

BYLAWS

ARTICLE I

- Name -

The name of this organization shall be "University of Kansas Medical Center Auxiliary, Inc."

ARTICLE II

- Office -

The principal office of the corporation in the State of Kansas shall be located at the University of Kansas Medical Center, Kansas City, Kansas. The corporation may have such other offices, either within or without the state of Kansas, as the board of directors may designate.

ARTICLE III

- Purpose-

The purpose of this organization is to provide voluntary services and raise funds for the benefit of patients, students, employees and staff at The University of Kansas Medical Center and The University of Kansas Health System.

ARTICLE IV

- Membership -

Section 1. ELIGIBILITY.

Any person who is in sympathy with the purpose of this organization may become a member upon the payment of the annual dues.

Section 2. DUES.

The regular membership year of the organization shall be from May 1 to April 30, and the dues shall be payable on or before May 31, immediately following the commencement of the respective membership year. Members may be added throughout the membership year of the organization.

Section 3. DELINQUENT MEMBERS.

All members who have not paid the annual dues on or before the due date shall be considered delinquent. A member remaining delinquent for a period of twenty-four (24) months shall be removed from membership and shall thereupon lose all privileges and benefits of membership. However, any member may be reinstated to full membership upon payment of the current annual dues.

Section 4. HONORARY MEMBERSHIP.

Any member who has rendered long and signal service to the organization may, upon recommendation to the Board of Directors in writing by three members in good standing and upon approval by the Board of Directors, be granted honorary membership by three-fourths vote of the members at any regular meeting of the membership.

ARTICLE V

- Board of Directors -

Section 1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board of directors.

Section 2. NUMBER AND QUALIFICATIONS.

The Board of Directors shall consist of the President, Vice President, Past President, Secretary, Treasurer, two (2) At-Large Members, and each of the Chairs of the Standing Committees of the corporation. All Directors must be members in good standing of the corporation.

Section 3. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 4. TERM.

The Term of each chair of each standing committee of the corporation shall be one (1) year, commencing May 1.

ARTICLE VI

- Officers -

Section 1. NUMBER.

The officers of this corporation shall be a President, Vice President, Past President, Secretary, Treasurer, and two (2) Members-at-Large.

Section 2. TERM OF OFFICE.

The term of office for all officers shall be one (1) year, except for Members-at-Large, who have two (2) year terms. The Vice-President, on expiration of the elective term as such, shall serve as President for the succeeding year. The term of office for all officers shall commence May 1 of each year except for Members-at-Large. Initially, two (2) At-Large Members of the Board of Directors were elected. One (1) was elected for a one-year term beginning May 1; the other was elected for a two-year period beginning May 1. Subsequently, one (1) At-Large Member of the Board of Directors shall be elected annually for a two-year term beginning May 1.

Section 3. DUTIES OF OFFICERS.

The duties and powers of the officers of the corporation shall be as follows:

PRESIDENT. The President shall preside at all meetings of the Board of Directors and of the membership. The President shall appoint such special committees as are deemed necessary, provided, however, that no special committee shall be appointed to assume any of the duties devolving by these Bylaws on any standing committee. The President shall be an ex-officio member of each committee.

VICE-PRESIDENT. The Vice-President shall be the President-Elect. The Vice-President shall work with the Advisory Committee to recruit chairs of all standing committees for the next year. The Vice-President shall perform all the duties of the President during the absence or disability of the President, and shall be vested with all the authority of the President while serving as such. The Vice-President is a member of the Finance/Projects committee.

PAST PRESIDENT. The Past President will advise the President and shall serve as the Chair of the Advisory Committee.

SECRETARY. The Secretary shall keep the minutes of all the meetings of the Board of Directors and of general meetings when necessary, and shall present the minutes for approval by the Auxiliary Board at the following Board meeting. The Secretary shall serve as historian and as such shall collect and preserve records and information concerning the Auxiliary and its activities.

TREASURER. The Treasurer shall have charge and keep accounts for all funds of the corporation. The Treasurer shall prepare and present a written report at each regular Board of Directors meeting and shall make one copy of the most recent financial statement available at all general meetings. The Treasurer shall submit a written report to the Board within thirty (30) days following the close of the fiscal year of the corporation. The Treasurer shall pay all bills approved by the Board. The Treasurer is a member of the Finance/Projects committee and is treasurer of fundraising events.

AT-LARGE MEMBERS. At-Large Members shall serve as liaisons between the general membership and the Board of Directors. They shall also serve on the Finance/Projects Committee.

Section 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, must be appointed by the President and approved by the Board of Directors for the unexpired portion of the term.

ARTICLE VII

- Meetings and Elections -

Section 1. MEMBERS-REGULAR MEETINGS.

Meetings of the members shall be planned in conjunction with availability of programs unless announced otherwise.

Section 2. MEMBERS-ANNUAL MEETINGS.

The annual meeting of the members shall be held in April each year, unless announced otherwise, for the purpose of electing officers, at-large members and standing committee chairs for the Board of Directors. The transaction of other business that may properly come before the membership may also be handled at the annual meeting.

Section 3. MEMBERS-SPECIAL MEETINGS.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by bylaws, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-fifth of the members in good standing of the corporation.

Section 4. DIRECTORS-REGULAR MEETINGS.

Monthly meeting of the Board of Directors shall be held, always prior to the regular meetings, except in the summer when meetings are scheduled as needed. Any member in good standing may attend regular meetings of the Board.

Section 5. DIRECTORS-SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors..

Section 6. NOTICE OF MEETINGS

Notice of any regular, special or annual meeting of either the members or the directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally, electronically or mailed to each member or director at the address of such member or director at the address of such member or director on file the corporation (or by other means determined by the board).

Section 7. WAIVER OF NOTICE.

Any member or director may waive notice of any meeting. The attendance of a member or director at a meeting of members or directors shall constitute a waiver of notice of such meeting, except where such member or director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. ELECTIONS.

Election of officers of the Board of Directors shall be by ballot except where there is only one (1) nominee for the office, in which case election shall be by voice vote. A majority vote is required for election. At each annual meeting of the corporation, the Vice President (incoming President), shall present a slate of candidates for each office of the Board of Directors and shall announce Standing Committee Chairs. Nominations also may be made from the floor at the annual meeting of members. If there is more than one nominee for an office, a paper ballot will be utilized.

Section 9. QUORUM.

One-third (1/3) of the total number of members of the Board of Directors, including three (3) of whom are elected officers, shall constitute a quorum of the Board of Directors. Fifteen (15) members shall constitute a quorum of the membership. If less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum

shall be present or represented, any business may be transacted at the meeting as originally notified.

Section 10. PROXIES.

At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 11. VOTING.

All members in good standing of the corporation shall be entitled to a vote at a meeting of the members.

ARTICLE VIII

- Contracts, Loans, Checks and Deposits -

Section 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. BONDING.

The Finance/Projects committee shall determine which, if any, Auxiliary officers and/or employees shall be adequately bonded at the expense of the corporation.

ARTICLE IX

- Fiscal Year -

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

ARTICLE X

- Amendments -

The Advisory Committee will review the Bylaws and determine if changes need to be made. If Bylaw changes are pending it will be announced at the Board Meeting. The membership shall be informed by e-mail or mail that changes will be discussed and voted on at the next general meeting. Minutes shall be taken at this regular meeting to document the changes.

ARTICLE XI

- Committees -

Section 1. STANDING COMMITTEES.

The standing committees of the corporation shall be:

- Advisory (Nominating/Constitution)
- Fundraising
- Finance/Projects
- Communication (Written/Telephone)
- Program
- Interest Groups
- Liaison
- Membership
- Publicity (Web Site/Email)
- Volunteers

Section 2. PROCEDURE FOR STANDING COMMITTEES.

If at any time a new committee is formed to be operative for a working year, the Board of Directors may designate it a Standing Committee with the Chair having the privileges of the Standing Committees of the Corporation. Likewise: If a committee ceases to function in either duty or performance, it may be terminated by the Board of Directors. Standing Committees and their functions should be reviewed annually by the Advisory Committee.

In the event that the Past President is unable to continue participation in KUMC Auxiliary at the end of the presidential term, the Advisory Committee will be asked by the incoming President to select a Chair of the Advisory Committee

Section 3. SPECIAL COMMITTEES.

The Board of Directors may appoint such special committees as it may from time to time deem necessary.

Section 4. REPORTS.

The chair of each committee shall present a written report to Advisory Committee at the May Board Meeting along with the procedure book for the committee. On-line reports may be sent to the President and Vice President.

Section 5. VACANCIES.

A vacancy in a Standing Committee Chair, after election, must be filled by appointment of the President and approved by the Board of Directors at the next Board meeting following the appointment.

ARTICLE XII

- Administrative Policies and Procedures -

The Board of Directors shall adopt such administrative policies and procedures, not inconsistent with the provisions of these Bylaws, as it shall deem necessary from time to time.

April 2018