

CONSTITUTION AND BY-LAWS
OF
VIRGIE HEGG HOSPICE PARTNERS

ARTICLE I
NAME

The name of this corporation will be Virgie Hegg Hospice Partners, Incorporated.

ARTICLE II
MISSION
As amended June 7th, 2010

The mission of this organization is the direct support of hospice services as provided by any licensed and certified hospice program or agency in central Saint Louis County. Virgie Hegg Hospice Partners will ensure and facilitate access to quality hospice services and palliative care for all hospice patients and their families in central Saint Louis County.

ARTICLE III
PURPOSE
As added June 7th, 2010

- Section 1: Virgie Hegg Hospice Partners will provide financial support for hospice patients and their families in central Saint Louis County by supplying essential items and services not covered by public or private insurance. Virgie Hegg Hospice Partners will provide financial support for hospice programs and activities not covered by public or private insurance.
- Section 2: Virgie Hegg Hospice Partners will support Saint Mary's Hospice and Palliative Care East Range Team by providing the services of an independent private foundation and fiscal agent.
- Section 3: Virgie Hegg Hospice Partners will support the continuing education and training of hospice staff employed by any licensed and certified hospice program or agency in central Saint Louis County. Virgie Hegg Hospice Partners will support the education and training of hospice volunteers.
- Section 4: Virgie Hegg Hospice Partners will conduct and promote educational activities to increase public awareness and understanding of the

nature and availability of hospice services in central Saint Louis County.

ARTICLE IV MEMBERSHIP

Terms and conditions of membership in Virgie Hegg Hospice Partners shall be determined by the Board of Directors. Voting members shall have attained the age of eighteen (18) years at the time of the annual meeting.

ARTICLE V MANAGEMENT AND OPERATIONS *As amended June 1st, 2009 (Section 3)*

The management of Virgie Hegg Hospice Partners shall be vested in the Board of Directors.

- Section 1: The Board of Directors is that group of persons vested with the management of the affairs of this corporation subject to the law, the Articles of Incorporation, and these by-laws.
- Section 2: The board shall consist of twelve (12) Directors elected by the membership at the annual meeting.
- Section 3: Each Director shall serve a term of three (3) years and shall be eligible for re-election at the end of each term. Terms of board service shall be staggered so that four (4) Directors shall be elected at each annual meeting.
- Section 4: Directors shall represent all segments of the community at large. Representatives of organizations directly involved in the hospice program and representatives of constituent organizations utilizing hospice services shall be considered eligible for election to the Board of Directors.
- Section 5: Any vacancy occurring in advance of the annual meeting shall be filled by appointment by the Board of Directors. The appointed Director shall serve the unexpired term of the vacant office.
- Section 6: Any Director may be removed from the board by a majority vote of the Board of Directors whenever such action will serve the best interests of Virgie Hegg Hospice Partners.
- Section 7: The private property of the Board of Directors, of the officers, or of the members, shall be exempt from execution for the debts or liabilities of Virgie Hegg Hospice Partners. No member, officer, or

Director of this corporation shall be personally liable for its debts or obligations of any nature whatsoever.

ARTICLE VI OFFICERS

- Section 1: The Board of Directors shall elect four (4) officers at the annual meeting.
- A. Chairperson
 - B. Vice-Chairperson
 - C. Secretary
 - D. Treasurer
- Section 2: Each officer shall serve a term of one (1) year and shall be eligible for re-election at the end of each term.
- Section 3: The Board of Directors at its discretion may elect other officers or combine two or more of the elected offices.

ARTICLE VII DUTIES AND POWERS

The Board of Directors shall have charge of the affairs and funds of the organization and shall have the power and authority to do and perform all functions in accordance with the by-laws of Virgie Hegg Hospice Partners.

- Section 1: The Chairperson shall preside over all meetings of the Board of Directors.
- The Chairperson shall be the principal executive of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the corporation.
- The Chairperson shall, in the name of Virgie Hegg Hospice Partners, make and sign all contracts and agreements authorized by the Board of Directors.
- The Chairperson shall generally perform all duties incident to the office of Chairperson and such other duties as from time to time may be assigned by the Board of Directors.
- Section 2: The Vice-Chairperson, in the absence of the Chairperson, shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of the Chairperson and shall be subject to all the restrictions placed upon the Chairperson. The Vice-

Chairperson shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 3: The Secretary shall keep minutes of all meetings of the Board of Directors and of the general membership and shall have charge of all corporate books and records.

The Secretary shall give and serve all notices to the Directors and to the general membership.

The Secretary shall keep a record of the general membership.

The Secretary shall be responsible for the general correspondence of the Board of Directors.

The Secretary shall generally perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. Any or all of the duties incident to the office of Secretary may be performed, under the direct supervision and control of the Secretary, by any person so authorized by the Board of Directors.

Section 4: The Treasurer shall be the chief fiscal officer.

The Treasurer shall receive all funds paid to the organization and shall, in the name of Virgie Hegg Hospice Partners, deposit such funds in local financial institutions or instruments as determined by the Board of Directors.

The Treasurer shall pay all bills certified and approved for payment by the Chairperson and shall keep accounts of these transactions.

The Treasurer shall render an annual report to the Board of Directors. The complete books and records of account shall be audited annually.

The Treasurer shall generally perform all duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Board of Directors. Any or all of the duties incident to the office of Treasurer may be performed, under the direct supervision and control of the Treasurer, by any person so authorized by the Board of Directors.

ARTICLE VIII COMMITTEES

- Section 1: The Executive Committee shall consist of the elected officers. At the discretion of the Board of Directors the Executive Committee shall act for the entire Board of Directors whenever immediate action is necessary. The Executive Committee shall give notice of any such action to all Directors at or before the next regularly scheduled meeting of the Board of Directors.
- Section 2: A Nominating Committee shall be appointed by the Chairperson for the purpose of nominating candidates, prior to the annual meeting, for election to the Board of Directors.
- Section 3: Other Standing Committees shall perform such duties as may be assigned by the Board of Directors and shall report directly to the Board of Directors.
- Section 4: The Chairperson shall be an ex-officio member of all Standing Committees.

ARTICLE IX MEETINGS

- Section 1: During the course of each fiscal year there shall be at least six (6) meetings of the Board of Directors.
- Section 2: When the need arises, special meetings of the Board of Directors, or of the Executive Committee, may be called by the Chairperson or by the acting Chairperson.
- Section 3: The annual meeting shall be held no later than three (3) months after the end of the fiscal year. Written notice of the annual meeting shall be made at least ten (10) days prior to the meeting.

ARTICLE X EXECUTION OF PAPERS

- Section 1: All documents made, accepted, or executed by Virgie Hegg Hospice Partners shall be signed by the Chairperson and attested by one other officer.
- Section 2: All checks of the corporation shall be signed by the Chairperson and by the Treasurer.
- Section 3: The corporation shall keep correct and complete books and records of account. The corporation shall keep minutes of the proceedings of its Board of Directors and of any meetings of the Executive

Committee. The corporation shall keep a current copy of its by-laws.

Section 4: The fiscal year of the organization shall begin on the first day in May and shall end on the last day in April.

ARTICLE XI AMENDMENTS

Section 1: The Articles of Incorporation and by-laws shall be amended by vote of two-thirds (2/3) of the Board of Directors.

Section 2: A notice of proposed amendments shall be sent to the Board of Directors at least seven (7) days prior to the date set for the meeting.

Section 3: These Articles and by-laws, upon approval by the Board of Directors, shall become effective immediately.

ARTICLE XII QUORUM

Fifty percent (50%) of the Board of Directors then serving shall constitute a quorum for the transaction of business at board meetings. At least one (1) of these shall be an officer. When a quorum has been established at a meeting of the Board of Directors, the act of a majority of the Directors present at the meeting shall be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation, or by these by-laws.

ARTICLE XIII TAX EXEMPT STATUS

Virgie Hegg Hospice Partners shall be incorporated under the provisions of Chapter 317A of the State of Minnesota. This corporation shall also comply with the meaning of Section 501(c)(3) of the Internal Revenue Service.

Revised 06/07/2010

Karen McDermott - VHHP Chairperson

Date

Marge Hyppa - VHHP Vice Chairperson

Date