

BY-LAWS OF THE AUXILIARY OF BETHESDA HOSPITAL, INC. CINCINNATI, OHIO

Article I - Name

The name of the organization is The Auxiliary of Bethesda Hospital, Inc. (Cincinnati, Ohio).

Article II - Mission Statement

The Auxiliary exists exclusively for charitable purposes, renders services to Bethesda Hospital, Inc., and its patients, and assists Bethesda Foundation, Inc. in promoting the health and welfare of the community in accordance with the objectives established by the Board of Trustees of Bethesda Hospital, Inc.

Article III -Vision Statement

The Auxiliary of Bethesda Hospital is dedicated to effectively supporting the mission of Bethesda Hospital by enhancing the hospital's ability to meet the healthcare needs of the community. The Auxiliary accomplishes this vision by maintaining a supportive membership, providing opportunities for meaningful involvement within the hospital and in the community which the hospital serves.

Article IV – Membership

Section 1. Membership in the Auxiliary is open to all persons who are interested in Bethesda Hospital, Inc. and who are willing to uphold the mission statement of the Auxiliary.

Section 2. There are three types of membership:

- a. General Members: Members in good standing who uphold the purpose of the Auxiliary and desire to take an active role in the Auxiliary.
- b. Lifetime Members: Members who have paid a one-time fee for a Lifetime Membership. No annual dues are required of Life Members.
- c. Honorary Members: The Auxiliary has conferred an Honorary Membership on each retired Deaconess of Bethesda Hospital, Inc. It may also confer such membership on other individuals in recognition of outstanding service to the Auxiliary, Bethesda Hospital, or the community. No dues are required of Honorary Members.

Section 3. All members have the right to vote, participate in meetings, and hold office in the Auxiliary.

Section 4. Dues: Membership dues shall be set by the Board of Directors in accordance with these Bylaws. Annual dues shall be billed through the Bethesda Foundation and payable to the Auxiliary of Bethesda Hospital, Inc.

Section 5. The fiscal year of the Auxiliary will be from July 1 through June 30.

Article V – Officers

Section 1. The officers of the Auxiliary are President, President Elect, President Emeritus, Recording Secretary, Membership Director, Program Director, Finance Director, Community Outreach Director, Patient Experience Director, and Team Member Engagement Director.

Auxiliary officers are elected to a two (2) year term with one optional two (2) year term for a maximum of four (4) years. Elections will alternate on an even and odd cadence as follows:

- Even Fiscal Years: President, President Elect, Membership Director, and Community Outreach Director
- Odd Fiscal Years: Finance Director, Program Director, Patient Experience Director, and Team Member Engagement Director

After having served for four years in any office, an elected officer will be eligible for election to a different office. An individual may be re-elected to the office in which he/she served four years after one year has passed. The President Emeritus' term of office shall be limited as described in Section 3 of Article VI.

Section 3. The election of officers is held at the Annual Meeting of the Membership, as set forth in Article VIII, Section 2 herein. The officers will be installed at this meeting and assume their duties on July 1.

Section 4. If there is a vacancy in any officer position during a term of office, such vacancy shall be filled by an appointee selected by the Board of Directors. The selected appointee shall serve the remaining term of the office that was vacated. The interim term of service does not count toward the term limit condition set forth in Article V, Section 2.

Article VI - Duties of Officers

Section 1. The President

The President is the Chief Executive Officer of the Auxiliary, Chairman of the Board of Directors, and the Project Review Committee. The President will have the supervision of the general management of the Auxiliary, organizes the meetings of the Board of Directors, and is an ex officio, voting member of all standing and ad hoc committees, except the Nominating Committee.

Section 2. President Elect

The President Elect assumes the duties of the President when the President is unable to fulfill them, chairs the Nominating Committee, assists the President as needed, and will assume the Office of President when the current president's term is over.

Section 3. President Emeritus

The most recent President Emeritus will serve as an ex officio, voting member of the Board of Directors and will act in an advisory capacity to the President.

Section 4. Membership Director

The Membership Director will serve as Chairperson of the Membership Committee.

Section 5. Program Director

The Program Director will serve as Chairperson of the Program Committee which will organize membership meetings, and seasonal programming.

Section 6. Finance Director

The Finance Director offers counsel to the Board of Directors on fiscal matters, prepares an annual budget for the Auxiliary, serves on the Project Review Committee, and works with the Bethesda Foundation on all financial matters.

Section 7. Recording Secretary

By Service Level Agreement, a designated team member of the Bethesda Foundation shall serve as the Recording Secretary, ex officio voting member of the Board of Directors, and all committees. In the event of a tie vote in any deliberations, the Recording Secretary will have the deciding vote. The Recording Secretary (or his/her designee) will be responsible to record the minutes of the meetings of the Board of Directors. These records shall be open for inspection by any member of the Auxiliary at reasonable times.

Section 8. Community Outreach Director, Patient Experience Director, and Team Member Engagement Director

Community Outreach Director, Patient Experience Director, and Team Member Engagement Director will work to enhance engagement and outreach within the hospital and the local community.

Article VII - Board of Directors

Section 1. The Board of Directors of the Auxiliary consists of the officers listed in Section V. At least one representative of the Bethesda Foundation (chosen by the Bethesda Foundation's Board of Directors) is an ex officio, voting member of the Board of Directors.

Section 2. All actions of the Board of Directors are subject to the approval of the Board of Trustees of Bethesda Hospital, Inc. with liaison through the Foundation. With the above limitations, management and control of property, funds, and the affairs of the Auxiliary shall be administered by the Auxiliary Board of Directors on behalf of the Auxiliary membership, which has the final approval on all matters of Auxiliary policy.

Section 3. Meetings of the Board of Directors will be held at a designated time and place determined by the President and the Recording Secretary. There shall be a minimum of one Board meeting quarterly. All members of the Auxiliary are invited to attend the Board meetings. Prior to taking formal action on matters of fundraising and program support, the Board of Directors shall conduct a vote of the members of the Auxiliary in attendance at Board meetings.

Section 4. A quorum at any Board meeting will consist of no less than four members of the Board. An action of the Board of Directors requires the approval of most of the Board members present.

Article VIII - Meetings of the General Membership of the Auxiliary

Section 1. There shall be at least two regular meetings of the Auxiliary membership each year.

Section 2. The Annual Meeting is held in the spring of each year for election and installation of officers, submission of the annual report, and such other business as may properly come before the meeting.

Article IX- Standing Committees

Section 1. The Standing Committees of the Auxiliary are the Membership Committee, Program Committee, Nominating Committee, Project Review Committee, and Award/Recognition Committee.

Section 2. The President of the Auxiliary may appoint ad hoc committees for special tasks. At the time of the appointment, the purpose and responsibilities of the committee shall be specified. Upon discharge of the specified function, the committee is dissolved.

Section 3. Each Committee Chairperson, in conference with the President, selects members of the committee, except as otherwise directed in the Bylaws.

- a. The Membership Committee is responsible for promoting membership.
- b. The Program Committee is responsible for coordinating the general membership meetings and all other special functions or meetings designated by the Board of Directors.
- c. The Nominating Committee
 - (1) The Nominating Committee provides leadership and direction to the Auxiliary by identifying and recruiting qualified individuals to serve as officers as listed in Article V.
 - (2) The Nominating Committee will consist of three members who serve no longer than four years consecutively. The President Emeritus and Recording Secretary will be ex officio, voting members of the Nominating Committee.
 - (3) The Nominating Committee will meet as necessary throughout the year to review and anticipate the leadership requirements of the Auxiliary. Opportunity for nominations will be solicited from the general membership and the slate of officers will be presented for approval at the last Board meeting before the annual spring meeting. Nominations will be accepted from the general membership at that meeting. The newly elected officers will be installed at the annual spring meeting and will assume the offices to which they have been elected on July 1.
 - (4) At the beginning of the fiscal year (July 1) the Recording Secretary will provide the Chairman of the Nominating Committee with a list of officers who will not be eligible for reelection due to term limits.

d. The Project Review Committee

- (1) The Project Review Committee will meet annually to consider and approve requests for Auxiliary Funds that properly come before the Project Review Committee.
- (2) The President of the Auxiliary will chair the Project Review Committee and members of the Board of Directors will be ex officio, voting members. Additional members may be selected by the President from the Auxiliary membership for a total of fifteen members. The additional members will serve no more than four years consecutively unless there are vacancies.
- (3) The President and Recording Secretary will determine which members have served longer than four years and set up a procedure to provide for an orderly transition to implement the limit on the number of years individuals may serve on the Project Review Committee.

e. The Award/Recognition Committee will encompass the Betty J. Turner Volunteer Award, Scholarship Awards, and Remembrance/Recognition.

1. The Betty J. Turner Outstanding Volunteer Award honors Bethesda Hospital volunteers who are outstanding in dedication to the ideals of dedication, cheerfulness, loyalty, helpfulness, service, and selflessness. Honorees are recognized annually.
2. Scholarship Awards are offered to up to two graduating high school seniors for scholarships, including, but not limited to:
 - Jr. Hospital Volunteer Scholarship for a student who volunteers at a Bethesda hospital.
 - Auxiliary Family Member Scholarship, open to children of Auxiliary members in good standing who reside in the Greater Cincinnati area.
3. Remembrance/Recognition Committee sends cards to Auxilians to acknowledge significant life events

Article X – Finances

Section 1. All fundraising activities are subject to the approval of the Board of Trustees of Bethesda Hospital, Inc.

Section 2. Any expenditure that exceeds the budget of such expenditure under the operating budget of the Auxiliary by more than ten percent (10%) shall require the approval of the Bethesda Hospital, Inc. Board of Trustees (or its representative) and the Board of Directors of the Auxiliary.

Section 3. All documents made, accepted, or executed by the Auxiliary shall be signed by the President or her/his representative. Checks drawn against the funds of the Auxiliary shall require the signatures of 2 of the following: Finance Director, President, or Recording Secretary.

Section 4: The Finance Director and a representative of the Bethesda Foundation will prepare a yearly budget for the Auxiliary which will be presented prior to the end of the fiscal year.

Article XI - Bylaw Approval, Adoption and Amendments

These Bylaws may be altered, repealed, or amended by the affirmative vote of two-thirds of the members present and voting at any regular or special meeting of the Auxiliary, provided that notice of the proposed alteration, repeal, or amendment is contained in the notice of such meeting, which has been emailed (or mailed to those without email service) not less than 14 days in advance of the meeting. No amendment to the Bylaws shall become effective until approved by the Board of Directors of the Auxiliary of Bethesda Hospital, Inc. and the Board of Trustees of Bethesda Hospital, Inc.

Article XII - Dissolution

Upon dissolution of the Auxiliary of Bethesda Hospital, Inc., all monies, properties, records, and documents shall become the responsibility of the Board of Trustees of Bethesda Hospital, Inc. All members of the Auxiliary shall be notified of this action.

Revised: October 3, 2024
 October 6, 2021
 May 13, 2021
 February 5, 2020
 May 17, 2013
 July 18, 2011
 August 1, 2009
 March 23, 1993
 March 20, 1984
 March 30, 1978
 March 3, 1971
 October 4, 1965
 May 21, 1965
 March 19, 1964
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