THE MENDED HEARTS, INC. BYLAWS

Approved by the MHI Board of Directors May 24, 2020
Approved by the membership August 20, 2020

ARTICLE I - NAME AND CORPORATE STATUS

Section 1: Name. This volunteer non-profit organization, together with its Subordinate Organizations, shall be known as THE MENDED HEARTS, INC., hereinafter referred to as “MHI.” Formed in February 1951 and incorporated October 19, 1955, under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, MHI 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. Subordinate Organizations shall hereinafter be known as and referred to as Chapters, Groups, Organizations or other appropriate designations as the Board of Directors may direct. The Board of Directors may create additional subordinate organizational structures by other names which shall have such authorities, rights, and obligations as may be assigned to them from time to time by the Board of Directors.

Section 1.1: Purpose and Objectives

Section 1.1.1. General Purpose. The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Massachusetts Nonstock Corporation Act, as same is amended from time to time, provided, however, nothing in this Article 3 shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, Directors, or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

Section 1.2.1 Specific Purpose. The specific purpose of this Corporation shall include without limitation, providing support, education and resources to patients with cardiovascular disease or other heart conditions and their families. Such support may take the form of, but is not limited to, written materials, online content, resources, support meetings, educational conferences and other types of information and peer-to-peer support as may be defined by the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1: Membership. Any individual or family who subscribes to the objectives of MHI shall be eligible for membership, subject to membership directives in the Policies and
Procedures Manual, which shall be established, approved, and maintained 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. All aspects of membership dues (including but not limited to the amount, timing, and rights and obligations established for different classes of membership, if any) shall be established by the Board of Directors, as reflected in the Policies and Procedures Manual. This includes, but is not limited to, national dues categories, Subordinate Organization membership dues, payment and non-payment policies, and refund policies.

Section 4: Non-Discrimination. MHI does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in its membership.

Section 5: Membership Rights.
1. All members in good standing, as defined in the Policies and Procedures Manual, having reached the age of eighteen, shall be eligible to vote for any elected office subject to membership vote and shall be eligible for nomination and election to any office which a member may hold.
2. Membership rights may be revoked pursuant to membership directives in the Policies and Procedures Manual.

ARTICLE III – ELECTED OFFICERS

Section 1: Officers. MHI shall elect officers who serve as a President, an Executive Vice-President, a Mended Hearts Vice-President, and a Mended Little Hearts Vice-President. The Board of Directors may establish a mechanism for voting for officers directly by the Board of Directors, the membership directly, or the membership indirectly through the Subordinate Organizations.

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, in general, all the powers to perform such other duties commonly incidental to the office of President, and other additional duties as may be prescribed by the Board of Directors as needed, and the duties in the President’s Duties and Responsibilities description, as approved by the Board of Directors. (3) Be responsible for putting into effect and carrying out all resolutions duly adopted by the Board of Directors and/or the membership. (4) Have the power to delegate all or any part of these duties to other officers or Committees subject to approval of the Board of Directors. (5) Appoint chairpersons 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 and Election Committee) without the power to vote.

**Executive Vice-President.** The Executive Vice-President shall perform duties assigned by the President, and the duties in the Executive Vice-President’s Duties and Responsibilities description, as approved by the Board of Directors, and have all the powers and duties of the President upon the absence or disability of the President.

**Mended Hearts Vice-President.** The Mended Hearts Vice-President shall perform duties assigned by the President, and the duties in the Mended Hearts Vice-President’s Duties and Responsibilities description, as approved by the Board of Directors.

**Mended Little Hearts Vice-President.** The Mended Little Hearts Vice-President shall perform duties assigned by the President, and the duties in the Mended Little Hearts Vice-President’s Duties and Responsibilities description, as approved by the Board of Directors.

**Section 3: Election of Officers.** The Board of Directors shall establish and maintain a Nominating Committee and an Election Committee pursuant to these Bylaws that will determine the Nominating Procedures and Election Procedures. All Nomination Procedures and Election Procedures established by the Nominating Committee and Election Committee must be approved, maintained and published by the Board of Directors.

**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, 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. The officer subject to removal may not vote in the removal process.

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

**Section 7: Officer Bonds.**

1. MHI shall provide a bond or other appropriate insurance in a sum set by the Board of Directors, for the Treasurer and any Assistant Treasurer(s) 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.

2. MHI shall provide a bond or other appropriate insurance in a sum set by the Board of Directors, for the President, Vice-President, Mended Hearts Vice-President, and the Mended Little Hearts Vice-President 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.

Section 8: Officer Committees.

1. Administrative Board. The President, Executive Vice-President, Treasurer, and Corporate Secretary shall serve on the Administrative Board Committee. The Executive Director may serve on this Committee as an Ex-Officio Member. The members of the Administrative Board Committee shall determine measures to be taken on any corporate functions with any local, state or national government agency.

2. Executive Committee. The President, Executive Vice-President, Mended Hearts Vice-President, Mended Little Hearts Vice-President, Treasurer, and Corporate Secretary shall serve on the Executive Committee. The Executive Director may serve on this Committee as an Ex-Officio Member. The members of the Executive Committee shall determine measures to be taken on significant matters between board meetings.

ARTICLE IV – BOARD OF DIRECTORS

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

1. MHI’s four elected officers, from within the membership of MHI
2. Treasurer
3. The most recent past president, from within the membership of MHI
4. Eight Mended Hearts Regional Directors, from within the Mended Hearts membership
5. Eight Mended Little Hearts Regional Directors, from within the Mended Little Hearts membership
6. A minimum of three and a maximum of five other Appointed Directors from within and from without the membership of MHI
7. The Executive Director sits on the MHI Board as ex-officio (non-voting) member.
Section 2: Chairperson. The President shall serve as Chairperson of the Board.

Section 3: Duties. The duties of the Board of Directors as a unit are to advance the mission of the Organization and to oversee policies, strategic direction, and finances of MHI in addition to those duties described in the Mended Hearts Officer and Board Duties and Responsibilities Policy.

Section 4: Appointed Directors. Appointed Directors shall be appointed by the Board of Directors then in office. Appointed Directors shall hold office until the earlier of the close of the Annual Meeting held in odd-numbered years or until removed by the Board of Directors.

Section 5: Contracts. The only contracts authorized are those authorized by the Board of Directors as set forth in the MHI Contract and Grant Review Policy.

ARTICLE V – MEETINGS

Section 1: Proxy Voting. Proxy voting is not permitted at any meetings.

Section 2: Annual Meeting. The Annual Meeting, as set forth in the Election Policy, shall take place once a calendar year at a time and place designated by the Board of Directors. A notice of the date of the Annual Meeting shall be publicized at least sixty (60) days in advance to the MHI membership.

Section 3: Annual Meeting – Quorum. Those members attending the annual meeting shall constitute a quorum.

Section 4: Board Meetings. The Board of Directors shall meet at the discretion of the President. There shall be a minimum of twelve (12) Board meetings a year, of which two Board meetings must be held in person. Special meetings of the Board of Directors may be called by the President or by written request of two (2) or more of the Board of Directors. The number of directors required to constitute a quorum of the Board of Directors shall be a majority of directors then in office.

Section 5: Electronic Meetings. Meetings may be held by telephone, video conferencing, and other electronic means, provided that all members participating may hear, speak, or write to each other simultaneously. The procedure for holding electronic meetings shall be established and published by the Board of Directors.

Section 6: 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).

ARTICLE VI – ADVISORY COUNCILS AND COMMITTEES

Section 1: Authority. Councils, boards, and committees are recommended by the President and approved by the Board of Directors.

Section 2: Ad hoc Committees. The Board may establish ad hoc committees from time to time to investigate, conclude, report and advise on specific items of interest to MHI. The President is authorized to appoint the chairperson of the ad hoc committee. The chairperson is authorized to appoint the members of the ad hoc committee, as needed. An ad hoc committee shall cease operation no later than six months after establishment.

Section 3: Standing Committees. Standing Committees may be established by the Board of Directors. The President is authorized to appoint the chairperson of each Standing Committee. The President and the appointed Committee Chairperson will jointly appoint the members of the Standing Committee from within the membership. Exceptions to the membership requirement may be approved by the Board of Directors.

Section 3.1: MHI Medical Advisory Board. A Medical Advisory Board, consisting of prominent healthcare professionals within their fields, with the approval of the Board of Directors, will serve as an Advisory Board to the Board of Directors to advise and assist the Board in medical issues affecting MHI members. The Medical Advisory Board shall consist of two medical groups — pediatric heart disease healthcare professionals and adult heart disease healthcare professionals. Each group shall elect a chairperson every two years.

Section 3.2: 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 Staff and members of the Executive Committee to enable Mended Hearts to support its Mission, reach more heart patients and caregivers, optimize education and “peer to peer” support, and advocate for the patients.

Section 3.3: Nominating Committee.

1. A Nominating Committee of five members, including a chairperson, shall be recommended by the President and approved by the Board of Directors at the Board meeting held within three months after the Annual Meeting held in odd-numbered years. The term of the members on the nominating committee is two years with a maximum of two consecutive terms.
2. The purpose of the nominating committee is to identify, screen, interview, discuss and recommend candidates for open positions, including, but not limited to:
   a. Persons for vacant elected officer positions from within the membership of MHI
   b. Persons for vacant Board positions from within the membership of MHI
   c. Persons for vacant Appointed Director positions on the Board, from within and without the membership of MHI
   d. Persons, for vacant Assistant Regional Director positions in the regions, from within the membership of MHI, and
   e. Persons, for vacant Mended Little Hearts Steering Committee positions from within the membership of MHI.

3. The Nominating Committee, in carrying out its duties, shall consider the qualifications of all candidates. It may present at least one candidate for each vacant position.

4. The Report of the Nominating Committee for vacant positions shall be sent in a timely manner to the President and Board of Directors, and the President shall initiate a Board vote in a timely manner for the vacant positions.

5. The Board shall neither consider nor approve any candidate who has not been screened and recommended in the Report of the Nominating Committee.

Section 3.4: Mended Little Hearts Steering Committee. The Mended Little Hearts Steering Committee shall provide direction, planning, and creation for Mended Little Hearts programs. The chairperson of the MLH Steering Committee is the current MLH VP serving on the MHI Board of Directors. Roles on the Steering Committee are recommended by the MLH VP upon consultation with the current Steering Committee members and the President. When there is a vacancy or a new need on the Steering Committee, the MLH VP notifies the MHI Nominating Committee of the need and provides recommendations from the Steering Committee for filling that role, if there are recommendations. Steering Committee members serve 2-year terms and may serve up to four 2-year terms.

Section 3.5: Election Committee.
1. An Election Committee of five members, including a chairperson, shall be recommended by the President and approved by the Board of Directors at the Board meeting held within three months after the Annual Meeting held in odd-numbered years.

2. The term of the members on the Election Committee is two years with a maximum of two consecutive terms.

3. The purpose of the Election Committee is to manage National elections.
4. The Election Committee, in carrying out its duties, shall consider the qualifications of all candidates.
**Section 3.6: Bylaws Committee.**
1. A Bylaws Committee of four to five members, including a chairperson, shall be recommended by the President and approved by the Board of Directors at the Board meeting held within three months after the Annual Meeting held in odd-numbered years.
2. The term of the members on the Bylaws Committee is two years with a maximum of two consecutive terms.
3. The purpose of the Bylaws Committee is to review amendments to the Bylaws and shall present recommendations to the MHI Board of Directors for their consideration of such amendments.

**Section 4: Staff Committee Assignments.** A staff member shall be assigned to support and work with each MHI committee. The staff member shall be appointed by the President in consultation with the Executive Director and the staff director.

**ARTICLE VII – REGIONAL MANAGEMENT**

**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 mission of MHI within their regions and shall have administrative supervision over assigned subordinate organizations located within their respective geographic regions. Their duties are described in the Mended Hearts Duties and Responsibilities Policy. With the recommendation of the Nominating Committee and approval of the President, they may appoint Assistant Regional Directors as deemed necessary.

**Section 3: Regional Director Elections.** Regional Directors shall be elected by MHI members in the Region in accordance with Election Policy established by the Board of Directors. No Regional Director may serve more than two consecutive elected terms in this position. In the event there is no eligible candidate, one may be nominated by the Nominating Committee and approved by the Board of Directors.

**Section 4: Regional Director Reporting.** The Regional Director shall report to their assigned MHI Vice-President and shall submit a written report, as per RD/ARD Manual, of their region’s activities prior to the Annual Meeting and may present it at the Annual Meeting.

**ARTICLE VIII – SUBORDINATE ORGANIZATIONS**

**Section 1: Formation.** Subordinate Organizations may be formed and shall be based on the policies established by the Board of Directors.
Section 2: Charters. The President shall award charters which bestow on Subordinate Organizations all rights, privileges, and responsibilities accorded them as established by the Board of Directors.

Section 3: Bylaws and Policies. Subordinate Organizations are required to comply with the National Bylaws and including MHI policies. Subordinate Organizations shall align their activities with the MHI mission, goals and objectives. Subordinate Organizations may adopt bylaws as approved by their members and approved by MHI, which may not conflict with MHI Bylaws or any standardized bylaws adopted for Subordinate Organizations by the Board of Directors. The Board of Directors may establish standardized requirements for such Bylaws. In the event of a conflict between National Bylaws and Subordinate Organization Bylaws, then MHI National Bylaws shall prevail, and any conflicting clauses of Subordinate Organization Bylaws are null and void. Failure to comply with MHI National Bylaws and/or with standards for Subordinate Organization bylaws established by the Board of Directors may result, in the sole discretion of the Board of Directors, suspension or disbandment of the Subordinate Organization, termination of the Subordinate Organization’s officers or board, or imposition of financial restrictions, including forfeiture of the Subordinate Organization’s EIN.

Section 4: Fiscal Responsibility. Subordinate Organizations have an obligation to be fiscally responsible with all funds, accounts, and donations received by and managed by them. Subordinate Organizations may engage in activities to raise funds in the amounts needed for normal operating expenses (including, but not limited to, expenses to send members to MHI-approved meetings, MHI regional and national conferences, training programs, and other purposes that fall within the scope of the MHI mission) but in doing so may not interfere with national or regional fund-raising efforts by MHI. Subordinates have a responsibility to contribute to MHI as required by the Board of Directors and to coordinate their fund-raising efforts and programs with MHI Regional and National Officers. Subordinate Organizations may not carry over from one fiscal year to the next total funds in excess of $10,000 without a written waiver from the Board of Directors. Subordinate Organizations may apply to the Board of Directors for such waiver no more than once every three years. Failure to follow fiscal policy may result in forfeiture of the Subordinate Organization’s EIN, termination of the Subordinate Organization’s officers, suspension of the Subordinate Organization, and/or disbandment of the Subordinate Organization.

Section 5: Conflict of Interest. Subordinate Organizations have a duty of loyalty to MHI including the financial well-being of MHI. Subordinate Organizations may not make donations to competing organizations as defined by the Policies and Procedures Manual. In special circumstances, Subordinate Organizations may apply to the Board of Directors for a waiver to make a donation to another organization. Said waiver may be granted no more than once every three years. Failure to follow fiscal policies may result in forfeiture of the Subordinate Organization’s EIN, termination of the Subordinate Organization’s officers, suspension of the Subordinate Organization, and/or disbandment of the Subordinate Organization.
Section 6: Subordinate Organization Advisory Council. Subordinate Organizations may enlist a local advisory council of public-spirited citizens in their communities from various professions to advise and assist them.

Section 7: Reports. Subordinate Organizations shall prepare and submit, as directed, financial, visiting, progress, administrative, and other reports as may be required by the Board of Directors from time to time. Failure to submit such reports as required may result in forfeiture of the Subordinate Organization’s EIN, termination of the Subordinate Organization’s officers, suspension of the Subordinate Organization, and/or disbandment of the Subordinate Organization.

Section 8: Bonds. Subordinate Organizations shall obtain and maintain bonds or insurance as determined by the Board of Directors. Subordinate Organizations shall obtain and maintain bonds or insurance for their treasurers and other financial account signatories for any and all types of financial accounts in dollar amounts determined by the Board of Directors. Failure to obtain and maintain such bonds or insurance as required may result in forfeiture of the Subordinate Organization’s EIN, termination of the Subordinate Organization’s officers, suspension of the Subordinate Organization, and/or disbandment of the Subordinate Organization.

Section 9: Subordinate Organization Fees. The Board of Directors may require Subordinate Organizations to pay annual fees, as set by the Board of Directors, to MHI. Failure to pay such fees may result in forfeiture of the Subordinate Organization’s EIN, termination of the Subordinate Organization’s officers, suspension of the Subordinate Organization, and/or disbandment of the Subordinate Organization.

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 an Executive Committee member assigned by the President who serves as liaison between the Board and Executive Director. The Executive Director shall perform such duties as described in their Employment Offer Letter, in the Mended Hearts Duties and Responsibilities Policy, and as instructed by the Executive Committee.

ARTICLE X - FINANCE

Section 1: Fiscal Year. The fiscal year for MHI and its Subordinate Organizations is January 1 through December 31.
Section 2: Currency. The reporting currency for MHI and its Subordinate Organizations is the United States dollar. Any legal currency may be accepted by MHI.

ARTICLE XI – DISSOLUTION AND DISBANDMENT

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 mission of the Corporation in such manner, or to such organization or organizations 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 relevant Court 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: Disbandment – Subordinate Organizations. There are two methods, as described in the Policies and Procedures Manual, to disband a Subordinate Organization: 1) by vote of the members of the Subordinate Organization, or 2) by an MHI Board vote. In either case, the Subordinate Organization must follow all disbandment procedures set forth in the Policies and Procedures Manual. When a Subordinate Organization disbands, all Subordinate Organization funds are held in escrow by MHI for up to a period of two (2) years from the date of disbandment for the use of a successor Subordinate Organization approved by the Board of Directors, after which time the funds are placed into MHI general funds.

Section 3: Reorganization – Subordinate Organizations. A Subordinate Organization may reorganize at any time by following the requirements for starting a new Subordinate Organization set forth in the Policies and Procedures Manual. If a Subordinate Organization reorganizes within two (2) years from the date of disbandment, it may receive that Subordinate Organization’s monies held in escrow for it by MHI. If at any time the Subordinate Organization should reorganize after the two years grace period, financial assistance may be given by The Mended Hearts, Inc. if requested and approved by the Board of Directors.

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 MHI Board member provided that it be submitted in writing to the MHI Bylaws Committee for review as stated in the Policy and Procedures Manual. The MHI Bylaws Committee shall present recommendations to the MHI Board of Directors for their consideration of such amendment.

Section 2: Adoption of Amendments. The MHI Board of Directors shall notify all Subordinate Organization Presidents of any MHI Board-approved amendments. Subordinate Organization Presidents shall promptly advise their members and shall conduct a vote. One vote shall be cast per Subordinate Organization. Adoption of amendments shall require a two-thirds (2/3) vote of Subordinate Organization ballots returned on or before a certain date set by the MHI Board. The specific procedure for conducting the amendment vote shall be established and published by the MHI Board of Directors in the Policy and Procedures Manual.

Section 3: Adopted Amendments to Bylaws. Adopted amendments to the Bylaws of The Mended Hearts, Inc. shall become effective immediately unless otherwise specified in the adopted amendment. No amendment shall affect any action taken by the Board of Directors in reliance upon the then existing MHI Bylaws.

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