

BYLAWS BOQUETE HOSPICE AND HEALTH FOUNDATION (BHHF) (last revision January 23, 2024).

For clarity in the proposed revisions, the terms “BHHF” and “the Foundation” were used to refer to the legal entity, “Foundation Officers” refers to the President, Vice President – Operations, Secretary, and Treasurer on the BHHF legal charter, and “BHH Council” refers to the total Council.

ARTICLE I: Purpose and Mission

Section 1. Introduction. The following are the Bylaws of the BHHF, a private interest foundation organized under the laws of the Republic of Panamá, hereafter referred to as “the Foundation.” Any of the sections or subsections below which conflict with the laws of the Republic of Panamá shall be considered null and void; however, the remainder of the provisions of these Bylaws shall remain in effect. As of 2021, to better reflect the array of services offered, the decision was made to refer to the organization as Boquete Health & Hospice (BHH). While the official name remains Boquete Hospice and Health Foundation, the new name is more inclusive of ALL our services.

Section 2. Mission. The mission of the Foundation is to inform and promote community health. To support people with health and wellness needs by providing information, equipment, and volunteer services. To provide palliative (hospice) care for the terminally ill in order that they may experience death with dignity and limited pain. To create a culture of respect and appreciation within our organization and a rewarding experience for our volunteers.

ARTICLE II: Membership

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 and Requirements. Membership is open to all interested persons. A person shall become a member upon completing the New Volunteer Orientation or upon application to and approval by the BHH Council; in both cases, the volunteer must also complete and submit the Volunteer Application form to the BHH Database. New Volunteer Orientation will be comprised of information and training as deemed by the BHH Council; its length will be determined by the BHH Council and it will be modified as needed to reflect the changing requirements of the organization over time. Depending upon the volunteer’s role within BHH, this orientation may also be supplemented by one-on-one and/or classroom training, individual study, or another type of instruction as necessary, as deemed by the BHH Council. The BHH Council may, at its discretion, remove any person from membership.

Section 3. Provisional Members. During a prolonged medical or emergency situation when in-person orientation is inadvisable, any person vetted by the Volunteer Coordinator and applicable Team Lead for the potential volunteer’s area of interest, may be given provisional membership status as voted upon by the BHH Council. When orientation is possible via Zoom or other electronic means, the person must complete it to attain full membership status. Provisional members may participate on teams and contribute to the operation of BHH, but they may not vote on matters that come before the membership or visit patients except in the company of a trained volunteer. The BHH Council may also vote to grant certain individuals with essential knowledge and expertise full membership and voting status so they can perform critical roles within the organization.

Section 4. Restrictions. Only members may nominate persons for the offices of the BHH Council, be nominated for said offices, or be elected to said offices, but only officers of the Council may vote. Members may be appointed to offices or teams of the Foundation.

Article III. Meetings

Section 1. BHH Council Meetings.

Regular BHH Council meetings. The BHH Council shall meet at a regular time and place as specified in the notice for the meetings. Regular meetings of the BHH Council are open to members, team leads, and those invited by the BHH Council. The BHH Council, at its discretion, may allow member input and discussion during the business portion of its meeting, and must provide an opportunity for such input and discussion prior to the adjournment of the meeting. Members may not participate in the votes of the BHH Council.

Ad hoc BHH Council meetings. From time to time, at the discretion of the BHH Council President, ad hoc meetings of only the BHH Council may be convened in person or via phone, Zoom, or other electronic means to deal with time-sensitive or critical issues. Additionally, from time to time, at the discretion of the BHH Council President, when an ad hoc meeting of the BHH Council cannot be convened, information may be distributed via email and a vote requested via reply by email. Any actions voted on in such situations must be reported at the next regular BHH Council meeting.

Section 2. General Meetings. The BHH Council may, at its discretion, call a general meeting of the members to be held at a place and time as determined by the BHH Council and as designated in the notice of the meeting. The purpose of the meeting shall be to transact business as the BHH Council deems necessary. Typically, general meetings are held to present health-related information to the community and Council business is not conducted.

Section 3. Special Meetings. Special meetings of the members may be called by the BHH 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 BHH Council. The BHH 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 4. Notice of Meetings. Notice of the purpose and the time and place of the annual meeting, any general meeting, or any regular meeting of the BHH Council shall be in writing and sent electronically to members of the Foundation not less than seven (7) days prior to the meeting. Notice shall also be posted on the Foundation's website. Notice of any special meeting of the BHH Council shall be in writing and sent electronically to members of the Foundation not less than two (2) days prior to the meeting.

Section 5. Quorum. At all BHH annual, general, or special meetings of the members, the members present shall constitute a quorum, with at least a majority of the BHH Council present. Council members are considered "present" if they are at the meeting in-person or if they attend by Zoom or other electronic format.

Section 6. 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. Any new member(s) of the council will be presented to the entire membership at the annual meeting.

Section 7: Meeting Conduct. The BHH Council reserves the right to remove members from meetings for any behavior that is, in their judgment, disruptive, inappropriate, combative, or threatening.

ARTICLE IV: BHH COUNCIL

Section 1. Constitution and Membership. The officers of the BHH Council shall consist of the President, Vice President – Operations, Secretary, and Treasurer as determined by the Foundation Charter.

The Patient Care Coordinators are appointed by the BHH Council and are voting members of the BHH Council with this exception: if the Lead Patient Care Coordinator is not able to attend a meeting, he/she may designate one of the other PCCs to vote in their absence; this is the only time that proxy voting is permitted. The current PCC's input will be taken under consideration when appointing a new PCC. The number of PCCs necessary to staff the function appropriately will be determined by the BHH Council.

All non-lead Patient Care Coordinators and Team Leads are appointed by the BHH Council and may attend all meetings as contributing but non-voting members.

For internal purposes, the positions of VP of Community Engagement, Past President, and the three most senior PCC's re allied to vote on matters that concern them, but are not members of the Council.

Section 2. Duties and Responsibilities of Officers. The duties and responsibilities of the officers of the BHH Council shall be as follows: President: As principal executive of the BHH Council, the President coordinates and manages the activities of the Foundation; presides at all meetings of the BHH Council; conducts all Council, general, special, or annual meetings of the Foundation; acts as the public face for the organization; votes on all matters before the Council; and makes the final determination in all matters which result in a tied vote. Vice President – Operations: The Vice President – Operations assumes the duties and responsibilities of the President in his/her absence and oversees the activities of Education and Training, Equipment, Volunteer Coordination, and Technology. The Vice President – Operations is the elections officer 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 BHH Council. In addition, he/she maintains all official records (except financial records) and correspondence and is responsible for the calendar of the organization and shall maintain a list of members of the Foundation. Treasurer: The Treasurer maintains the legal paperwork required by the Republic of Panamá and financial and inventory/property records of the Foundation; receives and disburses funds to satisfy authorized expenditures; and is responsible to members for all financial transactions of the Foundation. The President, Vice President – Operations, Secretary, and Treasurer are listed on the legal Charter of the Foundation in the Republic of Panamá as Officers of the Council, and will be referred to in these Bylaws as the Council Officers.

The Vice President – Community Engagement function on the BHH Council was established to oversee other areas of the organization; these responsibilities and those of other BHH Council members may be changed over time, as deemed by the Council, to reflect the changing needs of the organization as long

as they do not interfere with the responsibilities set forth in the first paragraph of this section or the legal Charter of the Foundation.

The Patient Care Coordinators carry the Foundation phone and respond to all queries from the public and from other Foundation members; assess whether potential clients meet the criteria for admission to any of the Foundation's programs and address any immediate needs until a care team has been formed; oversee the activities of the volunteers regarding care of the clients and give support as needed to Team Leads and other volunteers. The Lead Patient Care Coordinator provides leadership and guidance to the other Patient Care Coordinators. The BHH Council appoints the Lead Patient Care Coordinator based on who among the Patient Care Coordinators is the most qualified to lead the group based on their background, experience, and leadership. The BHH Council establishes the criteria for admission to the hospice or health services program.

ARTICLE V: Teams

Section 1. General Authorities. Other than as set forth in these Bylaws, the BHH Council shall, in its discretion, by the affirmative vote of a majority of the officers of the BHH Council, establish teams and appoint Team Leads as it shall deem necessary to conduct or perform the various duties, functions, and responsibilities of the Foundation as determined by the BHH Council.

Section 2. Terms of Office. The terms of office of the Team Leads appointed by the BHH Council shall be for the period deemed necessary by the BHH Council.

Section 3. Vacancies. In the event of a vacancy in the Team Lead of any team by reason of death, resignation, or removal, the remainder of the term may be filled by a member designated by a majority of the BHH Council officers.

Section 4. Duties and Responsibilities. The Team Leads appointed by the BHH Council shall have the duties and responsibilities as may, from time to time, be established by the BHH 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 Boquete, as decided by the Council, for their use, sale, or disposal. No Council Officer or BHH member, 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 special meeting called by the BHH 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.

Roderic Dean Gottula, President

Kathleen Harden McKay – Vice-President Operations

Lorraine Handler, Secretary

William George Hinrichsen, Treasurer

Date