

NATIONAL HOSPICE AND PALLIATIVE CARE ORGANIZATION, INCORPORATED

**AMENDED AND RESTATED
BYLAWS***

ARTICLE I NAME

The name of the Corporation shall be the National Hospice and Palliative Care Organization, Incorporated (hereinafter referred to as “NHPCO”).)

ARTICLE II PURPOSE

The purpose of NHPCO shall be to promote the mission, vision and standards of Hospice and Palliative Care and to promote compassionate and high quality care for the terminally ill and their families among the general public and professions; to act as a resource serving the people involved in, committed to, and providing service within the same mission, vision and standards of care; to provide educational programs and technical assistance; to influence health program and public policies relative to end of life care and the needs of the terminally ill and their families; and to carry on any and all activities permitted to a non-stock corporation under the laws of the District of Columbia as may be helpful or appropriate for the achievement of the foregoing or related goals and purposes.

ARTICLE III MEMBERSHIP

Section 1 Membership Categories and Requirements

The NHPCO shall have the following membership categories:

- a. Provider Member - A Provider Member shall subscribe to the NHPCO mission, vision and standards and provide a hospice and/or palliative care program of care.

* Approved by NHPCO Board of Directors and Voting Membership, December 11, 2000.
Amended by the NHPCO Voting Membership, November 2, 2001.
Amended by the NHPCO Voting Membership, June 17, 2002.

- b. State Organization Member - Each State shall be eligible to have one or more members which shall be represented by delegate(s) elected annually, by their members, providing that the State Hospice and/or Palliative Care Organization subscribes to the mission, vision and standards of NHPCO, represents a majority of the current NHPCO Provider Members of the State, and has at least three (3) NHPCO Provider Members. A State Organization Member shall receive all the benefits of an NHPCO Provider Member. For purposes of these Bylaws, the District of Columbia, American Samoa, Guam and Puerto Rico shall be deemed to be States.
- c. Professional Member - A Professional Member is a hospice and/or palliative care professional, including a volunteer or other practitioner, belonging to the National Council of Hospice and Palliative Care Professionals, committed to the hospice and/or palliative care mission, vision and standards and program of care.
- d. Organizational Member - An Organizational Member shall be any group, agency, institution or association supportive of the hospice and/or palliative care mission, vision and standards and program of care.
- e. Individual Member - An Individual Member is a consumer or other person supportive of the hospice and/or palliative care mission, vision and standards and program of care.
- f. Membership Requirements – The Board of Directors may accept as a member of NHPCO, a Provider, State Organization, Organizational, Professional or Individual Member, any entity or person applying therefore and possessing the required qualifications, pursuant to this Section 1. Such acceptance is subject to the payment of any required dues and the submission of any information required by the Board of Directors to evaluate the application or the status of a potential member.

Section 2

Dues

The Board of Directors shall set the schedule of dues for all Members and formulate the specific benefits applicable to each class of Members.

Section 3

Termination

- a. If the dues of any Member are not paid within ninety (90) days after the mailing of the renewal notice, such membership shall automatically terminate on the ninetieth (90th) day.
- b. If a Member does not subscribe to the mission, vision and standards of NHPCO, or does not abide by its Bylaws, the Board of Directors may, by a

two-thirds (2/3) vote of the membership thereof, terminate such membership. No such action shall be taken until the Member is advised of specific reasons, given a reasonable time to prepare a response, and afforded the opportunity for a hearing before the Board of Directors.

- c. The Board of Directors may provide for subsequent reinstatement.

Section 4

Special Councils

- a. Council of State Organizations - There shall be a Council of State Organizations within NHPCO composed of one representative designated by each State Organization Member in writing. The Council shall meet at least annually to consider issues related to NHPCO support and services to State Hospice and/or Palliative Care Organizations and local programs.
- b. National Council of Hospice and Palliative Care Professionals - There shall be a National Council of Hospice and Palliative Care Professionals within NHPCO. The Council shall meet at least annually.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1

Annual Meetings

The Annual Meeting of the Members of NHPCO shall be held during the second half of the calendar year at the time and place chosen by the Board of Directors.

Section 2

Special Meetings

Special Meetings may be called by the Chairperson of the Board or by the majority of the Board of Directors or by one-fourth (1/4) of the voting Members of NHPCO. Written notice of the Annual Meeting shall be delivered to all voting Members not less than sixty (60) days prior to the meeting. All relevant business regarding the Annual Meeting shall be delivered to all voting Members at least twenty (20) days prior to the Annual Meeting, including the purpose and agenda for the meeting, the Governance Committee Report, and all appropriate background materials including copies of proposed changes in dues, NHPCO standards, Articles of Incorporation or Bylaws.

Section 3

Notice

- a. Written notice of the Annual Meeting shall be delivered to all voting Members not less than sixty (60) days prior to the meeting. All relevant business regarding the Annual Meeting shall be delivered to all voting Members at least twenty (20) days prior to the Annual Meeting, including the purpose and agenda for the meeting, the Governance Committee Report, and all appropriate background materials

including copies of proposed changes in dues, NHPCO standards, Articles of Incorporation or Bylaws.

- b. Written notice of Special Meetings and appropriate background materials shall be delivered to Members not less than fifteen (15) days prior to the meeting. Only those items of business set forth in the notice of special meetings shall be discussed and acted upon at such meeting.
- c. Notice of meetings, if mailed, shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its address as it appears on the records of NHPCO, with postage thereon prepaid.

Section 4

Quorum

Twenty-five percent (25%) of the voting Members of NHPCO, represented in person or by proxy, shall constitute a quorum to conduct business at any meeting of the membership.

Section 5

Voting

- a. Provider Member – Each Provider Member shall be entitled to one (1) vote upon any matter put to the membership, unless otherwise provided by these Bylaws. The chief officer of each Provider Member shall designate an individual authorized to vote on its behalf.
- b. State Organization Member - Each State Organization Member that is eligible under these Bylaws and chooses to participate, shall designate a State Delegate and alternate who will be entitled to one (1) vote upon any matter put to the membership, unless otherwise provided by these Bylaws.
- c. National Council of Hospice and Palliative Professionals’ Executive Committee - Each member of the National Council of Hospice and Palliative Professionals’ Executive Committee, that is affiliated with a Provider Member in good standing, provided there is a corresponding membership category appropriate for the organization they represent, and comprised of the section leaders of that Council, will be entitled to one (1) vote upon any matter put to the membership, unless otherwise provided by these Bylaws.
- d. Organizational, Professional and Individual Members - Organizational, Professional and Individual Members shall not be entitled to vote.
- e. Voting Procedures
 - i. There shall be no accumulation of votes. No individual shall have more than one (1) vote by virtue of any dual capacity.

- ii. A Member may vote by proxy executed in writing by the Member or the Member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
- iii. Unless otherwise provided by these Bylaws, voting on all matters may be conducted by mail.
- iv. Unless otherwise provided in these Bylaws, a simple majority of votes cast by members, either in person, by proxy or by mail ballot, at a meeting when a quorum is present shall be required for passage of items put to a vote by the Members.

Section 6 Parliamentary Procedure

These Bylaws and Roberts' Rules of Order, Newly Revised, shall govern the conduct of business at all meetings of the NHPCO, its Board of Directors and the Executive Committee. A Parliamentarian shall be appointed by the Chairperson of the Board prior to any meeting of the Members.

Section 7 Minutes

Minutes shall be taken at all meetings of the Members and shall be available in the principal office of NHPCO and provided upon request to any member or individual for a reasonable cost.

ARTICLE V GEOGRAPHIC AREAS

The five (5) geographic areas of the NHPCO, subject to realignment by the Board of Directors, shall be, Central Plains, Great Lakes, Northeast, Southeast, and West.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of NHPCO, and may exercise and delegate any and all of the powers of NHPCO as it sees fit, subject only to restrictions imposed by statute, the NHPCO Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee

appointments; provide for the maintenance of a national headquarters; employ, direct and discharge executive personnel; authorize meetings; establish membership dues, structure, and benefits; review committee reports; and determine action to be taken. The Board shall be responsible and responsive to the membership by carefully representing them and informing them of issues and events considered by the Board.

Section 2

Number of Directors

The Board of Directors of NHPCO shall be composed of twenty-six members. There shall be one (1) member elected by each of the five (5) geographic areas (“Geographic Area Director”); eight (8) national representatives, elected by the NHPCO voting Members (“National Director”); two (2) non-hospice palliative care representatives, elected by the NHPCO members; and three (3) members appointed by the Chairperson of the Board and approved by a two-thirds (2/3) vote of the Board of Directors to represent spheres of influence/expertise identified by the Board as important to the mission, vision and standards of NHPCO; and one (1) international representative. The Chairperson of the Board of Trustees of the National Hospice Foundation (or designee), the Chairperson of the Council of State Organizations, the Chairperson of the National Council of Hospice and Palliative Care Professionals, the Chairperson of the NHPCO Board of Directors, the Immediate Past Chairperson of the NHPCO Board of Directors, and the President/CEO of NHPCO shall also be voting members of the Board. In addition, there shall be one (1) nonvoting representative of the National Hospice Foundation, selected by the National Hospice Foundation.

Section 3

Composition

At least a majority of the Board of Directors shall be from hospice and/or palliative care programs that are Provider Members. No more than one (1) person from any one Provider or Organizational Member shall serve on the Board at the same time.

Section 4

Term of Office

- a. Geographic Area, National and Palliative Care Directors shall be elected for a period of three (3) years. Approximately one-third (1/3) of the Geographic Area, National and Palliative Care Directors shall be elected each year. Each such Director may serve for only two (2) consecutive terms, not to exceed six (6) consecutive years. For those terms beginning in 2003, two (2) geographic area and three (3) national directors would serve one-year terms; one (1) geographic area, three (3) national and one (1) palliative care directors would serve two-year terms; and two (2) geographic area, two (2) national and one (1) palliative care directors would serve three year terms.
- b. The Chairperson of the Board of Trustees of the National Hospice Foundation (or designee), the Chairperson of the Council of State Organizations, and the Chairperson of the National Council of Hospice and Palliative Care Professionals shall serve on the Board of Directors for so long as such person occupies such designation, but not to exceed six (6) consecutive years. Notwithstanding the

preceding sentence, if such Chairperson, Geographic Area Director, National Director, or Palliative Care Director is elected Chairperson of the NHPCO Board, he or she shall vacate his or her currently held Director position, and that vacated position shall be filled pursuant to these Bylaws.

- c. The Immediate Past Chairperson shall serve a one-year term.
- d. All other Directors shall be appointed for one (1)-year terms and may be reappointed twice, for a maximum of three (3) years of consecutive service.

Section 5

Nominations and Elections

- a. National and Palliative Care Directors - The NHPCO Governance Committee shall propose a slate of candidates for National and Palliative Care Directors to be voted on by the NHPCO voting Members as provided for in these Bylaws.
- b. Geographic Area Directors - Each of the five (5) Geographic Areas shall elect one (1) Director to represent their Geographic Area, in accordance with procedures established by the NHPCO Governance Committee. Each Geographic Area Director must reside or work within the Geographic Area, which he or she is elected to represent and be affiliated with a Provider Member within the geographic area represented in good standing with NHPCO. If at any point in the term a Geographic Area Director is no longer affiliated with a Provider Member in good standing, he or she shall vacate the seat immediately.
- c. Timing of Election - Geographic Area, National and Palliative Care Directors shall be elected by the voting Members of NHPCO in the fourth calendar quarter of the year to fulfill those positions whose terms are expiring or vacant, unless otherwise provided for in these Bylaws.

Section 6

Vacancies

If the Chairperson of the Council of State Organizations, Chairperson of the National Council of Hospice and Palliative Care Professionals, Geographic Area or National Director position on the Board of Directors becomes vacant between the annual elections described in these Bylaws, the Chairperson of the Board in consultation with the Chairperson of the Governance Committee and with the approval of the Board, shall appoint an individual to serve until the next annual election.

Section 7

Regular Meetings

- a. The Annual Meeting of the Board of Directors shall be held during the second half of each calendar year upon such day as may be chosen by the Board of Directors. In addition, the Board shall meet at least at four (4) times a calendar year.
- b. At least thirty (30) days' notice of the time and place for holding each meeting of the Board of Directors shall be given to each member thereof. Agenda and appropriate committee reports shall be received at least ten (10) days prior to the meeting.

Section 8

Special Meetings

A special or emergency meeting of the Board of Directors may be called by the Chairperson of the Board or by the written request of at least one-fourth (1/4) of the Board with at least ten (10) working days' written notice.

Section 9

Notice of Regular and Special Meetings of the Board

Whenever notice of a meeting of the Board of Directors is required to be given under the provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given personally, by telephone, by mail, or by other electronic means, addressed to the Director at his or her address as it appears on the records of NHPCO, or (b) a waiver thereof, in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, or sent by electronic means. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 10

Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth such action, is signed by all Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 11 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 12 Attendance by Non-Board Members

NHPCO Members shall be permitted to attend Board and Executive Committee meetings. Non-Board members may speak at the discretion of the Board. At the discretion of the Board, matters involving disciplinary action, election of Officers, and other agenda items shall be conducted in executive session.

Section 13 Quorum

A simple majority of the Board of Directors shall constitute a quorum.

Section 14 Resignation and Removal

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President/CEO or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed from the Board of Directors by a two-thirds (2/3) vote of the Board for two (2) or more unexcused absences, violations of the NHPCO Bylaws, misconduct, neglect of duty and office, or behavior injurious to NHPCO. No such action shall be taken until the Officer or Director has been advised of specific reasons, given a reasonable time to prepare a response, and afforded an opportunity for a hearing before the Board of Directors.

Section 15 Minutes

Minutes shall be kept of all Board and Executive Committee meetings, and shall be distributed to the members of the Board within thirty (30) days and Chairpersons of Standing Committees after approval by the Board. These minutes shall be available in the principal office of NHPCO and provided upon request to any member or other individual for a reasonable cost.

ARTICLE VII OFFICERS

Section 1 General

The Officers of this Corporation shall be Chairperson of the Board of Directors, Chairperson-elect of the Board of Directors, President/CEO, Secretary, and Treasurer. Each Officer of this Corporation shall be a member of the Board of Directors.

Section 2 Election and Terms of Office

- a. Except for the President/CEO, all Officers shall be elected for a one (1) year term with no more than two (2) consecutive one-year terms in the same office.
- b. No one person may hold more than one office at the same time.
- c. To be eligible for the Office of Chairperson of the Board of Directors, a member must currently serve on the NHPCO Board of Directors.

Section 3 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of NHPCO will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Chairperson or the Secretary.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

- c. Chairperson - The Chairperson-elect shall assume the office.
- d. In case of vacancy in the office of both Chairperson and Chairperson-elect, the duties of the Office of Chairperson shall be performed by the Secretary, until replacements are elected by the Board.
- c. The Board of Directors shall elect replacements for all other vacancies.

Section 5

Duties and Responsibilities of Officers

- a. The Officers of NHPCO shall possess such powers and perform such duties as shall be determined by the Board of Directors.
- b. The Chairperson of the Board shall:
 - Preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee;
 - perform other duties customary to the Office of Chairperson, or as directed by the Board of Directors; and
 - be an ex officio non-voting member of all committees except the Governance Committee.
- c. The Chairperson-elect of the Board shall:
 - Perform such duties as the Chairperson and/or the Board of Directors may determine;
 - in the absence of the Chairperson, shall perform the duties of the Chairperson; and
 - serve as Chairperson of the Governance Committee.
- d. The President/CEO shall:
 - Be appointed by the Board of Directors and shall serve as the salaried chief executive of NHPCO;
 - be charged with the responsibility of operating, managing and directing the corporate business, including the employment of individuals to carry out the purposes of NHPCO; and
 - execute bonds, mortgages and other contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of NHPCO.
- e. The Secretary shall:

- Oversee notice and maintain the minutes of the meetings of Members, Board of Directors, and the Executive Committee; and
- perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the Chairperson of the Board.

f. The Treasurer shall:

- Be the custodian of the corporate funds of NHPCO, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees of NHPCO, to be used exclusively for the operation of NHPCO;
- disburse the funds of NHPCO as ordered by the Board of Directors;
- oversee day-to-day authority for managing the finances of NHPCO;
- provide such financial reports and statements as the Board of Directors or Executive Committee may from time to time require or request; and
- supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Executive Committee.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1 Composition

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish an Executive Committee. The Executive Committee shall consist of up to eight (8) Directors, including the five (5) Officers, the Immediate Past Chairperson, and two (2) additional members elected by the Board at-large.

Section 2 Duties

When the Board of Directors is not in session, the Executive Committee shall possess and may exercise all of the powers the Board of Directors, in accordance with the policies and directives of the Board and within the confines of NHPCO's stated policies and Bylaws. Actions by the Executive Committee shall be ratified at the next Board meeting. The Executive Committee shall arrange for an annual audit of NHPCO's accounts by an independent CPA.

Section 3 Meetings

The Executive Committee shall be called to meet by the Chairperson of the Board.

Section 4

Quorum

At least five (5) members of the Executive Committee must be present for a quorum and a simple majority shall be required for decisions.

Section 5

Term

Each member of the Executive Committee shall hold office for one (1) year and may be reelected by the Board of Directors.

Section 6

Removal and Resignation

Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Board of Directors in office.

ARTICLE IX

COMMITTEES

Section 1

General

- a. Committee Chairperson - A Committee Chairperson for each Committee shall be appointed by the Chairperson of the Board, and approved by the Board. Each Chairperson shall serve for no more than two (2) consecutive one-year (1) terms, except for those whose terms expire in 2001, who may serve for three (3) consecutive terms.
- b. Committee Members – Each Committee Chairperson, in consultation with the President/CEO and with the approval of the Board, shall appoint all other Committee Members and shall fill all vacancies unless otherwise specified in these Bylaws. No person shall serve on more than one (1) Standing Committee without prior approval of the Board unless dual membership is called for in these Bylaws. There shall be no more than two (2) persons associated with one (1) Provider or Organizational Member on the Board and/or Standing Committee(s) during any given time.
- c. Quorum - A quorum of each Committee shall consist of a simple majority of its members, and the Committee may act upon vote of a majority of a quorum.
- d. Removal and Resignation – Any member of a Committee may be removed by a vote adopted by a majority of the Committee members present at a meeting at which a quorum is present. Any member of a Committee may resign from the Committee at any time by giving written notice to the Chairperson of the Board of

Directors, or the President/CEO of NHPCO. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

- e. Action Without A Meeting – Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if a consent in writing, setting forth such action, is signed by all the Committee members, and such written consent is filed with the minutes of proceedings of the Committee. Such consent shall have the same force and effect as a unanimous vote.
- f. Electronic Meeting – Members of a Committee may participate in a meeting of such Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 2

Standing Committees

- a. Governance Committee
 - i. Purpose - To implement the mechanism for soliciting nominations from the voting membership; to review the election process to determine that the process conforms to the Bylaws and NHPCO policies and procedures; and, to develop a slate of geographic area, national and palliative care directors.
 - ii. Composition - The Governance Committee shall be chaired by the Chairperson-elect of the NHPCO Board of Directors and consist of a chairperson and eleven (11) additional members, each appointed by the Executive Committee. Five (5) members shall represent each of the geographic areas, five (5) members shall represent national seats and one (1) member shall represent the palliative care seats. Those Provider and Organizational Members represented on the Board of Directors shall be ineligible as one of the eleven (11) geographic area, national and palliative care representatives to the Governance Committee. Northeast, Southeast and West geographic area representatives, along with two (2) national representatives shall be appointed in even-numbered years and Great Lakes and Central Plains geographic area representatives, along with three (3) national representatives and one (1) palliative care representative shall be appointed in odd-numbered years. Except for 2003, during which the Northeast, Southeast and West geographic area representatives, and two (2) national representatives shall serve one (1) year terms, thereafter, each member would serve for a two (2) year term. Members of the Governance Committee shall not serve two consecutive terms.

iii. Vacancy - If a vacancy occurs on the Governance Committee, the Chairperson of the Board, with the approval of the Board, shall appoint an individual from the same Region to serve until the next annual appointment scheduled in accordance with these Bylaws.

b. Standards

Purpose – To develop standards and practice guidelines by which hospice and palliative care is delivered.

c. Ethics Committee

Purpose - To identify, clarify and address clinical and organizational ethical issues which arise in hospice and/or palliative care.

d. Public Policy

Purpose – To coordinate and review the public policy activities of the National Hospice and Palliative Care Organization.

e. Research

Purpose – To advance research for NHPCO and to support research related to hospice and palliative care.

f. Professional Education

Purpose – To focus on advancing NHPCO’s educational offerings, including national conferences, varied learning modalities and educational resources for skill development and advancement of NHPCO goals.

Section 3

Board Committees

a. Internal Nominating

Purpose – To provide a slate of candidates to the Board of Directors to serve as officers of NHPCO and at-large members of the Executive Committee.

b. Finance

Purpose – To recommend an annual budget to the Board and to monitor the financial performance of the organization throughout the year.

Composition – The Chairperson of the Committee shall be the Treasurer of NHPCO.

Section 4

Additional Committees and Task Forces

Additional committees and task forces shall be appointed by the Chairperson of the Board, with the approval of the Board. These committees and task forces must be reappointed annually.

ARTICLE X INDEMNIFICATION

Section 1 General - Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability - Provided the corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability; except that the foregoing insurance requirements shall not be required if the Corporation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, act or omission that occurred prior to the effective date of the District of Columbia Nonprofit Corporation Amendment Act of 1992, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE XI

FISCAL YEAR

The fiscal year of NHPCO shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII AMENDMENTS

These Bylaws and/or Articles of Incorporation may be amended, altered or repealed by adoption of a resolution by the Board and the subsequent approval of the voting membership either at any duly noticed and constituted meeting of the voting membership, or by mail ballot, by a two-thirds (2/3) vote, provided that written notice of the proposed amendment was given in the notice of the meeting and was received at least twenty (20) days prior to the scheduled date of the meeting.