ARTICLE I
NAME

Section 1. The name of this organization shall be The Auxiliary to the Isabella McCosh Infirmary of Princeton University (hereinafter “The Auxiliary”). The Auxiliary has tax-exempt status under Federal Law as a public charity pursuant to 501(c)(3), described in Section 509(a)(3) of the Internal Revenue Code, as amended. The Auxiliary is an unincorporated organization.

ARTICLE II
PURPOSE

Section 1. The purpose of The Auxiliary is to partner with Princeton University Health Services to improve the health and well-being of the students, specifically by increasing awareness of health services on campus, raising and stewarding funds, and working with the staff to promote high quality services and an atmosphere of care and support in all health related areas.

Section 2. The monies raised shall be administered according to the provisions of the By-Laws, Article IV Sections 1 and 2.

ARTICLE III
MEMBERSHIP

Section 1. Membership in The Auxiliary shall be by payment of requisite dues. The term “Member” designates an individual who makes a donation to The Auxiliary.

Section 2. The membership dues shall be payable according to the provisions of Article II of the By-Laws.

Section 3. All Members shall be invited to attend the Annual Meeting of The Auxiliary which directly follows the late spring meeting of the Executive Board.

Section 4. Members shall not have voting privileges.

May 26, 2016
ARTICLE IV
EXECUTIVE BOARD

Section 1. The Executive Board shall conduct all business of The Auxiliary and shall report to the membership at its Annual Meeting.

Section 2. The Executive Board shall consist of not more than 25 nor fewer than 20 individuals, including the Officers of The Auxiliary. Each member of the Executive Board (“Executive Board Members”) shall be expected to attend at least two of the four meetings a year, unless there are extenuating circumstances. Without extenuating circumstances, the seat of that Board member may be declared vacant by the President.

Section 3. Candidates for the Executive Board shall be proposed in writing by an existing Executive Board Member to the Committee on Trustees at any time, but no later than one month prior to the early spring meeting. New candidates shall be nominated by the Committee on Trustees at the early spring Executive Board meeting and elected at the Annual Meeting by a two thirds vote of the Executive Board Members present.

Section 4. Candidates for Emeritus Executive Board member shall be proposed in writing by an existing Executive Board Member to the Committee on Trustees no later than one month prior to the early spring meeting. New candidates shall be nominated by the Committee on Trustees at the early spring Executive Board meeting and elected at the Annual Meeting by a two thirds vote of the Executive Board Members present. The Emeritus Executive Board member (“Emeritus Executive Board Member”) status is awarded to a resigned Executive Board Member who made an extraordinary contribution to The Auxiliary. Emeritus Executive Board Members shall be invited to all meetings and participate in discussions, but have no voting privileges.

ARTICLE V
OFFICERS AND DUTIES

Section 1. The Officers of The Auxiliary shall be nominated by the Committee on Trustees from the Executive Board Members at the early spring meeting of the Executive Board. The Executive Board shall elect Officers by a two thirds vote of the Executive Board Members present. Each Officer shall hold office for a term of three years.

A. President
1. The President shall preside over all meetings of The Auxiliary and the Executive Board.
2. By January of an election year, the President shall request the Committee on Trustees to prepare a slate of officers to be presented at the early spring meeting.

3. The President shall appoint the Chair of all committees.

B. Vice President

1. In the absence of the President, the Vice President shall preside at the Annual Meeting or the meetings of the Executive Board.

2. In the absence of the President, the Vice President shall assume all duties of the President.

3. The Vice President shall be the Chair of the Annual Report/Communications Committee.

C. Treasurer

1. In the absence of the President and the Vice President, the Treasurer shall preside at the Annual Meeting or the meetings of the Executive Board.

2. The Treasurer shall keep the financial accounts of The Auxiliary and file all reports with the Internal Revenue Service and the State of New Jersey.

3. The Treasurer shall report to The Auxiliary at the Annual Meeting and to the Executive Board at the four Executive Board meetings.

4. The accounts of the Treasurer shall be audited by an accredited accountant only when requested by the Executive Board.

D. Assistant Treasurer

1. The Assistant Treasurer shall collect, record, deposit, and acknowledge all dues and contributions to The Auxiliary.

2. The Assistant Treasurer shall be the Chair of the Membership Committee.
E. Secretary

1. The Secretary or a designee shall give notice of all meetings of The Auxiliary and Executive Board and distribute reports before each meeting. The Secretary shall keep the minutes of such meetings and be responsible for archiving past minutes and communications.

Section 2. In case of the vacancy of an Officer, the President, with the approval of a quorum (as defined in Article VI, Section 2) of the Executive Board, shall appoint an Executive Board Member to serve the balance of the unexpired term.

Section 3. The spouse of the President of Princeton University shall be asked to serve as the Honorary President of The Auxiliary. If the spouse agrees to serve in this role, that spouse will become Honorary President Emeritus of the Auxiliary when Emeritus status is awarded to the President of Princeton University.

ARTICLE VI
RULES OF PROCEDURES

Section 1. Meetings

A. Annual Meeting of The Auxiliary

1. The Auxiliary shall hold an Annual Meeting for its membership. If appropriate, the election of new Officers, Executive Board Members, and Emeritus Executive Board Members shall take place at this meeting. The Annual Meeting shall be held in person in Princeton, New Jersey during late spring.

B. Executive Board Meetings

1. The Executive Board shall hold four (4) meetings each year. Those Meetings shall be scheduled in the fall, winter, early spring, and late spring. All meetings of the Executive Board shall be held in person unless a two thirds vote of the Executive Board Members present at an Executive Board meeting determines that a future meeting should be held by other means, pursuant to Article VI, Section 1, B. 2.

2. Pursuant to Article VI, Section 1, B. 1, Executive Board Members may participate in a meeting of the Executive Board by means of conference telephone or any means of electronic communication by which all Executive Board Members participating in the meeting are able to hear each other. During such meetings, voting by Executive Board Members

May 26, 2016
may only take place through a roll call or phone-assisted web portal voting. Voting by email is not permitted.

C. **Special Meetings**

1. Special meetings may be held as provided in the By-Laws. Executive Board Members may participate in a special meeting in person or by means of conference telephone or any means of electronic communication by which all Executive Board Members participating in the meeting are able to hear each other. If not an in-person meeting, voting may only take place through a roll call or phone-assisted web portal voting. Voting by email is not permitted.

### Section 2. Quorum

**A. Quorum for Annual Meeting of The Auxiliary**

1. At the Annual Meeting of The Auxiliary, a minimum of twelve (12) Executive Board Members shall constitute a quorum and shall be necessary to conduct all business of the Auxiliary.

**B. Quorum for Executive Board and Special Meetings**

1. At the meetings of the Executive Board and any Special Meeting, a minimum of twelve (12) Executive Board Members shall constitute a quorum and shall be necessary to conduct all business of the Auxiliary.

### Section 3. Voting

**A. General**

1. Except as otherwise required by law, or stated in this Constitution or the By-Laws of The Auxiliary, all issues to be voted on by The Auxiliary shall be decided by a simple majority of those Executive Board Members present at the meeting at which a quorum is present. No voting on any matter shall occur in the absence of a quorum of the Executive Board Members.

**B. Proxy Voting**

1. Each Executive Board Member may authorize another Executive Board Member to act for the member by proxy at an Executive Board meeting. Every proxy shall be executed in writing in a form agreed to by the Executive Board Members. Every proxy shall be submitted to the Secretary of The Auxiliary at least two weeks prior to the Executive Board
meeting. Every proxy shall be revocable at will. The attendance at any Executive Board meeting of any Executive Board Member who has given a proxy shall not revoke the proxy unless the Executive Board Member shall submit written notice of revocation with the Secretary of The Auxiliary prior to the voting of the proxy.

2. Voting by proxy does not satisfy the attendance requirements for Executive Board Members set forth in Article IV, Section 2. Voting by proxy does not satisfy the requirements for the establishment of a quorum as defined in Article VI, Section 2. Proxy voting is not permitted at any special meeting of the Executive Board.

Section 4. Minutes

A. Annual Meeting Minutes

1. Minutes of the Annual Meeting shall be taken during the Annual Meeting and approved at the following Annual Meeting of The Auxiliary. The minutes shall be circulated at least one (1) week before the next Annual Meeting.

B. Executive Board Minutes

1. Minutes of the Executive Board shall be taken at each meeting and distributed to all Executive Board Members at least one (1) week before the next Executive Board meeting. Minutes of the previous Executive Board meeting shall be approved at the next Executive Board meeting by a two thirds vote of the Executive Board Members present.

ARTICLE VII
AMENDMENTS

Section 1. The Constitution and the By-Laws may be amended or revised at any Annual Meeting of The Auxiliary by a two thirds vote of the Executive Board Members present.

Section 2. Notice of any proposed amendment or revision to the Constitution or the By-Laws shall be sent by the Secretary to each Executive Board Member at least two weeks before the Annual Meeting.