



Bylaws of the Gouverneur Hospital Auxiliary

Article I

The name of the organization shall be the "Gouverneur Hospital Auxiliary."

Article II - Purpose

The purpose of this wholly charitable organization shall be to advance and promote the welfare of the Gouverneur Hospital. This shall be accomplished through a variety of activities, including such major efforts as donation of needed equipment, and participation in community-based programs as approved by the governing board of the Hospital.

Article III – Membership and Dues

Section 1: Membership in the Auxiliary shall be open to all individuals interested in the Gouverneur Hospital and related community activities, upon payment of dues.

Section 2: Types of membership offered and amount of dues shall be set by majority vote of the Board of Directors of the Auxiliary {hereinafter referred to as the Auxiliary Board}.

Section 3: Members are in good standing as long as they renew their dues annually.

Section 4: Any member in good standing shall have the right to participate and vote in meetings of the general membership and to hold office in the Auxiliary.

Article IV – Officers

Section 1: Officers of the Auxiliary shall be as follows: President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, and Immediate Past-President, and such others as may be deemed necessary.

Section 2: Election of Officers shall be held at the Annual Meeting by a vote of the general membership. A slate of officers shall be proposed by the Nominating Committee. Members eligible to vote may propose individual candidates for any office other than that of President, who must be chosen from the Auxiliary Board. Anyone so proposed must agree to be a candidate for such position and voting shall take place.

Section 3: The term of office shall be two (2) years. Each officer is a voting member of the Auxiliary Board.

Section 4: Upon resignation, death or physical disability of the President before the expiration of the term, the Vice-President shall be appointed acting President by the Auxiliary Board until the next annual meeting.

The unexpired term of any officer shall be filled by designation of the President, from a slate presented by the Nominating Committee, with the approval of the Auxiliary Board.

Article V – Officer Duties

Section 1: The President shall preside at all meetings of the Auxiliary and Auxiliary Board. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall be authorized to execute documents on behalf of the Auxiliary.

Section 2: The duties of the Vice-President shall be to perform all duties and exercise all powers of the President in the absence of the President. The Vice President shall perform such duties as may be delegated by the President or Auxiliary Board. The Vice President shall be a member of the Finance Committee and the Gift Shop Committee.

Section 3: The Treasurer shall be responsible for the following: keeping full and accurate records of all financial transactions; the records to be opened for inspection at all reasonable times; collection, receipts, and recording of dues and other Auxiliary funds from the appropriate directors; keeping adequate expenditures made by the Auxiliary; reporting at each meeting of the Auxiliary Board and the annual meeting of the membership.

The Treasurer books shall be audited annually, and results of each audit shall be provided to the Auxiliary. The treasurer shall be bonded in such amount and such surety as the Auxiliary may determine. The Treasurer shall be a member of the Finance committee and the Gift Shop committee.

Section 4: The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the Auxiliary and its Board of Directors. These records shall be open to inspection by any member of the Auxiliary at all reasonable times.

Section 5: The Corresponding Secretary shall be responsible for all correspondence of the Auxiliary and such other duties as may be assigned by the President.

Article VI – Directors

Section 1: The Auxiliary Board shall consist of at least thirteen (13) members of the Auxiliary and such ex-officio members as are hereinafter provided.

Section 2: Any member who agrees to serve on the Auxiliary Board shall be expected to attend the monthly meetings.

Section 3: Election of the members of the Auxiliary Board shall be held at the Annual Meeting. A slate of Directors shall be proposed from the membership of the Auxiliary by the nominating Director. Members eligible to vote may propose an individual candidate for the Auxiliary Board, but anyone so proposed must agree to be a candidate.

Section 4: Members of the Auxiliary Board, except ex-officio members, shall be elected to serve for a term of two (2) years. Their term of office will begin following the elections at the Annual Meeting and end at the elections in the year their term is to expire.

Section 5: Each Director of the Board will have the power to vote on matters of the Auxiliary.

Section 6: Upon the vacancy of a seat on the Auxiliary Board due to resignation, death, or physical disability, the Board may elect an individual from a slate proposed by the Nominating Committee from the membership of the Auxiliary to fill that vacancy until the next Annual Meeting.

Section 7: A member of the Auxiliary Board may resign by submitting a written resignation to the Auxiliary Board. Such resignation shall become effective upon its acceptance by the Auxiliary Board.

Article VII - Committees

Section 1: There shall be such standing committees as are necessary to conduct the business of the Auxiliary.

Section 2: Each Director shall appoint a committee as needed. Directors shall report on their activities at such times as the President may designate.

Section 3: AD HOC committees may be appointed as needed by the President with approval of the Auxiliary Board.

Section 4: Chairman of the AD HOC committees shall report their activities at such times as the President may designate.

Section 5: The Nominating Committee shall consist of the Nominating Director, President, Vice President, Immediate Past-President and other members as needed. The nominating Auxiliary Board and general membership.

Section 6: The Finance Committee shall consist of the Finance Director, President or Vice President, and Treasurer. The Finance committee shall be concerned with all fiscal affairs of the Auxiliary. It shall prepare an annual budget for presentation to the Auxiliary Board and complete and file the IRS Form 990 and NYS Charitable Organization Report as required by law.

Section 7: The Gift Shop Committee shall oversee operations of the Auxiliary Gift Shop. The Committee shall consist of the Gift Shop Director, President or Vice President, Treasurer and other members from the Auxiliary membership as needed. The Director will provide monthly report to the Auxiliary Board.

Article VIII – Meetings

Section 1: The Annual Meeting shall be held in February of each year in Gouverneur for the election of officers and directors, and for such other business as may be properly brought before the meeting.

Section 2: Meetings of the Auxiliary Board shall be held at least ten (10) times per year, including the Annual Meeting. The presence of ten (10) members of the Auxiliary Board shall constitute a quorum.

Section 3: Special meetings of the Auxiliary Board may be called at the discretion of the President or at the written request of two or more Directors. Notice to the Board is required seventy-two hours (72) before the scheduled time of the meeting. Such notice shall state the date, time, place and purpose of the meeting. No other important business is to be acted upon. The quorum for a special meeting shall be ten (10) members of the Auxiliary Board.

Section 4: General membership meetings shall be determined by the President and/or the Auxiliary Board with public notice to the general membership no less than two weeks prior to the special meeting.

Article IX – Finances

Section 1: Checks drawn against funds of the Auxiliary under the amount of five hundred dollars (\$500.00) shall be signed by the Treasurer or President or Vice President. Any checks in excess of such amount must be co-signed by both the Treasurer and either the President or Vice President (in the unavailability of the President).

Section 2: Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501©(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501©(3) or corresponding provisions of any subsequent tax laws.

Section 3: No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director or officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer or director of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Section 4: No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as other-wise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 5: In the event of the dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 ©(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal tax laws, or to the federal government or state or local government for a public purpose, subject to the approval of the Justice of the Supreme Court of the State of New York.

Section 6: In a taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as

not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any self-dealing in IRC 4941(d); (b) retain any excess business holdings as defined in IRC 4943(c); (c) make any investments in such a manner as to subject the organization to tax under IRC 4944; or (d) make any taxable expenditure as defined in IRC 4945(d) or corresponding provision of any subsequent Federal tax laws.

Article X – Fiscal Year

The fiscal year of the Auxiliary shall begin on January 1 and end December 31.

Article XI – Parliamentary Law

Robert Rules of Order, revised 1951, 75th anniversary edition shall govern the Auxiliary.

Article XII – Solicitations

Solicitations for money or services, public or private, of any kind, for any other charity organization are not permitted at any Auxiliary meeting.

Article XIII – Amendments

Section 1: These by-laws may be amended by the affirmative vote of two thirds (2/3) of the members present and voting at the annual meeting of the general membership of the Auxiliary, provided that notice shall have been sent or published to the general membership two weeks prior to the date set for the meeting at which the amendment(s) is to be presented. Such amendment(s) become effective on approval of the governing Board of the Hospital.

Section 2: These by-laws shall become effective immediately upon their adoption and approval of the governing Board of the Hospital.

Last date of revision and adoption: 2/2019 Annual Meeting