

Johns Hopkins Children's Center

Bylaws

of the

Corporate Advisory Board

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Office of Development

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JOHNS HOPKINS
CHILDREN'S CENTER

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Article I. INTRODUCTION

Section 1.01 NAME

The name of the governing structure is the John Hopkins Children's Center Corporate Advisory Board (hereinafter referred to as the "CAB").

Section 1.02 MISSION

The mission of the Corporate Advisory Board is to increase corporate fundraising for the Johns Hopkins Children's Center (JHCC). Members of the Corporate Advisory Board will offer their expertise, experience, and energy to assist the JHCC Development Team in garnering corporate funds and by using their personal networks to acquire new corporate partners. The CAB will act as ambassadors in the Baltimore/DC region and beyond in furthering the mission of the Johns Hopkins Children's Center:

The Mission of the Johns Hopkins Children's Center is to provide patient- and family-centered health care in a diverse and inclusive environment, to be a leader in innovative research that leads to prevention and effective treatment of childhood diseases, and to train the next generation of leaders in pediatric medicine.

Section 1.03 ABOUT THE JOHNS HOPKINS CHILDREN'S CENTER

As one of the top pediatric hospitals in the country, the Johns Hopkins Children's Center strives to achieve the highest standards of medical care and the best possible healing environment so our sick and injured patients can return home to a healthier future. For almost a century, the Johns Hopkins Children's Center has been a non-profit hospital and has relied on philanthropic support from the community. While many patients travel from across the U.S. and distant countries, more than 80% of the children and families served at the Johns Hopkins Children's Center are from Maryland.

Funds raised benefit the more than 100,000 young patients treated at the Johns Hopkins Children's Center each year, and ensures that our doors stay open for every child and family who walks through them. We also provide children's safety education, health care screenings, and various prevention activities designed to keep countless children safe from injury and out of the hospital. These programs are integral to the quality of care and life for our young patients and their families, and are expansive in breadth and depth.

Article II. MEMBERSHIP

Section 2.01 MEMBERS

The number of CAB members is at least 10 and no more than 25. The CAB reports to the Corporate Relations Team Lead who provides oversight of the CAB and identifies opportunities for corporate engagement.

Section 2.02 ADMISSION

Nominated new members are elected by the CAB during a scheduled CAB meeting with a two thirds majority vote of active members. Members are volunteers who demonstrate knowledge, interest and/or affiliation with Johns Hopkins, the Johns Hopkins Children's Center or children's issues. Members include diverse leaders from various professional fields and areas of expertise, specifically from corporations that support children's causes, participate in the Children's Miracle Network, host third party events, offer corporate fundraising expertise and/or expose the JHCC to expanded corporate relationships. Corporations themselves may indeed be members with a board member representing that organization.

The CAB maintains a roster of potential CAB members who demonstrate knowledge, interest and/or affiliation with Johns Hopkins, Hopkins Children's, or children's issues. The CAB engages potential CAB members by hosting at least two (2) annual networking events (or equivalent). The Executive Committee will schedule JHCC facility tours and CAB interviews for potential CAB candidates.

Section 2.03 RESPONSIBILITIES

Each CAB member has an obligated commitment to the Johns Hopkins Children's Center and must demonstrate the following:

- a. Apply corporate expertise to advise the Corporate Relations Team Lead in acting upon corporate opportunities to raise funds for the JHCC.
- b. Respect and act upon the guidance and oversight levied by the Corporate Relations Team Lead.
- c. Contribute to the CAB's overall fundraising goals by committing to raise or give \$10,000 during the JHCC fiscal year (July 1-June 30).
- d. Initiate and cultivate in-kind partnerships and donations.
- e. Apply corporate expertise and resources to plan, organize, staff and execute events that raise funds for the JHCC.
- f. Agree to the CAB's 2-year term of service.

- g. Attend and participate in CAB meetings, missing no more than three meetings during the JHCC fiscal year.
- h. Continue to assist the Executive Committee by identifying potential corporate donors.
- i. Act as an ambassadors in the Baltimore/DC region and beyond in furthering the mission of the Johns Hopkins Children's Center.
- j. Continue to stay apprised of the Johns Hopkins Children's Center's mission, strategy, vision, fundraising goals, services, events and corporate opportunities.
- k. Espouse and act upon the JHCC's operational paradigm by contributing to the CAB's diverse and inclusive environment.
- l. Work collaboratively with other CAB members and apply corporate expertise to organize and manage the CAB's operation.

Section 2.04 TERM

The term of office for each member is two (2) years. Each member has a term that begins the month after the CAB meeting when they are elected. Extending a member's term after two (2) years is accepted by a unanimous vote by the Executive Committee prior to the end of the CAB member's term of service. Each member has a term limit of three (3) consecutive terms, or six (6) years. A member, who has served three (3) consecutive terms, or six (6) years, is eligible for CAB nomination and election after being off of the CAB for twelve (12) consecutive months. Each member is also subject to earlier resignation, or removal.

Section 2.05 DESIGNATION

In the case of a member, if serving as the representative of a corporation, is unable to attend a scheduled meeting either in person or via conference call, that corporation may send a representative in the missing member's place with prior notification to the Chair and Secretary. Similarly, if a corporation's representative is for any reason unable to complete their term of membership, that corporation may nominate a temporary representative to attend the next scheduled meeting (s) or so long as it takes for the CAB to fully vet and elect the replacement member for the remainder of said term.

Section 2.06 LEAVE OF ABSENCE

A CAB member may take a leave of absence in the event that he or she cannot participate fully due to circumstances that include, but are not limited, to health, family, job or military service. The duration for which a CAB member is assigned to Leave of Absence contributes to the member's term of service.

Section 2.07 REMOVAL AND RESIGNATION

A CAB member may be relieved of his or her Term of Service by a unanimous vote by the Executive Committee directly following a scheduled CAB meeting. Potential criteria for dismissal include:

- a. Absence from three (3) or more CAB meetings without notification or written contribution to agenda topics.
- b. Not meeting fundraising commitment.
- c. Impeding the CAB's work.
- d. Other activities or affiliations prove or is perceived to be a conflict of interest.
- e. Relocation that precludes full participation.
- f. Loss of corporate affiliation.
- g. Inability to bring corporate expertise or resources.

Article III. BOARD STRUCTURE

Section 3.01 COMPOSITION OF THE CORPORATE ADVISORY BOARD

(a) OFFICERS

The CAB is a self-sustaining organization that is governed by officers who are elected during the last CAB meeting of the JHCC fiscal year and will initiate a 12-month term of service that begins the first meeting at the start of the JHCC fiscal year. Officers include Chair, Vice Chair, and Secretary.

(b) CAB CHAIR

The Chair is the CAB leader and is responsible for the CAB's overall success in assisting the JHCC Development Team in garnering corporate funds and using their personal and professional networks to acquire new corporate partners. Chair responsibilities include:

1. Develop an annual schedule of monthly meetings, determined a year in advance.
2. Circulate clear and thorough information materials, including an agenda, to all members one week before each meeting.
3. Lead CAB meetings by keeping them well-focused and stimulating the broadest possible participation by members.
4. Appoint committees and delegate responsibilities to CAB members to ensure that the CAB is operating productively.

(c) CAB VICE CHAIR

The Vice Chair is the secondary CAB leader. Chair responsibilities include:

1. The Vice Chair assists the Chair in the execution of their duties and assumes the responsibilities of the Chair when he or she cannot serve due to circumstances or cannot attend a CAB meeting or CAB event.
2. Coordinates with Committee Leads and reports progress to the Chair.

(d) CAB SECRETARY

The Secretary provides administrative support to the CAB by recording/distributing meeting minutes, recording/distributing meeting agendas and issuing correspondence to CAB members on behalf of the JHCC or CAB Chair.

Article IV. MEETINGS

Section 4.01 MONTHLY MEETINGS

The CAB shall meet monthly. On a bi-monthly basis, the CAB meetings will include representation from the JHCC Development Team and it is during these sessions that the CAB Chair will facilitate the discussion to report the CAB's progress. The remaining bi-monthly meetings will be used for the CAB to engage collectively in Board or Committee meetings.

Section 4.02 MEANS OF COMMUNICATION

All monthly CAB meetings must be in person or via telephone, internet communications, or other similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting using such technology shall constitute presence at such meeting.

Article V. BOARD COMMITTEES

Section 5.01 STANDING COMMITTEES

The CAB shall establish and maintain two standing committees with the characteristics and delegated duties set forth below in this Article V, each of which shall be deemed a committee of the CAB for purposes of the Act:

- a) The Executive Committee;
- b) The Fundraising and Outreach Committee;

Section 5.02 THE EXECUTIVE COMMITTEE

The Executive Committee shall have the following duties related to the management, development, and oversight of the CAB including the review of governing documents and nomination of candidates for various positions.

a) Management

The Executive Committee shall ensure the effective execution of all CAB responsibilities set forth in these Bylaws including constant recommendations for continuous improvement and modification of all operating procedures and processes to carry out the full mission of the JHCC Corporate Advisory Board.

b) Governing Documents

The Executive Committee shall approve and recommend to the CAB any changes to these Bylaws, Articles, and Charter, including changes proposed by members or other parties.

c) Membership Admission, Designation, and Term

The Executive Committee shall provide final approval regarding membership admission, designation, and term limits (including extensions).

d) Nominations

The Executive Committee shall provide nominations for the election of new CAB members and candidates for appointment to the Board Development and Nomination Committee. Additionally, this committee shall schedule tours of the JHCC facility in conjunction with the JHCC Development Team.

In addition to applicable criteria set forth elsewhere in these Bylaws, all such nominations shall be made based on a candidate's potential for "value added" in time, talent, and treasure to the advancement of the Johns Hopkins Children's Center mission and the achievement of its goals.

Section 5.03 THE FUNDRAISING AND OUTREACH COMMITTEE

The Fundraising and Outreach Committee shall have the following duties related to the development and oversight of corporate fundraising programs, annual corporate fundraising targets, and market outreach.

a) Corporate Fundraising Programs

The Fundraising and Outreach Committee shall develop and recommend to the CAB corporate fundraising programs and events for the advancement of the Johns Hopkins Children's Center mission and the achievement of its goals.

b) Annual Corporate Fundraising Targets

The Fundraising and Outreach Committee shall recommend to the CAB annual corporate fundraising targets and potential growth estimates based on existing and new corporate donors.

c) Market Outreach

The Fundraising and Outreach Committee shall develop and recommend to the CAB plans for targeting new corporate donors recommended through committee membership and planned marketing opportunities.

Section 5.04 ADDITIONAL COMMITTEES

In addition, the CAB shall have the authority to establish and appoint members to additional committees of the CAB (together with the Standing Committees) with such duties and conditions as the CAB shall determine.