Our Lady of Lourdes Memorial Hospital Auxiliary
Bylaws

Article I
Name and Purpose

Section 1: Name
The name of this organization shall be: “Our Lady of Lourdes Memorial Hospital Auxiliary.”

Section 2: Purpose
The mission of this organization shall be to support and to enhance the services provided by Our Lady of Lourdes Memorial Hospital, Inc. (“Lourdes” or “Hospital”) in the care of its patients and the community. This mission shall be accomplished through the revenue generated by the operation of the Gift & Sweet Shop (Café DePaul), as well as other fundraising activities.

Article II
Membership

Section 1: Requirements
Membership in the Auxiliary shall be open to all who are interested in Lourdes Hospital and who are willing to uphold the purpose of the Auxiliary, as specified in Article I, Section 2.

Section 2: Membership Categories
There shall be the following types of members:
(a) General Members;
(b) Honorary Members who shall be selected by a majority vote of the Auxiliary Board of Directors;
(c) Senior Citizen Members who shall be 65 years of age and over; and
(d) Life Members who shall pay a one-time dues payment and shall be exempt from further payment of dues.

Section 3: Dues
(a) The Auxiliary Board shall, from time to time, establish the amount of dues payable, if any, and the manner in which such dues shall be paid.
(b) Failure to pay dues for two (2) successive years shall be considered voluntary termination of membership. Membership may be reinstated on payment of dues for the current year. Membership dues shall be payable within sixty (60) days after receiving the bill. Bills will be sent out by June of each year.

Article III
Board of Directors

Section 1: Directors
The Auxiliary Board of Directors shall consist of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, immediate Past President, Chairs of the Standing Committees, and up to twelve (12) members-at-large. The President of the Hospital, Director of Volunteers, Director of the Gift & Sweet Shop (Café DePaul), and the Chair of the Hospital Board of Directors shall be ex officio members and shall have no vote. Each Auxiliary Board Member shall serve a term of two (2) years.

Section 2: Duties
The Auxiliary Board shall have general charge and control of the affairs, funds and property of the Auxiliary.

Section 3: Elections
Eligibility for election or appointment on the Auxiliary Board shall be limited to those Auxiliary Members who have served as officers or members-at-large for at least one (1) year prior to election, unless a majority of the Auxiliary Board agrees to waive this requirement on a case-by-case basis. In each year in which there are open positions on the Auxiliary Board, each member of the Auxiliary shall receive a letter from the Nominating Committee Chair indicating open positions and asking for nominations to the slate of nominees. Based on the response from the Auxiliary Membership, the Nominating Committee will identify those members nominated, nominate any additional members and request nominations from the Auxiliary Board at the July Auxiliary Board Meeting. The slate of members nominated by the general membership, the Nominating Committee and the Auxiliary Board shall be presented to the general membership in the Summer Newsletter and posted on the Auxiliary Bulletin Board at least two (2) weeks prior to the September Auxiliary Board Meeting at which elections will be held. At the September Auxiliary Board Meeting, the Nominating Committee will present the final slate of nominees. All Board Members present and any Auxiliary members who attend the September Auxiliary Board Meeting shall be eligible to vote on the final slate of nominees by closed ballot. A majority vote of those present
and eligible shall be required for a nominee to be elected to fill an open position of the Auxiliary Board. The Immediate Past President position shall not be filled through the Auxiliary Board election process and shall automatically be filled by the Auxiliary member who served as Auxiliary President during the immediate preceding election term.

Section 4: Terms of Office

Each Member of the Auxiliary Board, including the Immediate Past President, shall serve a term of two (2) years.

Section 5: Executive Committee of the Board of Directors

The Executive Committee of the Auxiliary Board shall be comprised of the Officers of the Auxiliary Board as set forth in Article VII. The Auxiliary President shall act as Chair of the Executive Committee. Between regular Auxiliary Board Meetings, the Executive Committee will have the same powers as the Auxiliary Board and any decisions or actions taken by the Executive Committee will be reported at the next regular meeting of the Auxiliary Board.

Article IV

Nominating Committee

The Nominating Committee will be composed of the Nominating Committee Chair, Immediate Past President, two (2) current Auxiliary Board members and one (1) general member. The Nominating Committee Chair shall be elected pursuant to Article III, Section 3, during the September Auxiliary Board Meeting.

Article V

Standing Committees

The Auxiliary Board shall create Standing Committees as it deems necessary to support Auxiliary activities and shall assign duties to said Standing Committees. Chairs of the Standing Committees shall be elected pursuant to Article III, Section 3. Chairs of the Standing Committees shall prepare and publish an annual report of the activities of such Standing Committees at the July Auxiliary Meeting.

Article VI

Other Auxiliary Committees

The Auxiliary Board shall create additional committees as it deems necessary to support Auxiliary activities and shall assign duties to said additional committees. The Auxiliary President shall appoint a Chair for each additional committee so created. On an annual basis, the Auxiliary Board shall assess the need for such committees and the President will determine whether the current Chair shall continue in such position for an additional year. All additional committee Chairs and members must be Auxiliary members. The Auxiliary President shall be informed, at least two (2) weeks in advance, of all additional committee meetings and may attend any such meetings as an advisor to the committee. At the completion of each special activity, the chair, or her or his designee, shall prepare and publish a report about the activity of the Standing Committee at the Auxiliary Board Meeting selected by the President.

Article VII

Officers

Section 1: Officers

The Officers of the Auxiliary shall be: the President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer (“Officers”).

Section 2: Duties

a) President – The President shall preside at all meetings of the Auxiliary, the Auxiliary Board and the Executive Committee. The President shall be chief executive officer and exercise general supervision over the interest and welfare of the Auxiliary. The President shall also appoint the Chairs of all additional committees established pursuant to Article VI. The President shall sit as a member of the Lourdes Hospital Foundation Board at the invitation of the Hospital Foundation. The President shall also prepare and publish an annual report of the President’s activities at the July Auxiliary Board Meeting.

b) Vice President – The Vice President shall, in the temporary absence of the President, perform all of the duties of the President with like power and authority. The Vice President shall arrange for Board orientation of the Incoming Board and shall be responsible for the fundraising sales within the Hospital. The Vice President shall also prepare and publish an annual report of the Vice President’s activities at the July Auxiliary Board Meeting. Upon the resignation, death, physical or mental disability of the President before the expiration of the President’s term of office, the Vice President shall assume the office of the President and shall perform all the
duties of the President until such time as the office of the President is filled following elections held at the September Auxiliary Board Meeting pursuant to Article III, Section 3.

c) Corresponding Secretary – The Corresponding Secretary shall conduct all the correspondence of the Auxiliary, Auxiliary Board and Executive Committee; shall give notice of the meetings of the Auxiliary, Auxiliary Board and Executive Committee; shall prepare meeting agenda; and shall make arrangements for meeting rooms.

d) Recording Secretary – The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the Auxiliary, the Auxiliary Board and the Executive Committee. The minutes shall be mailed to Auxiliary Board members following the meeting. Minutes shall be open at all times to reasonable inspection by any member of the Auxiliary. The minutes of the meetings and committee reports shall be filed in the Auxiliary Office. In the absence of the Recording Secretary, the Auxiliary President shall appoint a temporary recording secretary.

e) Treasurer – The Treasurer shall be the chief fiscal officer of the Auxiliary. The Treasurer shall receive all funds of the Auxiliary and shall deposit such funds within fifteen (15) days of receipt by the Treasurer, or as soon as practicable, in accounts in the name of the Auxiliary and in such banks as the Auxiliary Board shall designate or shall invest or reinvest such funds as the Auxiliary Board shall direct. The Treasurer shall disburse funds at the order of the Auxiliary Board. The Treasurer shall keep, or cause to be kept, in suitable form, detailed accounts of the assets, liabilities, receipts and disbursements of the Auxiliary. The Treasurer shall prepare and deliver a monthly report to the Auxiliary Board and to the Hospital Finance Department. The Treasurer shall also prepare and publish an annual financial report of Auxiliary activities at the July Auxiliary Board Meeting.

Section 3: Election and Term of Office

The Officers of the Auxiliary shall be elected at the September Auxiliary Board Meeting pursuant to Article III, Section 3, and shall serve a term of two (2) years pursuant to Article III, Section 4.

Section 4: Vacancies

In the event that an Officer cannot serve until the expiration of the original term, a new Officer shall be elected at a special election meeting of the Auxiliary Board from a slate of candidates presented by the Nominating Committee to the Auxiliary Board. Notice of such special election must be given to each Auxiliary Board Member at least two (2) weeks prior to that meeting. Persons so elected shall serve until the expiration of the original term of office. The slate of nominees for such vacant office shall include those individuals nominated by the Nominating Committee, by the Auxiliary Board and by any member of the Auxiliary. A vacancy of the office of President shall be filled by the Vice President pursuant to Article VII, Section 2(b).

Article VIII
Meetings of the Auxiliary

Section 1: Meetings of the Auxiliary Board of Directors

The Auxiliary Board shall meet at least six (6) times per year. Additional meetings may be called at the discretion of the President, or on written request of five (5) members of the Auxiliary Board. A majority of Auxiliary Board Members shall constitute a quorum. Notice of the Auxiliary Board’s meeting shall state the time and place thereof, and shall be given by mail prior to the meeting. Auxiliary Members who are not on the Auxiliary Board have the right to attend Auxiliary Board Meetings. Members may request meeting information by contacting the President or Corresponding Secretary.

Section 2: September Auxiliary Board Meeting

The September Auxiliary Board Meeting shall occur in September of each year, unless there is good cause to schedule the Meeting at some other time, in which case the Auxiliary President shall schedule the September Auxiliary Board Meeting as near to that time as possible. The following business shall be transacted at the September Auxiliary Board Meeting: 1) election of the Auxiliary Board with the exception of the Immediate Past President; and 2) such other business as may properly come before the Auxiliary Board.

Section 3: Annual Dinner of the Auxiliary

The Annual Dinner of the Auxiliary shall occur in October of each year, unless there is good cause to schedule the Annual Dinner at some other time, in which case the Auxiliary President shall schedule the Annual Dinner as near to that time as possible. The newly elected Auxiliary Board Members will be presented to the Auxiliary members at the Annual Dinner.

Section 4: Dismissal from the Auxiliary Board

Any Auxiliary Board Member, by their refusal or neglect to attend five (5) meetings of the Auxiliary Board of which they are duly notified, without rendering a good and valid excuse to the Auxiliary President in advance of the Auxiliary Board Meeting, shall be subject to dismissal from the Board. Upon the recommendation of the Executive Committee, said Auxiliary Board Member shall be sent a letter of intent by the Auxiliary President prior
Article IX
Fiscal Matters

Section 1: Fundraising
All Auxiliary fundraising activities must be approved in advance by the Auxiliary Board, with the additional provision that all public fundraising activities shall have the prior approval of the President of the Hospital.

Section 2: Expenditures
The net proceeds from all fundraising, after provision for reasonable reserves, shall be expended for the benefit of the mission of the Hospital, with the prior approval of the Auxiliary Board and the President of the Hospital.

Section 3: Audits
Books and records shall be, at all times, subject to the control and open to the inspection of the Auxiliary Board. The Auxiliary Board or the President of Lourdes Hospital may at any time arrange for an independent audit of the financial records of the Auxiliary.

Section 4: Fiscal Year
The Fiscal year of the Auxiliary shall be July 1 to June 30.

Article X
Execution of Papers

Section 1: Necessary Signatures
All documents made, accepted or executed by the Auxiliary shall be signed by the Auxiliary President or the Auxiliary President's designee.

Article XI
Amendments

Section 1: Bylaws
a) These Bylaws may be amended by the affirmative vote of two-thirds of the Hospital Board of Directors, after prior approval by the Auxiliary Board.
b) These Bylaws shall be reviewed every three (3) years.
c) Membership shall be notified of any changes to the Bylaws.

These Bylaws were adopted by the Lourdes Auxiliary Board, October 2008.