

KONA COMMUNITY HOSPITAL AUXILIARY BYLAWS

ARTICLE I - NAME AND LOCATION

Section 1.1 Name of the corporation

The name of the corporation shall be the Kona Community Hospital Auxiliary (KCHA or Auxiliary); a non-profit corporation organized in accordance with the laws of the State of Hawaii.

Section 1.2 Location

The location of the Auxiliary's principal office shall be maintained at Kona Community Hospital, 79-1019 Haukapila Street, Kealahou, HI 96750.

ARTICLE II – NON-PROFIT STATUS

This corporation is not formed for profit and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation.

This organization is organized and operated exclusively for community support purposes and no part of the accumulations, gains, or profits will inure to the benefit of any private individual. No part of the activities of this organization will consist of attempting to intervene or participate in any political campaign on behalf of any candidate for political office.

This corporation is organized exclusively for educational and charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue code. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - EXCEPTION TO LIABILITY

Any person who serves as a director or officer of the Auxiliary without remuneration or the expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

ARTICLE IV - PURPOSES AND ACTIVITIES

The purposes of this organization shall be to:

1. Serve the patients in Kona Community Hospital through volunteerism.
2. Provide funding for special needs that benefit the patients.
3. Provide funding for scholarships for basic education for nursing students and for continuing education of Kona Community Hospital staff.
4. Recruit and orient volunteers.
5. Encourage members of the community to participate in Auxiliary activities.
6. Promote the health and welfare of the community.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 Powers

The Board of Directors (BOD) shall manage, direct, and control the activities, affairs, and property of the Auxiliary.

Section 5.2 Number and Election

The BOD will exercise executive power of the organization, under the direction of its officers, including the president, vice president, recording secretary, corresponding secretary, treasurer, and at least two, but not more than five directors. The immediate past president is a voting member and advisor to the BOD.

Section 5.3 Term of Office

The officers and directors will hold office for a term of one year, or until respective successors have been duly elected and qualified, or until the BOD receives a resignation request. The term of office begins on the day of installation in January or appointment date if later.

Section 5.4 Vacancies

In the event a vacancy occurs in any office due to a change in status, resignation or otherwise, such vacancy will be filled in the following manner:

- a. The vice president shall assume the office of the president if the presidency is vacant.
- b. The president shall appoint replacements for all other vacancies subject to approval by the BOD.

Section 5.5 Removal of Directors / Officers

Officers or directors may be subject to censure, suspension, or expulsion for violating the bylaws of the organization, misconduct, or neglect of duty in office. No such action will be taken against any officer or director until s/he has been advised in writing of the specific charges, given a reasonable time to prepare a response, and afforded an opportunity to a full BOD hearing. Outcome will be determined by official BOD action. Officers or directors expelled from office pursuant to this section will be ineligible to serve as officers or directors of the organization at any future time.

Section 5.6 Functions

- a. The president shall preside at BOD and General Membership meetings, supervise the work and activities of the Auxiliary and shall perform other duties as usually pertain to that office. S/he shall plan BOD and General Membership meetings, conduct all business meetings, appoint committee chairs, and represent the organization at relevant community events.
- b. The vice president shall learn the duties of the President and assume the duties of President in his/her absence.
- c. The recording secretary shall keep minutes of the BOD meetings, General Membership meetings and records of such activities that may require archiving. Additional duties include providing an agenda for BOD and General Membership meetings.
- d. The corresponding secretary shall send meeting notices to Auxiliary members, notify media of public service announcements, provide other correspondence as requested by the BOD and assist the BOD in related areas of communication.
- e. The treasurer shall oversee compliance with non-profit laws and regulations, be the financial officer, and will supervise the maintenance of all funds of the organization. S/he will provide timely reports, maintain payables and receivables accounts, and provide other duties as prescribed by the BOD.
- f. The directors shall serve as consultants and parliamentary rules advisors to the BOD and perform other duties as the BOD may prescribe.

ARTICLE VI - ELECTION AND VOTING

Section 6.1 Nominations

- a. The BOD shall appoint three Auxiliary members who are not BOD members to propose at least one candidate for each board position. Potential candidates must be Auxiliary members in good standing.
- b. The list of nominees with a brief biography will be submitted to the general membership in good standing at least 30 days prior to the January general membership meeting.

Section 6.2 Voting and Election

Officers and directors of the BOD will be elected by ballots from active members in good standing. A simple majority of the members voting will confirm the election. Officers and directors will be installed at the first general membership meeting of the year.

ARTICLE VII - MEETING AND GENERAL RULES

Section 7.1 Meetings

The BOD will hold at least four meetings a year at a time and place determined by mutual agreement. The president or any two officers/directors may call special meetings. General Membership meetings shall be held annually.

Section 7.2 Conduct of Business

The most current edition of Robert's Rules of Order shall apply to all meetings unless a motion is passed to conduct specific business in an informal manner.

Section 7.3 Quorum

A simple majority of officers and directors at any BOD meeting will constitute a quorum. A minimum of ten active members in attendance at a General Membership meeting will constitute a quorum.

Section 7.4 Action Without a Meeting

Any action by the BOD may be taken without a meeting if all members of the BOD consent to acting without a meeting. Once a motion has been made, a majority vote will decide the outcome. Such consent and the results of the vote shall be included in the minutes of the next meeting.

Section 7.5 Compensation

The officers and directors of the organization will receive no compensation for their services, and may be reimbursed only for expenses related to the business of KCHA that have been approved by the BOD.

ARTICLE VIII - MEMBERSHIP

Section 8.1 Membership

Membership in KCHA is open to individuals eighteen (18) years of age and older with exceptions granted for special circumstances. Membership shall be classified as active, sustaining, life, honorary and patron.

Section 8.2 Membership Dues

Dues shall be determined by the BOD and are due in January.

ARTICLE IX - COMMITTEES

Section 9.1 Formulation

The organization may, by resolution(s) passed by a majority of the BOD, appoint ad hoc committees for any purpose. Such committees will report regularly to the president. Each committee will consist of at least two (2) persons and will have a chairperson appointed by the president. Committee terms will be a commitment of one (1) year or until the work of the committee is accomplished.

Section 9.2 Standing Committees

The president, with the approval of the BOD, shall appoint the chairs of the following standing committees:

- a. Membership
- b. Hours, Recognition and Awards
- c. Educational Grants
- d. Gift Shop
- e. Volunteer Services
- f. Published Materials Review

Section 9.3 Suspension, Discontinuance, or Consolidation

The BOD may suspend or discontinue any committee whose functions may not be considered necessary to carry out the objectives of the organization, or may consolidate the functions of one or more committees to better accomplish such objectives.

ARTICLE X - FISCAL AND CONTRACT PROVISIONS

Section 10.1 Fiscal Affairs

The fiscal year of the KCH Auxiliary will be the 12-month period from January 1 to December 31.

Section 10.2 Checks, Drafts, etc.

- a. The treasurer, president and vice president shall be signators on all accounts held in the name of Kona Community Hospital Auxiliary.
- b. Expenditures under \$100 can be approved by the treasurer and an itemized list of such transactions shall be submitted at the following monthly meeting. Expenditures of \$100 or more must be pre-approved by the BOD.
- c. Checks, drafts, or orders for payments of money in the amount of five hundred dollars (\$500) or less, will be signed by one signatory; amounts greater than five hundred dollars (\$500), will require two signatures.

Section 10.3 Deposits

All funds of the organization will be deposited in a timely manner to the credit of the organization in such banks or depositories as the Treasurer and BOD approve.

Section 10.4 Contracts

The BOD may authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of the organization and such authority may be general or confined to a specific instance. Such contracts will require the signatures of the President and the Treasurer.

Section 10.5 Books and Records

The organization will keep correct and complete books and records of its accounts, meetings and proceedings, and BOD members will retain possession of all valuable papers and documents of the organization. The BOD will obtain an audit of the organization's financial records by a certified accountant as is necessary to comply with the non-profit status in the state of Hawaii.

Section 10.6 Dissolution of the Corporation

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes, and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XI – AMENDMENTS/REVISIONS

The bylaws may be amended or revised by a two-thirds affirmative vote of the members voting at any General Membership meeting, provided that all proposed amendments shall have been circulated to members at least thirty (30) days prior to the meeting, at which time the subject of "Proposed Amendments" shall be included on the agenda. Any amendment to or revision of these bylaws will be effective immediately upon ratification by the membership.

(Revised July, 2006)
(Amended October 18, 2014)
Revised January 16, 2016