EMERSON HOSPITAL

AUXILIARY OF EMERSON HOSPITAL

BY-LAWS

ARTICLE I

NAME

The name of this organization shall be the Auxiliary of Emerson Hospital, referred to hereinafter as the “Auxiliary”.

ARTICLE II

MISSION STATEMENT

The Auxiliary of Emerson Hospital supports the community by enhancing the patient experience, increasing awareness of the Hospital’s services, and providing educational programs.

ARTICLE III

STRUCTURE

The Auxiliary consists of members from towns served by the Hospital. It is governed by the Auxiliary Board of Directors and is an affiliate of the Emerson Health Care Foundation.

ARTICLE IV

OFFICERS AND ELECTIONS

SECTION 1. The Nominating Committee shall present a slate of Directors at the Annual Meeting for a vote of the membership. Those Directors will serve a one year term. The Nominating Committee shall nominate the Officers of the Auxiliary. Each year the Nominating Committee shall nominate one or more candidates for each office to be filled.

SECTION 2. The Officers of the Auxiliary, elected at the Annual Meeting, shall be a President, Vice President, a Secretary, a Treasurer and such other elected officers as may be deemed necessary. The officers will be voted in from with the overall slate of Directors elected in Article VII, Section 1.

SECTION 2. The Nominating Committee shall nominate the Officers of the Auxiliary. Each year the Nominating Committee shall nominate one or more candidates for each office to be filled.
SECTION 3. All Officers of the Auxiliary shall be expected to serve for at least one year and shall be elected every year at the Annual Meeting. Except for the Treasurer, no officer shall be eligible to serve more than four consecutive years in the same office.

SECTION 4. All elections shall be by ballot. If only one name is proposed for each office, the Secretary may cast one ballot for the slate as presented by the Nominating Committee. Otherwise, a plurality vote of those present and voting shall constitute an election.

SECTION 5. Nothing in these bylaws shall preclude nominations made from the floor at the Annual Meeting.

SECTION 6. Any vacancies occurring during the year shall be filled by the Nominating Committee with the approval of the Executive Committee of the Auxiliary (Article XI, Section 1).

ARTICLE V

DUTIES OF THE OFFICERS

SECTION 1. The President shall preside at all meetings of the Auxiliary Board and the Executive Committee. The President shall serve as a member, ex-officio, of all committees and shall perform such other duties as pertain to the office.

SECTION 2. The Vice President shall discharge the duties of the President if the latter is absent or unable to act. The Vice President shall oversee all arrangements for the Annual Meeting and any other matters deemed necessary by the President.

SECTION 3. The Secretary executes all the duties commonly associated with the office and shall maintain a current list of the Auxiliary Board for distribution.

SECTION 4. The Treasurer shall have the custody of and the responsibility for all funds and receipts of the Auxiliary and shall deposit such funds in the name of the Auxiliary in a bank designated and approved by the Executive Officers of the Auxiliary.

4a. The Treasurer shall keep a full and accurate book record of accounts, in conformity with the Hospital’s accounting system. The Treasurer shall have the obligation to present an annual report to the Auxiliary membership at the Annual Meeting.

4b. The books of the Auxiliary may be audited annually by the Auditor of Emerson Hospital. The Treasurer may have an obligation to present an annual report to the Hospital’s auditor.

4c. The Treasurer shall pay all expenses of the Auxiliary after they have been approved by the President and/or the Chairperson of the committee incurring the expenses.
The Treasurer shall receive all monies generated by the Auxiliary through fund raising events, direct donations, art sales, and any other unspecified monies. The Treasurer shall keep a list of all such monies, the date given, the source and the amount and shall apply such gifts for the purposes indicated by the Auxiliary Board pursuant to Article X, Section 5.

The Treasurer shall retain a sum of money, which the Board shall estimate to be sufficient for the operation of the Auxiliary during the next fiscal year.

SECTION 5. The Officers of the Auxiliary shall be responsible for meeting with and reporting to the hospital’s Vice President for Development Chief Philanthropy Officer or his/her delegate on a monthly basis.

ARTICLE VI

THE EXECUTIVE COMMITTEE

SECTION 1. The Auxiliary shall have an Executive Committee, which shall consist of the President, Vice President, Secretary and Treasurer, and the immediate Past President of the Auxiliary.

SECTION 2. The President/Chief Executive Officer of the Hospital, and Vice President of Development Chief Philanthropy Officer shall be part of the Executive Committee in a non-voting, ex-officio capacity.

SECTION 3. The Executive Committee shall meet no less than eight (8) times a year. Monthly Board Meetings may be considered part of these six meetings and four (4) Executive Committee members attending shall constitute a quorum.

ARTICLE VII

THE AUXILIARY BOARD

SECTION 1. The Auxiliary Board shall consist of (a) not fewer than eight (8) nor more than twenty-three (23) other persons that includes the Executive Committee, and (b) the Emerson Health System’s President and Chief Executive Officer and the Chief Philanthropy Officer, each who shall serve in a non-voting, ex-officio capacity. The exact number of Directors (within the above limits) shall be fixed from time to time by the Auxiliary Board and no vacancy shall be deemed to exist in the Auxiliary Board until the number of Directors falls below the number so fixed.

SECTION 2. The Auxiliary Board shall act and vote on all policy issues and approve all activities of the Auxiliary membership. It shall hear committee reports and shall advise membership of its activities.
SECTION 3. The Auxiliary Board shall hold a minimum of eight six meetings from October 1st to September 30th and may hold other meetings as determined by its members. The President may call additional meetings when deemed necessary. The Auxiliary Board shall have all the powers of membership during the meetings and such other powers as may be delegated to it by the membership.

SECTION 4. Seven Nine members shall constitute a quorum and a majority vote of those present and voting at a meeting shall constitute action of the Auxiliary Board.

SECTION 5. Each year the Auxiliary Board shall determine the reasonable requirements for working capital for the Auxiliary for the next fiscal year and shall, in consultation with the Vice President for DevelopmentChief Philanthropy Officer, select one or more purposes that are deemed appropriate for the annual gift to the Emerson Health Care Foundation, Inc.

SECTION 6. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consent may be given by email and shall be treated for all purposes as a vote at a meeting.

SECTION 7. The Board or the members of any committee designated thereby may participate in a meeting of the Board or of such committee by means of a conference telephone call or their communications equipment that allows all persons participating in the meeting to hear each other or exchange message in real time at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

STANDING COMMITTEES

There shall be the following Standing Committees, the Chair(s) of which shall be appointed for a one-year period by the Auxiliary Board. At least one Chair of each Standing Committee is expected to be a member of the Auxiliary Board. The Chair(s) of each committee shall present a written report to the President prior to the Annual Meeting.

SECTION 1. The Nominating Committee shall be chaired by the immediate Past President of the Auxiliary and shall consist of the past President, two board members, two members-at-large and any other member or officer deemed appropriate by the Past President and current President of the Auxiliary, ex-officio.

SECTION 2. The Membership Committee shall be responsible for all aspects of membership management, recruitment and follow-up of interested new members, publication of the membership directory and planning all membership acquisition events.

SECTION 3. The Special Events Committee shall work in unison with the Auxiliary Board to develop events that will (a) generate revenue for the Auxiliary, (b) provide
educational programs for the Emerson Community, and (c) organize social activities for the Auxiliary membership. The Chairs of Special Events will appoint the leadership for all events, coordinate and oversee the event committees and in general be available to assist where needed.

SECTION 4. The Crafters Committee will be responsible for coordinating all the production and donations of hand crafted item used at the Hospital to enhance the patient experience.

SECTION 5. The Marketing and Communications Committee will organize all external and internal communications of the Auxiliary through whatever channels it deems appropriate.

SECTION 6. The Main Street Art Committee will coordinate the artist presentations and sales in the main entrance hallway of the Hospital.

SECTION 7. The Executive Committee may appoint at any time other Standing or Ad Hoc Committees as may seem desirable.

ARTICLE IX

MEMBERSHIP

SECTION 1. The membership of the Auxiliary shall consist of all persons expressing a willingness to support the Auxiliary’s Mission Statement. Specific membership requirements will be established by the Membership Committee. The hospital’s President/Chief Executive Officer, and Vice President of Development/Chief Philanthropy Officer, each of them ex-officio with no voting power, shall also be Auxiliary members.

SECTION 2. The membership of the Auxiliary shall also consist of all those persons voted by the Auxiliary Board to be honorary members.

SECTION 3. Every member shall be entitled to attend all Board meetings, the Annual Meeting and membership/general meetings of the Auxiliary, and may vote upon all matters coming before such meetings.

ARTICLE X

DUES

There will be no dues associated with membership in the Auxiliary of Emerson Hospital. Members may be asked to make a voluntary donation to support the ongoing operations of the organization.

ARTICLE XI
MEETINGS

SECTION 1. The Annual Meeting of the Auxiliary’s membership shall be held during the month of October of each year, at such time and place as may be designated by the Board. Notice of the Annual Meeting shall be sent to all members of the Auxiliary at least fourteen days prior to the Annual Meeting.

SECTION 2. Twenty-five members of the Auxiliary shall constitute a quorum at the Annual Meeting or at general meetings called by the President.

SECTION 3. There will be a minimum of eight-six Auxiliary Board meetings per year with additional Executive Committee meetings called as needed.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Auxiliary shall be the same as that of the Emerson Health Care Foundation, Inc., October 1st through September 30th.

ARTICLE XIII

ORDER OF BUSINESS

The order of business for the Annual Meeting may include:

1. Welcome and Call to Order by the President
2. Approval of Annual Meeting minutes from the previous year
3. Treasurer’s Report
4. President’s Report
5. Presentation of Auxiliary’s Annual Gift to Emerson Health Care Foundation, Inc.
6. Greeting and Acceptance of gift from the Hospital’s President
7. Presentation of Executive Officers Slate by the Nominating Committee
8. Election of Officers
9. Introduction of the newly elected President
10. Acceptance speech by newly elected President
11. Introduction of guest speaker
12. Speaker
13. Adjournment

ARTICLE XIV

AMENDMENTS

SECTION 1. Upon approval of the Auxiliary Board, these Bylaws may be amended at any called meeting of the Auxiliary’s membership. The Executive Committee of the
Auxiliary will set the meeting. Notice of such changes, for the purpose of discussion, with a copy of the proposed amendments shall be sent to the membership no less than thirty days before the date of such meeting.

SECTION 2. Any amendment to the Bylaws must receive a two-thirds vote of the Auxiliary members present at the above referenced meeting (Section 1).

SECTION 3. Auxiliary members may vote by absentee ballot on amendments to these Bylaws. Absentee ballots, which may be electronic or hard copy, will be available to Auxiliary members two weeks prior to the scheduled vote. Absentee ballots must be received in the Auxiliary office at least 48 hours prior to the scheduled vote. Absentee ballots may be counted toward the required quorum of twenty-five members.

SECTION 4. The Auxiliary Board shall review these Bylaws two years after their adoption in 2015, and then at least every three years as a matter of regular business.

SECTION 5. Any amendment shall take effect upon approval by the Emerson Health Care Foundation.

ARTICLE XV

RULES OF ORDER

The principles of procedure as set forth in Robert’s Rules of Order, as from time to time revised, shall govern the proceedings of the Auxiliary, subject to the special rules which have been or may be adopted.

ARTICLE XVI

DISSOLUTION STATEMENT

In the event that the Auxiliary of Emerson Hospital should be dissolved, let it be known that all assets of the Auxiliary, monies, equipment and so forth, shall be turned over to the Emerson Health Care Foundation, Inc.

ARTICLE XVII

AMENDMENTS/REVISIONS

| Date of Organization | Emerson Hospital Aid Society 1924  
|                      | Emerson Hospital Auxiliary 1948-1949
| Date of Amendment    | Emerson Hospital Auxiliary 1953
| Date of Revision     | Emerson Hospital Auxiliary 1957  
|                      | 1965  
|                      | 1971  
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