

**BYLAWS OF
THE CANTON-POTSDAM HOSPITAL GUILD, INC.**

Adopted/Amended:
June 1997/March 2005/June 2012/June 2016/October 2016/November 2017

ARTICLE I
NAME AND PURPOSE

Section I The name of the organization shall be The Canton-Potsdam Hospital Guild, Inc.

Section II The purpose of the organization shall be to:

Provide service to Canton-Potsdam Hospital and its patients and to assist in promoting high quality health care to area residents through financial support and community outreach in accordance with goals of this hospital and to operate a gift shop, conduct business activities and sponsor fundraising events.

Section III All resulting monies are to be used for the benefit of the Canton-Potsdam Hospital.

The Fiscal year is January 1 through December 31.

ARTICLE II
MEMBERSHIP

Section I Membership shall be made available to all persons interested in the purpose of the Guild.

Section II The Guild shall conduct an annual membership drive, but persons may enroll as a member at any time.

Section III The membership year is July1 through June 30. Membership dues are a minimum of \$5.00 per person.

Members shall pay annual dues to the corporation and are eligible to vote at the Annual Meeting, hold office in the Guild, and participate actively in service projects.

ARTICLE III
BOARD OF DIRECTORS

- Section I** The Canton-Potsdam Hospital Guild, Inc. shall be governed by a Board of eighteen (18) Directors, each serving a three year term. Directors may succeed themselves.
- Section II** Election of Board Members -
Nominations for the Board of Directors shall be presented by the Nominating Committee of the Board for election at the annual meeting of the Guild. At that time, additional nominations for seats on the Board may be made from the floor. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to office. The term of office shall run from July 1 through June 30. If there is but one (1) nominee for each seat, the secretary shall be directed by the President to cast one (1) elective ballot for the slate.
- Section III** **Election of Officers**
At the May meeting of the Board of Directors the Nominating Committee shall present the slate of officers for election by the Board of Directors. Additional nominations may be made by other Directors at that time. Officers of the Board of Directors shall consist of a president, a vice-president, a secretary, and a treasurer. Term of office shall be one year, July 1 through June 30. Officers may succeed themselves in the same or different office.
- Section IV** The unexcused absence of an elected director for three (3) consecutive meetings shall be considered an automatic resignation to be accepted by the Board of Directors at the following meeting. That director shall be contacted prior to the meeting at which the resignation will be considered by the Board. In the event of a resignation, the Board shall proceed at once to appoint an interim Director to serve the remainder of the term vacated.
- Section V** A representative to the Canton-Potsdam Hospital Board shall be a member appointed by the Board of Directors for a term of three (3) years when necessary. This appointee shall be a member or a former member of the Board of Directors.
- Section VI** Vacancies in any office or seat on the Board of Directors may be filled by the Board of Directors. The Board will nominate and elect individuals to serve for the remaining part of the year. At the next election, nominees will be elected to serve any unexpired terms. A vacancy in any office should be filled by a member of the Board of Directors.

Section VII The Board of Directors shall appoint a manager of the Hospital Gift Shop. The manager(s) reports to and serves at the pleasure of the Board.

ARTICLE IV
MEETINGS

Section I The annual meeting of the membership of the Canton-Potsdam Hospital Guild, Inc. shall be held in June, preceded by a published notice at least two (2) weeks in advance of the meeting. A quorum at any meeting of the membership shall consist of 10% of the total number of members.

Section II The Board of Directors shall meet monthly, except for two months to be determined by the Board of Directors to administer the business of the Guild. A quorum shall consist of a simple majority of the Board members to transact business. The President or any three (3) other members may call special meetings of the Board of Directors at any time.

ARTICLE V
DUTIES OF THE OFFICERS

Section I The President shall be the chief executive officer of the Guild and shall preside at all meetings of the Guild and of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall appoint the chairpersons of all committees, subject to approval of the Board of Directors. As per President suggestions, reports on the activities of the Guild shall be provided to the Hospital Board of Directors on an as needed basis via the Guild's Hospital Board representative. The President shall prepare and publish a newsletter to the membership at least once a year.

Section II The Vice President shall act as aide to the President, shall perform the duties of the President in the absence or disability of that officer, and shall succeed to the office of President if that office becomes vacant.

Section III The Secretary shall keep an accurate record of the proceedings of all meetings of the Guild and its Board of Directors. The records shall at all times be open to reasonable inspection by any member of the Guild. In the absence of the secretary, the President shall appoint a temporary secretary.

Section IV The treasurer shall be responsible for all funds of the Corporation; shall see that a full and accurate account of receipts and expenditures is maintained; shall oversee disbursements as authorized by the Corporation of the Board of Directors; shall present an itemized listing of all receipts and disbursements at the monthly meeting of the Board of Directors; and supply information as requested by the members of the Board of Directors.

Committee treasurers shall provide monthly accountings of receipts and expenditures and detailed annual reports to the Treasurer.

The Board, at their discretion, may appoint an accountant to assist the treasurer in maintaining accounts and preparation of quarterly and annual reports as required by law.

The Treasurer's accounts shall be examined by an auditor annually. The auditor shall be appointed by the Board of Directors and shall not be a member of the Canton-Potsdam Hospital Guild, Inc.

The Treasurer and any assistants shall be covered by an appropriate insurance bond.

Section V All officers shall perform the duties prescribed in the parliamentary authority and those that may be assigned from time to time. All officers, except the Treasurer, shall deliver to their successors, all official materials not later than July 10. The Treasurer shall retain such materials as needed for completion of the necessary tax returns, and shall deliver all other materials to the successor Treasurer as soon as possible after July 10.

ARTICLE VI ***COMMITTEES***

Section I The Board of Directors shall appoint from their membership each year the chairpersons of the following Standing Committees:
Gift Shop, Nominating, Membership, Publicity and Legislative.

The Board of Directors may appoint Chairpersons for additional committees as may be deemed necessary for the administration of continuing projects.

The Hospital Board representative shall report to the board at each monthly meeting under the business of Standing Committees.

Section II The term of each chairperson and each committee member shall be for one year, and those persons may be reappointed to that position during their term on the Board of Directors.

Section III Special Committees may be appointed for specific projects by the Board of Directors for which chairpersons need not be members of the Board.

ARTICLE VII
PARLIAMENTARY AUTHORITY

Section I All meetings shall be conducted in accord with Robert's Rules of Order, revised in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this organization.

ARTICLE VIII
AMENDMENTS

Section I The Board of Directors has the authority to adopt, amend or repeal these bylaws by an affirmative vote of the Board of Directors of the Corporation at any regularly scheduled meeting. If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of directors the bylaw so adopted, amended or repealed together with a concise statement of the changes made.