



BYLAWS

of

HOSPICE FOUNDATION FOR JEFFERSON HEALTHCARE

Revised and Approved, January 21, 2021

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**By Laws
of
Hospice Foundation for Jefferson Healthcare**

The mission of the Foundation is to (a) raise funds in support of end-of-life services provided by Jefferson Healthcare Hospice Program, (b) educate our communities about the value and benefits of hospice services, and (c) to engage and cultivate mission benefactors.

ARTICLE 1. OFFICES

The registered office of Hospice Foundation for Jefferson Healthcare in Jefferson County the state of Washington is 2500 W. Sims Way, Port Townsend 98368. The Foundation may have such other offices within the state of Washington as the Board of Directors may designate or the Corporation may require.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The corporation has no members, only a Board of Directors body.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The Board of Directors (the "Board") shall manage the business and affairs of the Hospice Foundation for Jefferson Healthcare (the "Corporation")

3.2 Number

The Foundation Board shall consist of not less than nine (9) directors and no greater than fifteen (15) directors. No decrease in the number of directors may have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these bylaws. One director shall be the Jefferson Healthcare Hospice Program Director and two other members shall be ex-officio.

3.3 Qualifications

In order to qualify for Board membership, a candidate should (a) be in good standing in Jefferson County, (b) have an understanding and appreciation to the Foundation's mission, (c) have exposure with non-profit organizations, and (d) submit a letter of interest to the board, and (e) have their candidacy for membership referred by an existing board member.

3.4 Election of Directors

Directors and officers shall be elected by the Board at the annual meeting or in the case of vacancy prior to the annual meeting, or appointed if necessary, at any regularly scheduled monthly Board meeting.

3.5 Duties of a Director

Specific responsibilities of a Director are outlined in the Foundation's established *Role Description – Board Member* document available in the Foundation's online documents.

Overall, Directors owe the Foundation the following duties:

- (a) Directors must act in good faith, which means they must act with good intentions.
- (b) Directors must act in the best interest of the Foundation. Directors have a special fiduciary relationship with Foundation and have the duty to act for the benefit of the organization, not for their own personal benefit. Each director is expected to help raise funds and friends for end-of-life care services on behalf of the Foundation.
- (c) Directors must act with due care. As a fiduciary, the Board is entrusted with the Foundation's funds and must be prudent with utilization of those funds. Each director must evaluate Foundation programs, and existing Jefferson Healthcare Hospice Program services the Foundation Funds to determine if they are run efficiently and examine financial statements to ensure the Foundation has adequate funds to pay its debts and that those funds are being used to further the Foundation's mission and goals.
- (d) Directors must act as an ordinarily prudent person would proceed. Directors are expected to use common sense and practical judgment, not necessarily be experts in every matter the Board considers. However, if a Board member has a particular expertise pertinent to a Foundation matter, then that Board member is expected to utilize their greater knowledge on the Foundation's behalf.

- (e) Conflict of interest: Any Director, officer, contract employee or affiliate of the separate corporation, Jefferson Hospice requesting a program or financial support from the Foundation must present how their request supports the Foundation Mission. If the presenter represents a financial or outside business interest in the proposal, this must be disclosed. Presentations must clearly state goals to be accomplished, justification, cost, methodology and proposed evaluation of data for anticipated outcomes or benefit to Foundation mission and/or enhancement of patient care not covered by insurance.
- (f) No part of the activities of the Foundation shall be devoted to propaganda or otherwise attempting to influence legislation nor participate in or intervene in (including publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Directors as individuals may participate in such activity on their own but may not identify themselves in these activities as a Director of the Foundation.

3.6 Term of Office

Unless removed in accordance with these bylaws, each Director shall hold office for the terms indicated in this section. The Directors shall serve staggered, three-year terms. Terms of newly elected Directors shall start on the date of the first Board meeting following their election. Each Director shall hold office for the longer of either (a) the term for which the director is elected or appointed, or (b) until the director's successor shall have been selected and qualified. Optimally, directors may serve a maximum of two (2) consecutive terms to ensure fresh ideas, skills for the board. Existing directors leaving after two consecutive terms, may elect to return after a break.

3.7 Annual Meeting

The annual meeting of the Board shall be held in October on the same day as the monthly meetings with 10-day notice for the purposes of electing officers, amending By-Laws and transacting such business as may properly come before the meeting.

3.8 Regular Meetings

At the beginning of each year, the board can decide the monthly date and time that is most satisfactory for that board to conduct business.

3.9 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, President Elect, or

any Committee Chairperson. Additionally, special meetings of the Board of Directors may be called by written request of no less than one third of the members of the Board of Directors. Notice of special meetings which will be addressing major items of concern involving money, resources, amending By-Laws or time commitment of the Board of Directors will state the date, time, and place thereof and shall be given at least seven (7) days prior to the date set for such meeting. The person or persons authorized to call special meetings may call an in-person meeting and/or virtual meeting.

3.10 Meetings by Telephone / Virtual Connection

If necessary and agreed upon in advance, members of the Board or any committee designated may participate in a meeting by means of conference telephone or virtual connection in which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.11 Quorum

Two thirds of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice

3.12 Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors' present is the act of the Board.

3.13 Presumption of Assent

A director who is present at a Board meeting at which action on any matter is taken by majority vote shall be presumed to have consented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the meeting's adjournment.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified in notice. If time is not specified, upon receipt of notice the resignation shall become effective immediately.

3.15 Removal

Any Director that fails to attend at least 80% of the meetings without notice may be removed from the board with a 2/3 vote and the Directors will appoint a replacement. Any Director may be removed from the Board for willful misconduct. This action would be discussed and voted upon at a duly called meeting whenever, in the board's judgment, the best interest of the organization is served. Notice of the proposed removal of a director must be given to the person prior to the date of the notice of the meeting at which such removal is voted upon. Such notice must state the cause for the proposed removal.

3.16 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

3.17 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for authorized expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The Board shall have the following officers: President, President-Elect, Treasurer, and Secretary. Such other officers and assistant officers may be deemed necessary or appropriate may be elected by the Board. Any two or more offices may be held by the same person, except for the offices of President and Treasurer. The Executive Director for the Jefferson Healthcare Hospice Program shall not serve as an officer on the Board.

4.2 Appointment, Election and Term of Office

The Directors of the Foundation shall be elected by the Directors to serve for a two-year term (2) or such terms as the Directors may deem advisable. Terms of the newly elected officers shall start on the first day of the month following their election. Each officer shall hold office until a successor shall have been appointed or elected regardless of such officer's term of office, except in the event of such officer's removal in the manner herein provided.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by 2/3 vote of the Board whenever in its judgment the best interests of the corporation would be served. Notice of the proposed removal of a director must be given to the person prior to the date of the notice of the meeting at which such removal is voted upon. Such notice must state the cause for the proposed removal and such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Officers

Specific responsibilities for each officer's role are outlined in the Foundation's established *Role Description* electronic folder available in the Foundation's Drop Box files.

President

The President shall be the principal executive officer of the Foundation and shall serve as the Chair of the Board. The President, subject to the control of the Board, shall supervise the affairs of the Foundation and serve as or designate the presiding officer at all meetings of the Board. The President shall keep the Board informed of actions and seek their guidance on matters of major importance.

The President, may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

Additional co-approval is required and can be obtained via email. Co-approval is obtained via email, preferably of the Treasurer or in the event Treasurer's absence

another member of the Foundation's Executive Committee for any contracts to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

The President serves in an ex-officio capacity for all committees, except the Executive Committee. The President's role on Foundation committees, except the Executive Committee, is provide facts, knowledge, and expertise to committee discussions, but assumes a non-voting committee posture.

President Elect

In the absence of the President or in the event of his/her death, disability or refusal to act, the President Elect, shall perform the duties of the President. When so acting, the President Elect shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time-to-time may be assigned to the President Elect by resolution of the Board.

Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

Treasurer

The Treasurer shall be the chief financial officer of the Foundation and shall serve as Chair of the Finance Committee. Treasurer shall manage the fiscal affairs of the Foundation, be responsible for keeping correct and complete books and records of account and pay bills of the Foundation. In the absence or unavailability of the President or President Elect, the Treasurer may execute all authorized contracts on behalf of the Foundation with email notification to the President. The treasurer is authorized to invest currently unneeded funds in interest-bearing savings deposits that are insured by an agency of the federal government, all other investments must be approved by the Board. The Treasurer performs all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board. A financial report shall be submitted yearly at the annual meeting. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties.

ARTICLE 5. FOUNDATION BOARD COMMITTEES

5.1 Committee Meetings. All board committees will meet at least quarterly and may meet more often as the chair determines and/or work dictates. A majority of the members shall constitute a quorum with each member having an equal vote. Each committee chair or their designate will take minutes and submit the minutes with any proposals to the full board prior to the next scheduled board meeting for discussion and approval of these decisions.

Prior to the next fiscal year, the chairs will submit a budget to the Finance committee in preparation of the annual budget. Committee chairs must approve all purchases for that committee before submitting to the treasurer for reimbursement or payment.

5.2 Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Secretary, and Treasurer. The President shall be the Chair of the Executive Committee. The Executive Committee may need to transact Foundation business in the interim between monthly Board meetings requiring attention such as payment of bills, transfer of money from investment accounts, and other emergencies with notification to the rest of the board at the next scheduled board meeting. The executive committee has the responsibility for general operational oversight and to ensure the fulfillment of the mission.

5.3 Finance Committee. The Treasurer shall be the Chair of the Finance Committee. The Finance Committee shall review the Foundation's annual budget and monitor the Foundation's performance relative to such budget and make recommendations to the Executive committee regarding an auditing process. The Finance Committee also shall monitor the investments of the Foundation and the prudent investment of all assets of the Foundation to assure maximum benefit with protection by adequate safeguards. The Finance Committee shall be responsible for ensuring that adequate procedural safeguards are established for the receipt and disbursement of all funds and property of the Foundation.

5.4 Ad Hoc Committees: The President with the approval of the Executive Committee or the Board, or the Board itself, may appoint temporary committee to investigate, review, or develop specific interest areas to the Foundation. Such committees are considered "working committee" with specific objectives whose work supports the Foundation mission.

ARTICLE 6. NOTICE

6.1 Definitions

"Electronic transmission" (e-mail) means an electronic communication not directly involving the physical transfer of a record in a tangible medium and that may be retained, retrieved, and reviewed by the sender and the recipient and that may be directly reproduced in a tangible medium by the sender and recipient.

“Execute,” “executes” or “executed” means signed with respect to a written record or electronically transmitted along with sufficient information to determine the sender’s identify with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing or facsimile, fax) or a physical reproduction, each on paper or on other tangible material.

“Writing” or “written” means embodied in a tangible medium and excludes electronic transmission.

6.2 Notice in Writing or any Tangible Medium

Notice may be provided in writing and may be transmitted by mail, private carrier or personal delivery; or telephone, **or transmits a facsimile (fax) of the notice-or any electronic means creates a record.**

6.3 Personal Communication

Notice may be provided by personal communication with the recipient or by telephone, or by any electronic means that does not create a record.

6.4 Electronic Transmission and Posting Electronic Notice

Notice may be given in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to persons who have consented, in the form of a record, to receive electronically transmitted notices and have designated in the consent the address, location, or system to which these notices may be electronically transmitted.

6.5 Notice by Delivery

Notice given by first-class, registered, or certified mail shall be effective three business days after deposited. Notice given by personal communication shall be effective upon delivery. Notice by-facsimile fax) shall be effective when sent if sent during normal business hours of the recipient, and if not, then on the next business day. All notices under Section 4.4 must be sent to the recipient pursuant to such person’s applicable contact information as it appears in the Foundation’s current records.

ARTICLE 7. FINANCIALS

7.1 Fiscal Year: The fiscal year of the Foundation shall be the traditional calendar year.

7.2 Financial Reports. During the first quarter of each fiscal year, the treasurer will assist a financial review of the records composed of two board members not on the Finance committee and prepare a report to the board. The board may order an official audit if it deems necessary.

7.3 Contracts The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and that authority may be general or confined to specific instances.

7.4 Loans

No loans shall be contracted on behalf of the Foundation or to the directors and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

7.5 Checks, Drafts, Etc.

All check, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by the officer or officers, or agent / agents of the Foundation and in the manner be prescribed by the resolution of the Board. Persons asking for reimbursement of any amount must submit a receipt.

7.6 Deposits

All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in a Foundation controlled account. The Treasurer and the Secretary will have signature rights to the account.

7.7 Collecting, Recording of funds

- a) The treasurer is authorized to collect funds or make deposits
- b) The Foundation shall receive quarterly financial and services reports about the use of Hospice funds from the Hospice in accordance the Foundation's mission.
- c) The Foundation's contracted employee, titled the Donations Coordinator, collects checks and processes online donations working in collaboration with the bookkeeper
- d) A Contract bookkeeper prepares our monthly financials for all directors at their monthly meeting from the information sent by the treasurer.
- e) A registered CPA firm prepares all the Foundations state and federal documents routed to him for his reports to state and federal agencies.

f) A contracted investment firm is responsible for monitoring Foundation investments for best use and provides regular information to the Foundation's Executive Committee for their final approval of any investment action taken.

7.8 Annual Budget

The Finance committee and the executive committee will prepare the annual budget in the fourth quarter of the year and all payments must conform to the budget. In emergent circumstances, the budget may be changed by the board by a 2/3 vote approval if it is in the best interest of the Hospice Foundation and its mission..

7.9 Financial Statements Accessibility: All financial statements are deposited in the online electronic file. Directors can access and review at any time meet their obligation of monitoring the Foundation's finances.

ARTICLE 8 ADMINISTRATIVE PROCEDURES

8.1 Rules of Procedure

The rules of procedure at Board and committee meetings shall be the rules contained in the attached Meeting Procedure Document so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation, or any resolution of the Board.

8.2 Books and Records

The Foundation shall keep correct and complete books, records of account, minutes of the proceedings of its members, and the Board.

8.3 Copies of Resolutions

Any person dealing with the Foundation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board when such records are certified by the President or Secretary.

8.4 Amendments to these Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) vote of the Board present at any annual meeting, or at a special meeting called solely for the purpose of altering, amending or repealing the bylaws._

Each director must have received notice 10 days prior to the meeting indicating the text of the proposed bylaws amendment and that a bylaws amendment would be voted upon at the meeting.

ARTICLE 9. DISSOLUTION

As describe in the Articles of Incorporation: “If the Foundation is dissolved, no director or officer of the Foundaion nor private individual shall be entitled to share in the distribution of any Foundation assets upon dissolution of the Foundation. After all liabilities have been satisfied, the assets will be distributed to and for the benefit of the Hospice. If the Hospice is not then described in Section 509(a)(1) of the code or is not a governmental entity or is unwilling or unable to accept the distribution or if such distribution is not otherwise possible, the distribution shall be made to a government entity or entities or to an organization or organizations recognized as exempt under Section 501(c)(3) of the code and described in section 509(a)(1) or (2) of the Code for similar or identical uses and purposes as those for which the Corporation is organized as recommended by the Corporation’s Board of Directors and approved by the Hospice or to a governmental entitiy or entities for educational scientific or charitable purposes or to any organization or organizations recognized as exempt under Section 501(c)(3) of the Code or a successor provision and described in Section 509(a)(1) or (2) of the Code as recommended by the Corpoation’s Board of Directors and approved by the Hospice. If the Corporation’s Board of Directors fails to make a recommendation, the distribution shall be made as the Hospice shall determine. If the Hospice fails to make such determination, the distribution shall be made as the Superior Court of Jefferson County shall determine.”

ARTICLE 10. SECRETARY’S CERTIFICATION

The undersigned, being the Secretary of the Foundation, hereby certifies that these bylaws are the bylaws of the Hospice Foundation for Jefferson Healthcare, adopted by resolution of the Board on January 21, 2021.

DATED this day January 25, 2021

_Jessie Dover (signature on file with Secretary)
Secretary