



Hospice & Palliative Care Network
OF MARYLAND

Bylaws – Table of Contents

ARTICLE I – NAME.....	1
ARTICLE II – PURPOSE.....	1
ARTICLE III – MEMBERSHIP.....	1
Section 1 – Membership Approval.....	1
Section 2 – Membership Categories.....	1
Section 3 – Voting Rights/Membership Rights.....	2
Section 4 – Membership Privileges.....	2
Section 5 – Dues.....	3
ARTICLE IV – MEMBERSHIP MEETINGS.....	3
Section 1 – General Membership Meetings.....	3
Section 2 – Annual Meetings.....	3
Section 3 – Special Meetings.....	3
Section 4 – Notice of Meetings.....	3
Section 5 – Quorum at Meetings.....	4
ARTICLE V – OFFICERS.....	4
Section 1 – Duties.....	4
ARTICLE VI – BOARD OF DIRECTORS.....	5
Section 1 – Definition.....	5
Section 2 – Composition.....	5
Section 3 – Authority.....	5
Section 4 – Meetings.....	6
Section 5 – Quorum.....	6
Section 6 – Removal for Cause.....	6
ARTICLE VII – NOMINATIONS AND ELECTIONS.....	6
Section 1 – Nominations.....	6
Section 2 – Elections.....	7
Section 3 – Terms of Office.....	7
Section 4 – Election Years.....	7
Section 5 – Vacancies.....	7
ARTICLE VIII – EXECUTIVE DIRECTOR AND STAFF.....	7
ARTICLE IX – COMMITTEES.....	8
Section 1 – Appointment.....	8
Section 2 – Authority and Responsibilities.....	8
Section 3 – Executive Committee.....	8
Section 4 – Standing Committees.....	9
Section 5 – Ad Hoc Committees.....	11
ARTICLE X – NON-DISCRIMINATION POLICY.....	11
ARTICLE XI – INDEMNIFICATION.....	11
ARTICLE XII – DISSOLUTION.....	11
ARTICLE XIII – FISCAL YEAR.....	12
ARTICLE XIV – PARLIAMENTARY AUTHORITY.....	12
ARTICLE XV – AMENDMENTS.....	12



Hospice & Palliative Care Network
OF MARYLAND
Bylaws

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

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

ARTICLE III – MEMBERSHIP

Section 1. Membership Approval

All prospective members, regardless of membership category must successfully complete the HPCNM application process and receive approval from the Membership Committee. Membership approval will be denied if the prospective member does not meet membership criteria. To continue to be eligible for membership, members must pay annual dues and special assessments in a timely fashion, and comply with the information initially provided on the membership application.

Section 2. – Membership Categories

HPCNM 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 member is an individual or organization, who is not affiliated with a hospice program, and is actively providing palliative care services in the State of Maryland.

c) Associate Member

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

Section 3. - Voting Rights/Membership Rights

- a) Hospice Provider members shall have three (3) votes.
- b) Palliative Care Provider members shall have two (2) votes.
- c) Associate members shall have one (1) vote.
- d) Notwithstanding a through c above, in no event shall the proportion of the total votes of Palliative Care Provider members and Associate Members exceed forty percent (40%) of the total votes of Provider members.
- e) A voting member shall designate in writing one official representative and one alternate at the time of joining HPCNM and thereafter as necessary. The official representative shall cast the allotted votes.
- f) Changes, if any, in the official voting representative and/or alternate shall be communicated in writing to the HPCNM office, Attention: Executive Director.
- g) A vote may be cast by the official representative or designated alternate.
- h) At the discretion of the Board President, HPCNM may conduct voting for issues other than the election of Officers and Directors.
- i) 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 4. – 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 membership category.

All membership categories are eligible for the following benefits, as well as any additional benefits available to a specific membership category:

- State and national advocacy on hospice/palliative care issues
- Professional education and training opportunities
- 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 on HPCNM committees and potential election to the Board of Directors
- Access to discounted goods/services through our partnerships
- Discounted rates at the Annual Conference and other HPCNM events and educational offerings
- Voting privileges at the Annual Meeting

Section 5. – Dues

The membership year shall correspond to the calendar year. The Board of Directors shall determine the annual dues for each category of membership. The Executive Director shall notify members who fail to pay their dues as specified. If payment is not made within a grace period specified by the Board of Directors, without further notice, the delinquent member shall be suspended from the membership roll and thereupon forfeit all rights and privileges of membership including, but not limited to, the right to hold office, the right to vote in elections, privileges of member discounts, and member only promotions. The Board of Directors may establish procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member showing good cause.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. - General Membership Meetings

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

Section 2. - Annual Meeting

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

Section 3. - Special Meetings

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 HPCNM.

Section 4. - Notice of Meetings

- a) Notice of General and Annual meetings shall be communicated 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 communicated 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 HPCNM: President, Vice President, Secretary and Treasurer.

Section 1. - Duties

a) The President shall

- 1) Be the principal executive officer of HPCNM.
- 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 (who shall be the President-elect) 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.
- 3) Upon completion of his/her term, the Vice President shall automatically assume the office of the President.

c) The Secretary shall

- 1) Ensure that a record is kept of the minutes of all Board of Directors, Executive Committee meetings, and the minutes of all membership meetings.
- 2) Perform such other duties as assigned by the President.
- 3) Serve as Chair of the Nominating Committee.

d) The Treasurer shall

- 1) Ensure the maintenance of an account of all monies received, invested and expended by HPCNM.
- 2) Serve as Chair the Finance Committee.
- 3) Submit the Treasurer's Report.
- 4) Ensure that an audit of the financial accounts and records by an accounting firm approved by the Board of Directors is performed on an annual basis.

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). Each Board of Directors member will serve a term of (3) years. Three (3) additional directors from the community may be appointed by the Board of Directors, each for a term of one (1) year, which may include one representative from a Palliative Care Provider, and/or an Associate Member. Members of the Board 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 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 of Directors.
- c) At the discretion of the President, the Board of Directors 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 of Directors meetings.
- d) Special meetings of the Board of Directors may be called by the President or by any two (2) Board of Directors members provided written notice indicating the time, place and subject of such meetings is specified 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 of Directors 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 that is communicated by 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 ballot.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. - Nominations:

The Nominating Committee shall

- a) Be chaired by the HPCNM Secretary
- b) Present to the Board of Directors recommendations for candidates to fill vacated and

expired terms.

- c) Provide the slate and description of qualifications of the nominees for mailing to the membership at least thirty (30) days before the Annual Meeting.
- d) Serve as tellers, responsible for confirming voting credentials, counting of votes and reporting election results at the Annual Meeting.

Section 2. - Elections:

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

Section 3. - Terms of Office

- a) Officers and Board of 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 Board of Directors member 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 – EXECUTIVE DIRECTOR AND STAFF

- a) Executive Director - The administration and management of HPCNM shall be conducted by an Executive Director, employed or appointed by, and directly responsible to the Board of Directors. The Executive Director shall be the chief executive and operating officer of HPCNM with responsibility for the management and direction of all operations, programs, activities, and affairs of HPCNM within the framework of the policies and directives as determined by the Board of Directors. The Executive Director shall be responsible for the employment, annual performance

evaluation, and the termination of employment of HPCNM office personnel.

- b) Office Staff – The HPCNM shall employ an office staff to perform and conduct daily activities. The staff shall be supervised, directed by and answer to the Executive Director within the framework of accepted office practices and policies established by the Board of Trustees.

ARTICLE IX – COMMITTEES

Section 1. – Appointment

The President shall annually appoint the chair of each committee.

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 of Directors and at the annual meeting.
- c) Maintain committee records for HPCNM archives.

Section 3. – Executive Committee

The Executive Committee shall be composed of the four (4) Officers of HPCNM and the Executive Director (in a non-voting status) who shall serve as the agent for the Board of Directors 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 of Directors on its activities between Board meetings.
- 4) Annually reviews the bylaws.
- 5) Prepares amendments which shall be approved by the Board of Directors 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 of Directors, 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, Finance, Nominating, Public Policy (formerly Legislative), Regulatory/ Quality, and Membership.

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 and palliative care and provide information on other aspects of end-of-life care.
- 3) Develop materials and programs to inform the public on hospice and palliative care and end-of-life care.

b) 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 HPCNM.
- 4) Recommend an annual budget to the Board no later than one month prior to the start of the new fiscal year.

c) Nominating Committee

The Nominating Committee shall:

- 1) Be chaired by the Secretary
- 2) Consist of two members elected by the Board of Directors
- 3) Recruit candidates for Board positions.

- 4) Obtain and distribute applications from candidates.
- 5) Conduct the annual nominations and elections proceedings as defined in Article VII, Sections 1 and 2.
- 6) Review membership applications.

d) Public Policy Committee

The Public Policy 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) Monitor developments and advise the Board on matters concerning regulatory development and changes by the Maryland Health Care Commission (MHCC) and the Maryland Health Services Cost Review Commission (HSCRC) on issues concerning hospice and palliative care.
- 3) 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 HPCNM
- 4) Advocate for public policies, which support the needs of the terminally ill, their caregivers, and the bereaved.
- 5) Monitor and recommend positions regarding issues of reimbursement for hospice services

e) Regulatory/Quality Committee

The Regulatory/Quality Committee shall:

- 1) Monitor regulatory developments at the state and federal level specifically from the Centers for Medicare and Medicaid Services (CMS) and the Maryland Department of Health that affect hospice and palliative care and other aspects of end-of- life care.
- 2) Advise the Board concerning pending or proposed regulations affecting hospice and palliative care, or other aspects of end-of- life care and recommend official positions consistent with the mission of HPCNM.
- 3) Monitor and recommend positions regarding issues of reimbursement for hospice and palliative care services.
- 4) Monitor the NHPCO identified components of quality in hospice care.

- 5) Monitor and recommend standards of care and best practices for hospice and palliative care in the State of Maryland.
- 6) Provide education and resources to the membership on the required CMS quality reporting to ensure high standards of care and proper reimbursement.
- 7) Work in conjunction with the Education committee to educate members on quality initiatives.

f) Membership Committee

The Membership Committee shall:

- 1) Review all membership applications.
- 2) Recruit new members for HPCNM.

Section 5. - Ad Hoc Committees

The Board may, in its discretion, create additional committees as it deems appropriate to fulfill the objectives of HPCNM. The scope of authority of any such committee shall be defined by the Board of Directors.

ARTICLE X – NON-DISCRIMINATION POLICY

It is the policy of the Hospice & Palliative Care Network of Maryland to prohibit discrimination among individuals on the basis of sex, race, religion, national origin, age, or physical or mental disability.

ARTICLE XI - INDEMNIFICATION

HPCNM shall, to the maximum extent permitted by Maryland law, indemnify Directors, former Directors, and Officers of HPCNM 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 HPCNM, 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 XII - DISSOLUTION

Upon the termination or dissolution of HPCNM in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of HPCNM, 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 XIII - FISCAL YEAR

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

ARTICLE XIV- PARLIAMENTARY AUTHORITY

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

ARTICLE XV – 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 11/93

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