

BYLAWS

of the

Utah Hospice and Palliative Care Organization



"Promoting the Art and Science of Hospice and Palliative Care"

Revised: June 1998
August 2003
November 2004
March 21, 2006

ARTICLE I
Name and Status

The name of this organization shall be the Utah Hospice and Palliative Care Organization, Inc. and it is referred to in these bylaws as the "UHPCO." The UHPCO shall be a voluntary, non-profit corporation.

ARTICLE II
Mission Statement

Promoting the art and science of hospice and palliative care.

ARTICLE III
Definition

End of Life shall include hospice, palliative care and end of life professionals.

ARTICLE IV
Purpose

The purpose of the UHPCO shall be to:

- A. Provide a forum for the sharing of education and support among hospice and palliative care and end of life providers throughout the state of Utah.
- B. Provide education and information to health care professionals and the community regarding the benefits and availability of hospice and palliative care.
- C. Maintain a relationship with national organizations to ensure representation of Utah hospice and palliative care providers.
- D. Collaborate with other organizations representing health care interests at the local, state and national levels.
- E. Interpret, monitor and respond to legislation and regulation at state, regional, and national levels.
- F. Promote palliative care as significant in the continuum of care for those facing illness and end of life.
- G. Promote and support educational programs that will enhance skills and knowledge in the delivery of palliative care.
- H. Promote ethical practices among hospice and palliative care provide.

ARTICLE V
Membership

Section 1. Membership Categories.

- A. **Provider Member:** Provider membership shall be available to any agency licensed as a Hospice by the State of Utah, or other interdisciplinary group providing end of life services. The Membership Committee will validate eligibility and approve applications for Agency membership.
- B. **Individual Member:** Individual membership shall be available to any individual or organization interested in end of life care.
- C. **Honorary Member:** Honorary membership may be awarded to any person, recognized by majority vote of the UHPCO members, as having made a significant contribution to end of life care in the State of Utah.

Section 2. Rights and Responsibilities.

- A. All categories of members:
 - 1. Shall complete an application to become a member of UHPCO
 - 2. Shall receive all general UHPCO written communication
 - 3. May discuss matters of concern
 - 4. May attend all meetings of the UHPCO
 - 5. Shall have such other rights as stated in these Bylaws
- B. Each provider member shall designate two (2) people per office location to receive all written or electronic UHPCO communications.
- C. Provider members from each office location and individual members shall each be entitled to one vote at all regular, annual and special meetings for the election of officers, amendment of the Bylaws, and conducting regular business.
- D. Each Provider member shall:
 - 1. Designate one (1) official voting representative and one (1) alternate voting representative for each office location.
 - 2. Be entitled to execute one (1) vote. The Alternate voting representative shall be entitled to vote on behalf of the Provider member only in his/her absence.
 - 3. If the official voting representative or alternate becomes no longer employed by the Agency that holds a membership, and the individual wants to continue to enjoy the rights and responsibilities of UHPCO membership, they shall be required to join UHPCO as an Individual member.
 - 4. Identify a Standing Committee on which they will serve.
- E. Honorary members shall not be entitled to voting privileges.
- F. Individual and Honorary members may serve on UHPCO committees.

Section 3. Dues.

- A. Membership dues are set annually by the Board of Directors and shall be due and payable on an annual basis, at the beginning of each fiscal year.
- B. Notification of annual dues shall be sent by the UHPCO office in the month prior to the end of the fiscal year. If dues are not received by thirty (30) days into the new fiscal year, the membership committee will send a second notice.
- C. Any member whose dues are not paid by sixty (60) days after the beginning of the fiscal year shall be removed from the membership roster and all privileges of membership are withdrawn.
- D. Reinstatement may be effected by payment of current dues.
- E. Hospices that become newly-licensed by the State of Utah shall be charged a pro-rated fee for membership for the remainder of that fiscal year.

Section 4. Termination.

- A. Written notification of membership termination shall be sent by the UHPCO Office on behalf of the Board of Directors if the dues are not paid within sixty (60) days of the new fiscal year.
- B. If a member does not subscribe to the purposes of the UHPCO or does not abide by the UHPCO Bylaws, the Board of Directors may, by a two-thirds (2/3) vote of the total number of Directors, terminate such membership. No such action shall be taken until the member is advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors. The Board may provide for subsequent reinstatement of membership.
- C. A Provider membership may be terminated by the Board of Directors if it discontinues providing a hospice or palliative care program. The Provider shall have the option of transferring their membership to the Individual membership category.
- D. Any member may voluntarily resign at any time.
- E. If membership is lapsed or terminated, re-application to join UHPCO is required.

ARTICLE VI **Officers**

Section 1. Officers. The elected officers of the UHPCO shall be President, President-Elect, Past President, Secretary and Treasurer.

Section 2. Eligibility for Office. Any member of the voting body is eligible to hold office. A member may only hold one (1) office at a time. All elected officers shall remain involved with end of life care during their term of office.

Section 3. Duties and Responsibilities of Officers.

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| A. | President | <u>The President</u> shall preside at all meetings of the membership and the Board of Directors, vote only to break a tie vote, set each meeting agenda, call emergency special meetings, represent the UHPCO to other organizations, represent the UHPCO in the NHPCO Western Region, represent the UHPCO at the NHPCO Annual Meeting, contribute a President's message to each UHPCO Newsletter, assume responsibility for welcoming new UHPCO members, assume responsibility for all UHPCO correspondence and official records or other documents, and attend to other business as needed. The Executive Director may serve as representative. |
| B. | President-Elect | <u>The President-Elect</u> shall preside at meetings in the absence of the President, shall serve on at least one standing committee, and shall perform all other duties assigned by the President. If the President is unable to complete the term of office, the President-Elect will assume the office of President for the remainder of the term. |
| C. | Past-President | <u>The Past-President</u> shall serve as a consultant/resource for the Board of Directors and general membership of the UHPCO and shall perform all other duties as assigned by the President. |
| D. | Secretary | <u>The Secretary</u> shall keep the minutes of the general membership meetings and the Board of Directors meetings and have all minutes available at all meetings. The Secretary will send a copy of the general membership meeting minutes to the UHPCO office within one (1) week after the meeting. The UHPCO office will send minutes for review to UHPCO Executive Board. Minutes will then be sent to each UHPCO member within two (2) weeks after the meeting, and a copy of the Board of Directors meetings minutes to each board member within two (2) weeks after the meeting. The Secretary shall keep a compilation of information and photographs for historical reference, as well as perform other secretarial duties at the direction of the President. At the end of the term, all records will be turned over to the newly elected Secretary. |
| E. | Treasurer | <u>The Treasurer</u> shall collect and deposit all monies donated to or collected by the UHPCO, pay debts incurred by the UHPCO, and keep written records of all transactions. The Treasurer shall prepare an annual budget to be presented to the Board of Directors for approval. The Treasurer shall make oral reports at all Board of Directors meetings and present a written report at the annual membership business meeting. An audit shall be completed prior to turning the books over to a new treasurer. The Treasurer shall perform other fiscal duties at the direction of the President. |

Section 4. Term of Office.

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| A. | The term of office for President, President-Elect, Past-President, Secretary and Treasurer will all be one (1) year, beginning January 1 st and ending December 31 st . |
| B. | The President-Elect will automatically become the President of UHPCO at the completion of the one (1) year term. The President will automatically become the Past-President at the completion of the one (1) year term. |

Section 5. Election of Officers.

- A. The election for the office of President-Elect, Secretary and Treasurer will be held annually. All nominees for office must consent to serve as an officer before their name may be placed on the ballot.
- B. The election shall be by anonymous ballot, mailed to each voting member as designated by the Nominating Committee at least one (1) month prior to the Annual Fall Meeting. The ballots shall be due to be returned to the UHPCO Office three (3) weeks after being sent out, and at least one (1) week before the Annual Fall Meeting. The secured, unopened ballots will be tallied by at least two (2) people from the Nominating Committee. Any candidate for office may not participate in the counting of the ballots. Election results will be announced at the Annual Fall Meeting. Newly elected officers will begin their term on January 1, following the Annual Fall Meeting.

Section 6. Resignations and Vacancies.

- A. Any officer may resign at any time by giving written notice to the Board of Directors. A resignation shall be effective upon the giving of notice unless the notice specifies a later time.
- B. In the event a vacancy occurs in any office, it shall be filled in the following manner:
 1. **President:** The President-Elect shall assume the office. The Board of Directors shall appoint a person to fulfill the obligations of the office of President-Elect until the next election.
 2. **President-Elect:** The Nominating Committee shall coordinate a special election and nominate at least one (1) person whose name shall be placed on the ballot.
 3. **Secretary and Treasurer:** The Board of Directors shall appoint people to fulfill the obligations of the offices of Secretary and Treasurer until the next election.
 4. **Past-President:** A vacancy in the office of Past-President will not be filled.

Section 7. Removal of Officers. Officers may be removed from office by a two-thirds (2/3) vote of the total number of members of the Board of Directors for violating the Bylaws of the UHPCO, misconduct, neglect of duty and office, or behavior injurious to the UHPCO. No such action shall be taken until the Officer has been advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

ARTICLE VII **Board of Directors**

Section 1. Duties and Responsibilities.

- A. The Board of Directors shall establish a mission statement for the UHPCO, prepare operational goals and objectives, establish and monitor administrative policies, determine frequency and location of membership meetings, authorize agreements and contracts, approve the annual budget, approve committee chairpersons, create ad-hoc committees, recommend changes in membership dues, review committee reports, and determine actions to be taken.
- B. The Board of Directors shall appoint the chairperson of each standing committee at the 1st meeting of the Board of Directors after the 1st day of January each year.
- C. The Board of Directors shall also designate an alternate representative of the UHPCO if the President is unable to represent the UHPCO at official functions.
- D. The Board of Directors shall also be responsible to monitor and report agencies in the State of Utah who represent themselves as a Hospice, but are not licensed as a Hospice.

Section 2. Membership of Board of Directors. The Board of Directors is composed of the elected officers and the chairpersons of each standing committee. Term of membership on the Board of Directors corresponds to the term of elected office or appointed committee chair.

Section 3. Quorum. A quorum for any meeting of the Board of Directors shall consist of 50% of the members of the Board of Directors for voting purposes.

ARTICLE VIII **Meetings**

All official UHPCO meetings shall have recorded minutes. This would include all committee meetings as well as conference calls or any similar communication. Educational Meetings do not require minutes.

Section 1. Regular Meetings

- A. The Board of Directors will determine the frequency and location of regular membership meetings; not less than four (4) times per year.
- B. Board of Directors meetings shall be held not less than four (4) times per year.

Section 2. Annual Meeting.

- A. The annual meeting of the UHPCO shall be held during the Fall of each year at a time and place agreed to by the Board of Directors.
- B. A Business Meeting will be held in conjunction with the Annual Meeting that will include a report of progress toward annual goals, Treasurer's report, and report by all standing committees. Written reports, documents, and other material pertaining to items on the agenda will be available upon request prior to and at the Annual Business Meeting.

Section 3. Special Meetings.

- A. Special Meetings may be called by the President by notifying all UHPCO members in writing five (5) business days prior to the meeting. Notice of a Special Meeting shall include the purpose of the meeting. Business will be limited to those issues stated in the written notification, which shall include 3-mail communication.
- B. Emergency Meetings may be called by the President, President-Elect (if the President is absent or otherwise disabled), or by any three (3) members of the Board of Directors at such time and place designated by the person or persons calling the Emergency meeting. All UHPCO members shall be notified of Emergency meetings.
- C. Special Meetings or emergency meetings may be requested by at least five (5) voting members from three (3) different agencies. This request must be made in written form to the president.

Section 4. Notice of Meetings. Written notification of a meeting time and place, and in the case of a Special Meeting, purpose, shall be sent to each member of the UHPCO at least five (5) business days, but not more than thirty (30) days prior to the meeting.

Section 5. Quorum. A quorum for any meeting of the membership shall consist of 50% of the Provider or Individual Members for voting purposes.

Section 6. Voting Procedure.

- A. Each Individual Member or designated Provider Voting Member shall be entitled to one (1) vote per office location. A majority vote by those present (provided a quorum is present) shall decide all questions, unless otherwise specified in these Bylaws.
- B. Voting shall be by voice or by show of hands and may be by secret ballot if requested by one (1) voting member.
- C. Voting by proxy is not permitted unless the office of the voting representative is more than 75 miles from the meeting location. The ballot must be postmarked five (5) days prior to the meeting time.

ARTICLE IX
Parliamentary Authority

These Bylaws and *Robert's Rules of Order* (most recent edition), shall govern the conduct of business at all meetings of the UHPCO, Board of Directors, Standing Committees and Ad Hoc Committees.

ARTICLE X
Bylaws Amendment Procedure

Section 1. Proposal to Amend the Bylaws.

- A. A proposal to amend the Bylaws must be made in writing to the Board of Directors and signed by any five (5) members of the UHPCO, representing three (3) different agencies.
- B. An Ad-Hoc Committee of UHPCO membership shall be selected by the Board of Directors to study and make recommendations of all proposed amendments.
- C. Proposed amendments and recommendations of the Bylaws Task Force shall be distributed to the entire UHPCO membership at least thirty (30) days before the meeting at which a final vote is to be taken.

Section 2. Procedure to Amend the Bylaws.

- A. The Board of Directors must approve the proposed amendments to the Bylaws by a simple majority vote of members present at a meeting and direct that the proposed amendments be submitted for consideration at a meeting of the membership.
- B. The voting members of the UHPCO must approve the proposed amendments to the Bylaws by a simple majority vote of those present at a meeting, provided a quorum is present. Notification of this meeting shall contain the proposed amendments as a specific purpose or agenda item at this meeting.

ARTICLE XI
Committees

Section 1. Standing Committees.

- A. Education Committee The responsibilities of the Education Committee are to assist in planning, organizing and evaluating the educational meetings, the Annual meeting and other special events for the purpose of meeting the interdisciplinary educational needs of the membership of UHPCO.
- B. Ethics Committee The responsibilities of the Ethics Committee are to: provide a forum to explore ethical dilemmas, facilitate communication and provide education related to ethical issues and standards of end of life care.
- C. Governmental Affairs The responsibilities of the Governmental Affairs Committee are: to monitor state and national legislative and regulatory issues that may directly or indirectly affect the hospice and palliative care industry; and keep UHPCO members informed regarding any such issues.
- D. Membership Committee The responsibilities of the Membership Committee are to: keep an updated list of UHPCO members; recruit new members to join UHPCO annually; and other duties as outlined in Article V of these Bylaws.
- E. Nominating Committee The responsibilities of the Nominating Committee are to ensure that: a written call for nominations is sent to all UHPCO members at least three (3) months prior to an election; at least one (1) eligible person for each office is nominated for an election; and the election of new officers is conducted as outlined in Article VI, Section 5 of these Bylaws.

- F. **Public Relations** The responsibilities of the Public Relations Committee are to: write and distribute a quarterly newsletter to UHPCO members; and promote a positive image of hospice throughout the State of Utah through an ongoing program of public awareness, information, resource exchange and physician education.
- G. **Volunteer** The responsibilities of the Volunteer Committee are to help Volunteer Coordinators be more effective, provide standardized in-services for volunteers to be utilized by member agencies, and to provide volunteers for UHPCO sponsored events.

Section 2. Ad-Hoc Committees. The Board of Directors shall appoint Ad-Hoc Committees as may be deemed necessary or appropriate to carry on the business and purpose of the UHPCO. Ad-Hoc Committees shall exist only so long as determined by the Board of Directors or until it has met its stated purpose, whichever comes first.

ARTICLE XII
Fiscal and Financial

Section 1. Fiscal Year: The fiscal year of the UHPCO shall be January 1 to December 31.

Section 2. Deposits: All funds of the UHPCO shall be deposited in a timely manner to the credit of the UHPCO in such banks or depositories as the Board of Directors may select.

Section 3. Checks and Payments: All checks, drafts, or orders for the payment of money issued in the name of the UHPCO shall be signed by the Treasurer or agents of the UHPCO, and in such a manner as shall be determined by resolution of the Board of Directors.

Section 4. Audit: There shall be an audit of finances by someone other than the present Treasurer prior to turning the books over to a new treasurer. The audit procedure shall be determined by the Board of Directors.

Revisions to the 2004 bylaws were approved by the following members of the Board of Directors:

Name	Position	Date
1. Robert E. Ostler	UHPCO President	02/01/06
2. Denell Bredsguard	UHPCO President-Elect	02/01/06
3. Tom Loken	UHPCO Treasurer	02/01/06
4. Margene Luke	UHPCO Membership Chair	03/09/06
5. Sheryl Stewart	UHPCO Nominating Committee Chair	03/09/06

Revisions to the 2004 bylaws were approved by the Bylaws Committee:

1. Denell Bredsguard	UHPCO President-Elect	03/21/06
2. Francelle Roush	Rocky Mountain Hospice	03/21/06
3. Tami Ford	Inspiration Hospice	03/21/06
4. Mary Kroeger	Caring Hands Hospice	04/10/06
5. Vicki Woodin	Hospice Alliance	04/10/06
6. Karla Matheson	CareSource	04/10/06