

## **BYLAWS**

**of the**

### **MISSOURI HOSPICE AND PALLIATIVE CARE ASSOCIATION, INC.**

#### **ARTICLE I NAME**

Section 1. Name

The name of the corporation shall be the Missouri Hospice and Palliative Care Association, Incorporated, hereafter referred to as “MHPCA”, the “Corporation”, or the “Association.”

Section 2. Legal Status

This Association shall be a public benefit Corporation incorporated under Chapter 355 of the Revised Statute of Missouri and exempt from taxation under Section 501(c)3 of the Internal Revenue Code.

#### **ARTICLE II PURPOSE**

The purpose of the Association shall be:

- To promote hospice and palliative care to patients and their families;
- To promote understanding among health care professionals of the needs and resources available to hospice or palliative care patients and their families;
- To promote communication among existing and developing hospice and palliative care programs within Missouri and at the regional and national levels of the National Hospice and Palliative Care Organization;
- To promote improved health care legislation and regulation of standards for hospice care and palliative care at all governmental levels;
- To advocate for appropriate reimbursement;
- To promote education for the general public about hospice and palliative care;
- To promote education for hospice and palliative care providers.
- To promote research in the fields of hospice and palliative care; and
- To engage in any other lawful business permitted under the law of the State of Missouri.

#### **ARTICLE III MEMBERS**

Section 1. Membership Categories

- a. Hospice Provider Member Provider Members shall be any hospice provider licensed by their state and certified by Medicare to provide hospice care.
- b. Palliative care Member Any multidisciplinary program that provides care focused on the comfort and improving the quality of life for patients with a serious and complex illness, while supporting their friends and loved ones.
- c. Associate Member Associate Members shall be any associations or institutions, which are not eligible for membership under article III, but which support the purpose of the Corporation.
- d. Individual Member Individual Members shall be any persons interested in hospice or palliative care.
- e. Honorary Member Honorary Members shall consist of persons who have distinguished themselves in furthering the purposes of the Association. Honorary Members shall not be entitled to vote at meetings of the members of the Association, but shall be entitled to receive such benefits as may be prescribed from time to time by the Board of Directors. Honorary Members can be recommended by any member and are approved by vote of the Board of Directors.

## Section 2. Membership Dues

Annual dues shall be reviewed annually and in such amount as established by the Board of Directors of the Association. If unpaid after 60 days of established deadlines, dues shall be declared delinquent, and a late fee shall be assessed. If unpaid after 120 days of established deadlines, membership shall be terminated.

## Section 3. Voting

- a. Each Hospice provider shall have one (1) vote. Each Palliative Care provider shall have one (1) vote. Those Provider Members who provide both hospice and palliative care shall have only one (1) vote. Each Provider Member shall designate in writing the chief administrator or an alternate as the voting delegate.
- b. Associate Members, Individual Members and Honorary Members shall be entitled to voice but not vote at the annual or special meetings.
- c. Voting Lists. Before each meeting of members, the Officer having charge of the membership lists shall make a complete list of the members entitled to vote at such meeting. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

## Section 4. Termination of Membership

After an appropriate hearing carried out in good faith, the Board of Directors, by an affirmative two-thirds (2/3) vote of all members of the Board, may suspend the membership of any member. A notice stating the time, date, place and the reasons for the hearing shall be given to the member in question and to all members of the Board at least thirty (30) days prior to the hearing.

**ARTICLE IV  
MEETINGS OF MEMBERSHIP**

Section 1. Annual Meeting

The annual meeting of the members shall be held each year for the transaction of such business as may come before the meeting. A written or electronic notice of said meeting shall be sent at least ten (10) days prior to said meeting, which notice shall state the place, date and time thereof.

Section 2. Special Meetings

- a. Special meetings of the membership may be called by the President or by the Board of Directors, or by the President as directed by written or electronic petition of not less than one-fifth (1/5) of the voting members.
- b. Upon written or electronic notification, by those authorized to call the meeting, the Association shall notify by mail or electronic notice all provider members of the purpose, time and place of the meeting at least ten (10) days prior to the said meeting.
- c. The agenda of a special meeting shall be restricted to those items included in the stated purpose for which the meeting has been called.

Section 3. Place of Meeting

The Board of Directors may designate any place within the State of Missouri as the place of meeting for any annual or special meeting of the members.

Section 4. Quorum

One-tenth (1/10) of the voting Members of the Association, represented in person or by absentee ballot with at least three (3) voting representatives being non-board members, shall constitute a quorum at any meeting of the members. If less than a quorum of the members is represented at said meeting, a majority of the members present at such meeting may adjourn the meeting without further notice to a date not longer than thirty (30) days from the date originally set for such meeting.

**ARTICLE V  
OFFICERS**

Section 1. General

Elected Officers of this Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Each officer of this Corporation shall be a duly elected and a member of the Board of Directors.

Section 2. Duties and Responsibilities of Elected Officers

The Officers of the Corporation shall possess such powers as are required to perform the functions assigned to them by the Board of Directors and shall perform other such duties and have such other powers as may from time to time be conferred on or assigned to them by the Board of Directors.

- a. President The President shall preside at all meetings of the membership; perform other duties as usually pertain to the Office of President, or as directed by the Board of Directors.
- b. Vice-President The Vice President shall perform such duties as the President and/or the Board of Directors may determine; in an absence of the President shall perform the duties of the President.
- c. Secretary The Secretary shall keep the minutes of the meetings of the members; and Board of Directors; perform other duties as usually pertain to the Office of the Secretary, and as may be required by the Board of Directors or the President.
- d. Treasurer The Treasurer shall be responsible for assuring adequate and correct accounts of the properties and the business transactions of the Association including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and perform other duties as usually pertain to the Office of the Treasurer and as may be required by the Board of Directors or the President.

Section 3. Duties and Responsibilities of the Chief Executive Officer

- a. The Chief Executive Officer of the Corporation shall be hired by the Board of Directors of the Corporation. The Chief Executive Office shall have such general executive powers and duties of supervision and management as are usually vested in this office and shall carry into effect all directions and resolutions of the Board. The Chief Executive Officer, in the absence of both the President and the Vice-President, or if there be no President and Vice-President of the Board, shall preside at all meetings of the members and Directors.
- b. The Chief Executive Officer shall be responsible to assure the timely deposit of monetary assets to the credit of the Association in a depository designated by the Board of Directors.
- c. The Chief Executive Officer may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the Corporation, and may cause the seal to be affixed thereto, and to all other instruments for and in the name of the Corporation.

- d. The Chief Executive Officer shall, unless the Board otherwise provides, be an ex-officio nonvoting member of the Board of Directors, the Executive Committee and all standing committees.
- e. The Chief Executive Officer shall have such other or further duties and authority as may be required by law, prescribed elsewhere in the Association's Bylaws or required from time to time by the Board of Directors.

Section 4. Bond

The Association shall maintain a blanket Fidelity Bond covering all Officers and Directors of the Board, and all employees of the Association as determined by the Board of Directors.

**ARTICLE VI  
BOARD OF DIRECTORS**

Section 1. Duties of the Board

The Board of Directors shall manage the business, property and affairs of the Corporation, and may exercise all the powers of the Corporation, and delegate any and all such powers as they see fit, subject only to restrictions imposed by statute, the MHPCA Articles of Incorporation, and these Bylaws.

Section 2. Composition of Board of Directors

- a) Eleven (11) Directors representing Missouri hospice providers and one (1) Director representing Missouri palliative care providers shall constitute the voting members of the Board of Directors.
- b) Up to three (3) non-hospice representatives.
- c) The Board of Directors, at its discretion, may appoint ex-officio nonvoting member(s) for a period of one (1) year.

Section 3. Regular Meetings

The Board of Directors shall meet at least four (4) times a year.

Section 4. Special Meetings

A special or emergency meeting of the Board may be called by the President or by written request of at least two (2) of the Board Members with no less than twenty-four (24) hours' notice by telephone, telefacsimile or email or by three (3) days' notice by mail.

Section 5. Quorum

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

Section 6. Removal

Directors (except the Chief Executive Officer) may be removed by the vote of a majority of board members. The Chief Executive Officer may be removed by a majority vote of the Board of Directors, subject to such terms as may be stated in the Association's Employee Handbook or any employment contract established between the Association and the Chief Executive Officer.

Reasons for consideration for removal:

- a) Issues of conduct, breach of confidentiality, conflict of interest, inappropriate behavior, criminal activity or other factors not limited to the concerns listed above.
- b) The seat of any Director who has absented him or herself from regular Board meetings on two (2) occasions annually may be declared vacant by the majority of the Directors then in the office. Such action may be taken at the next regular Board meeting following the meeting in which the second absence occurred. The Secretary shall notify the President when any member of the Board of Directors has missed two (2) regular Board meetings within a year.

Section 7. Minutes

Minutes shall be kept of all Board and shall be posted on the Association's website within thirty (30) days and shall be on file in the office of the Corporation.

Section 8. Action without Meetings

Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if one or more written or electronic consents, describing the action so taken, are signed by all of the Directors, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when a majority of the Directors approve the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 9.

Members of the Board of Directors of the Association may participate in a regular or special meeting of such board by any means of communication whereby all persons participating in the meeting can simultaneously communicate with each other. Participation in a meeting in such manner shall constitute presence in person at such meeting.

**ARTICLE VII**

## ELECTION AND TERM OF OFFICE

### Section 1. Qualifications

- a. To be eligible to serve as an elected Officer or Director, an individual must be affiliated with a Missouri Provider Member in good standing of the MHPCA.
- b. No more than two (2) person affiliated with one (1) Provider Member shall serve as Officers or Directors at the same time.

### Section 2. Officers

Officers shall be elected by a majority vote of the Board of Directors from within the Board membership at the Board's first meeting following election of new Directors. Officers shall be elected annually, not to exceed three consecutive years; with the limitation that no individual may continue to serve as an officer once that individual's term of office as a Director has expired. To the extent possible, the Board shall manage elections to assure that not all officers are newly elected to their positions in the same year.

- a. The Board of Directors may, by majority vote if it determines that an emergency situation exists, extend the term of office of any Officer beyond the normal three years of eligibility.
- b. Announcement of the election of officers shall be made to the membership by email following their election.

### Section 3 4. Directors

- a. The Executive Committee shall prepare the ballot of Directors with nominee(s) for the Palliative Care seat coming from within the Association's palliative care membership and nominee(s) for all other Director positions coming from within the Association's hospice provider membership.
- b. MHPCA member will be notified of upcoming board vacancies prior to September 15<sup>th</sup> each year to allow time for application by members to serve as MHPCA Board member. Deadline for resume shall be no later than October 15<sup>th</sup>. After receiving resumes, ballots shall be electronically sent to MHPCA Members in November and shall be returned within 30 days. Directors shall be elected by a majority vote of the MHPCA Members returning properly completed ballots.
- c. Election of Directors shall be staggered with one-third of the Directors being elected each year.
- d. Community based directors on the board shall be appointed by the board based on detailed review of information provided to the board by candidates for each of the community based directors; patient advocate, business/community leader, elder care attorney.

- e. Announcement of Directors elected and/or appointed shall be made to the membership by email in December.

Section 4      Terms of Office

Provider Board of Directors shall serve a two (2) year term beginning on January 1 following election. No Director shall serve for more than four (4) consecutive terms, except that a person appointed to serve less than one (1) year of any un-expired term shall be eligible to serve four (4) additional elected terms. The Chief Executive Officer is not subject to any of the above term limits.

Community Directors shall serve a two (2) year term beginning on January 1 following appointment. No community based director shall serve for more than two (2) consecutive terms.

Section 5      Vacancies

Any vacancy occurring among the elected Directors shall be filled by a vote of the Board of Directors at the meeting following announcement of such vacancy. The Nominating Committee shall secure nominee(s) to be voted on. The person elected shall serve for the remained of the un-expired term of the predecessor.

**ARTICLE VIII  
COMMITTEES**

Section 1.      Standing Committees

- a.      The Executive Committee
  - i.      Composition – The Executive Committee shall consist of the four elected Officers.
  - ii.     Duties -- The Executive Committee shall govern and direct all the affairs of the Corporation between meetings of the Board of Directors.
  - iii.    The Executive Committee shall serve as the Finance Committee of the Board with responsibility to annually review and recommend to the Board changes as necessary to the dues structure; draft an annual budget, including recommendations for compensation of the Chief Executive Officer, and present this budget for Board approval; engage in strategic long-term financial planning for the Association; and make recommendations to the Board of Directors regarding the financial affairs of the Association.
  - iv.    Meetings – The Executive Committee shall meet at least two (2) times within each year and shall possess and may exercise all the powers of the Board between meetings of the Board, in accordance with policies and directives of the Board and within the confines of the Corporation’s stated policies, unless otherwise specified in these Bylaws
  - v.     Quorum – At least three (3) members of the Executive Committee must be present for a quorum.



b. The Nominating Committee

The Nominating Committee shall be comprised of the executive committee by default.

Section 2. Ad Hoc Committees

The Board may appoint special committees. Their duties shall terminate when their assignments are completed and final reports made to the Board of Directors.

**ARTICLE IX  
FISCAL YEAR**

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

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, latest edition, shall govern the conduct of business at all meetings of MHPCA in which they are not in conflict with these Bylaws or statutes.

**ARTICLE XI  
AMENDMENTS**

An amendment to the Bylaws of MHPCA requires a simple majority vote of the Provider Members present and voting at the meeting in which the amendment is presented for a vote. A copy of, or summary of, the proposed amendment(s) shall be mailed to the Provider Members at least ten (10) days in advance of the meeting at which such amendment(s) shall be presented for a vote. Absentee voting is allowed for Provider members not able to be present at the meeting. The Provider member(s)' vote on the proposed amendment is received at the Association's office prior to the stated date and time of the meeting at which the amendment is to be voted on. Absentee ballots may be submitted by mail or by email to the Association office. Ballots received after the date and time of the Association's meeting shall not be counted.

**ARTICLE XII  
INDEMNITY**

Each Director or Officer, or former Director or Officer of this Corporation, and his or her legal representatives, may be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by that person or that person's estate in connection with, or arising out of, any action, suit, proceeding or claim in which that person is made a party by

reason of being, or having been, such Director or Officer; provided that in no such case shall the Corporation indemnify such Director or Officer with respect to any matters as to which such Director or Officer shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of the duties as such Director or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the Director of Officer involved was not guilty of negligence or misconduct; but in taking such action any trustee involved shall not be qualified to vote thereon. In determining whether or not a Director or Officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by such Board. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or Officer may be lawfully entitled.

The Board of Directors shall further be authorized, at its discretion, to procure liability insurance for the protection and indemnification of Directors and Officers, at the expense of the Corporation. The Board of Directors may offer any further indemnification to the extent permissible under the laws of the State of Missouri.

### **ARTICLE XIII DISSOLUTION**

This not-for-profit Corporation may be dissolved and its assets liquidated on the affirmative vote of two-thirds (2/3) of the voting members of the Corporation and any money or property remaining after the payment of debts and obligations of the Corporation shall, within one (1) year of the date of such dissolution, be given or donated to such charitable association, purpose, medical research or medical education institution the said Board of Directors may direct.

*Adopted:*  
*September 15, 1982*

*Amended:*  
*April 16, 1983*  
*April 24, 1985*  
*May 4, 1986*  
*October 10, 1986*  
*April 28, 1989*  
*April 16, 1991*

*October 28, 1991*  
*September 12, 1993*  
*October 3, 1996*  
*October 29, 1998*  
*September 27, 2000*  
*April 1, 2008*

*April 7, 2010*  
*November 8, 2010*  
*December 6, 2011*  
*February 25, 2014*  
*October 18, 2016*