

# **InterAmerican Heart Foundation, Inc.**

## **Bylaws**

**Approved by the Board of Directors on November 17, 2002 and  
General Assembly on November 18, 2002**

### **Article I-Name and Mission**

The **InterAmerican Heart Foundation, Inc.**, herein also referred to as the "Foundation", is a federation of heart foundations and related organizations of the American continents, whose collective mission is "to reduce disability and death from cardiovascular diseases and stroke in the Americas." The Foundation is also known in Spanish as **Fundación InterAmericana del Corazón**, in Portuguese as **Fundação InterAmericana do Coração**, in French as **Fondation InterAméricaine des maladies du coeur**, in Dutch as **InterAmerikaanse Hartstichting**, and in Papiamentu as **Fundashon InterAmericano di Kurason**.

### **Article II-Goals and Principles**

**Section 1. Goals.** The goals of the Foundation are:

- 1) To promote an environment throughout the Americas conducive to the reduction of morbidity and mortality from cardiovascular diseases and stroke;
- 2) To facilitate the development and growth of heart foundations, their role in public and professional education, public advocacy and fund raising;
- 3) To foster partnerships between health professionals and other sectors of society including business and government for the accomplishment of its mission.

**Section 2. Principles.** The principles upon which the Foundation was created are:

- 1) We value the contributions of people from various backgrounds, from all parts of our American continent (North, South, Central, and Caribbean) and from various professions, as we are all united in our efforts to eradicate cardiovascular diseases and stroke.
- 2) We value flexibility in our foundation and avoid complex bureaucracies that might create barriers to accomplishing our purposes.
- 3) We value cooperation and seek consensus on issues, where possible, rather than voting to resolve issues.
- 4) We value and encourage opinions from all constituencies since diversity of opinion and views foster more creative and effective solutions.
- 5) We value effort and action toward the accomplishment of our purposes.

### **Article III-Organizational Members**

**Section 1. Membership.** Membership in the Foundation is open to heart and other related organizations committed to the accomplishment of its mission. Membership shall be approved by the Board of Directors.

**Section 2. Definition.** Member organizations may be called “foundations”, “societies”, “associations”, or other such terms and are comprised of people from all walks of life as volunteers and staff. They shall be private, non-governmental, not-for-profit organizations whose purposes contribute, in whole or in part, to reducing disability and death from cardiovascular diseases and stroke. These organizations accomplish their purposes mainly through public and professional education, public advocacy, and raising funds for these purposes. These organizations may engage in other activities consistent with these purposes.

**Section 3. Classification.** The Foundation shall have three categories of membership. These categories are “national members,” “regular members,” and “associate members.”

**Section 4. National Members.** National members shall consist of the heart organization in each country of the American continents that takes an active leadership role to accomplish the overall mission of reducing disability and death from cardiovascular diseases and stroke in that country and best represents the community of people working towards that mission. Only one heart organization from a nation may become a national member. The national member will usually, but not necessarily always, be the heart foundation in the country that is a member of the World Heart Federation (WHF). National members pay membership dues and have voting rights. Any national member shall be represented for voting purposes by a medical representative and a non-medical representative.

**Section 5. Regular members.** Regular members shall consist of heart and other related organizations that are not national members. Regular members pay membership dues and have voting rights.

**Section 6. Associate members.** Associate members shall consist of heart and related organizations, alliances, coalitions and networks. Associate members do not pay membership dues and do not have voting rights.

**Section 7. Privileges and responsibilities of members.** National, regular and associate members have similar privileges regarding program participation, information and other benefits offered through membership in the Foundation. National and regular members pay membership fees at different levels as determined by the Board of Directors and have different voting rights as specified in these bylaws.

**Section 8. Application for membership.** Organizations seeking membership must apply and be accepted for membership based on criteria established by the Board of Directors.

**Section 9. Membership continuation.** The Board of Directors may establish criteria for continued membership as it considers appropriate.

**Section 10. Termination of membership.** Resignation of membership shall be made in writing to the Foundation. Any member who in the opinion of the Board of Directors has violated these Bylaws or regulations prescribed by the Board of Directors or whose conduct is deemed prejudicial to the welfare of the Foundation may be expelled from membership by the Board of Directors.

**Section 11 . Dues.** Each national and regular member of the Foundation shall pay promptly the dues which shall be established by the Board of Directors. Non-payment of dues is grounds for termination of membership.

#### **Article IV-Individual Members**

**Section 1. Honorary Members.** Individuals who distinguish themselves in their service to the InterAmerican Heart Foundation may be designated “honorary members” by the Board of Directors.

**Section 2. Individual Members.** Individuals interested in accomplishing the Foundation’s mission are eligible for individual membership. Individual members do not pay membership dues and have no voting rights.

#### **Article V-General Assembly**

**Section 1. Powers and duties.** The General Assembly of the Foundation shall have and exercise all the powers, rights, and privileges authorized by the Articles of Incorporation and these Bylaws as follows:

- 1) Election of the Officers of the Foundation,
- 2) Election of the Board Members at Large,
- 3) Review long-range goals of the foundation, and
- 4) Adoption, amendment, or repeal of these Bylaws.

**Section 2. Membership.** The General Assembly shall be composed of all Board of Director members, two representatives from each national member foundation and one representative from each regular member. The two national foundation representatives shall consist of one medical and one non-medical volunteer or staff. The representatives shall be elected, appointed or designated by the member foundation.

**Section 3. Selection of Member Representatives.** Each national or regular member is responsible for the selection of its representatives to the General Assembly consistent with the conditions that may be imposed by the General Assembly or the Board of Directors.

The Foundation will send notices of meetings in accordance with the Bylaws to all members of record, which shall in turn inform their representatives. In the event that a representative cannot attend a General Assembly, any duly designated alternate may attend and act in the representative's stead, as long as a medical alternate replaces a medical representative and a non-medical alternate replaces a non-medical representative.

**Section 4. Annual meeting.** The annual meeting of the General Assembly shall be held at a time and place designated by the Board of Directors.

**Section 5. Special meetings.** Special meetings of the General Assembly may be called by the President and shall be held not less than one nor more than three months from the date of notice at a time and place designated by the Board of Directors.

**Section 6. Voting.**

1) General matters. Each member of the Board of Directors shall have one vote at the General Assembly. Each national member shall have two votes at the General Assembly. One of these votes must be cast by the medical representative and one vote, by the non-medical representative. Each regular member shall have one vote at the General Assembly. There shall be no absentee or proxy voting. There is no weighted voting.

2) Voting for Officers. When voting for Officers, the members of the Board of Directors shall have one vote and the national members shall have two votes, one cast by the medical representative and one cast by the non-medical representative. Regular members shall not vote for Officers.

3) Voting for Directors at Large. When voting for Directors at Large, the members of the Board of Directors shall have one vote, the national members shall have two votes, one cast by the medical representative and one cast by the non-medical representative, and the regular members shall have one vote.

**Section 7. Quorum.** At all meetings of the General Assembly, members holding one third of the votes entitled to be cast and represented in person shall constitute a quorum. The vote of the simple majority of votes entitled to be cast by the members present shall be the act of the General Assembly.

**Section 8. Notice.** Notice of all meetings of the General Assembly shall be in writing and shall indicate the place, day and hour of the meeting and in case of a special meeting, the purpose(s) for which the meeting is called. Notice of any meeting shall be delivered not less than 10, nor more than 60 days before the date of the meeting personally, by facsimile transmission, by mail or electronically, at the direction of the officer calling the meeting.

## **Article VI-Board of Directors**

**Section 1. Management of Foundation's Affairs.** The Board of Directors is responsible for formulating a long range plan and has the final authority on the operations of the Foundation, consistent with the Bylaws. It has responsibility for the control and management of the affairs, funds and property of the Foundation, including but not limited to, approval of the budget and other fiscal matters, approval of operational policies, delegation of the implementation of operational policy and employment and evaluation of the Executive Director. The Board also will review Bylaws and make recommendations for discussion and approval by the General Assembly. To fulfill its responsibilities, the Board may create and dissolve committees of the Board and other more informal working groups as it deems necessary. The members of the Board shall serve without compensation.

**Section 2. Number.** The number of Directors is hereby fixed at no more than 10.

### **Section 3. Qualification and election.**

- 1) The Board of Directors shall be composed of the following: President, Vice President, Immediate Past-President, Secretary, Treasurer, 4 Directors at large and the Emergency Cardiovascular Care (ECC) Director.
- 2) The Vice President, the Secretary, the Treasurer and the Directors at Large shall be elected by the General Assembly.
- 3) The ECC Director shall be appointed by the Board of Directors or Executive Committee from candidates recommended by the ECC Committee.
- 4) Ex-officio, non-voting members of the Board shall include the following: the World Heart Federation continental representative for the American continents, the President of the InterAmerican Society of Cardiology, and the Executive Director of the Foundation.
- 5) Directors shall assume office immediately following the Annual Meeting of the General Assembly at which they are elected and shall hold office for a term of two years ending at the conclusion of the second annual meeting of the General Assembly following their election, and until their successors are elected and shall have qualified. Ex-officio members of the

Board shall serve during the term of their office and until their successors are elected and have qualified.

6) Directors at large and the ECC Director shall serve for a term of two years, and may serve no more than two consecutive full two-year terms. Officers shall serve terms as specify in Article VII.

7) Notwithstanding any other provision of these Bylaws, members of the Board of Directors shall serve at the pleasure of the General Assembly.

8) Nominations for Board positions shall be made to the General Assembly by the Nominating Committee.

**Section 4. Voting.** The vote of a majority of the members present of the Board of Directors shall be the act of the Board. There shall be no absentee or proxy voting. The voting rights of Board membership are not transferable.

**Section 5. Vacancies.** In the event of a vacancy in the office of a Board member, the President may nominate a successor and the Executive Committee of the Board of Directors shall vote on that successor. A nominee duly elected shall hold office until the next Annual Meeting of the General Assembly. At that meeting the General Assembly shall elect a successor to serve for the remainder of the term, if any, of the Board member whose office has been vacated.

**Section 6. Removal.** The General Assembly may remove any Board Member elected by the General Assembly with cause by a two third majority vote. The Board of Directors may censure and/or suspend any of its members by a two third majority vote.

**Section 7. Regular Meetings.** Regular meetings of the Board of Directors may be called by the President and shall be held at the time and place as shall be designated in the notice of the meeting. Notice of the time and place of any meeting shall be given in writing to each Director not less than 30 days prior to the meeting and shall state the purpose(s) for which the meeting was called. The Board of Directors shall meet not less than two times a year.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by the President or upon written petition signed by six members of the Board and shall be held at a time and place as shall be designated in the notice of the special meeting. Notice of the time and place shall be given in writing to each Director not less than 30 days prior to the meeting and shall state the purpose(s) of the special meeting.

**Section 9. Quorum.** A majority of members of the Board shall constitute a quorum at any meeting of the Board of Directors. When a quorum is present at any meeting of the Board,

any act of the majority present shall constitute an act of the Board of Directors, unless a different vote is required by law or by these Bylaws.

## **Article VII-Officers**

**Section 1. Positions.** The Officers of the Foundation shall be: President, Immediate Past-President, Vice President, Secretary and Treasurer. No individual may hold more than one office simultaneously.

**Section 2. Terms of Office.** Officers of the Foundation shall hold office from the date of their election for a term of two years. The positions of Secretary and Treasurer are eligible for one additional two-year term. In event of the President's death, resignation, or removal while in office, the Vice-President shall complete that remaining term of office and then continue to serve the two year term as originally intended.

**Section 3. Vacancies.** Refer to Article VI, Section 5.

**Section 4. President.** The President of the Foundation shall preside at the meetings of the General Assembly and of the Board of Directors. The President shall look after the affairs of the Foundation and submit an annual report of activities to the General Assembly.

**Section 5. Vice President.** The Vice President shall perform the duties of the President in his or her absence and shall assist the President whenever called upon. The Vice President shall perform further duties and have powers as may be assigned to or vested in such office by the General Assembly or Board of Directors. The Vice President is also the president-elect and assumes the Presidency immediately upon completion of the President's term of office.

**Section 6. Immediate Past-President.** The Immediate Past-President shall be a member of the Board of Directors and shall chair the Nominating Committee.

**Section 7. Secretary.** The Secretary shall draft and circulate the minutes of the meetings of the General Assembly and the Board of Directors. The Secretary is responsible for the notification of Delegate Assembly and Board of Directors meetings. The Secretary is responsible for overseeing the correspondence of the Foundation.

**Section 8. Treasurer.** The Treasurer is responsible for overseeing the process for the collection of dues and management of other funds received and expended by the Foundation. The Treasurer shall oversee the maintenance of financial records of the Foundation and make reports to the Board of Directors and the General Assembly. The Treasurer shall assist in preparing the budget and arranging for timely audit of the financial records of the Foundation. The Treasurer shall chair the Finance and Audit Committee.

**Section 9. Assistant Vice President.** The Executive Director shall serve as the Assistant Vice President. The Assistant Vice President shall perform further duties and have powers as may be assigned to or vested in such office by the General Assembly or the Board of Directors.

### **Article VIII-Executive Committee**

**Section 1. Names.** The President, Vice President, Immediate Past-President, Secretary, Treasurer and Executive Director compose the Executive Committee of the Foundation

**Section 2. Responsibilities.** The Executive Committee is authorized to make decisions for the entire Board during the period between meetings of the Board.

**Section 3. Voting.** Any act of the majority present shall constitute an act of the Executive Committee.

**Section 4. Regular Meetings.** Regular meetings of the Executive Committee may be called by the President and shall be held at the time and place as shall be designated in the notice of the meeting. Notice of the time and place of any meeting shall be given in writing to each Director not less than 5 days prior to the meeting.

### **Article IX-Committees of the Board**

**Section 1. Names.** The Board of Directors shall establish, oversee and may dissolve committees of the Board as it may deem necessary or desirable. The Finance and Audit Committee and the Nominating Committee are mandatory. Committees of the Board shall have the powers and duties as herein set forth and/or other powers and duties delegated or assigned by the Board of Directors. The committees of the Board shall make regular reports to the Board of Directors. The chairperson of each committee of the Board shall be appointed by the President with the approval of the majority of the quorum of the Board of Directors or Executive Committee. Appointments made to committees of the Board shall reflect balance between medical and non-medical volunteers and member foundations to the extent practicable.

#### **Section 2. Finance and Audit Committee.**

1) Responsibilities. The Finance and Audit Committee shall develop policies and procedures for the sound fiscal management of the Foundation. It shall develop and recommend to the Board guidelines for membership fees. It shall develop and present annually to the Board a budget for the Foundation. It shall make a financial and audit report annually to the General Assembly.

2) Membership. The chair of the Finance and Audit Committee shall be the Treasurer of the Foundation.

### **Section 3. Nominating Committee.**

1) Responsibilities. The Nominating Committee shall make nominations for the Vice President, Secretary, Treasurer, and the Directors at large. The nominating committee shall make every effort to assure that there is appropriate representation of medical and non-medical nominees as well as geographic diversity.

2) Process. In the nominating process, the Nominating Committee shall solicit each national, regular and associate member organization and Board member for nominees three months prior to the General Assembly at which elections will occur. The member organizations will have one month to submit the names of candidates. The Nominating Committee shall circulate to member organizations the list of nominees for office one month prior to the General Assembly at which elections will occur.

3) Membership. The Nominating Committee shall be comprised of no more than five members. The Immediate Past-President shall be a member and shall serve as the Chairperson of the Committee. The President and Vice President shall also be members. The Board of Directors may appoint additional members to the Nominating Committee. Members of the Nominating Committee are not eligible for nomination to the Board of Directors.

### **Section 4. General Provisions.**

- 1) The President shall be an ex-officio, voting member of each committee of the Board.
- 2) No committee shall have the power to bind the Foundation except when specifically authorized by the Board of Directors.
- 3) The term of office of each member of a committee of the Board, unless otherwise specified by the Board of Directors, shall be from the date of appointment to the date of the next succeeding Annual Meeting of the General Assembly and until a successor is selected and qualified. A vacancy in the membership of any committee of the Board may be filled by appointment of the President or designee, becomes effective immediately and is subject to Board review.
- 4) A majority of the members of a committee of the Board shall constitute a quorum, and when a quorum is present, the act of the majority of the members present at any meeting shall constitute the act of the committee.

- 5) Any action of a committee of the Board shall be taken at a meeting of the committee.
- 6) Each committee of the Board established under this Article shall have the power to adopt rules as it deems proper for its governance and the orderly transaction of business, except as otherwise may be expressly prohibited by the Bylaws or by resolution of the Board, and to appoint subcommittees or task forces, subject to Board review, from its membership to accomplish its responsibilities.
- 7) Consistent with these Bylaws, the Board of Directors at its discretion may establish and amend committee commissions or otherwise charge committees with more specific or additional duties, functions, procedures or responsibilities and membership or appointment requirements.
- 8) Notwithstanding any other provision in these Bylaws, each member of any committee of the Board established under this Article shall serve at the pleasure of the Board of Directors.

### **Article X-Incorporation and Offices**

**Section 1. Non-profit Organization.** The InterAmerican Heart Foundation is a non-profit corporation incorporated under the Texas Non-Profit Corporation Act.

**Section 2. Office.** The Foundation shall have and continuously maintain in the State of Texas, USA, both a registered office and a registered agent.

**Section 3. Other Offices.** The Foundation may maintain other offices in the place or places within or without the State of Texas as the Board of Directors may from time to time determine.

### **Article XI-General.**

**Section 1. Fiscal Year.** The fiscal year of the Foundation shall begin on the 1st day of July of each year and end on the 30th day of June next following.

**Section 2. Policies.** Operational policies of the Foundation as may be enacted, amended or repealed by the Board of Directors from time to time shall be subject to these Bylaws.

**Section 3. Checks.** All checks for payment of money issued in the name of the Foundation shall be signed by such officer(s) or agent(s) designated by the Board of Directors.

**Section 4. Action without a meeting.** The Board of Directors and Committees of the Board may plan activities and arrive at decisions by mail or by electronic communication

provided that members approve of taking action in this manner and decisions are in writing. Further, the Secretary shall keep a written record of such actions in the minutes of the Foundation.

**Section 5. Meetings using telecommunications.** The members of the Board of Directors and of Committees of the Board may participate in a meeting by means of conference telephone or similar communications equipment. Participation in a meeting by this means shall constitute presence in person at a meeting. All requirements and provisions for a meeting herein shall apply to meetings held using telecommunications.

**Section 6. Executive Director.** The Board of Directors shall by a majority vote employ (or discharge after prior notice) an Executive Director of the Foundation for the period of time and upon the terms and conditions as the Board of Directors may determine. The Executive Director may make and sign in the name of the Foundation contracts or agreements in the ordinary course of its business and other contracts, obligations and instruments when authorized by the Board of Directors; shall have authority to employ, supervise and discharge personnel as from time to time may be deemed necessary; and shall do and perform other duties as may be assigned from time to time by the Board of Directors.

## **Article XII Indemnification.**

**Section 1. Indemnification.** The Foundation shall indemnify each Member, Director, Officer, committee member, the Executive Director and other employees and agents (in the case of other employees and agents, only those other employees and agents to whom the Board of Directors shall determine, before or after their engagement, shall be afforded the protection of these indemnification provisions) of the Foundation who are natural persons, their heirs, executors, administrators (whether or not natural persons) and all other natural persons whom the Foundation is authorized to indemnify under the provisions of the Non-Profit Corporation Act of the State of Texas (including, but not limited to, a person who is or was serving at the written request of the Foundation as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise), to the fullest extent that such indemnification may be lawful under the Non-Profit Corporation Act, (i) against all expenses (including attorney's and other experts fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, or otherwise, and (ii) against all expenses (including attorneys' and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action, suit or proceeding by or in the right of the Foundation, or in connection with any appeal therein, or otherwise; and no provision of these Bylaws is intended to be construed as

limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Non-Profit Corporation Act or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the Foundation in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under the Non-Profit Corporation Act.

**Section 2. Determinations.** If and to the extent indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct as set forth in the Non-Profit Corporation Act, determination shall be made expeditiously at the cost of the Foundation after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of expenses is to be made upon a determination by special legal counsel, counsel may be the regular counsel to the Foundation. In rendering an opinion, counsel shall be entitled to rely upon the statements of fact furnished by persons reasonably believed by counsel to be credible, and counsel shall have no liability or responsibility for the accuracy of the facts so relied upon, nor shall counsel have any liability for the exercise of this won judgment as to matters of fact or law forming a part of the process of providing an opinion. The fees and disbursement of counsel engaged to render an opinion shall be paid by the Foundation whether or not counsel ultimately is able to render the opinion that is the subject of counsel's engagement.

**Section 3. Combinations.** Unless the Board of Directors shall determine otherwise with reference to a particular merger or consolidation or other combination, for purposes of this Article XII, references to the "Foundation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a merger or consolidation or other combination which, if its separate existence had continued, would have had power and authority to indemnify its Members, Directors, Officers, employees or agents, so that any person who is or was a Member, Director, Officer, employee or agent of the constituent corporation, or is or was serving at the written request of the constituent corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of the Article XII with respect to the resulting or surviving corporation as he/she would have with respect to the constituent corporation if its separate existence had continued.

**Section 4. Advances of Expenses.** If an indemnified party shall request that expenses actually and reasonably incurred in connection with any actual or threatened action, suit, proceeding or investigation or appeal therein be paid by the Foundation in advance of the final disposition thereof, the request shall not be unreasonably refused, and a response to the request shall not be unreasonably delayed by the Foundation.

**Section 5. Reporting Requirement.** Any indemnification or advance of expenses to an indemnified party in accordance with the Non-Profit Corporation Act shall be reported in writing to the members of the Foundation with or before the notice or waiver of notice of the next meeting of members or with or before the next submission to members of a consent to action without a meeting pursuant to the Non-Profit Corporation Act and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

**Article XIII Amendments.**

Bylaws may be adopted, amended, or repealed in whole or in part only at a meeting of the General Assembly upon a two-thirds vote of members present provided that the notice of the meeting sets forth the proposed adoption, amendment, or repeal.

**Article XIV Dissolution of the Corporation.**

Dissolution of the corporation may be decided upon by a two-thirds vote of members present at a meeting of the Delegate Assembly. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 to the American Heart Association, Inc. for distribution to foreign heart foundations in the Americas that qualify as exempt organizations under section 501 (c) (3) of the Code or comparable statute of the country in which they are organized and operate.

\_\_\_\_\_  
Dr. Trevor Hassell, MD, Secretary  
InterAmerican Heart Foundation, Inc.

\_\_\_\_\_  
Date