ARTICLE I - NAME AND CORPORATE STATUS

Section 1: Name. This volunteer organization, together with its subordinates, shall be known as THE MENDED HEARTS, INC., herinafter referred to as MHI. Incorporated October 19, 1955, under chapter 180 of the General Laws of the Commonwealth of Massachusetts and is a non-profit, educational and charitable organization, having been awarded Tax-Exempt status under Internal Revenue Service Code 501 (c) (3) April 11, 1956. Subordinates shall hereinafter be known as and referred to as Chapters, or other appropriate designations as the Board of Directors may direct, i.e., Mended Little Hearts groups.

Section 2: Purpose and Objectives. The purpose and objectives of MHI are contained in its Charter. The Charter is reproduced as part of these documents.

ARTICLE II - MEMBERSHIP AND DUES

Section 1: Membership. Any individual or family who subscribes to the objectives of MHI shall be eligible for membership subject to the directives in the Membership Manual which shall be established, approved, maintained and approved by the Board of Directors.

Section 2: Membership Categories. The categories of memberships will be established by the Board of Directors.

Section 3: Membership Dues.

A. Establishment of Dues: All categories of MHI membership dues shall be established by the Board of Directors. Chapters may assess additional dues not to exceed MHI dues.

B. Payable Date: The initial dues of all members (domestic and foreign), shall become payable upon joining the organization. Renewal dues shall be payable at the end of the anniversary month of the following year and on every anniversary month thereafter.

C. Non-payment: Members will be dropped from MHI rolls for non-payment of dues following three (3) months in arrears, but may be reinstated at renewal rates within three (3) additional months.

Section 4: Non-Discrimination. The MHI membership structure and entire program shall be designed and conducted without regard to race, color, gender, religion, or national origin.

Section 5: Membership Rights. All members in good standing, having reached the age of eighteen, shall be eligible for any appointed office and, having fulfilled the requirements for elective office, shall be eligible for nomination and election to any elective office.
ARTICLE III - ORGANIZATION AND OFFICERS

Section 1: Officers. The MHI officers shall be a President, an Executive Vice-President, a Vice-President, a Treasurer and a Mended Little Hearts Vice-President.

Section 2: Officer Duties.

President. The President shall: (1) Preside at all meetings of the Board of Directors as well as the Annual Meeting. (2) Have the power to make and execute contracts in the ordinary course of business of this organization, for and in the name of The Mended Hearts, Inc. (3) Execute all other contracts, obligations, and instruments when authorized by the Board of Directors. (4) Have, in general, all the powers to perform such other duties incidental to the office of President, and other duties as may be prescribed by the Board of Directors from time to time. (5) Be responsible for putting into effect and carrying out all resolutions duly adopted by the Board of Directors and/or the membership. (6) Have the power to delegate all or any part of these duties to other officers. (7) Appoint chairmen of Standing and Ad Hoc committees, instructing them as to the scope of their activities, and also serve as an ex officio member of such committees (except the Nominating Committee) without the power to vote.

Executive Vice-President. The Executive Vice-President shall perform duties assigned by the President and have all the powers and duties of the President, upon the absence or disability of the President.

Vice-President. The Vice-President shall perform duties assigned by the President and have all the powers and duties of the President, upon the absence or disability of both the President and Executive Vice President.

Treasurer.

A. The Treasurer shall have general charge and supervision of the financial records and books of account of MHI, and shall be responsible for all the funds and securities. Financial statements shall be rendered to the Board of Directors periodically and following the close of the Fiscal Year.

B. The Treasurer shall have the other usual powers and duties of a corporate Treasurer, including the power to give receipts and releases in the name of MHI, for cash, securities, or other property delivered to it, and shall perform such other duties as may be assigned by the President.

C. The Treasurer shall arrange for the deposit of all MHI funds in one or more banks insured by the Federal Deposit Insurance Corporation, and authorize the payment of such bills as have been provided for in the annual budget, as revised.

D. The Treasurer shall appoint, with the confirmation of the President, one or more Assistant Treasurers when deemed necessary, assigning them specific functions.

Mended Little Hearts Vice-President. The Mended Little Hearts (MLH) Vice-President shall perform the duties as assigned by the President and represent the highest elected leadership of the Mended Little Hearts Groups.

Section 3: Election of Officers.

A. Election procedures should be established by the Board of Directors. One ballot may be cast per Chapter for the first four (4) officers and one ballot per MLH Group for the Mended Little Hearts Vice-President and a plurality shall elect.

B. The Board of Directors shall develop and maintain a nominations and elections procedure and publish it from time to time.

Section 4: Term of Office. The term of office of all elected Officers is two years or until their successors are installed, and shall be effective from the Officers’ installation, in odd-numbered years, to the corresponding Officers’ installation two years later. No Officer may serve more than two consecutive elective
terms in the office held. The most recent past president and the chairman of the past president’s council, who serve on the Board of Directors, shall serve the same two-year term as the elected officers.

Section 5: Removal of Officers for Cause. Officers may be removed from office, for cause, by a vote of two thirds (2/3) of the Board of Directors.

Section 6: Officer Vacancies. Any vacancy occurring in any elected office, other than provided for in Section 2 above, for reasons of death, resignation, removal, or any other cause, may be filled by appointment for the remainder of such vacated office term by the President, to be confirmed by a two thirds (2/3) vote of the Board of Directors.

Section 7: Bonds. The Treasurer and Assistant Treasurer shall give the organization a bond in a sum set by the Board of Directors, for the faithful performance of the duties of their offices and for the restoration to the organization, in case of their deaths, resignations, retirement or removal from office, of all books, papers, vouchers, moneys, and/or other property of whatever kind in their possession and under their control, belonging to the organization.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Composition. The Board of Directors (hereafter also known as the BOD) shall consist of the following members:

1. MHI’s five elected officers
2. The most recent past president and the Chairman of the Past Presidents’ Council
3. A Regional Director per region
4. One director representing Mended Little Hearts
5. A minimum of three and a maximum of five other Appointed Directors

Section 2: Chairman. The President shall serve as Chairman of the Board.

Section 3: Corporate Secretary. The President, with approval of the Board of Directors, shall appoint one of the Board members to serve as Corporate Secretary.

Section 4: Duties. The duties of the Board of Directors as a unit are to plan, direct, and control all activities, programs, policies, and finances of MHI between meetings of the members, subject to those items which the members have reserved unto themselves through the bylaws.

Section 5: Executive Committee. The five elected officers shall constitute the Executive Committee for the purpose of determining measures to be taken on significant matters between board meetings.

Section 6: Administrative Board. The President, Executive Vice-President and Corporate Secretary shall constitute the Administrative Board for the purpose of any corporate functions with any local, state or national government agency.

Section 7: Appointed Directors. Appointed Directors shall be appointed by the Board of Directors then in office. Directors so appointed shall hold office until the close of the Annual Meeting held in odd-numbered years or until removed by the Board of Directors.

ARTICLE V – MEETINGS

Section 1: Annual Meeting. The Annual Meeting shall take place at a time and place designated by the Board of Directors. Due notice of the date of the Annual Meeting shall be publicized to the membership.

Section 2: Annual Meeting – Quorum. Those members attending the annual meeting shall constitute a quorum.
Section 3: Proxy Voting. Proxy voting is not permitted at meetings of members.

Section 4: Board Meetings. The Board of Directors shall meet at the call and discretion of the President. Special meetings of the Board of Directors may be called by the President or by written request of three (3) or more of the Board of Directors.

Section 5: Board Meeting – Quorum. The number of directors required to constitute a quorum of the Board of Directors shall be a majority of directors then in office.

Section 6: Electronic Meetings. Meetings of the Board of Directors and Committees may be held by telephone and other electronic means, provided that all members participating may hear and speak to each other simultaneously. The procedure for holding electronic meetings shall be established and published by the Board of Directors.

Section 7: Action Taken Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. The term ‘in writing’ shall include communication by electronic mail (e-mail) and FAX.

ARTICLE VI – COUNCILS AND COMMITTEES

Section 1: Past Presidents Advisory Council. All Past Presidents in good standing, except the most recent past President already on the Board of Directors, shall serve as members of the Past Presidents Advisory Council. The Council shall elect a Chairman to serve as the Past Presidents Advisory Council representative on the Mended Hearts Board of Directors, such representative shall have one vote. Materials will be provided to Past Presidents Advisory Council members considered necessary to carry out their advisory function, including approved Board Minutes.

Section 2: Medical Advisory Council. A Medical Advisory Council, consisting of physicians recognized as being prominent in the areas of medicine in which they practice, will be appointed by the President, and will serve as an Advisory Council to the Board of Directors to advise and assist the Board in medical issues affecting Mended Hearts members.

Section 3: Corporate Advisory Council. The Corporate Advisory Council shall consist of industry partners recognized for their role in facilitating a positive patient care experience, thereby improving patient outcomes and quality of life. The Corporate Advisory Council shall be by invitation to such partners and sponsors. Members of the Corporate Advisory Council shall advise and assist the Board to enable Mended Hearts to reach more heart patients and caregivers and optimize education and “peer to peer” support.

Section 4: Standing Committees.

A. Standing Committees may be established by the Board of Directors from time to time.

B. The President is authorized to appoint the chair of the standing committee. The President and the appointed committee chair will jointly appoint the members of the standing committee.

Section 5: Ad Hoc Committees.

A. The Board may establish ad hoc committees from time to time to investigate, conclude, advise and report on specific items of interest to MHI.

B. The President is authorized to appoint the chair and members of the ad hoc committee.
Section 6: Nominating Committee.

A. A nominating committee of five members, including a chair, shall be appointed by the President and ratified by the Board at the board meeting held subsequent to the Annual Meeting held in odd-numbered years. The term of the members on the nominating committee is two years with a maximum of three consecutive terms.

B. The purpose of the nominating committee is two-fold:
   1. To nominate persons for the four elected officer positions and a Regional Director per region from the membership of MHI
   2. To nominate, from within and from without the membership of MHI, a slate of candidates for appointment to the Appointed Director positions on the board

C. The nominating committee, in carrying out its duties, shall consider the qualifications of all candidates proposed by the membership, the Board and by the members of the nominating committee. It shall present at least one candidate for each officer position and each Regional Director position. It may present from one to five candidates for the offices of Appointed Directors.

D. The report of the nominating committee for elected officer positions and Regional Director positions shall be sent to the Executive Director to initiate the mail ballot for the officer positions, in accordance with policy.

E. For Appointed Director positions, the nominating committee will report to the Board as required by the Board.

Section 7: Committee Staff Assignments. A staff member shall be assigned to support and work with each MHI committee. The staff member shall be appointed by the Executive Director in consultation with the President.

ARTICLE VII - REGIONS

Section 1: Regional Boundaries. MHI shall be divided into Regions whose boundaries shall be established by the Board of Directors.

Section 2: Regional Directors. Regional Directors shall promote the objectives and educational programs of MHI within their regions and shall have administrative supervision over chapters located within their respective geographic regions. Their duties include recruitment for and training of new chapter personnel, providing assistance to chapter officers, directing Regional Workshops and generally performing such other duties outlined in MHI manuals prepared expressly for Regional Directors. With the confirmation of the President, they may appoint Assistant Regional Directors as deemed necessary in order to reduce the span of control and travel distances.

Section 3: Regional Director Elections. Regional Directors shall be elected by MHI members in the Region in accordance with election procedures established by the Board of Directors and a plurality of votes shall elect. No Regional Director may serve more than two consecutive elected terms. In the event there is no eligible candidate, one will be appointed by the President.

Section 4: Regional Director Reporting. The Regional Director shall report to the Board of Directors as directed by the President and shall submit a written report to the Annual Meeting.

ARTICLE VIII – CHAPTERS / MLH GROUPS

Section 1: Formation.

A. Chapters may be formed and shall be based on the guidelines established by the BOD.
B. Mended Little Hearts Groups may be formed and shall be based on guidelines established by the BOD.

**Section 2: Charters.** The President shall award charters which bestow on chapters and MLH groups all rights, privileges, and responsibilities accorded them as established by the BOD.

**Section 3: Chapter Bylaws.** Chapters are required to comply with the Chapter Bylaws accepted by their members, and approved by MHI. The Board of Directors shall establish standardized requirements for such Bylaws.

**Section 4: Special Projects.** Chapters and MLH groups may engage in Special Projects (fund raising) activities which are designed to raise funds in the amounts needed for normal operating expenses (including expenses to send delegates to annual meetings, regional workshops, and for heart-related purposes, in reasonable amounts). Any Special Projects activity or series of activities throughout the fiscal year, intended to generate amounts significantly in excess of normal annual operating expenses and donations mentioned herein, must have the approval of the Board of Directors.

**Section 5: Chapter Advisory Council.** Chapters and MLH groups may enlist a local advisory council of public-spirited citizens in their communities from various professions to advise and assist them.

**Section 6: Reports.** Chapters and MLH groups shall prepare and submit, as directed, financial, visiting, administrative and other reports as required by the Board of Directors.

**Section 7: Bonds.** Chapters and MLH groups shall obtain fidelity bonds for their treasurers and other signatories for financial checking and savings accounts in dollar amounts determined by the Board of Directors.

**ARTICLE IX - EXECUTIVE DIRECTOR**

**Section 1: Executive Director.** The Board of Directors shall employ an Executive Director of The Mended Hearts, Inc., for such period of time and upon such terms and conditions as the Board of Directors may determine. This person shall be under the supervision of and shall perform such duties as may be assigned by the President after consultation with the Executive Committee.

**ARTICLE X - FINANCE**

**Section 1: Fiscal Year.** The fiscal year for MHI, and its chapters, is January 1 through December 31.

**Section 2: Currency.** The currency for the receipt of dues is the United States dollar.

**ARTICLE XI – DISSOLUTION**

**Section 1: Dissolution.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
**Section 2: Dissolution - Chapters.** In the event of the dissolution of a Chapter, the appropriate Regional Director and the President must be notified in writing of such intention to dissolve. All records and Treasurer's funds shall be turned over to the National Office of Mended Hearts, Inc. to be held for the period of two (2) years. If the Chapter is not reorganized within two years and the funds are not returned as provided below, then the funds shall be transferred to the general fund of The Mended Hearts, Inc.

**Section 3: Reorganized Chapters.** Should the Chapter be reorganized within two (2) years, the full amount held in escrow for that particular Chapter will be reimbursed. If at any time the Chapter should reorganize after the two years grace period, financial assistance will be given by The Mended Hearts, Inc. if requested.

**Section 4: Dissolution - Mended Little Hearts.** In the event of dissolution of a Mended Little Hearts Group, the funds shall be transferred to the Tita Hutchens Fund and held in escrow for two (2) years. Should the groups be reorganized within two (2) years, the full amount held in escrow will be reimbursed. If the group should reorganize after the two years grace period, financial assistance will be given by MHI, if requested.

**ARTICLE XII - RULES OF ORDER**

**Section 1: Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall be recognized as the parliamentary authority of MHI in situations not otherwise covered by these Bylaws and any special rules of order the organization may adopt.

**ARTICLE XIII – AMENDMENTS TO BYLAWS**

**Section 1: Initiation of Amendments.** A Bylaws amendment may be initiated by any member-provided that it be submitted in writing to the MHI Bylaws Committee for subsequent recommendations of the Board of Directors.

**Section 2: Amendment by Mail Ballot.** All proposed amendments shall be sent by the Board of Directors to Chapter Presidents who shall promptly advise their members. One vote shall be cast per chapter. Approval of amendments shall require a two-thirds (2/3) vote of chapter ballots returned at a date set by the board that would be no less than 45 days from the date of such mailing. The specific procedure for conducting the mail ballot shall be established and published by the Board of Directors.

**Section 3: Amendments to Bylaws.** Amendments to the Bylaws of The Mended Hearts, Inc. shall become effective immediately unless otherwise specified in the amending resolution(s) or by proviso.

**Section 4: Effect on Chapter Bylaws.** Any adopted amendments in conflict with Chapter Bylaws shall be treated as enabling resolutions for the good of the entire MHI membership, and shall have the effect of modifying the Chapter Bylaws.