/compounds with creditors, makes an unauthorized assignment or is declared insolvent.
 - (iii) If they been charged with, plead guilty or convicted of any indictable criminal offence.
 - (iv) If at a special general meeting of members, an ordinary resolution is passed to remove them from office.
 - (v) If a Director is no longer a member of the CAMRTF.
- b. Provided that if any vacancy shall occur for any reason, the remaining Directors may appoint a qualified person to fill the vacancy until the next AGM where an election would take place.

5.05 Meetings of the Board of Directors

- a. Except as otherwise required by law, the Board may hold meetings at such place or places, or by such means as it may from time to time determine.
- b. Meetings may be held in-person or through electronic means. Such meetings if held by electronic means:
 - (i) Must permit all Directors participating in the meeting to communicate adequately with each other.

- (ii) Each Director must consent, in advance, to the method of communication and have equal access.
- (iii) The established quorum is 50% of the elected directors present, including the Chair
- c. No formal notice of any such meeting shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- d. Meetings may be formally called by the President or any other two (2) Board members. Notice of such meetings shall be delivered to the Directors via electronic means not less than five (5) days before the meeting is to take place. A Directors meeting may also be held, without notice, immediately following the annual meeting of the Members of the Foundation. The Directors may consider or transact any business, either special or general, at any meeting of the Board.
- e. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting and any business undertaken.

5.06 Voting - Board

- a. Each elected Director present shall be entitled to one (1) vote on all questions arising at the meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes.
- b. All votes at any Board meeting shall be taken through visual, verbal or digital means. Any Director present may demand a vote be taken by ballot.
- c. The Chair has a vote in meetings of the Board.
- d. In the event of a tied vote, the Chair shall cast the deciding vote.
- e. The Chair shall declare that a resolution has been carried or not carried and an entry to that effect entered into the minutes of the meeting.

5.07 Delegation of Powers

In the case of the absence or inability to act of any Executive Officer of the Foundation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such Executive to any other Executive or to any Director for the time required, as approved by a majority of the Board.

5.08 Power to Make Rules

The Board may make rules relating to the administrative and internal affairs of the Foundation consistent with this Bylaw. Without limiting the generality of the foregoing, the Board shall make rules regarding:

- a. The execution of documents by the Board
- b. Banking and finance
- c. Remuneration of Officers, Directors and Committee Members
- d. Creation of Committees and appointments
- e. Membership, registration and fees
- f. Reimbursement of expenses incurred on behalf of the Foundation.
- g. Rules and procedures for purposes of implementation of this Bylaw.

SECTION 6 – EXECUTIVE

6.01 Executive

The Officers of the Foundation shall be the President, Treasurer, Secretary and immediate Past President of the Board.

6.02 Election of Executive

- a. The President, Treasurer and Secretary positions shall be elected by the Directors of the Board.

6.03 President

The President shall be the Chair of the Board.

The Chair shall:

- a. preside at all meetings of the Foundation and the Board,
- b. report to all annual meetings of the Foundation,
- c. be an ex-officio member of all committees of the Foundation,
- d. manage the affairs of the Foundation in accordance with the policies and procedures of the Foundation,
- e. sign all official Foundation documents and the Foundation Bylaws.

6.04 Treasurer

The Treasurer shall perform all duties incidental to the Office, which are from time to time required by the Board and/or documented in the policies and procedures of the Foundation. The Treasurer shall be vested with all the powers of and shall perform all the duties of the President in the event of the absence of the President or the President's inability or refusal to act.

6.05 Secretary

The Secretary shall perform all duties incidental to the Office and which are from time to time required by the Board and/or are documented in the policies and procedures of the Foundation.

6.06 Past President

The immediate Past President shall perform all duties incidental to the Office and which are from time to time required by the Board and/or are documented in the policies and procedures of the Foundation.

6.07 Limitation of Authority

- a. No member of the Executive shall obligate the Foundation or commit it to any policy, program, purchase, sale or responsibility without the expressed authority of the Board in each case. The President and Treasurer may accept property on behalf of the Foundation tentatively on condition that such acceptance shall be withdrawn and cancelled if confirmation is not formally given at the next meeting of the Board following such tentative acceptance.
- b. The Executive has the authority to make decisions on Foundation business between Board meetings subject to ratification by the Board.

SECTION 7 - COMMITTEES

7.01 The Board of Directors of the Foundation has the power to establish and disestablish committees and groups for the purpose of implementation of this Bylaw.

SECTION 8 - GENERAL MATTERS

8.01 Books and Records Maintenance

The Board shall see that all necessary books and records of the Foundation required by the Blaws of the Foundation or by any applicable statute or law are regularly and properly kept.

8.02 Examination of Books and Documents

Each member shall have the right to inspect any book or document of the Foundation as conferred by statute or as authorized by the Board or by resolution of the voting members at a general meeting. Access to such documents will be as described in the policies and procedures of the Foundation.

8.03 Finances and Financial Records

The Board of Directors has the fiduciary responsibility of the organization, including the financial review process and maintaining the financial records of the Foundation.

8.0 Amendment of the By-Law

Bylaws of the Foundation may be enacted, repealed or amended by a bylaw enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law.

8.05 Security

Security issues related to financial risk management should be identified in advance as per CRA guidelines.

SECTION 9 - REPEAL

9.01 This Bylaw comes into force upon the issuance of a Certificate of Continuance by Corporations Canada. All previous general Bylaws of the Foundation are repealed at that time.

ACKNOWLEDGEMENT

The Canadian Association of Medical Radiation Technologists Foundation (CAMRTF) was formed in 1987 by four dedicated Members of the Canadian Association of Medical Radiation Technologists (CAMRT).

The founders were:

Alex Gontar
Ken Mattie
Deborah Murley
Denis Poulin

Signature Foundation Chair

Date