

RESTATED BYLAWS

TRI-CITY HOSPITAL AUXILIARY

A Nonprofit Public Benefit Corporation

June 17, 2022

ARTICLE I

Name and Location

The name of this Corporation shall be: Tri-City Hospital Auxiliary and shall be located in the county of San Diego, State of California.

ARTICLE II

Purpose

Section 1.

Promote the concept of volunteer service to Tri-City Medical Center for the purpose of supporting the hospital in its mission.

Section 2.

Develop, maintain, and manage a process for enlisting new applicants from the community to serve as volunteers.

Section 3.

Provide financial assistance to the hospital through fundraising activities and provide educational scholarship assistance to the community.

ARTICLE III

Membership

Membership in the Tri-City Hospital Auxiliary shall be open to all qualified persons interested in serving the hospital mission. Membership Application Forms are available on-line and through the Auxiliary office.

ARTICLE IV

Dues

Yearly membership dues are payable in January and shall be reviewed annually by the Board of Directors at the June meeting. Changes, if necessary, shall be voted upon by the Board.

ARTICLE V

Fiscal Year

The Fiscal Year of the Auxiliary shall be from July 1 through June 30.

ARTICLE VI

Meetings

Section 1. Membership

The Annual Membership Meeting of the Auxiliary shall be held in June. At this meeting the Nominating Committee shall present the incoming board members. A written notice of this meeting shall be distributed to the membership.

Section 2. Board of Directors

The Board shall meet once a month at a date and place designated by the President.

Section 3. Special

Special Meetings may be called for any lawful purpose at any time by the Board, the President, or a designated percentage of the voting membership.

Article VII

Quorum

At all Board Meetings, eight (8) members shall constitute a quorum and at all Membership Meetings, twenty percent (20%) of the membership shall constitute a quorum.

Article VIII

Organization

Section 1. Officers of the Board

The officers shall be: President, 1st Vice President, 2nd Vice President, Recording Secretary, and Treasurer. The President shall be elected by a majority of the directors at a meeting immediately following their election.

The officers of the Board shall constitute the Executive Committee. The immediate past President shall be an ex-officio member of the Executive Committee.

An officer may hold more than one position, except neither the Secretary nor the Treasurer may serve concurrently as President. Spouses may not serve concurrent terms as officers.

Section 2. Election of the President

The President of the new Board shall be elected by a majority of the directors present at a meeting immediately following the election.

Section 3. Appointment of Officers

Other officers may be appointed by the President from the Board of Directors for a term of one (1) year.

Section 4. Roles and Responsibilities of Officers

Roles and Responsibilities for all officers shall be outlined in the Auxiliary Policies and Procedures Manual.

Section 5. Board of Directors

The Board of Directors shall consist of fifteen (15) members elected by written ballot of the general membership. Directors shall be members of the Auxiliary and shall have been Auxiliary members for one year at the time of election. The number of directors may be increased by action of the Board.

Board members shall be elected to serve a two (2) year term and may run for re-election.

The Board, by a majority vote of the Directors, may declare vacant the office of any director who ceases to meet the qualifications for membership in the Auxiliary or who misses three consecutive meetings of the Board, unless excused, or fails to perform the responsibilities assigned as a member of the Board, or who tenders a resignation.

A director who is unable to attend a Board meeting has the responsibility to notify the President of the inability to attend a meeting at least three (3) days prior to the meeting. This notice shall be delivered in writing via mail, email, or other method approved by the Board. The President, upon consultation with the Executive Committee, shall decide if the absence is to be excused.

The Board, by a majority vote of the Directors, may establish alternative means of attending meetings.

Section 6. Vacancies on the Board

The President may fill, by appointment, a vacancy on the Board with the approval of a majority of the Executive Committee, for the unexpired term of said director.

ARTICLE IX
Committees

Section 1. Committee Creation

The President shall appoint the Standing Committee Chairs from the Board or general membership. Chairs of the Standing Committees shall report to the Board on a regular basis. Roles and responsibilities of the committee are outlined in the Policies and Procedures Manual.

Section 2. Executive Committee

There shall be an Executive Committee consisting of the officers of the Auxiliary. The Executive Committee shall act as the agent of the Board in transacting special business when it is impossible to convene the entire Board. Any action taken by the Executive Committee must be reported to the Board at its next regular scheduled meeting.

Section 3. Standing Committees

Standing Committees shall be: Finance, Gift Shop, Nomination, Public Relations, and Scholarship. Each committee shall consist of a Chair and such members as the Chair deems necessary or as outlined in the Policies and Procedures Manual.

Section 4. Ad Hoc Committees

The Executive Committee may at any time create committees to serve the good of the Auxiliary. Chair positions shall be filled by selections from the Board or general membership. Expenditures by these committees must be voted on by the Board as non-budget items.

ARTICLE X

Policies and Procedures Manual

The Auxiliary Policies and Procedures (P&P) Manual shall be enacted and amended, as needed, by the Board without approval of the general membership.

This Manual shall be reviewed each year for updates and regarded as a fluid document to share knowledge and organization for Auxiliary members.

ARTICLE XI

Review and Amendments of the By-laws

The By-Laws may be reviewed at the discretion of the Board and amendments thereto shall be presented at a Membership Meeting and require approval by two-thirds of the members present.

Article XII

Voting

Section 1. Voting

Each member in good standing shall be entitled to cast one vote on each matter submitted to the general membership.

Section 2. Voting by Proxy

Members may vote on Auxiliary business via proxy. A proxy vote must be delivered to the President or President's designee at least three (3) days in advance of any Membership Meeting. A proxy vote shall be delivered in writing and may be by mail, email, or other method approved by the Board.

ARTICLE XIII

Parliamentary Authority

The current edition of Roberts Rules of Order shall be the authority for all matters of procedure set forth in the By-laws.

Tri-City Hospital Auxiliary

BYLAWS

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