

**Canadian Association for Continuing Health Education (CACHE)
Bylaws**

ARTICLE I: NAME AND LOCATION

The name of the organization is the Canadian Association for Continuing Health Education hereinafter referred to as CACHE. CACHE is a nonprofit organization. Its principal office will be located at a place to be determined by the Board.

ARTICLE II: PURPOSES

The purpose of CACHE is to identify and develop CHE innovation, *research and best educational practice exchange. For optimal effectiveness, education should* link to practising health professionals' performance and improved patient care outcomes.

ARTICLE III: MEMBERSHIP

Membership in CACHE is open to persons in Canada who are engaged in or interested in continuing health education.

Section 1: Categories of Membership

a. Active Membership is open to any person, including but not limited to those in medical practice, medical education, government, and the pharmaceutical or other industry, who is involved in or committed to continuing health education. A person shall become an active member upon supplying demographic information and paying such dues as the Board may set from time to time. All active members shall be eligible to vote and to hold office. Such membership is not transferable.

c. Honorary Membership may be conferred by the Board on any person who has made a significant contribution to continuing health education. Such members shall be non-voting members and exempt from dues.

Section 2: Termination of Membership

Membership shall be terminated by voluntary withdrawal, expulsion of the

member, or non-payment of dues. A member may be expelled by a two-thirds vote of the Board present at any meeting provided that such member has been advised of the proposed action at least 30 days in advance and has had the opportunity to present his or her case to the board.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Annual Business Meeting

An annual business meeting of members shall be held for transaction of such business as may properly come before the meeting. The annual meeting of members shall be held in conjunction with the annual education meeting at a time and place as determined by the Board.

Section 2: Special Meetings

Special meetings of members shall be held upon call of the President, the Board, or at the signed request of twenty percent (20%) of the active members. The purpose of the meeting shall be stated in the notice of the meeting.

Section 3: Notification

Notice of the time and place of meetings of members shall be announced on the CACHE website, by mail, by electronic mail, or by other appropriate communications vehicles not less than thirty days before the meeting.

Section 4: Quorum

Ten percent of the current active membership of CACHE shall constitute a quorum at any meeting of members.

Section 5: Voting and Rules of Order

Each active member present shall have one vote. Decisions will be made by majority vote. If no other rules have been established for the conduct of the meeting, it will be conducted according to Robert's Rules of Order. (?)

ARTICLE V: BOARD

Section 1. Name

The name of the governing body of CACHE shall be the Board of Directors.

Section 2. Powers and Duties

- a. The Board of Directors shall have supervision, control and direction of the affairs of CACHE; shall determine and, when deemed advisable, revise CACHE policies; and be accountable for CACHE assets.
- b. The Board may adopt rules and regulations for the conduct of its business, and may delegate certain of its authority to the Executive Committee (see Article VI, Section 1.a), and for specific purposes, to other committees or task groups.
- c. The Board shall delegate the responsibility for managing CACHE activities to an Executive Staff Officer and shall provide an up-to-date position description and ensure regular Executive Staff Officer performance reviews.

Section 3. Makeup

The Board shall be made up of persons representative of the membership ***from an organization and expertise*** at large. The board will have representation from Academic and community based Health Care professionals, Pharmaceutical Industry and Communication Company constituents. (Anything to be added about specific representation?)

Section 4. Number and Terms of Office

The number of Board members shall be between eleven and seventeen, as determined by the Board from time to time. Board members shall be elected for three-year terms. After serving two consecutive terms a member must be off the Board for at least three years before being seated for another term. No person can serve more than 12 years as a Board member.

Section 5. Nomination and Election

- a. Nominations shall be solicited from the entire membership by the Governance Committee. This Committee will screen all nominees according to criteria approved by the Board and develop a list of qualified candidates. Information on these individuals will be sent to the entire membership along with information about election procedures.
- b. Election will be by procedures adopted by the Board. These procedures will be communicated to the members prior to the election. Results of the election will be announced at the annual meeting.
- c. Taking office: A Board member shall take office at the conclusion of the CACHE Annual Meeting of members and shall continue in office until his or

her successor is elected and seated.

Section 6. Removal

Any Board member who fails to fulfill the duties and obligations of Board membership may be removed from the Board at any regular or special meeting of the Board, provided that (a) information about such possible action is delivered to each Board member at least seven days prior to the meeting, and (b) that the named Board member is given the opportunity to present his or her case to the Board prior to the vote. A vote of a two-thirds majority of all Board members present will be required to remove a Board member.

Section 7. Vacancies

Vacancies on the Board will be filled at the next regular CACHE election.

Section 8. Meetings

a. The Board will hold at least two regularly scheduled meetings a year. Special meetings of the Board may be held at any time and place upon the call of the President or any six Board members. The Board will adopt policies and procedures concerning issues related to its meetings.

b. Board members unable to be present may participate by phone provided that all parties can hear each other and participate in the Board's deliberations. Board members participating by phone shall be part of the quorum.

c. The Board may elect to hold some of its meetings via conference call, video conferencing or other appropriate communication means.

Section 9. Quorum

At each meeting of the Board, a majority of Board members in office shall constitute a quorum for the transaction of business.

Section 10. Action and Rules of Order

Except as otherwise stated in these bylaws, the Board shall take action by a simple majority vote. The Board may from time to time establish policies and procedures for the conduct of its business.

Section 11. Action Without a Meeting

The Board may take action without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and filed with the corporate records reflecting the action taken. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 12. Compensation

No member or officer of the Board shall receive, directly or indirectly, any salary or other form of compensation from CACHE. Board members may be reimbursed for the out-of-pocket expenses of providing services for CACHE in accordance with policies established by the Board.

ARTICLE VI: COMMITTEES

Committees and other task groups are established to assist the Board in its duties or as structures for CACHE staff and members to carry out the work of CACHE. Each group shall have a clearly articulated charge, established levels of authority and lines of accountability.

Section 1. Committees

a. The Executive Committee may act on behalf of the Board when urgent matters must be dealt with and the Board cannot meet, and to discharge specific responsibilities assigned to the Committee by the Board. The Committee may not act on matters that are specifically reserved for the Board as stated in these bylaws. The Committee's actions shall be reported to the Board no later than the next Board meeting. The Executive Committee shall consist of the President, who shall serve as the Committee chair, the other Board officers, and such others as the Board may from time to time designate. The Executive Staff Officer shall serve on the Executive Committee without a vote.

b. The Governance Committee shall be responsible for assisting the Board in developing criteria for selecting nominees in accordance with Article V, Section 3, for soliciting nominations from CACHE membership, and for screening and presenting Board candidates to the membership for election. The Committee is also charged with arranging for Board assessments, other procedures designed to strengthen the performance of the Board and other duties as assigned by the Board.

c. Other Committees: Ongoing committees and short-term task groups may be established to plan and/or implement specific CACHE programs or to explore issues that may have an impact on the CACHE mission. The

responsibilities of committees shall fit within the strategic framework of CACHE as established by the Board. Generally, committees, their specific charges and accountabilities shall be endorsed by the Board. Their chairs shall be appointed by the President and committee members will be approved by the President. Subcommittee chairs and members will be recommended by the parent committee chair and approved by the President.

ARTICLE VII: ELECTED OFFICERS

Section 1: Number and Election

CACHE shall have the following officers: President; President-Elect or, in alternating years, Immediate Past President; Secretary-Treasurer; and Secretary-Treasurer-Elect. They shall be elected by the Board from current members of the Board. The election shall take place at the last regular board meeting preceding the Annual Meeting of CACHE members.

Section 2: Terms of Office

The President and the Secretary-Treasurer shall be elected for a two-year term. They shall take office at the conclusion of the Annual Meeting of CACHE members. Subject to Sections 3 and 4 of this Article they shall serve until their respective successors have been elected and seated. The President-Elect shall serve for one year prior to assuming the office as President. This also applies to the Secretary-Treasurer-Elect. Board members elected to these offices may have their term of office on the Board extended beyond the normal maximum of two three-year terms so they can complete their full term as an officer.

Section 3. Removal

An officer who does not adequately fulfill the duties of his or her office or for other reasons that are detrimental to the Board and/or to CACHE may be removed by a vote of two-thirds of Board members present at a duly called Board meeting. Board members shall be notified at least seven days prior to such action, and the officer shall have the opportunity to present his or her case to the Board prior to the vote.

Section 4. Vacancies

In case of a vacancy in an office, a successor to fill the unexpired term may be elected by the Board at a regular or special meeting. Members must be notified of the meeting at least seven days in advance. A vacancy in the office of president will be filled by the President-Elect or if there is no President-Elect by the Immediate Past President. Should the Immediate Past President be unable to assume the presidency, an election for President will be held as

soon as possible to complete the term of the vacant office. A vacancy in the positions of President-Elect and of Secretary-Treasurer-Elect will also be filled as soon as possible to complete the term of the vacant office.

Section 5. Powers and Duties of Elected Officers

- a. The President shall preside at all meetings of CACHE, of the Board of Directors, and of the Executive Committee. The President shall be an ex-officio member of all committees and shall appoint all committee chairs and approve all committee members. He or she shall perform such other duties that are incident to the office and as generally or specifically directed by the Board.
- b. The President-Elect shall be elected one year before assuming the office of president in order to assist the incumbent and become familiar with duties and responsibilities. The President-Elect shall have such powers and duties as may be assigned to him/her by the Board or the President. In the absence of the President, the President-Elect shall perform the duties of the President.
- c. The Secretary-Treasurer shall exercise general supervision over all aspects of Cache's financial affairs, its reports and minutes. The Secretary-Treasurer shall ensure that auditors are appointed and that audit reports are presented to the Board annually. The Secretary-Treasurer shall also ensure that financial and corporate reports are in a form determined from time to time by the Board.
- d. The Secretary-Treasurer-Elect shall be elected one year before assuming the office of Secretary-Treasurer in order to assist the incumbent and become familiar with duties and responsibilities.
- e. Immediate Past President shall serve on the Board for one year following the completion of the term of office of president. In the situation where the President is unable to fulfill his or her duties, and there has not been a President-Elect selected, the Immediate Past President may temporarily assume presidential responsibilities until a President is elected.

ARTICLE VIII: EXECUTIVE STAFF OFFICER

The Board shall employ a salaried Executive Staff Officer who shall be charged with the management of CACHE affairs, subject to the policies and budget established by the Board. The executive's responsibilities will include, but not be limited to, employment and termination of staff, conduct of CACHE financial affairs, and support for the work of the Board and committees. The Executive Staff Officer may delegate responsibility for specific aspects of the management of CACHE's affairs while holding accountable the parties to whom responsibility has been assigned. The

Executive Staff Officer is accountable to the Board, shall provide regular reports to the Board and keep the Board informed of issues that need the Board's attention. The Executive Staff Officer shall serve as an ex officio but non-voting member of the Board.

ARTICLE IX: FINANCIAL OVERSIGHT

Section 1. Fiscal Year

The CACHE fiscal year shall be determined by the Board.

Section 2. Budget and Audit

The Board shall adopt an annual operating budget and oversee the implementation of the budget through regular reviews of the financial statements. The Board shall also ensure that CACHE is guided by sound financial policies and practices. The CACHE financial books and accounts shall be audited by a certified accounting firm on a schedule to be determined by the Board.

Section 3. Depositories, Contracts, Notes, and Signatories

The Board may select such depositories as it shall deem proper for the CACHE funds and shall determine who shall be authorized on CACHE's behalf to sign financial documents.

Section 4. Investments

The funds of CACHE may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, according to policies established by the Board. The Board may delegate the management of CACHE investments to a committee or to professional financial advisors who will report to the Board according to guidelines established by the Board.

ARTICLE X: INDEMNIFICATION

CACHE shall, to the fullest extent now or hereafter required or permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his/her testator or intestate was a member, associate, Board member, officer or other agent of CACHE, or of any other organization served by him or her in any capacity at the request of CACHE, against judgments, fines, amounts paid in settlement and reasonable expenses. The Board may obtain liability insurance to provide

coverage for this obligation.

ARTICLE XI: BOOKS AND RECORDS

Correct and complete records of the activities and transactions of CACHE shall be kept at the CACHE office. These include but are not limited to a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of the Board and the annual financial reports of the Secretary-Treasurer required by Article VII, Section 5.c of the Bylaws. All such documents shall be available for inspection by any active member during normal business hours.

ARTICLE XII: DISSOLUTION

CACHE shall use its funds only to accomplish the purposes and objectives specified in these bylaws and no funds shall inure or be distributed to members of CACHE, including its officers or other agents. On dissolution of CACHE, any funds or other assets remaining shall be distributed to another tax-exempt organization with an educational, scientific, or philanthropic purpose.

ARTICLE XI1: AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the active members present at the CACHE Annual Business Meeting members. Alternatively, at the Board's discretion, a mail or electronic ballot may be used, in which case an affirmative vote by two thirds of the ballots received by CACHE will be required for passage, provided that the total number of ballots received equals or exceeds the quorum required for a meeting of the membership. Notice of proposed amendments shall be sent to all active members at least 30 days prior to the voting action.