

**BY-LAWS OF  
HOSPICE AND PALLIATIVE CARE ASSOCIATION OF NEW YORK STATE, INC.**

**ARTICLE 1**

**NAME & OFFICE**

1.01 Name. The Corporation shall be known as the Hospice and Palliative Care Association of New York State, Inc. The Corporation is a charitable corporation as defined by the Not-for-Profit Corporation Law.

1.02 Principal Office. The principal office of the Corporation shall be located at the professional address designated from time to time by the Board of Trustees.

1.03 Other Offices. The Corporation may also have offices at such other places as the Board of Trustees from time to time determines.

**ARTICLE II**

**PURPOSE AND MISSION**

2.01 Purpose and Mission: The mission of the Corporation is to promote the availability and accessibility of quality hospice and palliative care for persons in New York State confronting advanced, life-limiting illnesses or conditions; to associate with individuals and entities to promote such care; and to advise the public and others of the benefits and need for such care.

**ARTICLE III**

**MEMBERSHIP**

3.01 Membership and Classes of Membership. The Corporation shall have the following classes of members: Provider Members; Allied Institution Members; Individual Members and Special Members. The voting rights of each membership class are provided in Section 4.07 of these By-laws. The Board of Trustees shall have sole discretion in determining to admit any person or entity into membership and the class of such membership. Membership shall not be transferable.

3.02 Provider Members. Provider Members shall be New York State licensed hospice or palliative care providers. Each Provider Member accepted by the Board of Trustees shall designate its representative to the Secretary.

3.03 Allied Institution Members. Allied Institution Membership is open to allied institutions or organizations that do not provide or plan for specialized care for the persons with advanced or life-limiting illnesses or conditions, but that support the purposes of the Corporation. Each Allied Institution Member shall apply and be accepted by the Board of Trustees, and shall designate its representative to the Secretary.

3.04 Individual Members. Individual Members shall be persons who apply for membership and who support the Purpose and Mission of the Corporation. Individual Members shall have been accepted as Members by the Board of Trustees.

3.05 Special Members. Special Members are persons who are eligible to apply for membership as Individual Members, but who are students or senior citizens. To be eligible as a Special Member a student must be enrolled in a full-time educational program. Senior citizens are persons 62 years of age or older. Special Members shall have been accepted as Members by the Board of Trustees.

3.06. Membership Registry. The Board of Trustees shall cause the Secretary to maintain a Membership Registry, noting the membership, contact information and representative of each Member. The Secretary shall inscribe such information in the Registry as each Member is admitted to membership and shall delete such information therefrom for any Member who ceases for any reason to be a Member. The Register of Members shall be conclusive as of any particular date, as to the Members entitled to notice of and to vote at any membership meetings.

3.07 Dues. The Board of Trustees shall determine the dues schedule applicable to the classes of members. Membership shall be renewed and payable annually. Except as determined by the Board of Trustees in their sole discretion, dues shall not be refundable.

3.08 Termination of Membership. The Board of Trustees may by vote of two-thirds (2/3rds) terminate the membership of any Member for any reason. Membership shall automatically terminate for non-payment of dues.

## **ARTICLE IV**

### **MEETING OF MEMBERS**

4.01 Place of Meeting. All meetings of Members shall be held at such a place as shall be determined by the Board of Trustees and stated in the notice of meeting.

4.02 Annual Meeting. A meeting of the Members of the Corporation shall be held annually at a time and place selected by the Board of Trustees. The purpose of the annual meeting shall be to elect the members of the Board of Directors and to transact such other business as may properly be brought before the meeting. Failure to hold an annual meeting of the Members does not affect the validity of any corporate action. If the annual meeting is not held, the Corporation may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

4.03 Regular and Special Meetings. The Board of Trustees may schedule other regular or special meetings of the Membership. Special meetings shall be held upon the call of the Board of Trustees, or by the Secretary upon the written request of the holders of not less than ten percent (10%) of the votes entitled to be cast by Members at such meeting and in accordance with Section 603 of the Not-For-Profit Corporation Law.

4.04 Notice of Meetings. Written notice shall be given to Members of meetings of the Membership. Notices shall state the place, dates and hours of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be given, personally, by first class mail, or by facsimile telecommunications or by electronic mail not less than ten (10) nor more than fifty (50) days before the date of the meeting, or by another class of mail not less than thirty (30) nor more than sixty (60) days before such date.

4.05 Waiver of Notice. Notice of meetings of the Membership need not be given to any Member entitled to vote who submits a waiver of notice, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or Member's authorized officer, director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member entitled to vote at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member. No notice need be given on an adjourned meeting of Members provided the time and place to which such meeting is adjourned and announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

4.06 Quorum. Except as otherwise provided by law, at any meeting there must be present in person or by proxy Members entitled to cast a majority of the total number of votes entitled to be cast to constitute a quorum for the transaction of business. No business may be conducted at any meeting of the Members unless a quorum is present. Whether or not a quorum is present, a meeting of Members may be adjourned by a vote of the members present.

4.07 Voting of Members. Each Provider Member is entitled to one vote on each matter submitted to a vote at a meeting of Members. Allied Institution Members; Individual Members and Special Members are not entitled to vote. When an action, other than the election of Trustees, is taken by a vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon. Trustees shall be elected by a plurality of the votes cast for each seat at a meeting of the Members by the Members entitled to vote in the election.

4.08 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy or to cast such Member's vote or votes. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided in Section 609 of the Not-For-Profit Corporation Law.

4.09. Adjournment. A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote who are absent at

the time of the adjournment, and unless such time and place are announced at the meeting, to all Members entitled to vote.

4.10 Action By Members Without a Meeting. Whenever under the Not-for-Profit Corporation Law, the Membership is required or permitted to take any action on vote, such action may be taken without a meeting upon the consent of all the Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent maybe written or electronic, in accordance with Section 614 of the Not-For-Profit Corporation Law.

## **ARTICLE V**

### **BOARD OF TRUSTEES**

5.01 Management of the Corporation. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the business and affairs of the Corporation shall be managed by a Board of Trustees of not less than twelve (12), nor more than twenty-two (22) Trustees. The number of Trustees shall be fixed from time to time by the Board of Trustees, provided that no decrease in the number of Trustees shall reduce the term of any incumbent Trustee. Action of the Board of Trustees shall be by majority vote, except as otherwise provided in the Not-For-Profit Corporation Law, the Certificate of Incorporation or these By-Laws.

5.02 Budget, Policies and Management by the Board. The Board of Trustees shall approve the budget of the Corporation, and adopt as appropriate, policies for the governance of the affairs of the Corporation, including but not limited to policies for conflicts of interest and related party transactions as required by Article VII of these By-Laws; whistleblower protection; finances, contracts and investments; record retention; personnel, including anti-harassment and anti-discrimination standards; and such other matters as will promote the mission and governance of the Corporation.

5.03 Qualification and Composition of the Board of Trustees. Any Member, or officer, trustee or employee of a Member in good standing may serve as a Trustee. The President/Chief Executive Officer shall be an *ex-officio* non-voting member of the Board of Trustees. Trustees will be limited to two (2) consecutive terms, provided that the Board of Trustees may designate an additional term or part of term for a Trustee who is seeking election as an officer or appointment as a committee chair. After a period of one (1) year, a former Trustee may again be qualified to serve two consecutive terms as a Trustee. No more than one (1) Member from an organization shall be on the Board of Trustees at any one time, except that, if mergers, acquisitions or a change of employment of a Trustee or Member results in more than one individual from the same organization simultaneously serving on the Board of Trustees, these individuals shall remain as Trustees until the first of their respective terms of office expires.

5.04 Nominations and Election of Trustees. Trustees shall be elected at each Annual Meeting of Members, each to hold office until the term of his or her office expires and until his or her successor is elected and qualified, or until his or her resignation or removal. The Governance Committee, in advance of each Annual Meeting, shall propose a slate of candidates to serve as Trustees. In developing a slate of trustees for election, the Governance Committee shall consider the nominee's qualifications in end-of-life care, the nominee's commitment to the Corporation's

mission, the ability of the nominee to represent the interests of the Corporation, the nominee's executive-level decision-making experience, and the nominee's ability to carry out the responsibilities of a Trustee. Such slate of candidates for Trustees may be transmitted to Members with Proxies authorizing Member votes for such slate, or any candidate, at the Annual Meeting. The Chairperson shall present such slate for nomination at the Annual Meeting. Nominations for Trustees from the floor of the Annual Meeting may be made and seconded by any Member in good standing, in accordance with *Robert's Rules of Order*, newly revised. The Chairperson shall call for a vote for the election of Trustees from among such slate and those duly nominated in accordance with *Robert's Rules of Order*. Voting for Trustees shall not be cumulative.

5.05 Term of Office. Terms of office for Trustees shall be one (1) to three (3) year terms as determined by the Board of Trustees. The Board of Trustees will be divided into three (3) groups and organized such that one-third (1/3) of the terms expire each year. The Board of Trustees may designate terms of less than three (3) years in order to facilitate the terms of the three (3) groups of Trustees.

5.06 Resignation. A Trustee may resign by written notice to the President. The resignation of a Trustee is effective upon its receipt by the Corporation.

5.07 Suspension or Removal by Board. A Trustee may be suspended or removed for cause by two-thirds (2/3rds) majority vote of the entire Board. A Trustee may be removed by the Board of Trustees for three (3) consecutive unexcused absences from Board meetings.

5.08 Removal By Members. A Trustee or the entire Board of Trustees may be removed and replaced by a two-thirds (2/3rds) majority vote of the Members.

5.09 Vacancies. Vacancies in the Board of Trustees shall be filled by the vote of a majority of the remaining Trustees, even though less than a quorum of the Board of Trustees may remain. Each person so elected shall serve until the next meeting of Members at which Trustees are elected.

5.10 Annual Meeting. The Board of Trustees shall meet each year at the time of the Annual Meeting of Members.

5.11 Regular and Special Meetings. Regular Meetings of the Board of Trustees shall be held at least four (4) times per year at places the Trustees may, from time to time, determine or as approved by the written consent of all the Trustees. Special Meetings of the Board of Trustees may be called by the President/CEO or the Chairperson. The President/CEO, Chairperson or Secretary shall call and provide notice of a meeting of the Board of Trustees upon the written request of one-third (1/3) of the Trustees.

5.12 Notices. Five (5) days prior notice shall be required for the Regular Meetings of the Board of Trustees. Seven (7) days written notice shall be given for Special Meetings of the Board of Trustees, and such notice shall state the time, place and purpose or purposes of the meeting. Notices shall be in writing and transmitted by electronic mail. Notice of a meeting of the Board of Trustees need not be given to any Trustee who waives notice in writing or by attending a meeting without objection.

5.13 Quorum. A quorum shall be required to conduct the business of the Board of Trustees. A majority of the total number of Trustees shall constitute a quorum. A quorum present to convene a meeting is not broken by the subsequent withdrawal of any Trustee.

5.14 Electronic Participation at Meetings. Trustees may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

5.15 Adjournment. A majority of Trustees present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Trustees absent at the time of the adjournment, and unless such time and place are announced at the meeting, to all Trustees.

## ARTICLE VI

### OFFICERS OF THE CORPORATION

6.01 Officers. The six (6) officers of the Corporation shall be the Chairperson of the Board, the First Vice Chairperson; the Second Vice Chairperson; the President/Chief Executive Officer; the Secretary and the Treasurer. The officers shall be elected by the Board of Trustees. All officers shall be selected from among the Trustees, except the President/Chief Executive Officer, who shall upon election become *ex officio* Trustee without vote.

6.02 Term of Office, Resignation and Removal. A slate of officers for election shall be presented by the Chair at the first meeting of the Board of Trustees following the Annual Meeting. Officers elected shall, unless removed, hold office until such time as their successors are elected. The Officers serve at the pleasure of the Board of Trustees and may be removed and replaced by the Board of Trustees with or without cause at any time.

6.03 Vacancies. The Board of Trustees shall fill any vacancy in any office.

6.04 Authority. All officers of the Corporation shall have such authority and perform such duties in the conduct and management of the business and affairs of the Corporation as may be designated by the Board of Trustees or by these By-Laws.

6.05 Duties.

- (i) The Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Members and the Board of Trustees.
- (ii) The First and Second Vice Chairpersons. In the absence of the Chairperson, the First Vice Chairperson shall preside at meetings of the Members and the Board of Trustees. In the absence of the Chairperson and the First Vice Chairperson, the Second Vice Chairperson shall preside at meetings of the Members and the Board of Trustees.
- (iii) The President/Chief Executive Officer. The President/Chief Executive Officer shall be the chief executive of the Corporation. He/she will manage the business and affairs of the Corporation and shall see that all policies, orders, and resolutions of the Board of Trustees are carried into effect. He/she shall have all corporate authority to execute contracts and other documents in the ordinary course of the Corporation's business, and manage all employees and contractors of the Corporation in accordance with any directives or limitations established by the Board of Trustees.
- (iv) The Secretary. The Secretary shall maintain, or make appropriate and secure arrangements for the maintenance of, the records of the Corporation. The Secretary shall attend all meetings of the Members and the Board of Trustees, and record all votes and minutes of all proceedings. He or she shall give or cause to be given, notice of all meetings of Members and the Board of Trustees. He or she shall keep in safe custody any seal of the Corporation and, when so affixed it shall be attested by his or her signature, or by the signature of the Treasurer. The Secretary may reasonably delegate his or her duties.
- (v) The Treasurer. The Treasurer shall maintain or arrange for the appropriate and secure maintenance of all corporate funds and securities; shall ensure complete and accurate financial records in accordance with generally accepted accounting principles; shall ensure that all funds and assets of the Corporation are maintained and deposited in the name of and to the credit of the Corporation, with such firms or in such depositories as have been designated by the Board of Trustees. He or she shall render to the Chairperson of the Board and Board of Trustees, on a regular basis and whenever they may require, an accounting of transactions of the financial condition of the Corporation. The Treasurer shall cooperate with all audits and examination of the financial affairs of the Corporation. The Corporation may arrange for a bond for the faithful performance of the duties of the Treasurer in an amount designated by the Board of Trustees.

**ARTICLE VII  
DUTIES OF TRUSTEES AND OFFICERS**

7.01 Duty of Care of Officers Trustees. Officers and Trustees shall exercise the same standard of care that a reasonably prudent person, with similar abilities, acumen and responsibilities, would exercise under similar circumstances. Each Officer and Trustee of the Corporation shall use due diligence in attending Board and Committee meetings and in becoming familiar with all matters and documents under consideration by the Board.

7.02 Duty of Loyalty and Support of the Corporation. Officers and Trustee shall support the actions and mission of the Corporation and shall conduct their public and private undertakings in a manner supportive of the best interests of the Corporation.

7.03 Annual Report. The President shall prepare an Annual Report for the Board of Trustees and Members due at the Annual Meeting of the Corporation. This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

7.04 Review of President Chief Executive Officer. At least annually the Board of Trustees, and or its Executive Committee or any other committee authorized by the Board to do so shall engage in a compensation analysis and review the performance of the President and CEO.

**ARTICLE VIII**

**CONFLICT OF INTEREST POLICIES OF THE CORPORATION**

8.01 Conflict of Interest Policy. The Board of Trustees shall adopt a Conflict of Interest Policy to ensure that Trustees, Officers and key employees act in the Corporation's best interest and comply with applicable legal requirements, including but not limited to the requirements set forth in § 715 of the Not-For-Profit Corporation Law regarding related party transactions. The Conflict of Interest Policy shall meet the requirements of § 715-a of the Not-For-Profit Corporation Law.

8.02 Disclosure of Conflicts and Related Party Transactions. The Conflict of Interest Policy shall require that prior to the initial election of any Trustee, and annually thereafter, such Trustee shall complete, sign and submit to the Secretary a written statement identifying, to the best of the trustee's knowledge, any Conflict of Interest or Related Party Transaction as defined in the Conflict of Interest Policy. The Secretary shall maintain such statements in the records of the Corporation and provide copies to the Chairperson; to the chair of the Audit and Finance Committee; and to any other Trustee on their request.

8.03 Conflicts Review Committee. The Board of Trustees may designate from among its disinterested members an ad hoc Conflicts Review Committee to review and make recommendations concerning any conflict brought to the attention of the Board.



8.04 Review of Related Party Transactions. The Corporation shall not enter into any related party transaction unless the transaction is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any director, officer or key employee who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized committee thereof, the material facts concerning such interest. In the review of Related Party Transactions, the Board of Trustees shall prior to entering into the transaction, consider alternative transactions to the extent available; approve the transaction by not less than a majority vote of the Trustees or committee members present at the meeting; and contemporaneously document in writing the basis for the approval of the transaction, including the consideration of any alternative transactions.

## **ARTICLE IX**

### **COMMITTEES**

9.01 Executive Committee. The Board of Trustees shall have an Executive Committee to exercise all powers and authority of the Board of Trustees in governing the affairs of the Corporation in the interim between Board meetings, except to the extent limited by § 712 of the Not-For-Profit Corporation Law. The Executive Committee shall consist of the six (6) officers, the Immediate Past Chairperson, and a maximum of two (2) at-large Trustees appointed by the Board. The President/CEO shall be an *ex-officio*, non-voting member of the Executive Committee.

The Executive Committee shall execute the functions delegated to it by the Board of Trustees. The Executive Committee shall conduct the performance evaluation of the President/CEO of the Corporation on an annual basis. Such evaluation will be conducted in the last quarter of the current calendar year as part of an annual review of organizational performance and goal setting for the upcoming year. A majority of Executive Committee Members will constitute a quorum. Actions of the Executive Committee shall be reported to the Board of Trustees at its next scheduled meeting.

9.02 Standing Committees. There shall be five (5) standing committees. These committees shall be the Annual Meeting and Education Committee; the Audit and Finance Committee; the Governance Committee; the State Legislative/Regulatory Committee; and the Federal Legislative/Regulatory Committee. The Chair and Trustees serving on each Standing Committee shall be appointed by the Board of Trustees. The Chairperson of the Board shall serve as an *ex-officio* member of each Standing Committee.

Standing Committee Chairs and Standing Committee Members shall serve one (1) year terms. Standing Committee Members are elected or appointed at the meeting of the Board of Trustees following the Annual Meeting or at other times as vacancies occur. The recommendations of every Standing Committee shall be advisory in nature. The Board may create additional committees, advisory groups, and task forces as needed for special purposes.

9.03 The Annual Meeting and Educational Committee. The Annual Meeting and Educational Committee shall consist of up to fourteen (14) Members who represent the various hospice and palliative care disciplines. The Committee shall propose to the Board the Annual Meeting

program; make recommendations for plenary speakers; and recommend of workshop proposals. The Committee shall propose to the Board annual service award nominations and award recipients.

9.04 Audit and Finance Committee. The Audit and Finance Committee shall consist of up to six (6) Trustees. The Committee shall be responsible for: (1) development of a proposed annual budget and recommend changes in the Corporation's dues structure and financial policies; (2) overseeing the audit, including the selection of an auditor, the review of the annual audit and the presentation of the audit to the Board of Trustees; and (3) the fiscal affairs of the corporation, including overseeing the investments of the Corporation. The Treasurer shall be an *ex officio* member of the Audit and Finance Committee.

9.05 The Governance Committee. The Governance Committee shall consist of a minimum of five (5) Trustees and include *ex-officio* the Immediate Past Chairperson of the Board of Trustees. The Committee shall be responsible for leadership development; the development of a slate of Trustees for election at the annual meeting; the orientation of new Trustees; the planning for the Board retreat; the monitoring of Trustee compliance with the Conflict of Interest Policy; and the oversight of policies and procedures adopted by the Board.

9.06 The State Legislative/Regulatory Committee. The State Legislative/Regulatory Committee shall identify, review/evaluate and develop recommendations to the Board of Trustees regarding New York State legislation and regulation. The committee shall develop an annual state legislative/regulatory platform for adoption by the Board of Trustees.

9.07 The Federal Legislative/Regulatory Committee. The Federal Legislative/Regulatory Committee shall identify, review/evaluate and develop recommendations to the Board of Trustees regarding Federal legislation and regulation.

## **ARTICLE X**

### **NOTICES AND MANNER OF ACTING**

10.01 Notices. All notices of meetings may be given by mail, facsimile or e-mail to any Member, Trustee or committee member at the Member's last address as it appears on the books of the Corporation. Such notice shall be deemed to be given at the time when the same shall be mailed or otherwise dispatched.

10.02 Conduct of Meetings. The Board of Trustees shall act at duly convened meetings. Except as otherwise provided in these By-Laws or by law, *Robert's Rules of Order*, newly revised, shall be used as a guideline to determine questions of proper parliamentary procedure.

## **ARTICLE XI**

### **FISCAL YEAR**

11.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

## **ARTICLE XII**

## **INDEMNIFICATION**

12.01 Indemnification Policy. The Corporation shall indemnify its Trustees and Officers, and by action of the Board of Trustees, may indemnify its employees and agents, against claims, expenses or liabilities incurred by any of them in good faith and without gross negligence in their capacity as such, to the full extent permitted by and in accordance with the laws of the State of New York, as amended from time to time. Such indemnification shall continue as to a person who has ceased to be a Trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such persons.

## **ARTICLE XIII**

### **AMENDMENT OF BY-LAWS OR CERTIFICATE OF INCORPORATION**

13.01 By-Laws Amendment. These By-Laws may be amended at any meeting of the Board of Trustees called for that purpose, and the notice for which states that proposed By-Law amendments are to be voted on by the Board of Trustees. Amendments to the By-Laws shall be approved by a two-thirds (2/3rds) majority vote of the Board of Trustees.

13.02 Certificate of Incorporation. An amendment of the Corporation's Certificate of Incorporation shall be authorized, by a two-thirds (2/3rds) majority vote of the Board of Trustees and by a two-thirds (2/3rds) majority vote of the Members.