ARTICLE I – CORPORATION

Section 1. CORPORATE NAME

The name of this corporation shall be Auxiliary of Northwestern Medicine Central DuPage and Delnor Hospitals (the "Auxiliary"), an Illinois not-for-profit corporation.

Section 2. CORPORATE PURPOSE

a. Notwithstanding anything to the contrary in these Bylaws, the Auxiliary is organized and at all times shall be operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Internal Revenue law of the United States of America (the "Code").

b. Subject to the other restrictions contained in this Section 2, the objectives and purposes of the Auxiliary are:

i. to stimulate public interest in Central DuPage Hospital Association and/or Delnor Community Hospital (each a "Hospital" and collectively the "Hospitals"), each of which is an Illinois not-for-profit corporation that has been recognized as exempt from federal income taxation under Code Section 501(c)(3) and classified as a public charity pursuant to Code Section 509(a)(3), by acting as an auxiliary for such Hospitals;

ii. to provide philanthropic support for projects, programs, equipment, services, and/or initiatives of the Hospitals;

iii. to provide financial assistance for the improvement of the health, safety, wellness, and general welfare of individuals within the communities and region served by the Hospitals;
iv. to raise funds from the public and other sources to further the purposes of the Hospitals and such other of their affiliated organizations as are exempt from federal income taxation under Code Section 501(c)(3); to receive and maintain such funds; and to expend principal and income therefrom in support of or in furtherance of the Code Section 501(c)(3) purposes of the Hospitals and such other organizations;

v. to aid and promote the care of the sick, aged and helpless, as well as education and scientific research in the advancement of knowledge relating to the discovery, prevention, and treatment of disease;

vi. to support health care education through the provision of scholarships for individuals within the communities served by the Hospitals;

vii. to support the operation of gift shops within the Hospitals' facilities for the convenience of the Hospitals' patients and employees and the improvement of the physical comfort and mental well-being of the Hospitals' patients, with the proceeds from such operations flowing to the Corporation to use in furtherance of its charitable and other Code Section 501(c)(3) purposes;

viii. to support the operation of thrift stores or resale shops for the sale of merchandise contributed to the Corporation, the Hospitals, or any of their affiliates, with the proceeds from such operations flowing to the Corporation to use in furtherance of its charitable and other Code Section 501(c)(3) purposes;

ix. to assist, financially and otherwise, other organizations that are recognized as organizations exempt from federal taxation within the meaning of Code Section 501(c)(3); and

x. to assist and engage in all activities that serve other charitable or educational purposes, are permitted by the Act, and are permitted to be carried on by an organization exempt from federal income taxation under Code Section 501(c)(3).
ARTICLE II – MEMBERSHIP

Section 1. MEMBERSHIP QUALIFICATIONS

Membership shall be open to all who are interested in the work of Central DuPage and Delnor Hospitals and who complete the requirements for becoming members, as established by the Executive Board from time to time. There will be no discrimination because of age, gender, race, creed, color, sexual orientation, disability or national origin, to become a member or officer.

Section 2. CLASSES OF MEMBERSHIP

There shall be three (3) classes of Auxiliary membership; Active, Honorary and Life (Charter), as follows:

a. Active. Active members of the Auxiliary are expected to:

   i. Participate in at least one committee or subcommittee supporting the Auxiliary’s fundraising efforts or actively volunteer in the Auxiliary shops; and

   ii. Financially support events through the purchase of ticket(s) to the Annual Fashion Show and additional fundraising events, when possible.

b. Honorary. Honorary members are members who support the Auxiliary but are unable to work as Active members. They are recognized for their outstanding interest in and service to the Auxiliary. They will be invited to all Auxiliary events, including General and Special meetings, will receive periodic notification of Auxiliary activities. Honorary members are permitted to become Active members at any time they choose.

c. Life (Charter).

   i. Life (Charter) members are those members who have achieved the status of Life (Charter) as of the date of incorporation.

   ii. Subject to the approval of the Executive Board, a person may become a Life (Charter) Member by indicating their desire to do so.
and by making a monetary contribution of $1,000 to the Auxiliary.

iii. Life(Charter) members are recognized for their outstanding interest in and service to the Auxiliary. They will be invited to all Auxiliary events, including General and Special meetings, and will receive periodic notification of Auxiliary activities.

iv. Subject to the approval of the Executive Board, Life (Charter) members are permitted to become Active members at any time they choose.

Section 3. MEMBERSHIP PRIVILEGES

a. Every member in good standing shall have the right to vote on any matters as to which members have voting rights under the Illinois General Not-for-Profit Corporation Act of 1986, as amended (the "Act"), under the Articles or these Bylaws, as the same may be amended and/or restated from time to time (the "Bylaws"), or under the Standing Rules or other policies of the Auxiliary; to participate in general meetings of the members; and to hold office in the Auxiliary.

b. The Executive Board shall, with careful consideration and by at least a two-thirds (2/3) majority vote, have the right to suspend any individual’s membership when that membership has been abused or desecrated.

Section 4. DUES

The amount of dues, if any, shall be determined by the Executive Board.

ARTICLE III – FISCAL YEAR AND MEETINGS

Section 1. FISCAL YEAR

The fiscal year shall commence on September 1 and shall end on August 31 of each calendar year.
Section 2. ANNUAL AND SPECIAL MEETINGS

a. The annual meeting of the members shall be held in August at a time and place to be determined by the Executive Board, unless otherwise changed by the Executive Board by at least a two-thirds (2/3) majority vote. Its purpose is presentation of annual reports to the membership, consideration of any necessary business, and election and installation of officers. In the event the annual meeting date is changed, elected officers shall serve until their successors are elected.

b. A special meeting of the members may be called by the President or by the Executive Board. The purpose of a special meeting will be to address the issue or issues specified in the notice of such meeting.

c. All members in good standing shall receive written notice at least two (2) weeks in advance of the annual meeting or a special meeting, or by such greater time as may be required by the Act, as applicable.

Section 3. QUORUM

The presence of five percent (5%) of the current membership at a properly noticed meeting shall constitute a quorum of the Auxiliary.

ARTICLE IV – EXECUTIVE BOARD

Section 1. AUTHORITY

The business, property, affairs, and funds of the Corporation shall be managed, supervised, and controlled by its board of directors, which shall be known as the Executive Board. The Executive Board of the Auxiliary shall have charge over all activities conducted or sponsored by the Auxiliary. The Executive Board shall have the authority to decide and carry out the activities of the Auxiliary in accordance with these Bylaws.

Section 2. COMPOSITION

a. The voting members of the Executive Board shall be the elected officers of the Auxiliary
b. The following individuals shall be invited guests to the meetings of the Executive Board:

i. The Northwestern Memorial Foundation Vice President or his or her designee

ii. The Volunteer Director and the Managers of Volunteer Services of each Hospital (collectively, the "Volunteer Managers");

iii. The Managers of the Retail Shops; and

iv. The Immediate Past President.

As invited guests, these individuals shall not be members of the Executive Board (ex officio or otherwise) and shall not have voting rights.

Section 3. ORGANIZATION

There shall be a division of activities, which shall be assigned to the supervision of the elected officers. The chairpersons of the Standing Committees shall carry out the activities enumerated in these Bylaws and in the Standing Rules.

Section 4. MEETINGS AND QUORUM

a. There shall be not less than four (4) regular meetings held of the Executive Board during each fiscal year. The first quarterly meeting after the annual meeting of the members shall be designated as the annual meeting of the Executive Board.

b. A special meeting of the Executive Board may be called by the President or by the Executive Board. The purpose of a special meeting will be to address the issue or issues specified in the notice of such meeting.

c. For all meetings of the Executive Board, a quorum shall be a majority of the voting members of the Executive Board then serving, including at least half of the elected officers, who shall be present in person or by telephonic or other electronic means by which every person attending the meeting may hear each other person attending the meeting.

Section 5. CONFLICT OF INTEREST POLICY
The Executive Board shall maintain a Conflict of Interest Policy.

Section 6. COMPENSATION

No member of the Executive Board shall receive monetary compensation for his/her work for the Auxiliary.

ARTICLE V – OFFICERS, TERMS OF OFFICE AND DUTIES

Section 1. OFFICERS

The officers of the Auxiliary shall be President, President-Elect, Vice Presidents as provided in the Standing Rules, Correspondence Secretary, Recording Secretary, and Treasurer. To be eligible to be elected an officer, an individual must be a member in good standing of the Auxiliary.

Section 2. TERMS OF OFFICE

a. The term of office of the President-Elect shall be one (1) year, thereafter the President-Elect takes on the office of President.

b. The term of office of the President shall be two (2) years.

c. The President, after completing the two-year term, will be recognized as Immediate Past President until the end of the term of office of his or her successor as President and is encouraged to attend meetings of the Executive Board as an advisor (without vote) for one year.

d. Vice Presidents, Correspondence and Recording Secretaries and Treasurer shall serve for a term of two (2) years.

e. The President-Elect, Vice President Community Relations, Vice President Scholarships (formerly Operations), Correspondence Secretary and Treasurer shall be elected during even-numbered years. The Vice President Communications, Vice President Special Events (formerly Hospitality), Vice President Membership, Vice President Hospital Events (formerly Seasonal Events) and Recording Secretary shall be elected during odd-numbered years. Any newly created Vice-President position
shall be appointed as needed by the Executive Board and thereafter elected on even years.

f. No officers shall serve for more than two (2) consecutive terms in the same office.

Section 3. VACANCIES

a. In case of a vacancy in the office of President, the Immediate Past President shall fill the unexpired term. When the Immediate Past President is unable to do so, a Past President in order of succession shall fill the vacancy.

b. Action of the Executive Board upon recommendation from the Nominating Committee fills a vacancy in any other office for the complete term of that office.

Section 4. DUTIES

a. *Duties of the President.* The President shall create the agenda for and preside at all meetings of, the Executive Board; be an *ex officio*, voting member of all committees; appoint chairpersons of Special Committees; be an *ex officio* member of Regional Advisor Council; and have general supervision over all activities of the organization.

b. *Duties of the President-Elect.* The President-Elect shall prepare for the duties of President and automatically become President at the conclusion of business of the next annual meeting of the Auxiliary. The President-Elect shall perform all duties and exercise all powers of the President in the latter’s absence at meetings or events. The President-Elect shall appoint the incoming chairpersons of the Standing Committees. The President-Elect shall be an invited guest to the Regional Advisor Council and a member of the Nominating Committee.

c. *Duties of the Past President(s).* The Past President(s) shall serve on Past Presidents Advisory Committee. The Immediate Past President is encouraged to attend meetings of the Executive Board as an advisor (without vote) for one year. In the case of a vacancy in the office of President, the Immediate Past President shall serve as the President for the unexpired term, subject to the approval of the Executive Board. The Immediate Past President shall be a member of the Nominating Committee.
d. **Duties of the Vice Presidents.** Each Vice President directs and oversees the activities indicated in the job descriptions stated in the Standing Rules.

e. **Duties of the Correspondence Secretary.** The Correspondence Secretary shall send all notices and attend to the correspondence assigned to him/her. The Correspondence Secretary assists with activities of the Standing Committees.

f. **Duties of the Recording Secretary.** The Recording Secretary shall keep an accurate, permanent record of the proceedings of all meetings of the Auxiliary, Executive Board and Administrative Committee. Notice of each scheduled meeting along with the prior meeting minutes shall be sent to the Executive Board members at least two (2) weeks before the scheduled meeting. The Recording Secretary will send notices or contact the appropriate members for any special meeting of the Auxiliary, Executive Board, and Administrative Committee. The Recording Secretary shall serve as Parliamentarian.

g. **Duties of the Treasurer.** The Treasurer shall be the chief fiscal officer of the Auxiliary. The Treasurer shall monitor all funds paid to the Auxiliary and ensure that such funds are deposited in such banks as the Executive Board may designate. The Treasurer shall pay all bills for the Auxiliary after the officer or the chairperson of the committee incurring the bill has approved these bills for payment. The Treasurer shall keep records of and monitor investments of the Auxiliary as determined by the Finance Committee. The books shall be open at all times for examination or audit. The Treasurer shall render an annual report to the Auxiliary. A qualified person appointed and approved by the Executive Board, shall audit the books. An outgoing Treasurer shall, within one (1) month, turn over to the incoming Treasurer whatever money, vouchers, and records the Treasurer may have custody of. The Treasurer also serves as chairperson of the Finance Committee.

Section 5. INDEMNIFICATION AND INSURANCE

The Auxiliary shall indemnify any Executive Board member to the full extent authorized under the Act. The indemnification provided hereby shall not be deemed exclusive of any other right to which anyone seeking indemnification
thereunder may be entitled under any bylaw, agreement, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. The Auxiliary may purchase and maintain insurance on the behalf of any officer, agent, employee or former officer or other person, against any liability asserted against them and incurred by him/her.

ARTICLE VI – COMMITTEES – DUTIES AND POWERS

Section 1. TERMS OF OFFICE

a. Standing Committee Chairpersons shall serve a term of one (1) year, unless otherwise stated in the Bylaws or Job Description, and are selected by the appropriate Vice President.

b. Special Committee Chairpersons are selected by the President and shall serve until their specific assignment is completed.

c. Committee chairpersons, with the exception of Finance Committee and Nominating Committee, shall select the members of their committees after consulting their directing Vice President.

d. Standing Committees may be created or disbanded as necessary at the discretion of the Executive Board.

Section 2. STANDING COMMITTEES

The Standing Committees of the Auxiliary shall be Administrative, Finance, Nominating, Past Presidents Advisory, and any others provided for in the Standing Rules. Subject to the Act, each committee shall have the responsibilities and authority specified in these Bylaws.

a. Administrative Committee. The Administrative Committee shall consist of all elected officers and the President shall be the chairperson. It shall have and may exercise all the powers of the Executive Board between meetings of the Executive Board, to the extent permitted by the Act and these Bylaws. Any action taken shall not conflict with the Standing Rules and express wishes of the Executive Board. It shall report all its actions to the Executive Board no later than the next meeting of the Executive Board. The Administrative Committee shall meet annually before
the end of the fiscal year to review Standing Rules and Job Descriptions with all officers and to make plans for the coming year. Subcommittees of the Administrative Committee are Long Range Planning (President-Elect chair) and Short Range Planning (President chair). The Administrative Committee also shall oversee the retention of records of the Auxiliary.

b.  *Finance Committee.* The Treasurer shall be chairperson of the Finance Committee. The committee shall consist of the Treasurer, President and President–Elect. It shall be the duty of the Finance Committee to stay informed regarding the financial status of the Auxiliary, to advise the Executive Board in regard to investments and disbursements of funds, and to prepare an annual budget for adoption by the Auxiliary. Meetings of the Finance Committee may be called at the Treasurer’s discretion.

c.  *Nominating Committee.* The Vice President of Membership shall be Chairperson, and the committee shall consist of the President–Elect, Immediate Past President, and three (3) at large members generally representative of communities served to be elected at the annual meeting. The Volunteer Managers(s) shall be ex-officio member(s) (no vote). The Chairperson, with the approval of the Executive Board may appoint additional members, if necessary.

The Nominating Committee shall prepare a slate of nominees for the Auxiliary Officers and other incoming committee members. These nominations shall be presented to the Executive Board for approval and posted at least thirty (30) days before the annual meeting. The Nominating Committee shall function throughout the year naming candidates for any vacancies which may occur in the elected officers pursuant to these Bylaws, and submit its recommendations to the Executive Board to fill the unexpired terms of office.

d.  *Past Presidents Advisory Committee.* The Past Presidents Advisory Committee shall consist of all past presidents willing to continue service to the Auxiliary. Meetings shall be convened on an as needed basis and shall serve to further advise the Executive Board as requested.
ARTICLE VII – FUNDS

Section 1. DISPOSITION

a. Budget. The Executive Board shall approve an annual operating budget at the annual meeting. Auxiliary funds shall be expended only in the manner approved by the Executive Board of the Auxiliary in the annual budget. An expenditure of five hundred dollars ($500.00) or greater not included in the annual budget requires prior approval by the Executive Board of the Auxiliary.

b. Expenditures. The categories of expenditures are as follows:

   i. Pledge
   
   ii. Scholarships
   
   iii. Operational Expenses

Section 2. CONTRACTS

All documents (contracts, leases, or any legal paper involving the Auxiliary) made, accepted, or executed by the Auxiliary must first be reviewed by legal counsel and then shall be signed by one (1) elected officer.

Section 3. CHECKS

All checks, drafts, or other orders for the payment of Auxiliary funds shall be made consistent with and according to the Standing Rules. Checks must have two signatures, that of the Treasurer and the President. In the event the Treasurer or President is unavailable, the President-Elect may provide the second signature on checks for payment.

Section 4. DEPOSITS

All Auxiliary funds shall be deposited within 10 days of receipt into such banks or depositories as the Executive Board may select.
ARTICLE VIII – BYLAWS AND STANDING RULES

Section 1. BYLAW REVIEW

These Bylaws shall be reviewed as needed by the Executive Board.

Section 2. BYLAW AMENDMENTS AND APPROVALS

Bylaws of the Auxiliary may be altered, repealed, or amended, upon the majority approval of the Executive Board, and then shall become effective immediately or at the date and time specified by the Executive Board, if later.

Section 3. STANDING RULES REVIEW

The Administrative Committee shall review the Standing Rules biannually during even-numbered years and make changes as needed.

Section 4. STANDING RULES AMENDMENTS AND APPROVALS

Standing Rules of the Auxiliary may be altered, repealed, or amended upon the majority approval of the Executive Board.

Section 5. PARLIAMENTARY AUTHORITY

a. The rules contained in Roberts Rules of Order (Revised) shall govern the Auxiliary in all cases to which they are applicable, if they are not inconsistent with the Bylaws of the Auxiliary.

b. The Recording Secretary shall serve as Parliamentarian.

Certification

The undersigned officer of the Corporation hereby certifies that these Bylaws became effective on the ___ day of __________, 2017.

[Name], [Title]