

BYLAWS OF HOSPICE AND PALLIATIVE CARE OF KODIAK, INC.

Article I – Offices

Section 1. Principal Office. The principal office of the Corporation in the State of Alaska shall be located in or near the City of Kodiak. The Corporation may have such other offices, either within or without the State of Alaska as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by Alaska Statutes. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II – Membership

Section 1. Membership Eligibility. The members of the Board of Directors and all volunteers are officially designated as nonvoting members of the Corporation. However, Directors are entitled to vote on any matters brought before the Board.

Article III – Board of Directors

Section 1. Number and Qualification. The affairs of the Corporation shall be governed by a Board of Directors composed of not less than five (5) nor more than fifteen (15) persons.

Section 2. Powers and Duties. The Board of Directors shall have powers and duties necessary for the administration of the affairs of the Corporation, and may do all such acts and things as are not prohibited by law or by these Bylaws.

Section 3. Election and Term of Office. The term of office of the Directors named in the Articles of Incorporation shall expire when they have been elected or their successors have been elected at the organizational meeting of the Corporation. Subsequently, Board members shall be elected at the annual meeting to serve staggered terms so that, as close as practical, 1/3 of the Directors will stand for election each year. Directors shall hold office until their successors have been elected and hold their first meeting.

Section 4. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled by a majority vote of the members voting, if a quorum be present. A director elected to fill a vacancy will be elected for the unexpired term of the prior director.

Section 5. Removal of Directors. At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause, by the vote of 2/3 of the remaining Directors; and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the Board shall be given an opportunity to be heard at the meeting.

Section 6. Compensation. No compensation shall be paid to the Directors for their services as Directors. No remuneration shall be paid to a Director for services performed for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before such services are undertaken.

Section 7. Annual and Regular Meetings. A regular annual meeting of the Board of Directors will be held in April of each year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director given personally or by e-mail or telephone; which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner, and on like notice, at the written request of at least three (3) Directors.

Section 9. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by that director of the meeting time and place. If all the Directors are present at any meeting of the board, no notice shall be required, and any business may be transacted at such meeting.

Section 10. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 12. Safeguarding Corporation Funds. It shall be the duty of the Board of Directors to see that all sums received by the Corporation are safeguarded and disposed of only in the manner authorized by the Board of Directors.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 14. Standards of Conduct for Directors.

(a) A director shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation.

(b) In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

(iii) a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 15. Conflicts of Interest.

(a) **Purpose.** The purpose of this conflict of interest bylaw is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This bylaw is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(b) **Definitions**

i. Interested person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

ii. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

B. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favor that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under subsection (c), paragraph ii, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(c) Procedures

i. *Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members with the governing board delegated powers considering the proposed transaction or arrangement.

ii. *Determining Whether a Conflict of Interest Exists*

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, that person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

iii. *Procedures for Addressing the Conflict of Interest*

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, that person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with

reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

iv. *Violation of the Conflicts of Interest Policy*

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member the opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(d) Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(e) Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from

the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(f) Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of this conflicts of interest bylaw,
2. Has read and understands the bylaw,
3. Has agreed to comply with this bylaw, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt activities.

(g) Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(h) Use of Outside Experts

When conducting the periodic reviews as provided for in subsection (g), the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IV. Officers

Section 1. Designation. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors may appoint an Assistant Treasurer, an Assistant Secretary, and such other officers as, in their

judgment, may be necessary or advisable. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

Section 2. Election of Officers. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, and shall hold office at the pleasure of the board.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of president or chairman of a corporation, including, by example and not limitation, to the power to appoint committees from time to time as is appropriate to assist in the conduct of the affairs of the Corporation. The President's discretion in such appointments is not to be questioned

Section 5. Vice-President. The Vice President shall take the place of the President and perform those duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall have charge of the membership books and such other books and papers as the Board of Directors may direct; and shall in general perform all the duties instant to the office of secretary.

Section 7. Treasurer. The Treasurer shall be responsible for corporate funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article V. Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall make the appointments. Any members of such committees may be removed by and when the President determines the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the committee.

Section 4. Chair. One member of each committee shall be appointed as Chair by the President.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee

shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VI. Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year shall be subject to change by the Board of Directors, should corporate practice subsequently dictate, but not without prior approval of the membership.

Section 2. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with standard practices of accounting.

Section 3. Inspection of Books. Fiscal reports shall be available at the principal office of the Corporation for inspection, at reasonable times, by any member of the Board of Directors.

Section 4. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts or other legal documents shall be executed on behalf of the Corporation by the President or the Vice-President. All checks shall be executed on behalf of the Corporation by the Executive Director and an officer of the Board (except for petty cash reimbursement checks, which must be signed by two officers).

Section 5. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. Before the Corporation may accept any gift other than one of cash, the proposed gift must be approved by the Board.

Section 7. Dissolution – Charitable Gaming. In the event the Corporation is dissolved, any remaining funds in its charitable gaming account shall be given to another organization recognized as a 501(c)(3) charity by the Internal Revenue Service which also has an active permit from the State of Alaska for charitable gaming, other than a multiple-beneficiary permittee.

Article VII. Meeting Procedure

At all meetings, before speaking any director must first be recognized by the president. Once recognized, that person shall be allowed to speak without interruption. Other Directors shall not engage in separate conversations. All Directors shall be respectful to the speaker and remain focused on the topic under discussion. After the first speaker has concluded, other Directors may ask to be recognized and allowed to speak in a similar fashion. This sequence shall continue until all Directors who desired to speak have had the opportunity to do so. The president and secretary shall be treated in the same fashion. A director may be allowed to speak more than once on a topic, provided the president confirms that each other director who desires to speak has had an opportunity to do so first.

Article VIII. Amendments

These bylaws may be amended by two thirds (2/3) vote of the Directors present and voting at any regular or special meeting, provided that a quorum, as prescribed in these Bylaws, is present at such meeting. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which a vote shall be taken upon such amendment.

KNOW ALL BY THESE PRESENTS:

I, Meghan Kelly, the Secretary of Hospice and Palliative Care of Kodiak, Inc., a non-profit corporation, hereby certify that these Bylaws for governing the operation and management of said Corporation were duly adopted by the Board of Directors as the Bylaws of this Corporation on the 19th day of November 2019.

Meghan Kelly, Secretary

ATTEST:

Alan L. Schmitt, President