



## **THE OVERLOOK AUXILIARY BYLAWS**

### **BYLAW REVISION – MAY 2018**

#### **ARTICLE I NAME**

The name of this organization shall be the Overlook Auxiliary, herein called the Auxiliary.

#### **ARTICLE II MISSION**

The Overlook Auxiliary is an organization of individuals committed to supporting the work of Overlook Medical Center, a founding member of Atlantic Health System.

#### **ARTICLE III MEMBERS**

**SECTION 1** Membership in the Auxiliary shall be open to all persons interested in Overlook Medical Center.

**SECTION 2** All Auxiliary and Twig members shall pay non-refundable dues. The amount of annual dues shall be determined by majority vote of the Auxiliary Board of Trustees.

**SECTION 3** Dues are payable to the Auxiliary Treasurer annually by December 1 of each calendar year. Delinquent dues after December 1 will be subject to a \$20 late fee payable before December 15. Delinquent dues after December 15 will be subject to being dropped from Auxiliary Membership Rolls.

**SECTION 4** Only members in good standing shall be entitled to vote and hold office.

#### **ARTICLE IV MEETINGS**

**SECTION 1** There shall be at least one open meeting of the Auxiliary each year. That meeting shall be held in the spring and shall be known as the Annual Meeting. The date, the time and the place of the meeting shall be selected by the Events Chairman.

**SECTION 2** At the Annual Meeting there shall be the election for all offices to be filled including Executive Committee, Chairmen and Treasurers of Standing Committees and members of the Nominating Committee.

**SECTION 3** Thirty-five members of the Auxiliary shall constitute a quorum at the Annual Meeting.

#### **ARTICLE V BOARD OF TRUSTEES**

##### **SECTION 1 Membership**

- A. The voting members of the Board of Trustees shall be the Co-Presidents, as Chairmen, Executive Committee members, and the Standing Committee Chairmen.
- B. All Treasurers of Standing Committees and Chairmen of Special Committees shall be eligible to participate in meetings of the Board of Trustees, but shall have no vote.
- C. The Board of Trustees shall have the power to grant voting privileges to the Chairmen of any major fund-raising committee. Such voting privileges shall expire upon completion of the committee's responsibilities.

##### **SECTION 2 Duties**

- A. The Board of Trustees shall be vested with full power to administer the affairs of the Auxiliary.
- B. The Board of Trustees shall have the power to authorize the disbursement of the funds of the Auxiliary in such amounts and for such purposes as it may deem best, in accordance with the rules of its corporate charter.

- C. The Board of Trustees shall annually secure the services of an auditor who shall make a complete audit of all the accounts of the Auxiliary, submit a written report to the Auxiliary for their records, and also provide tax preparation services.

**SECTION 3 Meetings**

- A. There shall be at least five regular meetings of the Board of Trustees yearly.
- B. The Co-Presidents and/or the Executive Committee shall have the power to schedule the regular meetings of the Board of Trustees.
- C. A majority of the voting members of the Board of Trustees present at a regular or specially scheduled meeting shall constitute a quorum and be sufficient for the transaction of business. Any act of a majority of the Trustees present at a meeting shall be the act of the entire Board of Trustees.

**SECTION 4 Special Meetings**

- A. A special meeting of the Board of Trustees may be called by any five members of the Board of Trustees, who submit a request in writing including by email, to the Co-Presidents at least ten days before the date of said special meeting. This special meeting date may not be changed by action of the Executive Committee.

**SECTION 5 Vacancies**

- A. In the event of a vacancy in the office of the Presidents, one of the Co-Vice Presidents shall fill the office of President until such time as the Nominating Committee is able to fill the position.
- B. If a vacancy occurs among the Trustees, the Nominating Committee shall immediately convene and nominate a proposed successor. This nominee shall be voted on at the next succeeding meeting of the Board of Trustees, regular or special, and upon an affirmative majority vote of the Board of Trustees, the nominee will become an active member of the Board of Trustees.

**SECTION 6 Resignation/Removal.**

- A. Any Trustee may resign at any time. Such resignation shall be made in writing, addressed to the Executive Committee, and shall take effect at the time specified therein.
- B. A duly elected Trustee of the Auxiliary may be removed from such position with or without cause by the affirmative vote of two-thirds majority of the voting members of the Board of Trustees.

**ARTICLE VI  
EXECUTIVE COMMITTEE**

**SECTION 1** There shall be an Executive Committee of the Board of Trustees consisting of the Co-Presidents, Co-Vice Presidents, Treasurer, Recording Secretary, and Corresponding Secretary, any four of whom shall constitute a quorum.

**SECTION 2** The Executive Committee of the Board of Trustees shall have emergency powers to act in the interim between meetings of the Board of Trustees. Any action taken and resolutions adopted by the Executive Committee shall be submitted for ratification at the next Board of Trustees meeting. All action taken and resolutions adopted by the Executive Committee shall be subject to revision or alteration by the Board of Trustees.

**ARTICLE VII  
OFFICERS**

**SECTION 1 Officers**

The Officers of the Auxiliary shall consist of Co-Presidents, Co-Vice Presidents, Treasurer, Recording Secretary, and Corresponding Secretary.

## **SECTION 2 Duties of Officers**

### **A. Co-Presidents**

1. The Co-Presidents shall be the joint executive officers of the Auxiliary and of its Board of Trustees, and shall have the responsibility for supervision of the general management of the Auxiliary and the coordination of all activities undertaken by the Auxiliary.
2. One or both Co-Presidents shall preside at all meetings of the Auxiliary, its Board of Trustees and the Executive Committee, and shall have the power to call such special meetings as deemed necessary.
3. The Co-Presidents shall, with the approval of the Board of Trustees, appoint or discontinue Special Committees, and shall appoint the Chairman of any Special Committee as needed.
4. The Co-Presidents shall serve as voting *ex officio* members of all committees except the Nominating Committee. In accordance with the Bylaws of Overlook Medical Center, the President(s) shall serve as members of the Advisory Board of Overlook Medical Center.

### **B. Co-Vice Presidents**

1. The Co-Vice Presidents, shall be members of the Board of Trustees and of the Executive Committee and, at the request of the Co-Presidents, or in the event of both of the Co-Presidents' absence or disability, shall perform the duties of the Co-Presidents. The Co-Vice Presidents shall also perform such duties as may be delegated or assigned by the Co-Presidents, or by a majority vote of the entire Board of Trustees.
2. The Co-Vice Presidents shall coordinate the activities of the various Twigs of the Overlook Auxiliary, as well as that of the general membership.
3. The Co-Vice Presidents may appoint as many committee members as necessary to assist in the coordination of Twig and general member activities.

### **C. Treasurer**

1. The Treasurer shall be a member of the Board of Trustees and of the Executive Committee and shall be Chairman of the Finance Committee. The Treasurer shall receive the dues of the Auxiliary members.
2. The Treasurer shall receive and disburse Twig Gifts.
3. The Treasurer shall receive and disburse funds from all Auxiliary fund raisers.
4. The Treasurer shall pay all the expenses incurred by the Auxiliary in the conduct of its business.
5. The Treasurer shall present a report of all receipts and disbursements at each meeting of the Board of Trustees.

### **D. Recording Secretary**

1. The Recording Secretary shall be a member of the Board of Trustees and of the Executive Committee and shall keep the minutes of the meetings of the Auxiliary, its Board of Trustees and the Executive Committee.
2. The Recording Secretary shall preserve the records of the Auxiliary.
3. The Recording Secretary shall sign, with the President, any contracts, instruments and obligations authorized by the Auxiliary Board of Trustees.

### **E. Corresponding Secretary**

1. The Corresponding Secretary shall be a member of the Board of Trustees and of the Executive Committee and shall help conduct the authorized mailings of the Auxiliary.
2. The Corresponding Secretary shall conduct correspondence relating to the receipt and disbursements of Twig gifts and funds raised by the Auxiliary.

3. The Corresponding Secretary shall conduct correspondence as requested by the Co-Presidents and the Treasurer.

### **SECTION 3 Election of Officers**

- A. The Nominating Committee, or in its absence, the Auxiliary Board of Trustees, shall annually prepare a single slate of candidates for the Executive Officer positions to be filled. Suggested nominations for these positions shall be received by the Nominating Committee from the Board of Trustees and the membership throughout the year. From these suggestions, and as a result of its own deliberations, the nominating Committee shall submit a slate of candidates at the Annual Meeting.
- B. At least one month prior to the Annual Meeting, the Nominating Committee shall announce the slate of candidates at a meeting of the Board of Trustees, notify all Auxilians by email and, if the publication schedule allows, by publishing a list of candidates in the Auxiliary newsletter *The Pulse*, and post said list on the Auxiliary website.
- C. Independent nominations, with the consent of the nominee, may be submitted to the Nominating Committee by a petition which is signed by at least five members of the Auxiliary. Said nominations must be received by the Nominating Committee and posted on the Auxiliary bulletin board at least two weeks prior to the Annual Meeting. The Nominating Committee shall present any such nominees along with its own slate to the membership at the Annual Meeting for election.
- D. The nominees receiving a majority of votes of those present at the Annual Meeting shall be elected, and shall take office at the June meeting of the Auxiliary Board of Trustees.

### **SECTION 4 Term of Office**

- A. **The Co-Presidents shall be elected to serve for a term of two years, and each shall be eligible for election to that office for an additional one-year term. Having served as Co-President for a full three years, either one of said Co-Presidents is barred from re-election as President for a period of two years.** The Co-Vice Presidents, the Treasurer, the Recording Secretary and Corresponding Secretary shall be elected to serve for a term of two years and may be re-elected for one additional term of two years in the same office, or until a successor has been elected.

## **ARTICLE VIII COMMITTEES**

### **SECTION 1 Standing Committees**

- A. **The Standing Committees shall consist of: Art at Overlook, Bylaws, Communications, Computer/Website, Events, Gift Shop Liaison, Junior Twig Liaison, Membership, Nominating, and Public Relations & Publicity. The Standing Committee Chairpersons shall be voting members of the Overlook Auxiliary Board of Trustees.**
- B. **Election**  
The Nominating Committee shall present a single slate of candidates for the Standing Committee offices to be filled in accordance with the procedures outlined in Article VII Section 3, and the Auxiliary membership shall cast its vote at the Annual Meeting.
- C. **Term of Office**  
The Standing Committee Chairmen and Treasurers shall be elected to serve a two year term of office, for as many terms as they are willing to serve.
- D. Each Chairman of a Standing Committee may appoint a Vice Chairman, who shall assume their duties at the request of or in the absence of the Chairman.
- E. The Treasurers and Assistant Treasurers of the Standing Committees are authorized to receive and disburse funds in carrying out their regular business. Each Treasurer shall submit a monthly report of receipts and disbursements to the General Treasurer and an annual report as of December 31 for the purpose of an audit.
- F. Vice Chairmen and Assistant Treasurers will have no vote on the Board of Trustees.

**SECTION 2 Special Committees**

- A. The Co-Presidents shall have the power to appoint or discontinue Special Committees, with the approval of the Board of Trustees, and shall appoint the Chairmen of any Special Committees.
- B. Chairmen of Special Committees will have no vote on the Board of Trustees.

**SECTION 3 Finance Committee**

- A. The Finance Committee shall consist of the Treasurer as Chairman, the Co-Vice Presidents, the Events Chairman, the Chairman and Treasurers of fund-raising committees, and the Co-Presidents as *ex officio*.
- B. The Finance Committee shall serve as the Budget Committee and as advisor to all fund-raising committees.
- C. The fiscal year of the Auxiliary shall be the calendar year.  
Checks on the General Account shall be signed by the Treasurer or either of the Co-Presidents. Checks on funds of Standing Committees shall be signed by the Chairmen or Treasurers of the Committees.
- D. There shall be an annual audit of the books of the Auxiliary.

**SECTION 4 Nominating Committee**

- A. Election
  - 1. The Nominating Committee shall consist of a Chairman and no more than four members, as well as the immediate past President(s) of the Auxiliary and the immediate past Chairman of the Nominating Committee as voting *ex officios*.
  - 2. The Chairman of the Nominating Committee shall serve for a term of one year, and shall be eligible for re-election to one additional one year term.
  - 3. Suggested nominations for members of the Nominating Committee shall be received by the Nominating Committee from the Board of Trustees and the membership throughout the year, in accordance with the procedures outlined in Article VII Section 3. The Auxiliary membership shall cast its vote at the Annual Meeting.
  - 4. If a vacancy occurs among the members of the Nominating Committee, it shall be filled in the same manner as a vacancy on the Board of Trustees, as provided in Article V Section 5 of these Bylaws. If the immediate past President(s) of the Auxiliary or the past Chairman of the Nominating Committee are unable to serve, the most recent available past President of the Auxiliary and past Chairman of the Nominating Committee may serve. If the vacancy cannot be filled in the above manner, the Board of Trustees shall elect a replacement.
- B. Duties
  - 1. The Nominating Committee shall annually prepare a single slate for each Executive Office, Standing Committee Chairmen and Standing Committee Treasurers, and Nominating Committee positions to be filled, in accordance with the procedures outlined in Article VII Section 3. The Auxiliary membership shall vote on this slate at the Annual Meeting.

**ARTICLE IX  
TWIGS**

**SECTION 1** Twigs shall consist of volunteer groups of members of the Auxiliary, whose objective shall be to render some form of service, including fundraising, to Overlook Medical Center.

**SECTION 2** Twigs shall be subject to the Bylaws of the Auxiliary and to such Standing Rules as may be approved by the Board of Trustees.

**SECTION 3** Monies raised by any Twig shall be used only for approved expenses or for donations to Overlook Auxiliary through the Treasurer.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

The rules contained in “Robert’s Rules of Order, Newly Revised” shall govern the Auxiliary in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**ARTICLE XI  
AMENDMENT TO THE BYLAWS**

Proposed amendment(s) must first be submitted for approval to the Board of Trustees of the Auxiliary. Any proposed amendment that effects a structural change to the Auxiliary shall be approved as follows:

- After approval, by the Board of Trustees of the Auxiliary, every member of the Auxiliary shall be notified, at least 15 days prior to the meeting at which a vote on the said amendment is to be taken.
- Notice shall be given of the subject matter of the amendment, the date of the meeting, and the time and place in which the meeting is to be held.
- An affirmative vote of two-thirds of those present shall be required for passage of any amendment. Conforming changes to the Bylaws that do not effect structural changes to the Auxiliary shall be approved by an affirmative two-thirds vote of the Board of Trustees of the Auxiliary without the vote of the membership at large.

**ARTICLE XII  
INDEMNIFICATION**

The Auxiliary shall be governed by the Indemnification Article as written in the Bylaws of the Overlook Medical Center.

**ARTICLE XIII  
DISSOLUTION AND DISTRIBUTION OF ASSETS**

Any dissolution of this Corporation shall be in accordance with the procedure as set forth in N.J.S. 15:1-20 (Title 15, Corporations and Associations Not for Profit).

No member, trustee, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over in the first instance, to a successor corporation or association organized under New Jersey Statutes Title 15, or to Overlook Medical Center, in such competent jurisdiction upon application of the Board of Trustees, exclusively to religious, charitable, scientific, literary or education organizations, provided that in each instance any such recipient would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.