

**Grand River Hospital District Volunteers Association
By-Laws**

Revised August 3, 2011

Revised June 5, 2013

Revised June 7, 2017

These by-laws were revised and adopted by the GRHDVA
and shall supersede and render void any previous by-laws.

**Article I
Name**

The name of this organization shall be the Grand River Hospital District Volunteers Association, Inc., hereafter referred to as "GRHDVA."

**Article II
Purpose**

The purpose of this organization shall be to render service and contributions to the Grand River Hospital District and its patients and to assist Grand River Hospital District in promoting the health and welfare of its communities in accordance with objectives established by the District.

- a. GRHDVA is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by the organization exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

Article III Membership

Section 1 Members

Membership in GRHDVA shall be open to any person who is interested in supporting Grand River Hospital District. All members shall adhere to the Volunteer Policies. There shall be two categories of membership: (1) Associate Member, and (2) Voting Member.

- a. **Associate Members:** All volunteers registered with Grand River Hospital District Volunteer Services Department shall be members of the GRHDVA.
- b. **Voting Members:** Any member in good standing may have the right to vote, to participate in all meetings, and hold office in the GRHDVA. A member in good standing is one who has properly completed an application for membership and paid dues. The GRHDVA Board of Directors hereto after referred to as the Board shall establish the dues amount. Annual dues shall be paid on a calendar year.
- c. **Friends of GRHDVA:** Any past member, who would like to receive mailings and stay in touch.

Section 2 Membership Participation

- a. Membership participation may be demonstrated by the following (1) volunteer service, (2) monetary contribution, or (3) special event participation.
- b. The GRHDVA may conduct fundraising efforts to raise funds for their stated mission and goals. Annual donations may be solicited from its members, as well as other fundraising activities. All fundraising activity participation is at the discretion of the GRHDVA member.
- c. Donations and other payments made to the GRHDVA by members shall not be subject to refund.

Section 3 Membership Meetings

- a. The annual meeting of GRHDVA members shall be held in December of each year for the election of officers and to conduct such business as may properly come before the meeting. Each member shall be notified of said meeting.
- b. The GRHDVA members may meet in regular session as least once a year in addition to the annual meeting for annual reports and other such business as may properly come before the GRHDVA. Members present shall constitute a quorum.

- c. The President, Director of Volunteer Services, and/or Board of Directors shall determine the time and place of the meetings. Notice of any meeting of the GRHDVA membership shall be mailed to the members not less than ten days in advance of such meeting.

Section 4 Termination of Membership
The Board of Directors may remove a member at any time, with or without cause by majority vote.

Article IV Officers

To be eligible to serve as an officer, a candidate must be a GRHDVA member in good standing for at least six (6) months. The officers shall be President, Vice President, Treasurer, and Secretary. All officers shall serve two years in their respective offices. Newly elected officers shall take office immediately after the annual meeting.

Article V Duties of Officers

- Section 1 The President shall serve as chairperson of the GRHDVA's Board of Directors and as the GRHDVA's representative to the hospital and shall have supervision of the general management of the GRHDVA. The President shall appoint, with the assistance of the Executive Committee, the chairpersons of all standing committee as may be established, and shall be an ex-officio member of all standing committees of the GRHDVA.
- Section 2 The Vice President shall in the absence of the President, perform the duties of that office and shall provide support for the President.
- Section 3 The Treasurer shall keep a detailed account of the receipts and expenditures, shall be authorized to deposit funds in a bank in the name of the GRHDVA; shall keep a record of all paid members; shall submit a written report at each Board of Director meeting and at the Annual Meeting; and shall perform other duties as assigned by the President.
- Section 4 The Secretary shall be responsible for the minutes and attendance records for all meetings, except such records as specifically assigned to others, e.g. committee meetings, and shall be the custodian of all reports and records. The Secretary shall work with the Director of Volunteer Services (hereafter referred to as the "DVS") on correspondence of the GRHDVA.

Article VI Board of Directors

- Section 1 The Board of Directors of the GRHDVA shall consist of the four (4) Officers of the GRHDVA, the chairpersons of all the standing committees, the immediate Past President, and any at large members as elected or appointed by the Board. The Board shall not exceed nine members. The Director of Volunteer Services shall be an ex-officio non-voting member of the Board of Directors and all Committees.
- Section 2 All actions of the GRHDVA's Board of Directors are subject to approval of the District's Director of Volunteer Services. Within the above limitations, the Board of Directors shall be empowered to manage and control the property and funds of the GRHDVA on behalf of the GRHDVA membership and in a manner consistent with these by-laws.
- Section 3 The President shall report at each regular meeting of the GRHDVA membership on GRHDVA Board actions taken subsequent to the last general meeting.
- Section 4 Regular meetings of the Board shall be held once a month, except as otherwise determined by the Board, at such time and place as the Board and/or the President may determine. Special meetings of the Board may be held at any time and place determined by the President and, in addition, shall be called when requested in writing by not fewer than one-third of the members of the Board.
- Section 5 The voting members/attending members shall constitute a quorum for the transaction of business at any Board meeting which has had all Board members invited to attend.
- Section 6 The Board of Directors may remove an officer at any time, with or without cause by majority vote. Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of the notice. The acceptance of the resignation shall not be necessary to make it effective.
- Section 7 Unexpected vacancies in the officers due to resignation, death, or removal shall be filled by the Board of Directors for the balance of the term of the office being replaced.

Article VII Committees

- Section 1 **Executive Committee**
The Executive Committee shall consist of the President, Vice-president, Treasurer, and Secretary. The President is the Chair of the Executive Committee. The Executive Committee is empowered to act for the

membership on all matters properly within the jurisdiction of the Board which the President determines cannot be held over until the next Board meeting. All actions of the Executive Committee shall be reported to the Board at the next regular meeting.

Section 2 Nominating Committee

- a. The Nominating Committee shall consist of a chairperson and two members appointed by the President at the October meeting of an election year. The nominations will be presented at the November meeting, with a call for nominations from the floor. The nominations will be closed following the call.
- b. The chairperson of the Nominating Committee shall be the immediate Past President of the GRHDVA. If the immediate Past President is unable or unwilling to serve, the President shall be authorized to appoint a chairperson with the assistance of the Executive Committee.
- c. The Nominating Committee shall submit to the membership at the annual meeting a slate of officers for the ensuing term and election by dues paying members will be conducted by paper ballot.

Section 3 Standing Committees

- a. The standing committees of the GRHDVA shall be authorized, created and terminated by the Board of Directors according to the needs of the GRHDVA. Each standing committee shall be named and described and its responsibilities delineate by the Board of Directors.
- b. The President shall appoint, with the assistance of the executive committee, the chairpersons of all standing committees. These chairpersons, upon appointment by the President, become members of the Board of Directors.
- c. Each standing committee chairperson, after conferring with the President, shall appoint members of that committee and may designate one of the members to serve as vice-chairperson.
- d. The chairperson of each standing committee shall file a summary report on the activities of the committee with the GRHDVA at least annually.

Section 4 Ad Hoc Committees

- a. Ad hoc committees may be authorized for specific tasks when need has been determined by the Board of Directors. At the time an ad hoc committee is established, the Board shall specify the purpose and responsibilities of the committee.

- b. The President shall appoint, with the assistance of the executive committee, the chairperson and members of any ad hoc committee at the time of its authorization by the Board. Membership on an ad hoc committee need not be restricted to GRHDVA members.
- c. An ad hoc committee shall be terminated automatically when its assigned task is completed or at the direction of the Board of Directors.

**Article VIII
Finance Committee**

- Section 1 All monies or funds received or expended by the GRHDVA shall be duly entered in the treasurer's records.
- Section 2 All expenditures shall be solely for the benefit of Grand River Hospital district or the GRHDVA and must be approved by the Board of Directors.
- Section 3 All contracts made, accepted, or executed by the GRHDVA shall be signed by the President or by the authorized representative(s) and countersigned by the Director of Volunteer Services.
- Section 4 All bank accounts of the GRHDVA shall be established by the Board of Directors.
- Section 5 The President, Treasurer, Gift Shop Manager, and Director of Volunteer Services shall be authorized persons to sign GRHDVA checks. Checks shall require two signatures.
- Section 6 The Director of Volunteer Services shall have access to all financial records and accounts, which shall be retained in the office of the Director of Volunteer Services.
- Section 7 An internal audit shall be completed in accordance with GRHDVA audit procedures by three people designated by the President in January after the end-of-year financials are complete and before the financials are filed with the IRS.

**Article IX
Fiscal Year**

The fiscal year shall commence January 1 and shall end December 31.

**Article X
Parliamentary Authority**

Parliamentary authority for the GRHDVA shall be *Robert's Rules of Order, Newly Revised*. The President may appoint a parliamentarian as necessary.


**Article XI
Approval and Adoption**

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 GRHDVA, provided that a notice of the proposed alterations, repeal, or amendment is contained in the notice of such meeting, which has been mailed not less than fourteen (14) days in advance of the meeting. No amendment to the by-laws shall become effective until approved by the Director of Volunteer Services.

**Article XI
Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

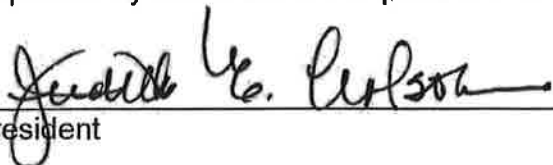
Approved by Grand River Hospital District:



Chief Executive Officer

6/13/2017
Date

Approved by Grand River Hospital District Volunteers Association:



President

June 7, 2017
Date



Director of Volunteer Services

6/7/17
Date

