

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 seriously 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 seriously 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, Requirements, and Voting Rights

The NHPCO shall have the following membership categories. No member shall have any voting rights.

- 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, and such member shall include all locations within its membership application.
- 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. For purposes of these Bylaws, the District of Columbia, American Samoa, Guam, Puerto Rico, and the United States Virgin Islands 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 eligibility, responsibilities, as well as benefits applicable to each class of Members.

Section 3

Termination

- a. If the dues of any Member are not paid within a reasonable amount of time after the mailing of the renewal notice, such membership shall automatically terminate, unless extended by the Executive Committee.
- 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, as described in Board approved operating policies.
- b. National Council of Hospice and Palliative Professionals - There shall be a National Council of Hospice and Palliative Professionals within NHPCO, as described in Board approved operating policies.

Section 5

Member-Governed Corporation

The Corporation shall not be a member-governed corporation within the meaning of Section 401.50 of the District of Columbia Non-Profit Corporations Act.

ARTICLE IV

BOARD OF DIRECTORS

Section 1

Powers and Duties of the Board

The Board of Directors shall set policy for the organization, elect the members of the Board of Directors and the Officers of the Corporation, select and evaluate the President/CEO of the organization, 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; 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. The President/CEO and Chairperson of the Board shall be authorized to execute instruments necessary for the sale, purchase, and/or transfer of real property that has been reviewed and approved by the Board of Directors. The Board of Directors may assign this signatory authority to others by board resolution. All checks or demands for money and notes of the Corporation shall be signed by the President/CEO or such officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2

Number of Directors

The Board of Directors of NHPCO shall be composed of five (5) ex officio voting members and twenty three (23) elected voting members. At least a majority of the total twenty eight (28) shall be currently employed by a Provider Member of NHPCO that is in good standing; at least two shall be representative of palliative care; and one shall be an international representative. There shall be geographic and demographic diversity among the Board members, as well as individual diversity to the extent possible. Representation of relevant spheres of influence and expertise identified by the Board as important to the mission, vision and standards of NHPCO shall be considered by the Nominating Committee and the Board. The following shall serve as ex officio voting members:

- a. the Chairperson of the Hospice Action Network;
- b. the Chairperson of the National Council of Hospice and Palliative Professionals;
- c. the Chairperson of the Council of State Organizations;
- d. the Immediate Past Chairperson of the NHPCO Board of Directors; and
- e. the President/CEO of NHPCO.

Section 3

Term of Office

- a. Directors shall be elected for a term of three (3) years. Approximately one-third (1/3) of the Directors shall be elected each year. Each Director may serve for only two (2) consecutive terms, not to exceed six (6) consecutive years, unless a Director is elected as an officer during the last year of his or her term as a Director, in which case the limit on years of service is extended in direct proportion to the successive year/s elected as an officer.
- b. Directors shall be elected 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.
- c. The Chairperson of the NHPCO Board of Directors shall serve a one (1)-year term and may be reappointed once.
- d. The Immediate Past Chairperson shall serve a one (1)-year term, unless the Chairperson is re-elected, in which case the Immediate Past Chairperson serves for 2 years.

Section 4 Nominations and Elections

The NHPCO Governance Committee shall propose a slate of candidates taking into consideration these criteria:

- a. The majority of the Board must be currently employed by or affiliated with a Provider Member in good standing.
- b. Individuals who are employees or other representatives of vendors whose primary business is service to the hospice and/or palliative care field are not eligible to serve as NHPCO Board members.
- c. No more than one (1) person from any one Provider or Organizational Member shall serve on the Board at the same time.
- d. Commitment to the hospice and/or palliative care mission, vision and standards and program of care.
- e. The geographic and demographic composition of Provider Members, including representatives from all geographic regions in the United States, and reflecting major demographic differences (such as urban and rural).

Section 5 Regular Meetings

- a. Meetings of the Board of Directors shall be held at such times and in such places as chosen by the Board of Directors.
- 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 6 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 7 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 8 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 9 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 10 Attendance by Non-Board Members

NHPCO Members shall be permitted, at the discretion of the Board of Directors or Executive Committee, 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 11 Quorum

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

Section 12 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 13

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.

Section 14

Standard of Conduct for Directors

Directors when discharging the duties of a Director shall act in good faith, in a manner reasonably believed to be in the best interests of the NHPCO. Directors, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board or committee duties, Directors shall disclose information to the Board or a committee that is material to the discharge of the Directors' decision-making or oversight functions; provided, however, that disclosure is not required to the extent that the Director reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule. Unless a Director has knowledge that makes reliance unwarranted, a Director when discharging the duties of a Director may rely on information, opinions, reports, or statements prepared or presented by officers, employees or volunteers of the NHPCO whom the Director reasonably believes to be reliable and competent in the functions performed or the information or opinions provided, legal counsel, public accountants or other persons retained by the NHPCO as to matters that the Director reasonably believes to be within the person's professional or expert competence or as to which the person merits confidence, or a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

ARTICLE V OFFICERS

Section 1 General

The Officers of NHPCO shall be Chairperson of the Board of Directors, Immediate Past Chair, Vice-Chair of the Board of Directors, President/CEO, Secretary, and Treasurer. Only currently serving Directors are eligible for the offices of Chairperson, Vice-Chair, Secretary and Treasurer.

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 (1)-year terms in the same office.
- b. No one person may hold more than one office at the same time.

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:

- a. Chairperson - The Vice-Chair shall assume the office.
- b. In case of vacancy in the office of both Chairperson and Vice-Chair, 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 Vice-Chair 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
- 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 leading, operating, managing and directing the corporate business, including the employment of individuals to carry out the purposes of NHPCO and affiliates;
 - 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;
 - oversee the effective execution of the organization's vision and mission;
 - nominate representatives to serve on behalf of the organization;
 - serve as the public voice of the industry before all levels of government and all public venues;
 - be a public champion for increasing access to hospice and palliative care;
 - work with a keen sense of protocol on both sides of the political aisle with a clear reputation for ethical conduct, and successful demonstrated political network and skills;

- work with appropriate association and organization leaders to build coalition groups and consensus on key issues;
 - be a recognized leader and driving force for quality end-of-life care; and
 - serve as the catalyst for furthering hospice and palliative care.
- 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 responsible for and oversee all financial administration of the NHPCO;
 - provide financial reports and statements to the Board of Directors and/or Executive Committee;
 - ensure NHPCO is compliant with Federal, state, and local financial reporting requirements; and
 - oversee 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.

Section 6

Standard of Conduct for Officers

Each officer of the NHPCO shall discharge his or her duties in good faith, with the care a ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the NHPCO. Each officer shall inform his or her superior officer to whom the officer reports or the Board of Directors or a committee thereof of any information about the affairs of the NHPCO known to the officer and within the scope of the officer's functions, and known to the officer to be material to the superior officer, Board or committee thereof. Each officer shall inform his or her superior officer, or another appropriate person within the NHPCO, or the Board or a committee thereof, of any actual or probable material violation of law involving the NHPCO, and any material breach of duty to the NHPCO by an officer, employee, or agent of the

NHPCO that the officer believes has occurred or is likely to occur. When discharging his or her duties an officer who does not have knowledge that makes reliance unwarranted may rely on information, opinions, reports, or statements prepared or presented by officers or employees of the NHPCO whom the officer reasonably believes to be reliable and competent in the functions performed or the information or opinions provided, or legal counsel, public accountants or other persons retained by the NHPCO as to matters that the officer reasonably believes to be within the person's professional or expert competence or as to which the person merits confidence.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1 Composition

The Board of Directors shall, by resolution adopted by a majority of the Directors in office, establish an Executive Committee. The Executive Committee shall consist of up to ten (10) Directors, including, but not limited to, the six (6) Officers, and the Chairperson of the Hospice Action Network.

Section 2 Duties

When the Board of Directors is not in session, the Executive Committee shall possess and may exercise all of the powers of 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. The Executive Committee shall serve as the Compensation Committee.

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 VII 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 (1)-year 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 for members of the Board and the Officers; and to develop a slate of Directors and Officers.
- ii. Composition – The Governance Committee shall be chaired by the Secretary of the NHPCO Board of Directors and consist of a chairperson and seven (7) additional members, each appointed by the Executive Committee. Members shall be representative of different geographic and demographic areas, and one (1) member shall represent palliative care. Each member shall serve for a two (2)-year term, and shall not serve more than two (2) consecutive two-year 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 to serve until the next annual appointment scheduled in accordance with these Bylaws.

Section 3

Board Committees

a. Finance Committee

- i. Purpose – To recommend an annual budget to the Board and to monitor the financial performance of the organization throughout the year.
- ii. Composition – The Chairperson of the Committee shall be the Treasurer of NHPCO.

b. Audit Committee

- i. Purpose – To appoint an independent public accounting firm to conduct an annual financial audit of and provide tax services to NHPCO, as well as to conduct a series of internal audits as determined by the Committee.

- ii. Composition – At least three (3) members (one of whom may be a member of the Finance Committee), each of whom is independent of management and has sufficient understanding, knowledge and/or experience in finance and/or accounting matters.

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, and shall operate under Board approved guidelines and procedures.

ARTICLE VIII INDEMNIFICATION

Section 1 General

Unless expressly prohibited by law, the NHPCO 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 NHPCO or serves or served any other enterprise at the request of the NHPCO, 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 NHPCO 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 NHPCO 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 NHPCO is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the NHPCO 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 NHPCO 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 NHPCO 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 NHPCO is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE IX 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 X AMENDMENTS

These Bylaws, and/or Articles of Incorporation to the extent permitted by the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"), may be amended, altered or repealed by adoption of a resolution by the Board.

*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.
Amended by the NHPCO Voting Membership, December 14, 2004
Amended by the NHPCO Voting Membership, November 28, 2007
Amended by the NHPCO Voting Membership, August 28, 2009
Amended by the NHPCO Voting Membership, November 15, 2012
Amended by the NHPCO Voting Membership, December 31, 2015