

BYLAWS OF THE
SAINT CLOUD HOSPITAL VOLUNTEER AUXILIARY
PREAMBLE

Since persons of the Saint Cloud area can render service to the Saint Cloud Hospital, they are hereby organized under Article XI of Saint Cloud Hospital Bylaws and in accordance with the bylaws hereinafter stated.

ARTICLE I

Name and Purpose

SECTION 1. The name of this organization shall be the SAINT CLOUD HOSPITAL VOLUNTEER AUXILIARY.

SECTION 2. The purpose of the organization shall be:

- a) Service to the Hospital
- b) Public Relations
- c) Fund Raising

As approved by the President of Saint Cloud Hospital or his/her designate.

SECTION 3. Activities shall be conducted of a kind and in a manner consistent with the Articles of Incorporation, Bylaws, and Statements of Principles and Philosophy of the Saint Cloud Hospital.

ARTICLE II

Membership and Dues

SECTION 1. Membership in the Volunteer Auxiliary shall be open to all adult persons who are interested in giving service to the Saint Cloud Hospital – subject to approval by the Membership Committee and the Volunteer Department.

SECTION 2. Membership Structure

- a) Active members are those who participate in active service programs of the Volunteer Auxiliary.

- b) Inactive members are those who are interested in the purpose of the Volunteer Auxiliary but do not actively participate, and pay annual dues.

SECTION 3. Any inactive member failing to pay dues on time shall be dropped from membership. Membership may be reinstated by payment of current dues.

SECTION 4. Any member in good standing shall have the right to participate in meetings and to hold office if elected to the Board of Directors.

ARTICLE III

Officers, Board of Directors, Committees

SECTION 1. Elected officers shall be: President, Vice-President, Second Vice President, and Treasurer. (The functions of the traditional Secretary/Historian will be carried out via the Volunteer Office. For example, meeting minutes, financial reports, etc. will be maintained by the Volunteer Office.) The President, Vice President, Second Vice President, and the Treasurer shall be elected for a two (2) year term.

SECTION 2. These elected officers together with the immediate Past President and the Ex-Officio members from the hospital shall constitute the Executive Committee. The Executive Committee shall act for the Board of Directors between regular meetings of the board or in the absence of a quorum of the board. All actions of the Executive Committee at these specified times shall be subject to ratification by the Board of Directors.

SECTION 3. The Board of Directors shall consist of not less than eleven (11) and not more than seventeen (17) members of the Volunteer Auxiliary and two (2) Ex-Officio members of the hospital administration.

- a) The Board shall formulate policies and plan business resolutions or projects for announcement to the general membership.
- b) Voting members shall include:
 - 1) Officers of the Volunteer Auxiliary
 - 2) Elected Directors of the Volunteer Auxiliary

3) Immediate Past President

a) Non-Voting Ex-Officio Members include:

1) Director of Volunteer Services

2) Administrative Representative of Hospital

SECTION 4. One third of the Directors shall be elected annually for a three (3) year term, but shall not be eligible to serve more than two (2) successive terms.

SECTION 5. Any vacancy occurring among the Directors prior to an election shall be filled by the vote of the Board of Directors from candidates presented by the Nominating Committee. Such Directors shall serve for the unexpired term of his/her predecessor.

SECTION 6. Standing committee chairperson responsibilities shall be delegated to the elected Directors by the Executive Committee at the organizational meeting.

SECTION 7. Board meetings are held at the discretion of the President with a minimum of four (4) per year with the first meeting designated as the Organizational Meeting of the Board.

SECTION 8. Terms on the Board for elected officers are suspended during their tenure as officers and resume at the end of their official officer duties.

ARTICLE IV

Duties of Officers, the Executive Committee, and the Board of Directors

SECTION 1. The President shall:

a) Preside at all meetings of the Volunteer Auxiliary and the Board of Directors.

b) Appoint committee chairpersons for special committee assignments and projects.

c) Provide a President's message for each newsletter and other communications as requested.

d) Be an Ex-Officio member of all committees except the Nominating Committee.

- e) Render a report on the activities of the Volunteer Auxiliary to the Hospital Governing Board as requested.

SECTION 2. The Vice President shall:

- a) Fulfill the duties of the President in the absence of the President.
- b) Assist the President as requested.
- c) Chair the Nominating Committee.

SECTION 3. The Second Vice President shall:

- a) Fulfill the duties of the Vice President in the absence of the Vice President.
- b) Chair the Bylaw Committee.

SECTION 4. The Treasurer shall:

- a) Receive funds and deposit them in the bank.
- b) Pay bills for Volunteer Auxiliary (signing checks as the President's Representative.)
- c) Keep detailed accounts of assets, liabilities, receipts and disbursements.
- d) Present oral financial reports at meetings and provide an annual written report.
- e) Keep detailed accounts of fund allocations and provide necessary reporting from groups that receive Volunteer Auxiliary funding.

SECTION 5. The Executive Committee members shall:

- a) Attend all Board meetings.
- b) Delegate standing committee chairperson responsibilities to the elected directors at the organizational meeting.

SECTION 6. Board of Directors members:

- a) Shall attend all Board meetings.
- b) Shall assume committee chair responsibilities as assigned and secure volunteers for their committees.
- c) Shall make committee reports at Board meetings and written annual report.

- d) Shall keep records of activities, expenses, preparation, workers, etc. to be passed on to his/her successor in accordance with the standing committee job descriptions for chairpersons.
- e) May deem vacant the office of any Director who is absent from two (2) regular, consecutive meetings of the Board of Directors.
- f) May remove any Board Member or Officer for cause at their discretion and by majority vote of those attending a regular Board meeting.
- g) May participate in Board meetings via teleconferencing, at their discretion.

ARTICLE V

General Membership Meetings

SECTION 1. There shall be one annual meeting. The President or majority of the Board of Directors may call a special meeting of the general membership for the transaction of business as needed. General members are welcome to attend and observe any scheduled meetings of the Board of Directors.

SECTION 2. The President and/or the Executive Committee shall designate the hour and place of meetings.

SECTION 3. The Annual meeting shall be held in the late summer/early fall and shall include these activities:

- a) Introduction of newly elected officers and directors.
- b) Service awards to members.
- c) Annual reports, submitted to Director of Volunteer Services for duplication, may be distributed at the Annual meeting and/or incorporated into the Annual Yearbook.

ARTICLE VI

Quorums

SECTION 1. In order to conduct an official business meeting of the Executive

Committee or the Board of Directors where action will be taken, a majority shall be required for a quorum. (50% plus one (1) constitutes a majority.)

ARTICLE VII

Fiscal Year

SECTION 1. The fiscal year of the Volunteer Auxiliary shall coincide with the fiscal year of the Saint Cloud Hospital, to commence on July 1, and end on June 30.

ARTICLE VIII

Elections

SECTION 1. The President shall appoint a Nominating Committee consisting of:

- a) The Vice President, as chair person, or in their absence another board member as approved by the President.
- b) One (1) board member.
- c) The Director of Volunteer Services.

SECTION 2. The Nominating Committee shall strive to select candidates on the basis of the organization's needs. Its goal should be the selection of candidates representing a diversity of talents, a cross section of the community, and a combination of experienced board members and new people who will bring fresh ideas and renewed enthusiasm to the board.

SECTION 3. The committee shall recruit and interview candidates.

SECTION 4. The committee shall prepare a final slate of nominees to fill available Director openings and present their list to the President.

SECTION 5. Before or during the last board meeting of the fiscal year the Board of Directors shall vote to elect all members, individually, to the new board.

SECTION 6: The Nominating Committee shall be called on to function throughout the year to nominate candidates to fill any vacancy on the Board of Directors.

SECTION 7: Election of Officers:

- a) The Nominating Committee shall prepare a slate of nominees for officers.
- b) The new Board of Directors shall elect the officers for that term.
- c) The election process will follow Roberts Rules of Order.

SECTION 8: The new board shall convene immediately after the final previous board meeting to elect their new officers.

ARTICLE IX Amendments to Bylaws

SECTION 1. All proposed amendments to these bylaws shall first receive the approval of the Board of Directors.

SECTION 2. Proposed amendments shall be submitted to a vote of the Board of Directors at a regular or a special meeting called for the purpose, provided that notice has been given to each Board member two (2) weeks in advance of the meeting.

- a) Ratification of an amendment would require an affirmative vote of 2/3 of Board members present at the meeting.

SECTION 3. The bylaws and any proposed amendments thereto become effective upon approval of the Board of Directors of the Saint Cloud Hospital; and can be amended by the Board of Directors of the Saint Cloud Hospital.

ARTICLE X Official Expression of Volunteer Auxiliary

SECTION 1. Every committee chairperson and his or her committee members have the power of investigation, report and recommendation. No action by any member, committee, director, or officer shall be binding upon or constitute an expression of the policy of the Volunteer Auxiliary until it has been approved or ratified by the Board of Directors.

SECTION 2. All documents made, accepted, or executed by the Volunteer Auxiliary

shall be signed by the President or his/her representative.

ARTICLE XI
Volunteer Auxiliary

Persons interested in giving volunteer service to the Saint Cloud Hospital shall be organized according to formal bylaws to be approved by the Board of Directors of the Saint Cloud Hospital. The organization shall be called “the Saint Cloud Hospital Volunteer Auxiliary.” The activities of the Volunteer Auxiliary shall be personal service to the patients, visitors and personnel of the Saint Cloud Hospital, public relations programs, and fund raising to assist with needed new equipment purchases and programs. The activities of the Volunteer Auxiliary shall be under the direction and supervision of the President or his/her administrative designee.

APPENDIX
Suggested Sub-Committee List

1. Art
2. Audit
3. Bylaw
4. Communication
5. Fundraising
6. Gift Gallery
7. Hospitality House
8. Nominating
9. Political Action
10. Scholarship

Ratified: August 17, 1978 by Hospital Board of Trustees

Revised: January 17, 1980

Revised: September 1985

Revised: April 1991

Revised: September 1994

Revised: July 2000

Revised: September 2007

Revised: January 2008

Revised: September 2009