

## **BYLAWS OF THE PANAMA HOSPICE AND RESPITE FOUNDATION**

### **ARTICLE I: Name**

Section 1. The name of the Foundation shall be Panama Hospice and Respite Foundation (PHRF)

### **ARTICLE II: Mission**

Section 1. The mission of the Panama Hospice and Respite Foundation is to provide:

- Support to those who are actively dying and give respite services to their caregivers, and
- Crisis support to those with a temporary disability or illness.

### **ARTICLE III: Vision**

Section 1. The vision of the Panama Hospice and Respite Foundation is to support quality of life for those with a terminal illness.

### **ARTICLE IV: Registration.**

Section 1: The Panama Hospice and Respite foundation is duly registered as a Private Interest Foundation and under Panama law does not qualify to issue tax deductible receipts.

Section 2: Founders retain their position as the Foundation Council until they are removed by death, by their own request, or by a majority vote of the other Founders for conduct violating these by laws and patient Confidentiality.

### **ARTICLE V: The Foundation Council**

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 Respite/Hospice Volunteer training, upon becoming a donor and 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 Council and as designated in the

notice of the meeting. The purpose of the meeting shall be to elect the 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 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. These meetings will be held at least once per quarter.

**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 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. The vice president prior to the time the elections are held must receive any absentee ballot. No proxy voting shall be allowed.

**ARTICLE VI: The Foundation Council**

#### Section 1: Constitution and Membership.

The members of the Foundation Council shall consist of the President, Vice President, Secretary and Treasurer. The Council shall also have two permanent standing committees, one for Public Relations and the other for Education and Training. The Council appoints chairpersons of these committees, who shall attend all meetings as contributing but non-voting members. Additional advisors may be appointed at the discretion of the Foundation Council.

The Team Leader(s) also attend(s) all meetings as contributing but non-voting member(s). Except as otherwise provided in these bylaw as, the Foundation Council shall be elected at the annual meeting of the Foundation, and each Council member shall be elected to serve for two years except for the first year of the organization when the vice-president and the treasurer are elected for one year to avoid the total Council being elected at one time. However, a failure to elect a Council member at the time designated for the election shall not cause the Foundation to be dissolved or cease to exist.

#### 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. Council members may attend the meeting via a conference call and shall be considered present. 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. The Council members may vote in person, by email or by voice over the telephone on Council business.

#### 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).

#### 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. Non-Council members may not participate in the Council's voting process.

#### Section 5: Removal of a member

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 mal-feasance or non-feasance in his or her office. All members and volunteers of the Foundation are required to sign a Confidentiality statement and any violation of patient information will result in the removal of the person.

#### 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 Council, of the opportunity to nominate persons for the positions on the 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 Council. The period for nominations shall end fifteen (15) days prior to the annual meeting for the election of the Council, and the Foundation Council shall notify the members of the nominees in the notice of the annual meeting through our web site. In the event that no one is nominated for any specific position on the Foundation Council, the Council will notify the 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 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 two (2) years except in the initial term where two positions are for one year for the purpose of continuity of the Council. 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 for half of the initial Council members. The elected members of the Council may hold the same office for two terms and then must resign from that position of the Council for a period of a year. They may be elected to another position on the Council immediately

#### Section 8. Duties and Responsibilities of Officers

The duties and responsibilities of the offices of the Foundation Council shall be as follows:

##### **President**

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 Foundation;

- Oversees the activities of the Public Relations Committee
- Votes on all matters before the Council, which result in a tied vote.
- Serves as contact person when an immediate decision is required by someone in the field

### **Vice-President**

#### The Vice-President

- Assumes the duties and responsibilities of the president in his/her absence and oversees the activities of the Education and Training Committee.
- Is the elections officer, receives nominations for the Council and supervises elections, including the counting of votes. If she is not in Panama she can delegate that duty to another Council or Steering Committee member.

### **Administrator**

#### The Administrator

- Receives requests for information and services from the public
- Supplies Foundation information as appropriate or directs the referrals for hospice and crisis care support to the Team Leader, who assesses the client for acceptance according to the preset criteria
- Alerts volunteers when new clients are accepted indicating the type of services needed by that client
- Keeps a list of all volunteers and the services they are available to perform
- Collates a summary of volunteer services and statistics as well as from information supplied by the Team Leader once the case is closed.

### **Secretary**

#### The Secretary

- Assumes responsibility for accurately recording the minutes of all meetings of the Foundation and its Council.
- Distributes the minutes and the agenda for up-coming meetings.
- Maintains all correspondence and official records (except financial records).
- Updates the Foundation calendar on our Web site to ensure it is current and correctly posted.
- Maintains the current list of members of the Foundation with contact information.

### **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 the fund raising committee established by the Council.
- Maintains an up-to-date list of all donations and contributions
- Provides monthly statements for the efficient running of the foundation

The Foundation Council

- Establishes the criteria for admission to the hospice or health services program.

**ARTICLE VI: 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 Council shall be for the period deemed necessary by the Council, but under no circumstances, shall exceed thirty days after the term of office of the newly appointed Council, unless the incoming Council chooses otherwise.

Section 3. Vacancies.

In the event of a vacancy in the Council or a Chair of any Committee by reason of death, resignation or removal, a member designated by a majority of the Council members may fill the remainder of the term.

Section 4. Duties and Responsibilities.

The committee chairperson appointed by the Council shall have the duties and responsibilities as established by the Foundation Council.

**ARTICLE VI: Asset Distribution on Dissolution**

In the event that the Foundation is dissolved, the assets of the Foundation shall be donated to charitable institutions in Panama City as decided by the Founders and the current Foundation Council for their use, sale or disposal. No founder, Foundation council member or any third party individual shall be entitled to any

assets or the proceeds of any sale of assets.

**ARTICLE VII: 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.