

# **BYLAWS**

## **BOQUETE HEALTH & HOSPICE FOUNDATION (BHFF)**

*(Revised March 10, 2015, November 9, 2016 and January 9, 2020)*

### ARTICLE I: Purpose and Mission

Section 1. The following are the Bylaws of the BHFF, a private interest foundation organized under the laws of the Republic of Panama, hereafter referred to as “the Foundation.” Any of the sections or subsections below which conflict with the laws of the Republic of Panama shall be considered null and void; however, should any section or subsection be deemed null and void, the Foundation shall not be voided or invalidated and the remainder of the provisions of these bylaws shall remain in effect.

Section 2. The mission of the Foundation is to provide essential services to the dying or those suffering a temporary disability or illness and support to their families.

### ARTICLE II: Membership and Meetings of Members

Section 1. Members. The members of the Foundation are those persons who become members under the terms set forth in these bylaws.

Section 2. Qualifications. Membership is open to all interested natural persons. A person shall become a member upon taking the Hospice Volunteer training or upon application to and approval by the Foundation Council. The Foundation Council may, at its discretion, remove any person from membership.

Section 3. Restrictions. Only members may vote, nominate persons for the offices of the Foundation Council, be nominated for said offices or be elected to said offices. Only members may be appointed to offices with or committees of the Foundation.

Section 4. Annual Meeting for the Election of the Foundation Council. The annual meeting for the election of the Foundation Council shall be held at a date, place and time as determined by the Foundation Council and as designated in the notice of the meeting. The purpose of the meeting shall be to elect the Foundation Council and to transact other business as may properly be brought before the meeting.

Section 5. General Meetings. The Foundation Council may, at its discretion, call a general meeting of the members to be held at a place and time as determined by the Foundation Council and as designated in the notice of the meeting. The purpose of the meeting shall be to transact business as the Council deems necessary.

Section 6. Special Meetings. Special meetings of the members may be called by the Foundation Council at the request of at least 10% of the members of the Foundation, by written petition setting forth the specific purpose of the requested meeting, to the Foundation Council. The Foundation Council shall call a special meeting within ten (10)

days of the receipt of the petition, to be held at a place and time as set forth in the notice of the meeting. Business at the special meeting shall be limited to that set forth in the notice of the meeting.

Section 7. Notice of Meetings. Notice of the purpose and the time and place of the annual meeting, any general meeting or any special meeting of members, or any regular meeting of the Foundation Council shall be in writing and sent electronically to members of the Foundation not less than seven (7) days prior to the meeting. The notice shall also be posted on the Foundation's website. Notice of any special meeting of the Foundation Council shall be in writing and sent electronically to members of the Foundation not less than two (2) days prior to the meeting. The notice shall also be posted on the Foundation's website.

Section 8. Quorum. At all annual, general or special meetings of the members, the members present shall constitute a quorum.

Section 9. Voting at Annual, General or Special Meetings. At the annual, general or special meetings of the members, each member shall have one vote. The voting at any general or special meeting may, but need not be, by written ballot. The voting at the annual meeting to elect the Foundation Council shall be by written ballot. Those members unable to be present at the time of elections may request an absentee ballot. Any absentee ballot must be received by the vice president prior to the time the elections are held. No proxy voting shall be allowed.

### ARTICLE III: FOUNDATION COUNCIL

Section 1. Constitution and Membership. The members of the Foundation Council shall consist of the President, Vice President, Secretary, Treasurer and Administrator. The Administrator position shall be appointed by the Foundation Council and is a voting member of the Foundation Council in all matters but the appointment of the Administrator. The current Administrator's input will be taken under consideration when appointing a new Administrator. The Council shall also have two permanent standing committees, one for Public Relations and the other for Training, whose chairs (appointed by the Council) attend all meetings as contributing but non-voting members. Team Leaders (appointed by the Council) also attend all meetings as contributing but non-voting members. Except as otherwise provided in these bylaws, the Foundation Council shall be elected at the annual meeting of the members of the Foundation, and each Council member shall be elected to serve for one year. However, a failure to elect a Council member or to appoint an Administrator at the time designated for the election shall not cause the Foundation to be dissolved or cease to exist. (Revision adopted March 10, 2015)

The Equipment Coordinator and immediate Past-President (both appointed by the Council) shall attend all meetings as contributing but non-voting members. (Revision adopted November 9, 2016) The immediate Past-President will be a voting member of the Foundation Council. (Revision adopted January 9, 2020)

Section 2. Quorum. A majority of the Foundation Council, when acting at a duly authorized meeting, shall constitute a quorum for the transaction of business. If there is less than a quorum at any meeting of the Foundation Council, a majority of those present may adjourn the meeting without further notice. Foundation Council members may vote in person, by email or by voice over the telephone on Council business. (Revision adopted March 10, 2015)

If any Office of the Foundation Council is shared by more than one member, only the member who is currently acting in the capacity of that Office may vote and be part of the quorum.

Section 3. Vacancies. In case of one or more vacancies on the Foundation Council by reason of death, resignation or removal (see section 5), the remaining members of the Foundation Council will, within 30 days and by a majority vote, elect a successor or successors from the members for the unexpired term or terms of the vacated position(s).

In case of one or more vacancies on the Foundation Council by reason of death, resignation or removal (see section 5), the remaining members of the Foundation council will, within 30 days and by a majority vote, elect a successor or successors from the members for the unexpired term or terms of the vacated position(s). In the case of a vacancy of the Administrator position, the Foundation Council will appoint a successor(s) from the members for the unexpired term or terms of the vacated positions(s). (Revision adopted March 10, 2015)

Section 4. Meetings. The Foundation Council shall meet at a time and place as specified in the notice of the meeting. Meetings of the Foundation Council are open to the members and those invited by the Council. Notice of regular meetings shall be in writing and sent electronically to members of the Foundation not less than seven (7) days prior to the meeting. The notice shall also be posted on the Foundation's website. Special meetings of the Foundation Council may be held at a time and place as specified in the notice of the meeting. Notice of any special meetings shall be in writing and sent electronically to members of the Foundation not less than two (2) days prior to the meeting. The notice shall also be posted on the Foundation's website. The Foundation Council, at its discretion, may allow member input and discussion during the business portion of its meeting, but must provide an opportunity for such input and discussion prior to the adjournment of the meeting. Non-Council members may not participate in the votes by the Council.

Section 5. Removal. At any special meeting of the members of the Foundation, duly called as provided in these Bylaws, any member of the Foundation Council may, by a vote of the majority of the members' present, be removed from office for malfeasance or non-feasance in his or her office.

Section 6. Nominations and Elections. The Foundation Council shall notify the members, in writing 45 days prior to the annual meeting for the election of the Foundation Council, of the opportunity to nominate persons for the positions on the Foundation Council. Any member may nominate a member for a specific position on the Foundation Council by submitting the nomination in writing to the vice president of the existing Foundation Council. No second is required for the nomination. The period for nominations shall end fifteen (15) days prior to the annual meeting for the election of the Foundation Council, and the Foundation 4 Council shall notify the members of those persons nominated for positions in the notice of the annual meeting. In the event that no one is nominated for any specific position on the Foundation Council, the Foundation Council will notify members of the open position(s) and accept nominations for only those position(s) any time thereafter, including from the floor at the annual meeting. Nominations from the floor at the annual meeting may be made orally. The person(s) receiving the highest number of votes shall be deemed elected for the office on the Foundation Council. In the event of a tie vote, an immediate runoff election will be held.

Section 7. Term of Office. The members of the Foundation Council shall serve for a term of one (1) year. The term of office shall run from the first day of the month following the month in which the election is held to the last day of the month in which the election is held in the following year.

The members of the Foundation Council, with the exception of the Administrator, shall serve for a term of one (1) year. The term of office shall run from the first day of the month following the month in which the election is held to the last day of the month in which the election is held in the following year. The term of Office of the Administrator shall be for the period deemed necessary by the Foundation Council, but under no circumstances, shall exceed thirty days after the term of office of the appointing foundation Council, unless the incoming Foundation Council chooses otherwise.  
(Revision adopted March 10, 2015)

Section 8. Duties and Responsibilities of Officers. The duties and responsibilities of the offices of the Foundation Council shall be as follows:

President: As principal executive of the Foundation Council, the president coordinates and manages the activities of the Foundation; presides at all meetings of the Foundation Council; conducts all general, special or annual meetings of the Foundation; acts as the public face for the organization; oversees the activities of the Public Relations Committee; and, votes on all matters before the council which result in a tied vote.

Vice President: The vice president assumes the duties and responsibilities of the president in his/her absence and oversees the activities of the Training Committee. The vice president is the elections officer, receives nominations for the Foundation Council, and supervises elections, including the counting of votes.

**Secretary:** The secretary is responsible for accurately recording the minutes of all meetings of the members and the Foundation Council. In addition, he or she maintains all official records (except financial records) and correspondence. He or she is responsible for the calendar of the organization and shall maintain a list of members of the Foundation.

**Treasurer:** The treasurer maintains the financial and inventory/property records of the Foundation; receives and disburses funds to satisfy authorized expenditures; is responsible to members for all financial transactions of the Foundation; and, oversees the activities of any Fund raising Committee established by the Council.

**Administrator.** The Administrator carries the Foundation phone and responds to all queries from the public and from other Foundation members. Assesses whether potential clients meet the criteria for admission to any of the Foundation's programs and addresses any immediate needs until a care team has been formed. Oversees the activities of the volunteers regarding care of the clients and gives support as needed to Team Leaders, Equipment Coordinator and other volunteers. (Revision adopted March 10, 2015)

The Foundation Council establishes the criteria for admission to the hospice or health services program.

**ARTICLE IV: Committees Section 1. General Authorities.** Other than as set forth in these bylaws, the Foundation Council shall, in its discretion, by the affirmative vote of a majority of the members of the Council, establish committees and appoint Chairpersons as it shall deem necessary to conduct or perform the various duties, functions and responsibilities of the Foundation. The committees shall have and may exercise the powers conferred or authorized by the resolutions appointing them.

**Section 2. Terms of Office.** The terms of office of the committee chairpersons appointed by the Foundation Council shall be for the period deemed necessary by the Foundation Council, but under no circumstances, shall exceed thirty days after the term of office of the appointing Foundation Council, unless the incoming Foundation Council chooses otherwise.

**Section 3. Vacancies.** In the event of a vacancy in the chair of any committee by reason of death, resignation or removal, the remainder of the term may be filled by a member designated by a majority of the Foundation Council members.

**Section 4. Duties and Responsibilities.** The committee chairperson appointed by the Foundation Council shall have the duties and responsibilities as may, from time to time, be established by the Foundation Council.

**ARTICLE V: Asset Distribution on Dissolution** in the event that the Foundation is dissolved, the assets of the Foundation shall be donated to charitable institutions in Boquete as decided by the members, for their use, sale or disposal. No member shall

be entitled to any assets or the proceeds of any sale of assets.

ARTICLE VI: Amendments to the Bylaws These Bylaws may be amended, altered or repealed by a vote of a majority of the members present at a meeting called by the Council for that purpose, providing written notification stating the purpose of the meeting has been made to all members at least ten (10) days prior to the meeting.