



BREAST CANCER ACTION

BY-LAWS

APRIL 2022

Constitution Adopted: October 1992
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Membership approved: November 9, 2023 TBC) post AGM

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STATEMENT OF INTENT

A Bylaw relating generally to the conduct of the affairs of

BREAST CANCER ACTION

(As amended from time to time, the “**Corporation**”)

BE IT ENACTED as a bylaw of the Corporation as follows:

CONSTITUTION

1. Purpose of the Corporation:

1. To raise public awareness of breast cancer and related issues.
2. To facilitate and provide easy access to information related to all areas of breast cancer.
3. to provide an ongoing support network for people and their families who are living with a breast cancer diagnosis.
4. To educate and support those living with a breast cancer diagnosis by initiating and maintaining optimum programs.

2. **Membership:** Diagnosed breast cancer patients are eligible to become a member of Breast Cancer Action.

3. **Fees:** There is no fee to be a member of Breast Cancer Action. Activity fees (annual or per activity) may be set by the Board of Directors from time to time. A member may submit a request in writing to the Executive for consideration of a fee(s) being subsidized in whole or in part.

4. **Fiscal Year:** The fiscal year end of the Corporation shall be December 31.

5. **Meetings:**

- a) The Annual Meeting of Members shall be held in the month of May each year at a time and place determined by the Board of Directors.
- b) The Board of Directors shall meet quarterly at a date and time decided at each meeting, or at the call of the President should the need arise; and
- c) The Executive shall meet as required at the call of the President.

6. **Rules of Order:** All meetings of the Corporation shall be governed by the most recent edition of Nathan’s Company Meetings (rules of order) found here: <https://www.cch.ca/resources/pdf/ebook/b335.pdf> where the Constitution and Bylaws do not govern.

7. **Registered Office:** The registered office of the Corporation shall be situated at Ottawa, Ontario or as otherwise set by the Board.

BOARD OF DIRECTORS and EXECUTIVE

8. The election of the Board of Directors shall be by a show of hands or, if requested, by secret ballot at the Annual Meeting of Members.

9. The Executive shall consist of the following elected Officers: President, Immediate Past-President, President-Elect, Secretary, and Director, Financial Literacy elected at the first meeting of the Board of Directors immediately following the Annual Meeting of Members.
10. The Board of Directors of the Corporation shall consist of the Executive, plus five Directors.
11. The elected Board of Directors shall serve a term of three years, renewable for an additional term.
12. The elected Officers shall serve a term of two years, renewable for an additional term. They must serve one year on the Board, to be eligible for an Officer position.
13. Directors at Large (2-3), not elected by the membership, shall serve as non-voting members of the Board.
14. The Immediate Past President and the Executive Director shall serve as a non-voting member of the Executive.
15. The President shall be responsible for the general conduct of business in setting policies, executing decisions, supervising officials, and representing the Corporation to other bodies. He/she shall preside at all meetings of the Board and shall be an ex-officio member of all Committees except the Nominations Committee.
16. The President shall be empowered to call a meeting of the Executive when it is deemed necessary.
17. The President-Elect shall assist the President and shall preside in his/her absence.
18. The Board may combine the offices of Secretary and Director, Financial Literacy.
19. The Secretary shall:
 - a. record the Records of Discussion (ROD) of all Executive, Board and Annual Meetings of Members, and as soon as possible after each meeting, send copies of the minutes to Executive members.
 - b. keep an up-to-date list of all Members.
20. The Executive Director shall:
 - a. receive all monies and pay all accounts authorized by the Executive. within a reasonable length of time, deposit all monies into the Corporation's bank account.
 - b. prepare a Quarterly Report to be presented to the Executive and be so recorded in the Minutes; and
 - c. prepare a Statement of Receipts and Disbursements, and Balance Sheet for presentation at the Annual Meeting of Members.
21. The responsibilities of the Secretary and Director, Financial Literacy may be delegated to the Executive Director at the first meeting of the Board of Directors immediately following the Annual General Meeting of Members.

22. A member of the Executive (or Board) who has been absent from three (3) consecutive Meetings shall cease to be a member of the Executive (or Board) unless he/she submits notice in advance and the absence is excused by the Executive (or Board).
23. The signing Officers of the Corporation are the Executive Director (ED) and the President or the Immediate Past-President or one Officer, or Director or by any combination thereof always maintaining two signatory officers.
24. The annual financial reports will also be available to all members at the Annual Meeting of Members and exist on the BCA website.
25. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed to qualified donors as defined in subsection 149.1(1) of the Income Tax Act (Canada).

OPERATING PROCEDURE

26. The banking business or any part of it shall be transacted by the Executive Director.
27. The Annual Financial Statement must be approved and signed by the designated Director, Financial Literacy and at least two members of the Board.
28. The Board of Directors has the authority to determine when an auditor should be hired to complete either a full audit or a reader engagement, dependent on the needs and the financial situation of the Corporation, at that time.
29. The Executive is authorized to grant funds in the following categories:
 - a) Administrative.
 - b) Printing of forms.
 - c) Stationery and supplies.
 - d) Communication expenses for Corporation business (such as newsletters) when authorized by the Executive.
 - e) No honorarium shall be given to any member of the Executive or Board.
 - f) Expenses related to the Annual Meeting of Members.
 - g) Cost of travel for Executive or Board travelling to attend authorized meetings; and
 - h) Any further major expenditure which is authorized by the Executive and approved of by the membership at the Annual Meeting of Members.
30. The Executive may appoint a member to fill a vacancy of the Directors provided that there are not more than three months until the next Annual Meeting of Members. Such Appointee will hold office until the next Annual Meeting of Members. If the vacancy occurs prior to three months before the next Annual Meeting of Members, the vacancy shall be filled by election at the next Annual Meeting of Members.
31. Should a vacancy occur in the Executive a meeting of the Board shall be called – at which time the Board “may” appoint someone to assume that role until the next Annual Meeting of Members. If the vacancy occurs prior to three months before the next Annual Meeting of Members, the vacancy shall be filled by election at the next Annual Meeting of Members.

32. The Members may, by special Resolution, remove a member of the Executive from office before the expiration of his/her term of office and may appoint a successor to complete the term.

CONFLICT OF INTEREST

33. On any occasion in which a director or Executive Committee member, or a spouse or dependant of specified member has a personal material or other substantial interest in any decision, contract, or transaction to which the Corporation is a party, it is hereby deemed that this Director has a conflict of interest and shall disclose such interest at the time. This Board of Director would abstain from taking part during the discussion phase of the issue, unless to clarify a question, and would also abstain from voting on the issue.
34. If at any time a Board of Director realizes they are in a conflict-of-interest situation they must declare it to the other members immediately and it must be reflected in the minutes.
35. To avoid potential conflicts of interest, no more than one immediate family member may sit on the Board of Directors at any one time.

CONDUCT UNBECOMING A MEMBER

36. A Member may be asked to leave the Breast Cancer Action membership for conduct that undermines the collective enjoyment of the Membership at its various functions.
37. Members may direct any complaints that they may have against another Member, in writing, to the President of Breast Cancer Action for appropriate action:
 - a. The accused individual shall be provided a hearing before the Board of Directors to provide a response in defense of the alleged offence.
 - b. Any suspension must be approved by a majority vote of the Board of Directors.

MEETINGS

EXECUTIVE and BOARD

38. The President or their appointee shall distribute ten days in advance, to the Executive or Board, an agenda for the meeting.
39. Voting shall be by a show or hands or, if requested, by ballot. Proxy voting is not permitted.
40. Quorum shall be 50 % plus one.

ANNUAL GENERAL MEETING

41. The Corporation shall hold an Annual General Meeting during the last quarter of its fiscal year.
42. The Annual General Meeting shall be advertised in the monthly newsletters. Written notice of the Annual Meeting of Members - including date, time, and location - shall be emailed to the Membership a minimum of fourteen days in advance of the Annual Meeting of Members.

43. The Quorum at the meeting shall be the lesser of ten percent of the membership or 3 members including the Board and staff.
44. Any person entitled to attend an Annual General Meeting may participate in the meeting using telephonic, electronic, or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility.
45. A person participating by telephonic, electronic, or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.
46. A Nominations Chairperson shall be appointed by the President to prepare a slate of those willing to stand for office for presentation at the Annual General Meeting. Nominations may also be received from the floor.
47. In the event of a member not present being nominated for office, a written acceptance by the nominee shall be sufficient, such acceptance to be presented to the Nominations Committee.
48. The Executive shall, at the Annual General Meeting, present to the Members a progress report (relative to the Objectives of the Corporation) and a Financial Statement of receipts and disbursements.
49. The Annual General Meeting shall conduct business in the following order:
- a) Call to Order
 - b) Reading of Minutes of the Last Annual Meeting of Members, when available
 - c) Business Arising from Minutes
 - d) Correspondence
 - e) Executive Director's Financial Report
 - f) Reports of Committees
 - g) Unfinished Business
 - h) Elections
 - i) New Business
 - j) Motion to Adjourn
50. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.