

ARIZONA HOSPICE AND PALLIATIVE CARE ORGANIZATION, INC.
BYLAWS

ARTICLE I - STATEMENT OF PURPOSE

The purpose of the Arizona Hospice and Palliative Care Organization shall be to:

- A. Form a united body to develop and promote high standards for the delivery of quality hospice and palliative care in Arizona.
- B. Provide a unified voice to the community and government agencies to promote uniformity in the application of rules and regulations that affect the delivery of hospice and palliative care.
- C. Provide for an exchange of information among all groups and individuals that are interested in hospice and palliative care as an element of a rational, comprehensive continuum for total health care.
- D. Promote and support educational programs that will enhance skills and knowledge in the delivery of hospice and palliative care.
- E. Provide a channel for dissemination of information to the medical and general community regarding the benefits and availability of hospice and palliative care.
- F. Heighten the political visibility of hospice and palliative care services and affect state and national legislation and regulatory processes.
- G. Collaborate with other state organizations representing health care interests at the local, state, and national level.

ARTICLE II - NAME AND LOCATION

Section 1: Name

This organization, an incorporated entity, shall be known as the Arizona Hospice and Palliative Care Organization, hereinafter "AHPCO" or "the Association."

Section 2: Principal Location

The principal location of the Association shall be the office of the Executive Director.

ARTICLE III - MEMBERSHIP

Section I: Memberships

A. Provider Membership

Provider membership shall be available to:

- 1) any agency licensed as a hospice by the State of Arizona and operating a hospice program of care consistent with the current Standards and Principles of the National Hospice & Palliative Care Organization, or
- 2) any agency or provider currently providing palliative care consistent with the following definition:

Palliative care is an approach that improves the quality of life of patients and their families facing the problems associated with life-threatening illness, through the prevention and relief of suffering by means of early identification and impeccable assessment and treatment of pain and other problems, physical, psychosocial and spiritual. Palliative care:

- provides relief from pain and other distressing symptoms;
- affirms life and regards dying as a normal process;
- intends neither to hasten or postpone death;
- integrates the psychological and spiritual aspects of patient care;
- offers a support system to help patients live as actively as possible until death;
- offers a support system to help the family cope during the patient's illness and in their own bereavement;
- uses a team approach to address the needs of patients and their families, including bereavement counseling, if indicated;
- will enhance quality of life, and may also positively influence the course of illness; is applicable early in the course of illness, in conjunction with other therapies that are intended to prolong life, such as chemotherapy or radiation therapy, and includes those investigations needed to better understand and manage distressing clinical complications.

B. Associate/Corporate Membership

Associate/corporate membership shall be available to any institution, corporation, or organization, other than a licensed hospice, which desires to promote hospice and palliative care concepts with a strong commitment to the patronage and support of the Association.

C. Individual Membership

Individual membership shall be available to any person who desires to support hospice and palliative care concepts through affiliation with this Association.

D. Individual Senior or Student Membership

Individual senior or student membership shall be available to any person 65 and older or any student who desires to support hospice and palliative care concepts through affiliation with this Association.

E. Honorary Membership

Honorary membership may be awarded to any person, recognized by majority vote of the provider members, as having made a significant contribution to hospice and/or palliative care.

Section 2: Voting Rights

Current annual dues must be paid to exercise voting rights.

A. Membership Meetings

Each provider member shall be entitled to cast one vote, either in person or by written proxy, at any duly noticed meeting of the AHPCO membership. No other members shall have voting rights at such meetings.

B. Committee Meetings

Any AHPCO member duly appointed to an AHPCO committee shall have voting rights on that committee.

Section 3: Annual Dues

Dues for each membership category shall be determined from time to time by majority vote of the Board of Directors (“the Board”). Membership dues shall be due and payable annually on a calendar year basis. The Board may approve a prorated dues schedule for new members joining during the second half of the calendar year.

Section 4: Termination of Membership

Membership in AHPCO shall be terminated for the non-payment of dues **90** days after their due date or for just cause upon majority vote of the Board. Membership privileges will be withdrawn at this time.

Section 5: Meetings

- A. There shall be two regular meetings of the membership each calendar year, each to be held with a minimum of thirty (30) days’ notice to members.
- B. Special meetings of the membership may be called at any time by the Board on its own initiative or upon request of ten percent (10 %) of the membership entitled to vote at such meeting, with a minimum of ten (10) days notice to all members.
- C. Voting and Quorum
The Secretary or his/her designee shall provide the President with a current eligible voting list at the start of each meeting. A quorum shall be one-third (1/3) of the membership entitled to vote. A majority vote of those present shall constitute legal action.

Section 6: Voting by Mail, Telephone, or Electronic Transmission

Whenever any question arises which the Board believes should be put to a vote of the membership, and when the Board deems it inexpedient to call a special meeting for such purposes, the Board may, unless otherwise required by these bylaws, submit the matter by mail or electronic transmission for vote by the membership. The question thus presented shall be determined according to a majority of the votes received in response within three (3) weeks after submission, provided that the votes of at least fifty percent (50%) of the members entitled to vote shall be received. Any and all action taken in

pursuance of such vote shall be binding upon the Association in the same manner as would action taken at a duly called meeting. Voting on any matter, including the election of directors, may be conducted by mail or electronic transmission.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Scope

The Board of Directors shall, with the advice and consent of the membership, have supervision, control and direction of the affairs of the Association. It shall determine AHPCO policies or changes thereto within the limits of the bylaws and shall actively further AHPCO purposes. It shall maintain fiscal responsibility and have discretion in the disbursement of AHPCO funds. It may adopt such rules and regulations for the conduct of its business as it deems advisable and may, in the execution of powers granted, appoint such agents as it may consider necessary.

Section 2: Composition

The Board of Directors shall consist of no less than eight (8) or more than sixteen (16) members, excluding *ex officio* members, the exact number to be established from time to time by the Board. Each elected director shall be affiliated with a provider member of the Association. No more than one elected director may be affiliated with the same ownership entity. *Ex officio* and public members may be appointed annually to the Board by majority vote of the Board. The number of appointed members shall not exceed twenty-five (25) percent of the number of elected directors, the exact number to be established from time to time by the Board. The immediate Past President, if his/her Board term has otherwise expired, shall serve one (1) additional year as an *ex officio* member of the Board. The immediate Past President shall not be eligible for re-election to the Board for a one (1) year period following his/her year as an *ex officio* member.

Section 3: Election

Each Fall there shall be an election by ballot to fill all vacancies on the Board, whether created by expiration of term, resignation, or otherwise. In the event that there are more candidates for election than Board vacancies, all vacancies shall be filled by those candidates receiving the most votes, whether or not they receive a majority of the votes. When approved by the Board, Write-in Candidates are permitted in the Election. In the event a Write-in Candidate is among those that receive the most votes, the candidate will be subject to a review by the Board to determine he/she meets the qualifications. This review will take place at the next regularly scheduled Board Meeting.

Section 4: Term of Office

Each elected director shall serve for a term of three (3) years. After serving two full three-year terms, an elected director shall be ineligible for re-election for a one-year period. An exception may be made by a majority board vote for the president to fulfill the remaining year of their term. Each appointed ex-officio and public member shall serve for a term of one (1) year. After serving three full one-year terms, an appointed member shall be ineligible for reappointment for a one-year period. Directors and members shall, upon election or appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified or appointed, unless they resign, are removed, or are otherwise unable to complete their term.

Section 5: Meeting; Quorum; Voting

- A. The Board shall meet at least quarterly. All directors except *ex officio* directors shall have equal voting rights unless otherwise provided in these bylaws. A simple majority of directors entitled to vote must be present to conduct business.
- B. Directors not physically present for a regularly scheduled Board meeting may vote by telephone or electronic transmission on any agenda item where directors were provided at least three (3) days notice of the agenda item.

Section 6: Compensation

Directors shall not receive any compensation for their services as directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

Section 7: Resignation; Vacancies

Any director may resign at any time by giving his/her resignation to the Board. A director may be removed by a two-thirds (2/3) majority vote of the remaining directors for just cause. If a director is no longer affiliated with a provider member, they must resign their board position. If an elected director(s) becomes affiliated during the course of his/her term with the same ownership entity as that of another elected director, only one director representing the same ownership entity may remain on the Board. The ownership entity shall decide which director will remain on the Board to complete his/her term of office. If a director or member has three (3) consecutive unexcused absences during their term, the Board will have considered these absences as a resignation by that director or member. Any vacancy occurring during the year, whether by death, resignation, disqualification, removal or otherwise, may be filled by a vote of the remaining directors. Any director so appointed shall hold the office until the next annual election.

ARTICLE V - OFFICERS

Section 1: The Officers of the Association shall be elected by the Board of Directors

- A. At the first Board meeting after the election of new directors the Board shall elect the officers of the Association. Directors are eligible to become officers after serving one year on the Board.
- B. Any eligible elected director can submit his/her name for election to any office. In the event there is more than one candidate for an office, the office shall be filled by the candidate receiving the most votes, whether or not he/she receives a majority of the votes.
- C. The president shall serve a term of one (1) year and may be re-elected to any office, not to exceed two (2) consecutive terms in the same office. Other officers shall serve a term of one (1) year and may be re-elected to any office, not to exceed three (3) consecutive terms in the same office.
- D. Upon election, officers shall immediately enter upon the performance of their duties. They shall continue in office until their successors shall be duly elected and qualified, unless they resign, are removed, or are otherwise unable to complete their term.

- E. Vacancies shall be filled for the unexpired term of office by a majority vote of the Board, with the exception that the Vice President shall assume the office of the President to complete the unexpired term of a President who has resigned, been removed, or is otherwise unable to complete his/her term.

Section 2: Duties of the Officers

- A. The President, as the principal elected officer of the Association, shall preside at all meetings of the Association, Board of Directors, and Executive Committee, and shall be an *ex officio* member, with the right to vote, of all committees except the Nominating Committee. At the annual meeting of the Association, and at such other times as he/she deems proper, the President shall communicate to the Association or to the Board such matters and make such recommendations as may tend to promote the welfare and increase the usefulness of the Association. He/She shall also perform such other duties as are necessarily incident to the office of President, or as may be prescribed by the Board. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of the Association's affairs.
- B. The Vice President shall assume all duties of the President in the absence of the President.
- C. The Treasurer shall be accountable for the funds of the Association, shall review the accounts and financial records of the Association maintained by the Executive Director, and shall report the status of all financial affairs as requested.
- D. The Secretary or his/her designee shall give notice of and attend all meetings of the Association, keep a record of all proceedings, attest to Association documents, and perform such other duties as are usual for such officer.

Section 3: Executive Director

The Executive Director shall be an *ex officio* member of the Board. The Executive Director shall be appointed, is responsible to, and may be removed at the complete discretion of the Board. The Executive Director shall have authority and responsibility for the management of the business affairs of the Association, including the maintenance of the financial and corporate records of the Association, subject to parameters established by the Board.

Section 4: Banking Authority

The Treasurer, the Executive Director, and one officer of the Association, designated annually by the Board, shall have the authority to sign checks for all disbursements of the funds of the Association. Disbursements in an amount over \$500 will require two authorizing signatures. Disbursements under \$500 will require one authorizing signature. With each Board election, the signatures of the three directors designated in this section must be on record at the bank where the Association accounts are held.

ARTICLE VI - COMMITTEES

Section 1: Executive Committee

The Executive Committee shall conduct the business of the Association during the interim between regular Board meetings and shall be composed of the officers and the immediate Past President. Meetings of the Executive Committee shall be held as needed and may be called at any time by the President.

Section 2: Standing Committees

A member of the Board shall chair each standing committee. Membership on these committees shall include additional directors and/or individuals from the membership at large, to be appointed by the Board. Committee meetings shall be held as needed at the direction of the committee chair. Each committee shall have the responsibilities enumerated in these bylaws and such other duties as may from time to time be assigned by the Board.

A. Legislative/Regulatory

It shall be the responsibility of this committee, in conjunction with the Executive Director, to monitor state and national legislative and regulatory activities and to advise and make recommendations to the Board on any related issues.

B. Marketing/Public Relations

This committee shall submit a yearly plan for Board approval by the February Board meeting for increasing public awareness of hospice and palliative care.

C. Finance

The Treasurer shall chair the Finance Committee, which shall submit an annual budget for Board approval by November 30 of each year. The committee shall be responsible for the identification and development of funding sources for the Association.

D. Membership/Member Services

This committee shall be responsible for oversight of the Member Services subcommittees and efforts to expand the membership of the Association. The Mentoring Program may assist hospice and palliative care programs and facilitate the sharing of information between developing and established programs. Volunteer Training Certification Subcommittee shall consist of the volunteer coordinators of hospice provider members who shall conduct an annual review of volunteer training programs for hospice provider members and verify that such programs meet 30 hour minimum standards suggested by AHPCO. A certificate will be provided to each member who voluntarily complies with the minimum standards – the volunteer coordinator organization will provide AHPCO with a list annually and AHPCO will mail certificates and mark the website appropriately.

E. Education Committee

This committee shall develop programming for all conferences and seminars sponsored by the Association.

Section 3: Other Committees

A. Ad Hoc Committees

Ad hoc committees of no less than two (2) members shall be established by the Board as needed.

B. Nominating Committee

By mid-August, the Board shall appoint a Nominating Committee to accept nominations for candidates for the Board. The committee shall notify the Secretary in writing by mid October of the names of the candidates it proposes. The Secretary shall coordinate with the Executive Director to transmit by mail or electronically a ballot to the last recorded address of each member entitled to vote by October 20th. The Nominating Committee opens the ballots prior to the November Board meeting and presents the slate at the November Board meeting.

ARTICLE VII - INDEMNIFICATION

Section 1: Scope

The Association may indemnify, as determined by the Board, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that such person is or was a director, officer, committee member, employee or agent of the Association. When required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification is proper under the circumstances.

Section 2: Director and Officer Insurance

The Association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any director or officer against any liability which may be asserted against him/her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement. In the manner provided by law, the Association in advance of the final disposition of such action, suit, or proceeding may pay any such expenses.

Section 3: Limitations

The indemnification provided herein shall not be deemed to limit the right of the Association, through action of its Board, to indemnify any other person for any such expenses to the full extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which any person seeking indemnification from the Association may be entitled under any agreement, vote of members or disinterested directors, or otherwise, whether as to action in his/her official capacity or as to action in another capacity while holding such office.

ARTICLE VIII - AMENDMENTS OF BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote of the Board. Membership shall be informed within sixty (60) days of the change.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January.

ARTICLE X - NATIONAL MEMBERSHIP

The Association shall be an affiliate member of a national hospice organization. The Board may elect an officer or appoint the Executive Director to represent AHPCO at local, regional, and national meetings.

ARTICLE XI - PARLIAMENTARIAN

Except as otherwise provided in these bylaws or established by the Executive Committee, Robert's Rules of Order, Revised shall govern all procedural matters at all membership, Board, and committee meetings.