

NEW HAMPSHIRE HOSPICE AND PALLIATIVE CARE ORGANIZATION

Articles of Agreement

By-Laws amended June 25, 2002, October 25, 2005 and October 3, 2006, May 13, 2010

ARTICLE I - NAME The name of the corporation shall be:

NEW HAMPSHIRE HOSPICE AND PALLIATIVE CARE ORGANIZATION (NHPCO)

ARTICLE 11 - PURPOSE The object for which the corporation is established.

The purpose of the New Hampshire Hospice and Palliative Care Organization (NHPCO) is to promote the Hospice and Palliative Care philosophy, and care for dying persons and their families throughout the state. New Hampshire Hospice and Palliative Care Organization provides its members with educational resources, technical assistance, promotes coordination of statewide activities and assumes an advocacy role for Hospice and Palliative Care on a local, regional, state and national level.

The corporation will exist for perpetuity. NHPCO does not afford pecuniary gain or profit to its members or others. All activities of the corporation are Charitable and Educational in purpose and are intended to operate exclusively within the confines of the Internal Revenue Service (IRS) Code, Section 501(c)(3).

ARTICLE III - MEMBERSHIP The provisions for establishing membership and participation in the corporation.

Any provider of hospice or palliative care member who has paid dues, any individual who pays the dues of the organization, any organization wishing to become a member by payment of dues. See By-laws.

ARTICLE IV - DISPOSITION The provisions for disposition of the corporate assets in the event of dissolution of the corporation, including the prioritization of rights of shareholders and members to corporate assets.

In the event of dissolution, all of the assets and property of the corporation remaining after all debts are satisfied shall, after necessary expenses thereof, be distributed to another organization exempt under IRS 501 (c)(3), corresponding to provisions of any subsequent federal tax laws or to the federal government or state or local government for a public purpose subject to the approval of a Justice of the Supreme Court of the State of New Hampshire.

ARTICLE V - ADDRESS The address at which the business of this corporation is to be carried on is:

125 Airport Road
Concord, NH 03301

ARTICLE VI - CAPITAL STOCK The amount of capital stock, if any, or other number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates.

None

ARTICLE VII - LIABILITY

The articles of agreement may contain a provision eliminating or limiting the personal liability of a director, an officer, or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both.

The corporation shall not hold any Officer or Director liable for monetary damages for breach of fiduciary duty as Director, an Officer, or both, except with respect to matters recited in R.S.A. Chapter 292:2 V-a. (a), (1), (2), and (3).

ARTICLE VIII

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under WC 501 (c) 3 or corresponding provisions of any subsequent Federal tax laws.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (c) (3) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In any taxable year in which the corporation is a private foundation as described in IRC 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), retain any excess business holdings as defined in IRC 4943 (c), (b) make any investments in such manner as to subject the corporation to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945 (il) or corresponding provisions of any subsequent Federal tax laws.

NHHPCO BY-LAWS Amended June 25, 2002 and October 25, 2005

ARTICLE 1 - MEMBERSHIP CATEGORIES

The membership of the organization will consist of:

Sec. 1. Provider Members - any organization that provides Hospice or Palliative Care services to patients and families in New Hampshire and pays annual provider membership dues. Each provider member has one vote.

Sec. 2. Individual Members - any person who supports the work of the organization and pays annual individual membership dues. Each individual member has one vote. Individual and Provider members will be identified within their appropriate regions and/or disciplines.

Sec. 3. Affiliate Members - any organization or liaison group with the New Hampshire Hospice and Palliative Care Organization with a reciprocal agreement. No membership dues. Non-voting member.

Sec. 4. Sustaining Members - any individual or organization who wishes to support the work of NHHPCO and pays the annual sustaining membership dues. Each organization has one vote.

ARTICLE II - BOARD OF DIRECTORS

Sec. 1. Shall consist of ten to fifteen (10-15) members with no more than two (2) from any one Hospice or Palliative Care Agency.

Sec. 2. The Composition of the Board of Directors shall reflect the diversity of the membership representing geographical areas, disciplines and community at large. The Chair of the New Hampshire Pain Initiative Committee will be a Board member. At least four (4) Directors shall have responsibilities for managing a hospice or a palliative care program.

Sec. 3. Duties - The Board is responsible for decisions in matters of policy and finances.

Sec. 4. The Executive Director will serve on the Board Ex-Officio.

Sec. 5. Each Board Member is elected to the Board for a term of three (3) years and may be elected to no more than two (2) consecutive terms.

Sec. 6. Vacancies on the Board will be filled reflecting where the vacancy occurs.

Sec. 7. Removal of a Board Member. Any Director with three (3) consecutive unexcused absences shall be considered to have resigned from the Board.

ARTICLE III - ELECTIONS

Sec. 1 Directors will be elected at the Annual Meeting. See ARTICLE VI

Sec. 2 Officers will be elected annually immediately following the Annual Meeting by the Board of Directors for a one-year term from a slate presented by the Nominating Committee. The President and Vice President will be limited to two consecutive terms.

ARTICLE IV - OFFICERS The OFFICERS of this organization will be:

PRESIDENT - Presides at all meetings, oversees the general operation of the organization, appoints committee chairs from within the Board, and performs other duties associated with the office.

VICE PRESIDENT - Performs all the duties of the President in the event of the absence or inability of the President to act, and assists the President as appropriate.

SECRETARY - Records all proceedings and membership voting of the Board of Directors. Maintains all records and is responsible for correspondence as appropriate. The Secretary is responsible for the distribution of minutes to the membership and notifying them of upcoming meetings.

TREASURER - Receives and disburses all NHHPCO funds. Maintains complete and accurate accounting records for the organization, reporting quarterly to the Board and annually to the membership.

ARTICLE V - COMMITTEES The committees shall be as follows:

PERMANENT COMMITTEE - NEW HAMPSHIRE PAIN INITIATIVE (NHPI)

The NHPI committee shall initially include the current NHPI Executive committee and other members interested in pain management and policy. The chairperson of this committee will be a voting member on the Board of Directors. The committee is responsible for electing the chair.

The mission: To promote relief of pain through research, public and professional education, legislative awareness and advocacy. It is a multidisciplinary committee and will remain the state pain initiative in collaboration with the American Cancer Society.

Goals:

1. To educate health professionals on the current principles and practices that relieve pain.
 2. To educate the public about pain relief techniques and resources available within New Hampshire and to change attitudes among professionals and the public which prevent effective pain control.
 3. To inform legislators of bills which may act as barriers for those seeking pain relief. Promoting the introduction of appropriate legislation and acting as a resource for applicable legislation.
 4. To promote the conduct, dissemination and utilization of research related to pain relief.
- The committee, taking into account the mission and goals stated above, will decide the meeting frequency and agenda.

HOSPICE ADVISORY COMMITTEE

The Hospice Advisory Committee shall consist of members of the community that are interested in providing support to NHHPCO and have specific areas of expertise to act as advisors for the organization, to increase awareness of the hospice and palliative care philosophy, and support hospice and palliative care in New Hampshire.

Members of the Advisory Committee are appointed by the Board of Directors who will act on recommendations from the membership. The President of the Board and the Executive Director will serve on this committee.

STANDING COMMITTEES

EXECUTIVE: The Executive committee shall consist of the President, Vice President, Secretary, Treasurer, and when possible, the immediate Past President. The Executive Director serves as an ex-officio member. Other Members may be part of the Executive Committee, as determined by the Board of Directors. The Executive Committee is responsible for decisions when the full Board is not able to be convened, subject to ratification by the Board.

Governance Committee. This committee attends to all governance matters, including (1) nominating Board Members to be voted on by the membership at the Annual Meeting, (2) nominating Officers to be presented at the Annual Meeting and voted on by the Board, (3) maintaining an accurate record of Board Member and Officer terms and, (4) making recommendations to the Membership for Articles of Agreement and Bylaws changes. The members of this committee shall be nominated by the President of the Board and elected by the Board of Directors. The Governance Committee upon implementation will absorb the members previously elected to serve as the Nominating Committee. The functions of a nominating committee as currently stated in our by-laws will be incorporated into the duties of a Governance Committee.

OTHER COMMITTEES: The President of the Board of Directors may appoint other committees as needed to complete the work of NHHPCO

ARTICLE VI – MEETINGS

Sec. 1. There shall be an annual meeting of the organization. All member categories will receive notification no later than ten (10) days prior to the meeting.

Sec. 2. The Board of Directors will meet at least quarterly.

Sec. 3. The Executive Committee will meet as necessary to carry out the business of the organization.

Sec. 4 Committees will meet on a regular schedule as determined by the chair and report at each quarterly Board meeting.

Sec. 5 A quorum for transaction of business shall be not less than one half (1/2) of the number of Directors.

Sec. 6. Votes shall be determined by a simple majority. When there is a tie vote, the President shall cast the last and determining vote.

ARTICLE VII - ORGANIZATIONAL YEAR

The organizational fiscal year will be January 1 to December 31.

ARTICLE VIII - AMENDMENTS

These by-laws may be amended or revised by a majority vote of the entire voting membership at any meeting called in accordance with proper notification (ten (10) days prior to a general meeting.) Such notice will include an outline of the proposed amendments.

ARTICLE IX - LIABILITY OF OFFICERS AND BOARD MEMBERS

Officers and Directors of the New Hampshire Hospice and Palliative Care Organization 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.