



Hospice & Palliative Care Network
OF MARYLAND

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Hospice & Palliative Care Network
OF MARYLAND

HOSPICE & PALLIATIVE CARE NETWORK OF MARYLAND BYLAWS
(approved 12/06/2013)

ARTICLE I - NAME

The name of this Corporation shall be the Hospice & Palliative Care Network of Maryland, Inc., hereinafter referred to as HPCNMD.

ARTICLE II - PURPOSE

The purpose of HPCNMD shall be to promote the delivery of quality hospice and palliative care in Maryland.

ARTICLE III - MEMBERSHIP

1. Membership in the appropriate classification shall be granted and equal rights assured without regard to race, color, religion, political affiliation, age, gender, sexual orientation, or disability. All prospective members, regardless of membership category must successfully complete the HPCNMD application process and receive approval from the nominating committee. Approval will be withheld if the prospective member does not meet membership criteria. To continue to be eligible for membership the members must pay annual dues and special assessments in a timely fashion, and continue to comply with the information initially given in the membership applications.

Section 1. - Classes

HPCNMD shall have the following membership categories:

a) Hospice Provider

A Hospice Provider member shall be an organization licensed as a hospice by the State of Maryland and actively providing hospice services in the State of Maryland.

b) Palliative Care Provider

A Palliative Care Provider, which is not affiliated with a hospice program, including a free standing, or community-based palliative care program which pays current dues and which is actively providing palliative care services in the State of Maryland.

c) Associate Member

An Associate member shall be open to any organization or institution in the State of Maryland, including, but not limited to, a vendor, partner, or non-hospice and non-palliative care provider, which is not eligible for membership under any other membership category, but which supports the purposes of HPCNMD and pays current membership dues.

d) Individual Member

An Individual member shall be open to any individual who supports the purposes of HPCNMD and pays any current membership dues; providing, however, that individual membership is not open to an individual currently working for a hospice or palliative care provider serving Maryland.

Section 2. - Voting Rights/Membership Rights

- a) Provider members shall have six (6) votes.
- b) Palliative Care Providers shall have two (2) votes.
- c) Associate members shall have one (1) vote.
- d) Individual members shall have one (1) vote.
- e) Notwithstanding a) through d) above, in no event shall the proportion of the total votes of Palliative Care Providers, Associate and Individual members exceed forty percent (40%) of the total votes of Provider members.
- f) A voting member shall designate in writing one official representative and one alternate at the time of joining HPCNMD and thereafter as necessary. The official representative shall cast the allotted votes.
- g) Changes, if any, in the official voting representative and/or alternate shall be sent in writing to the HPCNMD office, Attention: Executive Director.
- h) A vote may be cast in person by the official representative or alternate at any membership meeting or by mail or proxy signed by the official representative. Proxies must state the name of the member, the name of the official representative and the name of the person authorized to exercise the proxy.
- i) At the discretion of the Board President, HPCNMD may conduct voting by mail for issues other than the election of Officers and Directors.
- j) A member may be suspended or expelled for cause upon the terms and conditions established by the Board after an appropriate opportunity for hearing and by a 2/3

vote of the Board of Directors.

Section 3. – Membership Privileges

Members who have paid their membership dues in full and are in good standing shall have all privileges of membership as determined by their category.

All classes of membership determined by the Board of Directors will have the opportunity to receive the following benefits, as well as any additional benefits available to a specific membership class:

- State and national advocacy on hospice/palliative care issues
- Professional education and training
- Regulatory and quality/compliance resources
- Technical support and advocacy
- Networking and sharing of informational resources among members
- Weekly updates on hospice and palliative care industry news
- Action alerts related to reimbursement, quality, and other pertinent industry news
- Customer service/support for specific provider issues
- Participation in HPCNMD Committees and potential election to the Board of Directors
- Access to discounted goods/services through our partnerships
- Discounted rates at annual conference and other HPCNMD events and educational offerings
- Voting privileges at the Annual Meeting

Section 4. – Dues

- a) The membership year shall correspond to the calendar year.
- b) The Board of Directors shall propose a schedule of dues, applicable to all by membership categories, which is subject to approval by the general membership.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. - Regular Meetings

Regular meetings of the membership shall occur at least once a year for the transaction of any business required by HPCNMD.

Section 2. - Annual Meeting

The Board shall designate a meeting between September 1, and December 31, as the Annual Meeting given to the election of Officers, Directors, and Nominating Committee members and the annual reports of the officers and committees.

Section 3. - Special Meetings

- a) Special meetings may be called by the President, by a majority of the Board of Directors or by members representing a majority of the available votes of HPCNMD.
- b) Only those items of business set forth in the notice for a special meeting may be discussed or acted upon at such meetings.

Section 4. - Notice of Meetings

- a) Written notice of Regular and Annual meetings shall be mailed to all members not less than thirty (30) days prior to the meeting date. The notice of the meeting shall be accompanied by a tentative agenda for the meeting and the minutes of the previous meeting.
- b) Written notice of Special meetings shall be mailed to each member, with appropriate background material, at least ten (10) days prior to the meeting date.

Section 5. - Quorum at Meetings

A quorum shall consist of one-third (1/3) of the total votes of the membership.

ARTICLE V - OFFICERS

There shall be four (4) Officers of HPCNMD: President, Vice President, Secretary and Treasurer.

Section 1. - Duties

- a) The President shall
 - 1) Be the principal executive officer of HPCNMD.
 - 2) Receive direction from the Board of Directors.
 - 3) Preside at all meetings of the Board of Directors and the membership.
 - 4) Serve as an ex-officio member of all committees, except the Nominating Committee.
- b) The Vice President shall
 - 1) Assume all duties of the President in the event of the President's absence or disability.
 - 2) Perform such duties as assigned or delegated by the President.

- c) The Secretary shall
 - 1) Ensure that a record is kept of the minutes of all Board of Directors meetings and the minutes of all membership meetings.
 - 2) Perform such other duties as assigned by the President.
- d) The Treasurer shall
 - 1) Oversee the finances of HPCNMD.
 - 2) Chair the Finance Committee.
 - 3) Submit the Treasurer's Report.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. - Definition

The Board of Directors shall represent the membership consistent with these Bylaws and the laws of the State of Maryland.

Section 2. - Composition

- a) There shall be twelve (12) to fifteen (15) voting members. The Board shall include four (4) Officers and eight (8) Directors including one from each of the following: Western Maryland (Allegany, Frederick, Garrett, and Washington counties), Southern Maryland (Calvert, Charles and St. Mary's counties) and the Eastern Shore (Caroline, Cecil, Dorchester, Kent, Queen Anne's, Somerset, Talbot, Wicomico and Worcester counties). Three (3) additional directors from the community may be appointed by the Board each for a term of one (1) year which may include one representative from a Palliative Care Provider, an Individual Member, and/or an Associate Member. Board members shall reside and work primarily in the State of Maryland and no more than one board member shall be from the same organization.
- b) Past presidents may be invited to serve as non-voting members of the Board for a period of one year.

Section 3. - Authority

The Board of Directors shall have the authority delegated to it by the membership and these Bylaws, including the duty and power to act for the membership in the intervals between meetings.

Section 4. - Meetings

- a) Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as may be designated by the President.
- b) Non-board members may be invited to attend a portion of a board meeting for special circumstances as determined by the Board.
- c) At the discretion of the Board President, the Board may meet by telephone conference call and transact such business as it is authorized to transact in person. The minutes of such telephone meetings shall be kept in the same manner as minutes of other Board meetings.
- d) Special meetings of the Board of Directors may be called by the President or by any two (2) Board members provided written notice indicating the time, place and subject of such meetings is given at least 48 business hours in advance. Individual board members may waive, in writing, the notice requirements of this section. Attendance may be in person (preferred) but participation by conference call is acceptable. A roll call will be conducted as the first order of business to determine a quorum and decision making ability of attendees.
- e) Board members are expected to attend all Board meetings. A board member will be removed from the Board following three consecutive unexcused absences.

Section 5. - Quorum

A quorum shall be 50% of the members of the Board of Directors.

Section 6. -Removal for Cause

A member of the Board of Directors may be removed by the membership for cause after a two-thirds (2/3) vote by mail or written ballot. No such action shall be taken until the Board member has been advised of specific reasons and given thirty (30) days to respond. The Board member's response, if any, shall be included with the mail ballot.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. - Nominations:

The Nominating Committee shall

- a) Provide the slate and description of qualifications of the nominees for mailing to the membership at least thirty (30) days before the Annual Meeting.
- b) Present to the Board of Directors recommendations for candidates to fill vacated and

expired terms.

- c) Serve as tellers, responsible for confirming voting credentials, counting of votes and reporting election results at the Annual Meeting.
- d) Review membership applications.

Section 2. - Elections:

- a) Elections shall be by anonymous written ballot.
- b) Ballots shall allow for write-in candidates.

Section 3. - Terms of Office

- a) Officers and Directors shall serve for a term of three (3) years and shall not be eligible for election to more than two (2) consecutive terms in the same office.
- b) The term of office shall begin on the first day of the calendar year following the annual meeting at which the Officer or Director is elected, except for vacancy replacements who shall take office upon appointment.

Section 4. - Election Years

Officers and Directors shall be elected for staggered election terms, based upon year of election. One third of the Board shall be elected annually.

Section 5. - Vacancies

- a) Vacancies shall be filled by the Board of Directors by appointment, which shall require a two-thirds (2/3) vote of the Board of Directors present.
- b) Appointees shall complete the unexpired term of the vacated position.
- c) Resignations shall be submitted in writing to the President.

ARTICLE VIII – COMMITTEES

Section 1. – Appointment

The Board of Directors shall appoint the chairs of all committees.

Section 2. - Authority and Responsibilities

Committees shall

- a) Have such powers and duties as specified in these Bylaws and other such duties as may be assigned.
- b) Report activities regularly to the Board and at the annual meeting.
- c) Maintain committee records for HPCNMD archives.

Section 3. – Executive Committee

The Executive Committee shall be composed of the four (4) Officers of HPCNMD and the Executive Director (in a non-voting status) who shall all be representatives of the hospice providers and shall serve as the agent for the Board between Board meetings.

a) Duties

- 1) At the discretion of the President, the Executive Committee may meet by telephone conference call and transact such business as it is authorized to transact in person. The minutes of such telephone meetings shall be kept in the same manner as minutes of other Executive Committee meetings.
- 2) Acts as an advisory body to the President and the Board of Directors.
- 3) Reports to the Board on its activities between Board meetings.
- 4) Annually review the bylaws.
- 5) Prepare amendments which shall be approved by the Board and submitted to the membership for action at least fourteen (14) days prior to a vote.

b) Authority

In matters that require immediate attention or at the direction of the Board, a minimum of three Officers shall have the power to act for the full Board. Deliberations and votes shall be documented in writing.

Section 4. – Standing Committees

There shall be standing committees of the membership as follows: Education/Outreach, Regulatory, Quality, Legislative, Finance, and Nominating.

a) Education and Outreach Committee

The Education and Outreach Committee shall

- 1) Identify the educational needs of the hospice community and develop and provide educational programs designed to meet those needs.

- 2) Develop educational materials and programs for other health care providers to facilitate the delivery of hospice care and provide information on other aspects of end of life care.
- 3) Develop materials and programs to inform the general public on hospice and end of life care.

c) Finance Committee

The Finance Committee shall

- 1) Be chaired by the Treasurer.
- 2) Monitor the financial performance of the organization throughout the year.
- 3) Recommend policies regarding the finances of HPCNMD.
- 4) Recommend an annual budget to the Board no later than one month prior to the start of the new fiscal year.

d) Nominating Committee

The Nominating Committee shall

- 1) Consist of two members elected by the membership plus a chair appointed by the Board.
- 2) Recruit candidates for Board positions.
- 3) Obtain and distribute applications from candidates.
- 3) Conduct the annual nominations and elections proceedings as defined in Article VII, Sections 1 and 2.
- 4) Review membership applications.

e) Legislative Committee

The Legislative Committee shall

- 1) Monitor legislation and regulatory developments at the state and federal levels that affect hospice care and other aspects of end of life care
- 2) Advise the Board concerning pending legislation or proposed regulations affecting hospice or other aspects of end of life care and recommend official positions consistent with the mission of HPCNMD

- 3) Advocate for public policies which support the needs of the terminally ill, their caregivers and the bereaved
- 4) Monitor and recommend positions regarding issues of reimbursement for hospice services

f) Regulatory Committee

The Regulatory Committee shall

- 1) Monitor legislation and regulatory developments at the state and federal levels that affect hospice care and other aspects of end of life care.
- 2) Advise the Board concerning pending legislation or proposed regulations affecting hospice or other aspects of end of life care and recommend official positions consistent with the mission of HPCNMD.
- 3) Advocate for public policies which support the needs of the terminally ill, their caregivers and the bereaved.
- 4) Monitor and recommend positions regarding issues of reimbursement for hospice services.

g) Quality Committee

The Quality Committee shall:

- 1) Follow the NHPCO identified ten (10) components of quality in hospice care.
- 2) Monitor and recommend standards of care and best practices for hospice care in the State of Maryland.
- 3) Provide education and resources to the membership on the required CMS quality reporting to ensure high standards of care and proper reimbursement.
- 4) Work in conjunction with the Education committee to educate members on quality initiatives.

Section 5. - Ad Hoc Committees

The Board may, from time to time and in its discretion, create such other committees as it may deem necessary or appropriate to fulfill the objectives of HPCNMD. The scope of authority of any such committee shall be defined by the Board.

ARTICLE IX - INDEMNIFICATION

HPCNMD shall, to the maximum extent permitted by Maryland law, indemnify Directors, former Directors, and Officers of HPCNMD against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which the person is made a party, by reason of having been a Director of HPCNMD, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE X - DISSOLUTION

Upon the termination or dissolution of HPCNMD in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of HPCNMD, shall be used or distributed exclusively for purposes within the definition of Section 501 (c) of the Internal Revenue Service Code as the same now exists or as may be amended from time to time, and none of the property or funds of the Corporation shall be divided among or paid to its members, Directors, Officers or other private person, nor shall any of its property or funds revert to the donors thereof.

ARTICLE XI - FISCAL YEAR

The fiscal and operational year of the HPCNMD shall begin on the first day of January in each calendar year.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Roberts Rules of Order, Newly Revised shall govern HPCNMD in all cases to which they are applicable and in which they are consistent with these Bylaws and other special rules of order that HPCNMD may adopt.

ARTICLE XIII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds (2/3) vote of the membership, provided that the proposed amendments have been distributed at least thirty (30) days prior to the vote of the general membership.

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Revised 6/92

Revised 11/93

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