

CALIFORNIA HOSPICE AND PALLIATIVE CARE ASSOCIATION

A CALIFORNIA NON-PROFIT CORPORATION

BY-LAWS

ARTICLE I: NAME AND OFFICE

The name of the Corporation shall be the California Hospice and Palliative Care Association, Incorporated, hereinafter referred to as CHAPCA. The office of CHAPCA shall be located in a City and County of California, to be determined by the Board of Directors of the Corporation.

ARTICLE II: PURPOSE

The purpose of CHAPCA is to be a membership-based association that promotes and strengthens the delivery of hospice care for terminally ill patients and their families through:

1. Encouraging and supporting the delivery of high quality hospice and palliative care services;
2. Developing and providing high quality education and training for staff and volunteers involved in the delivery of hospice and palliative care services;
3. Serving as a clearinghouse for information and referral on the location and status of hospice and palliative care programs in California;
4. Monitoring state and national legislative and policy-related developments that impact hospice and palliative care programs;
5. Form strategic alliances to further the Association's mission;
6. Encouraging and supporting the continued growth and development of hospice and palliative care providers through networking and technical assistance, and
7. Carrying on any and all activities permitted to a non-for-profit organization under the laws of the State of California for the achievement of the foregoing or related goals and purpose.

ARTICLE III: MEMBERSHIP

Section 1: CHAPCA shall have the following MEMBERSHIP CATEGORIES:

- A. Provider Member:
 - 1. A Licensed Hospice
 - a) A Hospice licensed to provide care in the State of California and engaged primarily in providing care and services to terminally ill patients and their families.
 - b) Individual Program Provider Numbers distinguish separate provider memberships.
 - 2. A Volunteer Hospice: A primarily Volunteer Hospice Program that provides supportive services to terminally ill patients and their families.
- B. Associate Member: An associate member shall be any company, facility or individual, other than a hospice provider, that supplies products or services related to the hospice industry.
- C. Professional Member: Professional members shall be volunteers, board members, or individual staff members from a member or non-member organization, educators, researchers and other interested individuals.
- D. Palliative Care Member: Palliative Care members shall be individuals or organizations engaged in providing palliative care services to patients.

Section 2: DUES

The Board of Directors shall set annually a schedule of dues and benefits applicable to the categories of members as defined in the foregoing section.

Section 3: VOTING

- A. Only provider members shall be entitled to vote upon matters put to the membership. Each provider member shall be entitled to one (1) vote.
- B. Unless otherwise provided for by these By-Laws, voting on all matters, including election of Directors, may be conducted by mail.

Section 4: TERMINATION OF MEMBERSHIP

- A. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following:
 - 1) The voluntary resignation of a member;

- 2) Where a membership is issued for a period of time, the expiration of such period of time;
 - 3) The death of an individual member;
 - 4) The dissolution of the corporation of a corporate member;
 - 5) The non-payment of dues or assessments within 60 days after they become due and payable; and
 - 6) Expulsion of the member under this Section for conduct which the Board of Directors deems seriously detrimental to the best interests of the Association.
- B. If grounds appear to exist for the expulsion of a member under Paragraph A (6) of the Section, the procedure for such expulsion shall be as follows:
- 1) The member shall be given 15 days prior written notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the Association records.
 - 2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion.
 - 3) The hearing shall be held, or the written statement considered, by the Board of Directors, or by a committee or person authorized by the Board of Directors to determine whether the expulsion shall take place.
 - 4) The Board of Directors, or committee, or person, as the case may be, shall decide whether or not the member should be expelled and that decision shall be final.

ARTICLE IV: MEETINGS

Section 1: ANNUAL MEETINGS OF MEMBERS

There shall be an annual meeting of members of the Association, at a time and place to be determined by the Board of Directors. Minutes shall be taken at the annual meeting and shall be distributed to all voting members within sixty (60) days of the annual meeting.

Section 2: SPECIAL MEETINGS OF MEMBERS

Special meetings of members of the Association shall be held at the call of the President of the Board, or by the majority of the Board of Directors, or by not less than twenty-five (25%) percent of the voting membership of the Corporation. Only those items of business set forth in the notice of special meetings shall be discussed and acted upon at such a meeting.

Section 3: NOTICE OF MEETINGS

Written notice of the annual meeting shall be given by mail addressed to each voting member at the address of the member appearing on the books of the Association not less than twenty (20) days nor more than ninety (90) days prior to such scheduled meeting.

Written notice of special meetings shall be given by mail to each voting member at the address of the member appearing on the books of the Association not less than thirty (30) days prior to such scheduled meeting.

Section 4: QUORUM

Twenty-five (25%) percent of the voting members of the Corporation shall constitute a quorum to conduct business at any meeting of the membership.

Section 5: VOTING PROCEDURE

Unless otherwise provided for in these By-Laws, a simple majority of those present at a meeting shall be required for passage of items put to the vote of the membership, provided those present constitute a quorum.

Unless otherwise provided for in these By-Laws, if an action is taken without a meeting, the Association shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association. Approval by written ballot shall be valid only when the number of votes cast by ballot and received by the Association within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot.

Section 6: PARLIAMENTARY PROCEDURE

These By-Laws and Roberts Rules of Order, Newly Revised, shall govern the conduct of business at all meetings of CHAPCA, its Board of Directors, and the Executive Committee. A Parliamentarian shall be appointed by the President of the Board prior to any meeting of the members.

ARTICLE V: REGIONS

CHAPCA shall have at least ten (10) geographic regions. The boundaries and numbers of regions shall be determined by the Board of Directors from time to time.

Regions shall have representation to the Board of Directors, as determined by these By-Laws, in keeping with the goals and objectives of the organization as determined by the Board of Directors, and shall be responsible for local coordination, education, networking, and communication activities.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: NUMBER

The Board of Directors of CHAPCA shall consist of at least fourteen (14) members and no more than twenty-one (21) members.

Section 2: ELECTIONS AND TERMS OF OFFICE

A majority of the members of the Board of Directors shall be elected by the membership. There shall be one (1) member elected by each of the geographical regions. No corporate provider may have more than one representative on the Board of Directors at the same time. Additional members may be appointed by the President of the Board of Directors and approved by the Board of Directors as community/public members. Such community members shall be appointed for one (1) year terms. The representative of the Professional members, the representative of the Associate Members and the representative of the Palliative Care Members shall be voting members of the Board of Directors.

Terms of office for members of the Board of Directors shall begin January 1 and end on December 31 each year.

As terms expire, the Regions shall, during the three months prior to December 31, elect one (1) Director to represent their Region. Regional Representatives shall be persons with demonstrated experience and leadership skills and shall be affiliated with Provider Members in good standing with CHAPCA. Regional candidates shall be credentialed by the CHAPCA Governance Committee. The CHAPCA Governance Committee shall assure that the election process conforms to the By-Laws, policies and procedures of CHAPCA, which include voting privileges for all Provider Members. A Regional Representative must work within the Region in which he or she is elected to represent.

At the first Annual Meeting of the membership of this Corporation, for the first election of the Board of Directors, terms shall be designated so that one-third (1/3) of said Directors shall serve for one (1) year; one-third (1/3) for two (2) years, and one-third (1/3) for three (3) years. Each of said terms shall be considered a "full term." Thereafter, Directors shall be elected for a term of three (3) years. No elected Director shall serve for longer than two (2) consecutive full terms. In the event that the Immediate Past President is at the end of his/her term, a special appointment for one year may be made by the President and ratified by the Board of Directors.

Section 3: VACANCIES

Any at-large vacancy on the Board of Directors shall be filled by a majority of the remaining Directors, from a slate of nominees proposed by the Governance Committee. Regional Board Member vacancies midterm shall be filled by election at a Regional Meeting and be chaired by the outgoing Regional Director or another member of the CHAPCA Board of Directors. Public member vacancies shall be filled by appointment of the Board.

Section 4: MEETINGS

- A. Regular meetings of the Board of Directors shall be held at any place that has been designated from time to time by resolution of the Board of Directors or by written consent of the Board of Directors, but shall not be less than quarterly. Notice of scheduled meetings shall be given to the voting membership at least thirty (30) days prior to the meeting date.
- B. Special or emergency meetings of the Board may be called by the President of the Board or by written request of at least twenty-five (25%) percent of the Board with not less than ten (10) working days written notice.
- C. Members of the Board of Directors or of any committee may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such a meeting.

Section 5: BOARD QUORUM/VOTING

- A. Quorum: A Quorum shall consist of a majority of the Directors in office.
- B. Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if the remaining members constitute a majority of a quorum.
- C. Action by Majority Vote: Unless otherwise specified by these By-Laws, all action taken by the Board of Directors at a meeting shall be approved by a majority of the Directors present.

Section 6: REMOVAL AND RESIGNATION

- A. Any officer or agent elected, appointed or employed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors whenever the best interest of the Corporation will be served thereby. A Director may resign, by written notice to the President. The resignation is effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.
- B. Any or all of the Directors may be removed if, where the Association has less than 50 members, such removal has been approved by a majority of all members pursuant to Section 5033 of the California Corporations Code, or where the Association has more than 50 members, such removal shall be approved by the members pursuant to Section 5034 of the California Corporations Code.

Section 7: DUTIES AND RESPONSIBILITIES

Each Director shall perform the duties of his/her office, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE VII: OFFICERS

Section 1: NAME, ELECTION, AND TERMS OF OFFICE

The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

Section 2: DUTIES AND RESPONSIBILITIES OF 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 such other duties as are from time to time assigned to them by the Board.

The President shall preside at all meetings of the members and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

The Vice President shall carry out all the duties of the President in his/her absence.

The Secretary shall keep a full and complete record of all the proceedings of the Board of Directors, membership meetings, and shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business; shall make service of such notice as may be necessary or proper; shall supervise the keeping of the records of the Corporation; and shall discharge such other duties of the office as prescribed by the Board of Directors.

The Treasurer shall be the custodian of the monies of the Corporation, however received, except for such monies as the Board of Directors may from time to time entrust to the care and use of designated paid employees of the Corporation to be used exclusively for the operation of the Corporation; provide such financial reports and statements as the Board of Directors or Board Committees may from time to time require or request; supervise the keeping and auditing of the accounts which shall be open at all times to the inspection by the Board of Directors or other Committees.

Section 3: TERM OF OFFICE

All Officers shall be elected for a one year term commencing on January 1 and ending on December 31 of each year.

President: If the President is a Regional Representative, at the time of election, the President will recommend to the Board for approval a Provider Member from his/her Region to act as a voting Region Representative during his/her term of office as President.

Vice President: It is expected at the time of election, the Vice President shall commit to assuming the Presidency the following year.

ARTICLE VIII: COMMITTEES

Section 1: STANDING COMMITTEES

Standing Committees of the Board shall function as designated by the Board. The Chairs shall be appointed by the President.

Section 2: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the four principal Officers of the Corporation, the immediate past president provided he or she is still a member of the Board and one (1) member from the Board to be elected by the majority of the Board to fill a member-at-large position. The duty of said committee will be to conduct any necessary business between regular meetings of the Board of Directors. Reports of such action shall be made at the next regular meeting. A quorum of the Executive Committee shall be three (3) members.

Section 3: GOVERNANCE COMMITTEE

The Governance Committee shall consist of a Chairperson and two (2) additional members. The Governance Committee shall be responsible for developing a mechanism for soliciting nominations from the voting membership for developing a slate of at-large Directors; and for maintaining Regional elections as indicated in Article VI, Section 2.

Section 4: NOMINATING COMMITTEE

The Nominating Committee shall consist of the incoming Board President, the Immediate Past President and one (1) Board member appointed by the current Board President. The Nominating Committee shall be responsible for:

- a) Interviewing prospective officers of the Board of Directors.
- b) Recommending a slate of officers to the Board.

Section 5: OTHER COMMITTEES

The Board of Directors shall have the power to establish additional committees to function as special (ad-hoc) committees from time to time, as necessary, to further the goals and mission of the Corporation.

ARTICLE IX: AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by a two-thirds vote at any duly notified membership meeting, providing written notice of the proposed amendment, alteration or repeal shall have been given at least thirty (30) days prior to the scheduled date of the vote.

ARTICLE X: FISCAL YEAR

The Fiscal Year of this Corporation shall be established by the Board of Directors.

ARTICLE XI: GENERAL PROVISIONS

Section 1: CORPORATE RECORDS, REPORTS AND SEAL

The Association shall keep at its principal office, or at such other place as the Board of Directors may specify, a book of the minutes of meetings of the members, meetings of Directors, and meetings of committees of the Board of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof, the corporate seal, a copy of the Articles of Incorporation, a copy of the current By-Laws, and the names and addresses of each member.

Section 2: BOOKS OF ACCOUNTS

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 3: ANNUAL REPORT

Within ninety (90) days after the end of each fiscal year, the Board of Directors shall prepare and distribute as required by law, an Annual Report of the affairs of the Corporation.

Section 4: CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal which shall set forth the name of the Corporation and have inscribed thereon the words "incorporated 1986, California".

Section 5: CONFLICT OF INTEREST

No member of the Board of Directors or of a committee shall vote on a proposal or resolution in which said member has a material financial interest.

Section 6: INVESTMENTS

In investing assets not held for use or used directly in carrying out programs of the Corporation, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital, unless otherwise required by the instrument or agreement under which such assets were contributed to the Corporation.