

BY-LAWS OF THE HOME CARE, HOSPICE AND PALLIATIVE CARE ALLIANCE OF NEW HAMPSHIRE

Article I

Articles of Agreement

The name of the Corporation, the object for which it is established and the nature of the business to be transacted by it, the powers of the Corporation, the location of its principal place of business, the capital stock of the Corporation, and the disposition of its assets on dissolution, shall be as set forth in the Articles of Agreement, as from time to time amended, and these By-Laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such Articles of Agreement; and such Articles of Agreement are hereby made a part of these By-Laws.

Article II

Initial Organization

The initial organization of the Corporation shall be effected by the incorporators who have signed the Articles of Agreement. They shall elect the initial directors of the Corporation who shall serve until the first annual meeting.

Article III

Members of the Corporation

Members of the Corporation shall consist of three categories: (1) Providers, (2) Affiliates, and (3) Individuals.

Provider membership is open to organizations licensed by the State of New Hampshire as providers of home health, hospice, personal care, or other home-based services; distinct palliative care services of NH-licensed health facilities; and palliative care practices exclusive of home medical equipment providers and case management organizations. Each Provider member must pay dues in accordance with the Corporation's established policies for this category of membership. Each Provider member may have one (1) representative attending annual and special meetings of the Corporation who is eligible to vote. Provider members shall be entitled to the full benefits and services offered by the Corporation. As a responsibility of membership, provider members are expected to participate actively in activities of the Corporation, including attending meetings, participating in the strategic planning process, adhering to the values and code of ethics of the Corporation, and promoting the strength of the community-based health care system in New Hampshire.

(2) Affiliate membership is open to: home medical equipment providers; case management providers; organizations providing products and/or services to community-based health care providers; and other organizations doing business with community-based health care providers or interested in the mission of the Corporation, such as insurers, intermediaries and other trade and membership associations. Organizations eligible for Provider membership may not join at the Affiliate membership level. Affiliate members must pay dues in accordance with Corporation established policies for this category of membership. Affiliate members are entitled to participate in annual and special meetings of the Corporation, but are not entitled to voting privileges. Affiliate member organizations shall be entitled to

those benefits and services offered by the Corporation as determined by the Board of Directors.

(3) Individual membership is open to individuals who support the mission of the organization. Employees of organization eligible for Provider or Affiliate membership may not join at the Individual membership level. Individual members must pay dues in accordance with Corporation established policies for this category of membership. Individual members are entitled to participate in annual and special meetings of the Corporation, but are not entitled to voting privileges. Individual members shall be entitled to those benefits and services offered by the Corporation as determined by the Board of Directors. Honorary Individual membership may be offered by the Board of Directors to individuals who have been recognized by the association for outstanding contributions to the association and industry.

Article IV

Corporation Meetings

(1) The Annual Meeting of the members of the Corporation shall be held in the second quarter of the calendar year on such a date as shall be designated by the President to elect the Board of Directors and to consider any other matters for Corporation action.

(2) A special meeting of the Corporation may be called by the President, or by the Board of Directors at any time, or shall be so called by the President as soon as is practicable upon request in writing of fifteen or more Corporation members.

(3) Notices of every meeting of the Corporation, stating the date, time, and place, and in the case of special meetings, object thereof, shall be given each member not less than ten (10) days prior to the meeting.

(4) At any meeting of the Corporation a quorum shall be a majority of the current voting members in good standing.

Article V

Board of Directors

(1) Composition and Responsibilities. The affairs and property of the Corporation shall be under the care and management of a Board of Directors with no fewer than (eleven) 11 and no more than fifteen (15) members. The directors shall be charged and empowered to take all actions reasonably and lawfully necessary to achieve the purposes of the Corporation, or for the furtherance of said purposes. The Board will also be responsible for developing, reviewing and revising an overall strategic plan for the Corporation, and for monitoring the achievement of established goals and objectives. The composition of the Board of Directors shall reflect the diversity of the Corporation's membership, including the nature, discipline, size and geographic locations of Provider members. No less than sixty percent (60%) of the board shall be chief executive officers or administrators of voting Provider member organizations; the remaining Directors shall be members. An administrator is defined as an individual appointed by the CEO who has responsibility for all aspects of the daily operations of home care, hospice or palliative care.

(2) Elections and Terms. At the Annual meeting of the Corporation, new directors shall be elected for a term of two (2) years from a slate of candidates presented by the Governance Committee, which may be supplemented by nominations from the floor. Terms will be staggered, so that not more than six (6) directors are elected to new terms annually. A Director who has served three (3) consecutive terms cannot

again serve as a Director for a period of one (1) year, unless serving as the President of the Association. The President may serve additional terms as necessary to complete a two-year commitment to this office.

(3) Meetings. A regular meeting of the Board of Directors shall be held at least four (4) times each year. The Board may hold other meetings from time to time as the business of the Corporation may require. Such meetings may be called by the President or shall be so called on request in writing by any five (5) Directors.

(a) Notices. Each Director shall receive notice of every meeting of the Board, stating the date, time, place and object thereof.

(b) Quorum. At any meeting of the Board of Directors, a quorum shall be six (6) Directors in good standing, as defined in the Corporation's dues policies. For any Board action, there must be a quorum present.

(c) Conference Calls. The members of the board of directors, or any committee or subcommittee of the board, may participate in a meeting of the board or such committee by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another. Participation by this means shall constitute presence in person at the meeting.

(d) Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the board members and filed by the secretary with the minutes of the meetings of the board.

(e) Electronic Voting - Any action required or permitted to be taken by the Executive Committee or the Board of Directors at a meeting may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by and/or e-mailed from a majority or more of all the voting directors. Such consents may be evidenced by signed writings (which may be a single writing, or multiple counterparts) and/or by directors' e-mail confirmations. Votes taken by e-mail shall be printed out with the printed copy showing the directors' e-mail address. E-mail confirmations and written consents shall be filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting.

(4) Vacancies. Vacancies on the Board of Directors due to resignation, death, or other reason shall be filled for the unexpired term by election by the remaining members of the Board of Directors at a regular meeting.

(5) Removal. Any Director with four (4) absences in one twelve-month period shall be considered to have resigned from the Board. A Director may be removed from the Board either for cause or without cause by an affirmative vote of the Board taken at any regular or special meeting provided that written notice of the proposed removal shall have been given in advance of the meeting. The Director to be removed shall be given an opportunity to be heard at the meeting at which the removal is considered. If a Director changes his/her employer during his/her term on the Board, the Board will determine whether that Director's continued service is in compliance with these by-laws.

Article VI

Officers

(1) Election of Officers. The officers of the Corporation shall be members of the Board of Directors and shall be President, Vice-President, Secretary, and Treasurer. The officers will be elected for a 1-year term by the membership at the annual meeting of the Corporation, and will be elected from a slate presented by

the Governance Committee. Officers may be re-elected for subsequent terms.

(2) The President shall: be the official representative and directing officer of the Board of Directors; preside at all meetings of the Corporation, the Board and the Executive Committee; appoint all committee chairs; serve ex-officio as a voting member of all committees; sign contracts or agreements and accept funds on behalf of the Corporation with authorization from the Board; have such other powers, duties, and activities as maybe set forth in the By-Laws and prescribed by the Board.

(3) The Vice President shall: exercise the powers and duties of the President in the latter's absence or inability to act; perform such duties as the President assigns.

(4) The Secretary shall: keep a record of all meetings of the Corporation, the Board of Directors, and the Executive Committee; perform all other duties usual to this office.

(5) The Treasurer shall: have the care and custody of all the funds of the Corporation, and deposit same in such banks or other depositories as the Board of Directors direct or approve; keep full and accurate account of all monies received and paid and render a statement of such accounts at least quarterly, and at such other times as requested by the Board of Directors; disburse all funds as directed by the Board of Directors in accordance with established policies; be authorized to sign or co-sign checks on behalf of the Corporation; serve as a member of, and may chair, the Finance Committee.

Article VII

Chief Executive Officer

The Chief Executive Officer: shall be employed by the Board of Directors and accountable to same; and will execute the position in accordance with the position description as approved by the Board of Directors, and will serve ex-officio as a non-voting member of the Board and of all committees.

Article VIII

Committees

(1) Designation and Powers. Committees shall be standing and special. The standing committees shall be established by these By-Laws and shall be: Executive, Finance, and Governance. All other committees shall be special committees. Special committees may be established and constituted by the President, with the approval of the Board, or by the Board. The activities of all committees shall be under the supervision of the Board.

(2) Powers. Subject to the general supervision of the Board, each committee shall have the specific powers delegated to it by these By-Laws or by the authority appointing the committee and such additional powers as may be necessary or appropriate to the proper discharge of its duties. Special committees, however, shall limit their activities to the accomplishment of the task for which they are appointed and shall have no power to act in behalf of the corporation except as specifically conferred by the appointing authority.

(3) Appointment. All committee chairpersons shall be appointed by the President, and chairpersons of standing committees shall be members of the Board of Directors. Committee members shall be appointed by the President in consultation with the committee chairpersons, and such appointments will be approved by the Board of Directors. All vacancies due to resignation, death, or other cause shall be filled by the President.

(4) Meetings and Records. Committees shall meet as necessary to carry out their stated responsibilities. The time and place of meetings shall be designated by the chairman of the committee. Each committee shall keep a record of its activities, one copy of which shall be submitted for the permanent record of the Corporation to be maintained in the main office of the Corporation.

(5) Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors and one other director elected by the Board. The Committee shall meet as called by the President in the interim between regular meetings of the Board, exercise the powers of said Board according to these By-laws, except in those instances where the Board specifically restricts the power to act itself; and review at least annually the performance of the Chief Executive Officer.

(6) Finance Committee. The Finance Committee shall consist of at least five members. The Committee shall review the annual operating budget of the Corporation, as prepared by the Chief Executive Officer, and make recommendations thereon to the Board; review the financial statements of the Corporation at least quarterly; ensure that an annual audit is completed by an independent auditor; review annually the dues policies of the Corporation and submit recommendations thereon to the Board; and review and recommend to the Board a budget for capital expenditures.

(7) Governance Committee. The Governance Committee shall be composed of two persons who are current members of the Board, one of whom shall be appointed by the President to serve as Chair, and at least three persons affiliated as staff, trustees, or board members of other voting members not currently represented on the Board. The overall composition of the Governance Committee shall reflect the diversity of the membership of the Corporation. The committee shall consider from voting members names of individuals eligible to be considered for nomination, and shall present a slate of qualified Board of Director nominees to be elected by the membership at the annual meeting. The Committee shall also submit a slate of officers to be elected by the membership at the Annual Meeting. At least once every three years the Governance Committee shall review the by-laws of the Corporation and propose amendments to the full membership as appropriate.

Article IX

Liability of Officers and Board Members

Officers and Directors of the Home Care, Hospice and Palliative Care Alliance of New Hampshire shall be indemnified by the Corporation against liability and against expenses reasonably incurred by them in connection with any action, suit or proceeding by reason of their being or having been an officer or Director of the Corporation, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding, to have been guilty of individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled as a matter of law.

Article X

Fiscal Year

(1) The Fiscal year of the Corporation shall be from the first day of January through the thirty-first day of December.

(2) At the close of each fiscal year the financial accounts of the Corporation shall be audited by a qualified firm selected by the Board of Directors.

Article XI

Amendment

These By-Laws may be amended by a two-thirds vote of those voting members present at the annual Corporation meeting, or at a special Corporation meeting called for that purpose, provided notice of the proposed amendment has been submitted to the President and the Secretary in writing at least ten (10) days prior to any such meeting and the proposed amendment is included in the notice to the voting members for said meeting.

Article XII

Not-For-Profit Corporation

This Corporation is a not-for-profit corporation. While it may hire and pay employees and contract for goods and services, in the pursuit of its objectives, no part of its receipts shall be distributed among any of its Directors.

Article XIII

Robert's Rules of Order

Robert's Rules of Order, as revised, shall govern the proceedings of all meetings of the Corporation and its constituent parts, except as provided by these By-laws.

Article XIV

Dissolution

(1) **AUTHORITY**

Voluntary dissolution of the Corporation shall not occur until, first it has been so recommended by the Board of Directors, and second, it has been affirmed by a vote of two-thirds (2/3) of the voting membership present and voting at a membership meeting of the Corporation. Notice of such proposed action shall be given in writing to the voting membership not less than four (4) weeks prior to the scheduled meeting at which such action is to be considered.

(2) **DISTRIBUTION OF ASSETS:**

Upon dissolution, distribution of assets of the Corporation shall be in accordance with Article VI of the Articles of Agreement.

Adopted: 05/19/89

Amended: 05/18/90, 05/28/91, 03/03/93, 05/13/93, 12/01/93, 05/09/96, 06/13/01, 06/11/03, 06/10/04, 06/12/09, 06/11/2010, 6/17/2011, 10/14/2015, 6/22/2018.