

BYLAWS OF THE AMERICAN ACADEMY OF HOSPICE AND PALLIATIVE MEDICINE

ARTICLE I: NAME AND OFFICES

The name of this corporation shall be the American Academy of Hospice and Palliative Medicine, Inc. (hereafter referred to as the "Academy"). The Academy shall operate as a Florida not-for-profit corporation and shall be organized under and have such powers as are now or may hereafter be granted by the Not for Profit Corporation Act of the State of Florida. The Academy shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE II: PURPOSES

The Academy is organized exclusively for charitable and educational purposes, in particular for the advancement of hospice and palliative medicine, its practice, research and education. The Academy shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and regulations issued pursuant thereto, as they now exist or may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or regulations issued pursuant thereto, as they may now exist or may hereafter be amended. In carrying out its mission, the Academy shall act in a manner consistent with applicable law, its Articles of Incorporation, these Bylaws and the vision, mission statement, policies and goals established by its Board of Directors.

ARTICLE III: MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in the Academy; (ii) shares interest in and supports the purposes of the Academy; (iii) abides by these Bylaws and such other rules and regulations as the Academy may adopt; and (iv) meets such additional criteria for each category of membership in the Academy as the Board of Directors may from time to time establish:

- (1) Regular membership. Allopathic or osteopathic physicians fully licensed to practice medicine in a state, territory or province of competent jurisdiction shall be eligible for Regular membership.
- (2) Emeritus membership. Regular members who have retired from active practice and have maintained at least fifteen (15) consecutive years of membership in good standing shall be eligible for Emeritus membership.
- (3) Physician-in-Training. Physicians in good standing in an accredited or approved residency or fellowship training program shall be eligible for Physician-in-Training membership.
- (4) Medical Student membership. Individuals in good standing in an accredited school of medicine or osteopathy shall be eligible for Medical Student membership.
- (5) Affiliate membership. Non-physician health care professionals with a demonstrated commitment to the purposes of the Academy shall be eligible for Affiliate membership.
- (6) Honorary membership. Any person who has made significant contributions to the development of hospice/palliative medicine shall be eligible for honorary membership by action of the Board.
- (7) International Corresponding membership. Practicing physicians holding an MD, DO or equivalent degree who are actively engaged in the field of hospice and palliative medicine, and who permanently reside in a developing nation, as defined by the World Bank as "lower or middle income group", shall be eligible for International Corresponding membership.

SECTION 2. PROCEDURE FOR ADMISSION. The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Academy. The Board of Directors, or persons designated thereby, shall evaluate the credentials of all applicants and determine, based upon the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership.

SECTION 3. RIGHTS AND DUTIES. All members may serve on committees, attend meetings of the Academy, and vote on matters submitted to a vote of the membership. Regular, Emeritus and Affiliate members may serve as Directors-at-Large in the manner described in Article V of these bylaws, but only Regular members and Emeritus members may hold an officer position as described in Article VII.

SECTION 4. RESIGNATION. Members may resign from the Academy at any time by giving written notice to the Executive Director/CEO. Any member resigning from the Academy shall continue to be responsible for all dues and charges until the end of the membership year.

SECTION 5. TERMINATION OF MEMBERSHIP. Membership in the Academy may be terminated or other disciplinary action imposed for cause. Sufficient cause for such termination of membership or other discipline shall be violation of these Bylaws or any rule or practice of the Academy. Termination or other discipline shall be by two-thirds of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to (i) attend and be heard at the meeting, either in person or by means of remote communication that provides an opportunity for the member to participate in, and to communicate and read and hear, the proceedings substantially concurrent with the proceedings, as determined by the Board; (ii) to be represented by counsel; and (iii) to present a defense to such charges before any action is taken by the Board of Directors. In addition, membership of any member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any dues or charges may be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

SECTION 6. MEETINGS OF THE MEMBERSHIP

- (1) Annual meeting. The entire membership shall be called to meet at least once annually in a combined business and education session.
- (2) Special meetings. Special meetings of the members may be called as deemed necessary by the Board or at the written request of fifty (50) members, stating the purpose of the meeting. The time and place for holding special meetings shall be determined by the Board of Directors.
- (3) Notice. Notice of any annual or special meeting of the members shall state the time, date and place of the meeting and shall be given not more than one hundred eighty (180) and not less than thirty (30) days prior to the date of such meeting.
- (4) Quorum and manner of acting. The presence of fifty (50) members at an Academy meeting shall constitute a quorum. The act of a majority of the members present, in person or by proxy, at a duly called meeting at which a quorum is present, shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- (5) Action without a meeting. Members may take action on any item of business without a meeting, provided such action is in accordance with the requirements of these Bylaws, the Articles of Incorporation, and applicable law. Action without a meeting may be proposed by the Board of Directors or by written request of at least fifty (50) members of the Academy. The election of officers and directors may be conducted by mail, transmitted either electronically or by the postal service. Under these circumstances, the act of a plurality of fifty (50) or more members returning ballots by a date certain, not more than ninety (90) days after ballots are mailed, shall be an act of the members. For all other matters, the act of at least a majority of members returning ballots by a date certain, not more than sixty (60) days after ballots are mailed, shall be an act of the members.

ARTICLE IV: DUES AND ASSESSMENTS

The initial and annual dues for all members of the Academy, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND RESPONSIBILITY. The affairs of the Academy shall be managed under the direction of a Board of Directors (hereinafter, the "Board"). The Board shall have supervision, control and direction of the affairs of the Academy, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. Without limiting the generality of the foregoing, the Board shall:

- (1) Represent the interests of hospice and palliative medicine.
- (2) Fully support the vision, mission, goals and policy of the Academy.
- (3) Establish and comply with Academy policy concerning conflicts of interest.
- (4) Maintain the confidentiality of Academy information.
- (5) Approve the appointment of all liaison representatives to other organizations.

SECTION 2. NUMBER OF DIRECTORS. The Board shall consist of nineteen (19) members as follows: the President, the President-Elect, the Immediate Past President, the Treasurer, the Secretary, and fourteen (14) Directors-at-Large (each a "director" and "Board member"). Twelve (12) Directors-at-Large shall be Regular or Emeritus members and two (2) Directors-at-Large shall be Affiliate members. All Board members shall have equal voting rights. No individual may hold more than one position on the Board at any time.

SECTION 3. INVITED PARTICIPANT. The Executive Director/CEO shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors and may be invited to attend meetings held in Executive Session.

SECTION 4. TERM OF OFFICE. Each Director-at-Large shall be elected to a three-year term unless otherwise specified, beginning at the adjournment of the Annual Assembly following the election and continuing until the adjournment of the Annual Assembly of the year which is coincident with the expiration of his or her term. Terms will be staggered, with approximately one-third expiring each year. No decrease in the number of directors shall shorten the term of an incumbent director.

Notwithstanding any other provision of these Bylaws, elections shall not be held if an Annual Assembly is scheduled to occur less than eight months following the previous Annual Assembly, and the members of the Board of Directors shall remain in office until the next following Annual Assembly or until their successors are duly elected and qualified.

SECTION 5. MAXIMUM DURATION OF SERVICE. Individuals may serve no more than two (2) consecutive full terms as Directors-at-Large. An individual who has served two (2) consecutive full terms as a Director-at-Large may be re-elected as a Director-at-Large for a term beginning three (3) years after the conclusion of his or her prior terms. A partial term of less than two (2) years shall not be counted in determining the number of consecutive full terms a Director-at-Large may serve. Individuals may serve no more than seven (7) years as officers.

SECTION 6. NOMINATION AND ELECTION. Nominations for officers and Directors-at-Large shall be made by the Nominating Committee in consultation with the Board and shall include at least one name for each office and open Director-at-Large positions. Only Regular or Emeritus members who have served on the Board for two (2) of the previous six (6) years at the time they are to assume office may be nominated for President-Elect, Secretary and Treasurer. Members may propose candidates for officer and Director-at-Large positions to the Nominating Committee for its consideration. Election shall be as set forth in Article III, Section 6 (5) above.

SECTION 7. VACANCIES. In the event of a vacancy in a Director-at-Large position, the Board, upon the recommendation of the President, shall appoint an individual to serve for the conclusion of the term.

SECTION 8. COMPENSATION. No director except the President shall receive any compensation for his or her services as a director. However, directors may receive reimbursement for their expenses in accordance with policy as established by the Board.

SECTION 9. REMOVAL. Any director may be removed with or without cause by a majority vote of the members. Notwithstanding the foregoing, any director who misses two or more consecutive Board meetings, unexcused, shall be removed from the Board by action of the directors.

SECTION 10. RESIGNATION. Any director may resign at any time by delivering written notice to the President. Such resignation shall take place at the time specified therein or, if no time is specified, upon receipt of the letter.

ARTICLE VI: MEETINGS OF THE BOARD

SECTION 1. BOARD MEETINGS. The Board shall hold a minimum of two (2) regular meetings each year and shall provide by resolution the time, date and place for the holding of such regular meetings.

SECTION 2. SPECIAL MEETINGS. Special meetings may be called by the President or any three (3) directors. Notice of any special meeting of the Board shall state the time, date, place and purpose of the meeting and shall be given at least five (5) business days prior to the date of such meeting, provided that notice of any special meeting held pursuant to Article VI, Section 3(4) below shall be given at least forty-eight (48) hours prior thereto. Attendance at a Board meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

SECTION 3. TRANSACTION OF BUSINESS.

- (1) Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided that, if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- (2) Manner of acting. The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- (3) Action by written consent. Any action requiring a vote of the Board may be taken without a meeting if a written, facsimile or electronic consent, setting forth the action taken, is signed by all of the directors.
- (4) Electronic communications. Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute presence in person at the meeting of the persons so participating.

ARTICLE VII: OFFICERS

SECTION 1. OFFICERS. The officers of the Academy shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer. No one person may hold more than one officer position at any time.

SECTION 2. TERMS OF OFFICE. The President, President-Elect and Immediate Past President shall be elected or appointed for one-year terms. Unless otherwise provided by these Bylaws, upon the expiration of his or her term, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President. The Secretary and Treasurer shall be elected for one-year terms, but may be reelected for up to two (2) consecutive terms.

Officers' terms of office shall begin at the adjournment of the Annual Assembly following the election and continue until the adjournment of the Annual Assembly of the year which is coincident with the expiration of his or her term.

Notwithstanding any other provision of these Bylaws, elections shall not be held if an Annual Assembly is scheduled to occur less than eight months following the previous Annual Assembly and the Officers shall remain in office until the next following Annual Assembly or until their successors are duly elected and qualified.

SECTION 3. MAXIMUM DURATION OF SERVICE. No individual may serve more than seven (7) years as an officer.

SECTION 4. VACANCIES. A vacancy occurring in the office of Secretary or Treasurer shall be filled by the Board from among its members until a successor is elected at the next annual election. In case of a vacancy in the office of President, the President-Elect shall serve as President during the remainder of that presidential term and then remain in office for the next presidential term. In the event of a vacancy in the office of President-Elect, a special election by the membership shall be held to select a successor. The time, method and manner of making nominations and conducting the election shall be determined by the Board and addressed in the Board policy manual.

SECTION 5. REMOVAL. Any officer may be removed by two-thirds vote of the Board of Directors, whenever, in its judgment, the best interests of the Academy would be served thereby; provided such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 6. DUTIES OF THE OFFICERS. The duties of the officers shall include the following:

- (1) **PRESIDENT.** The President shall be the chief executive elected officer of the Academy and shall preside at all membership, Executive Committee and Board of Directors meetings. The President shall perform all duties and exercise all powers incident to the office of President and such other duties as may be prescribed from time to time by the Board. He/she may sign any contract or other instruments as authorized by the Board. Except as otherwise provided by these Bylaws or the resolution establishing the committee, the President shall be an ex-officio member of all committees, but shall vote only on the Executive, Nominating, and Finance Committees.
- (2) **PRESIDENT-ELECT.** The President-Elect shall assist the President in the performance of the President's duties and shall perform other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.
- (3) **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall chair the Nominating Committee and perform those duties requested from time to time by the President or the Board. In the absence of the President and the President-Elect, the Immediate Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.
- (4) **TREASURER.** The Treasurer shall be the principal accounting and financial officer of the Academy and shall have charge of and be responsible for the maintenance of adequate books of account for the Academy; shall have charge and custody of all funds and securities of the Academy, and be responsible therefore, for the receipt, deposit, and disbursement thereof in accordance with these Bylaws; shall have an annual audit of the Academy's books conducted by a certified public accounting firm; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director/CEO. The Treasurer shall chair the Finance Committee of the Academy.
- (5) **SECRETARY.** The Secretary shall have the responsibility of keeping minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Academy; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by

the President or the Board of Directors. The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director/CEO.

(6) Officers shall have other duties as deemed necessary by the Board.

ARTICLE VIII: EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the Academy shall be the responsibility of a salaried staff head or firm employed or appointed by the Board of Directors and responsible to the Board. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director/CEO." The Executive Director/CEO shall have the authority to execute contracts or other instruments on behalf of the Academy and as approved by the Board of Directors. The Executive Director/CEO may carry out the duties of the Secretary and Treasurer of the Academy and perform such other duties as may be specified by the Board. The Executive Director/CEO shall be invited to attend and participant, without vote, in all regular and special meetings of the Board of Directors and Executive Committee and may be invited to attend meetings held in Executive Session. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Academy.

ARTICLE IX: COMMITTEES

SECTION 1. STANDING COMMITTEES.

- (1) Executive Committee. The Executive Committee shall be chaired by the President and shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. The Executive Committee shall oversee the strategic plan and act on behalf of the Board to carry out the business of the Academy between Board meetings. The Executive Committee shall make timely reports to the full Board of any actions. The Executive Director shall be invited to attend and participate in all Executive Committee meetings, except those held in executive session.
- (2) Finance Committee. The Finance Committee shall consist of five (5) Regular, Emeritus, or Affiliate members, the majority of whom shall be directors. The Treasurer shall be the Chair of the Committee. The Finance Committee shall be responsible for establishing a financial and auditing system that is consistent with current law and good accounting principles, preparing an annual budget for approval by the Board, monitoring expenses for compliance with the budget, seeing that a certified audit or review is conducted annually, making recommendations for the amount of membership dues and registration fees for meetings, and supervising the maintenance of complete and correct records and books of all financial matters. Reports shall be furnished to the Board in a timely manner.
- (3) Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President and shall consist of the President, Immediate Past President, one (1) board member (non-officer) appointed by the President and two (2) Regular or Emeritus members who have not served on the Board of Directors at any time, and one (1) Affiliate member who has not served on the Board of Directors at any time. The Nominating Committee shall nominate, and the members shall elect candidates for officer and Director-at-Large positions and non-Director members of the Nominating Committee.
- (4) Governance Committee. The Governance Committee shall recommend proposed changes in the Bylaws which, in its opinion, will be of benefit to the Academy, shall function as a reference committee to review proposals for amendments not made by the Governance Committee, and shall report its conclusions regarding the advisability of such proposed amendments to the Board.
- (5) Other Standing Committees. The Board of Directors shall establish, by resolution, other standing committees to carry out the purposes of the Academy. The resolution establishing such a committee shall set forth the committee's purpose and composition.

SECTION 2. TASK FORCES. The President may establish such task forces as are necessary or appropriate to carry out the elements of the Academy's strategic plan or other tasks as determined by the Board of Directors.

Task forces created by the President shall be subject to the approval of the Board. The resolution establishing such a task force shall set forth the committee's purpose and composition.

SECTION 3. APPOINTMENT. Unless otherwise provided by these bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with notice to the Board of Directors. Any chair or member of any committee may be removed by a majority vote of the full Executive Committee whenever in their judgment the best interests of the Academy would be served thereby.

SECTION 4. VACANCIES. Except as otherwise provided in these bylaws or the resolution establishing the committee, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

SECTION 5. QUORUM AND MANNER OF ACTING. Unless otherwise provided in these bylaws or the resolution establishing the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

SECTION 6. POLICIES AND PROCEDURES. The Board of Directors shall develop and approve general policies and procedures for the operation of all committees.

ARTICLE X: FINANCE

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer or officers, agent or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect. No loan shall be taken except by action of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Academy shall be deposited to the credit of the Academy in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. BONDING. The Board of Directors shall provide for the bonding of such officers and agents of the Academy as it may from time to time determine.

SECTION 5. BOOKS AND RECORDS. The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and any committees having the authority of the Board. The books and accounts of the Academy shall be audited or reviewed annually by accountants selected by the Board of Directors.

SECTION 6. FISCAL YEAR. The fiscal year of the Academy shall be determined from time to time by the Board of Directors.

ARTICLE XI: INDEMNIFICATION

The Academy shall indemnify all past and present officers, directors, committee members and other volunteers of the Academy to the full extent permitted by the Florida Not for Profit Corporation Act and shall be entitled to purchase and maintain insurance for such indemnification to the full extent as determined from time to time by the Board.

ARTICLE XII: USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII: BYLAW AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members, provided that the substance of the alteration, amendment, or repeal has been (i) reviewed by the Governance Committee; (ii) approved by two-thirds of the members of the Board of Directors present and voting at any meeting thereof; (iii) submitted in writing to the membership not more than sixty (60), and not less than thirty (30), days prior to the date on which the alteration, amendment, or repeal shall be considered; and (iv) adopted by two-thirds of the members voting, in person or by proxy, at any meeting thereof.

Adopted by the Board of Directors: June 27, 2001

Revised by vote of the members: November 5, 2001; January, 24, 2004; March 9, 2012, February 25, 2015, March 15, 2019