

AMENDED AND RESTATED BYLAWS OF THE NATIONAL ASSOCIATION FOR HOME CARE & HOSPICE

ARTICLE I: Names and Location

Section 1: Name. The name of the corporation shall be the National Association for Home Care & Hospice (the “Association”).

Section 2: Location. The Association shall have its principal offices in Washington, D.C., its Metropolitan Statistical Area, or as otherwise approved by the Board (as defined herein).

Section 3: Tax Exempt Status. The Association shall be operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the “Code”). No part of the property or the net earnings of the Association shall inure to the benefit or be distributable to any of its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Association shall be primarily supported by membership dues and other income from activities substantially related to business purposes under Section 501(c)(6) of the Code.

ARTICLE II: Purpose

The purpose of the Association is to serve as the leading authority in transforming and advancing care in the home; to engage in any lawful act or activity that may be conducted by a not-for-profit corporation organized in the District of Columbia; and to engage in all activities necessary or incidental to the foregoing. The Association is an inclusive thought leader, advocate, educator, and convener, functioning as the unifying voice for those providing and receiving healthcare through all stages of life.

ARTICLE III: Membership Classes and Voting Rights

Section 1: Classes of Members. The membership of the Association shall consist of the following classes:

- (a) Provider Members - Provider Members shall consist of organizations (as opposed to individuals) that, as their primary purposes, provide health care, personal care, and/or support services to the persons in a home or home-like settings, wherever that may be (collectively for these Bylaws, “home and community-based services” or “HCBS”). Each Provider Member shall be entitled to vote at all meetings of the Members of the

Association. A Provider Member with one or more corporate affiliates shall constitute a single Provider Member for voting and all other purposes. Providers and their employees may not join under any different or additional member class.

- (b) State Association Members - State Association Members shall consist of state organizations that represent Provider Members and providers that would be eligible to become Provider Members in the Association, provided that such state organization subscribes to the mission, vision and standards of the Association, and has at least three (3) Association Provider Members. For purposes of these Bylaws, the District of Columbia, American Samoa, Guam, Puerto Rico, and the United States Virgin Islands shall be deemed to be States. Each State Association Member may be represented by one (1) delegate, selected annually by such State Association Member. State Association Members shall have such rights and privileges as are otherwise provided in these Bylaws or shall be entitled to receive such benefits as may be prescribed from time to time by the Board (as defined in Article VII Section 1). State Association Members shall be entitled to vote at meetings of the Members of the Association.
- (c) Business Partner Members - Business Partner Members consist of commercial organizations that offer items, services, and other supports to HCBS providers and their patients; provided, however that an organization that would be eligible to join as a Provider Member may not join as a Business Partner Member. Business Partner Members shall be entitled to vote at meetings of the Members of the Association. A Business Partner Member with one or more corporate affiliates shall constitute a single Business Partner Member for voting and all other purposes.
- (d) Allied Members - Allied Partner Members consist of non-commercial organizations, such as professional and consumer organizations, that are supportive of HCBS and the mission, vision, and standards of the Association. Allied Members shall not be entitled to vote at meetings of the Members of the Association but shall have such rights and privileges as are otherwise provided in these Bylaws or as may be prescribed from time to time by the Board.
- (e) Professional Members - Professional Members consist of individual providers and professionals who are not members of, nor otherwise eligible for membership under, any of the organizations identified in subsections (a) through (d) above. Professional Members shall not be entitled to vote at meetings of the Members of the Association but shall have such rights and privileges as are otherwise provided in these Bylaws or as may be prescribed from time to time by the Board.

Section 2: Applications for Membership. Applications for membership shall include those requirements prescribed by the Board. The Board shall establish procedures for determining the eligibility of applicants for classes of membership and, consistent with these Bylaws, shall determine the rights and privileges of membership classes.

Section 3: Authorized Representatives. Each member authorized to vote and in good standing shall appoint its Authorized Representative to vote for the member and act on its behalf with respect to all matters related to the Association.

Section 4: Not a Member-Governed Association. The Association is not a member-governed Association within the meaning of Section 29-401.50 of the District of Columbia Nonprofit Corporation Act of 2010 (the “DC Act”).

ARTICLE IV: Dues and Forfeiture

Section 1: Procedure. The Board shall annually establish and publish the schedule of dues for all classes of Members for the following calendar year, as well as the schedule for payment of dues.

Section 2: Forfeiture. Membership in the Association will be subject to forfeiture for non-payment of an annual dues payment in arrears for three (3) months, for failure to comply with the standards for membership which may be prescribed from time to time by the Board, or for any other conduct prejudicial to the best interest and stated policies of the Association. Except for membership forfeiture for non-payment of annual dues, a member shall be entitled to notice and hearing pursuant to procedures established by the Board, prior to the forfeiture. The Board may provide for or allow subsequent reinstatement, including, without limitation, conditional reinstatement.

ARTICLE V: Member Sections and Section Voting

Section 1: Member Sections. The Board shall establish categories of Member Sections that: (a) are representative of Provider Members that predominately serve specific populations within HCBS; (b) are categorized by Member size based on revenue, geographic territory, size, patient base, or other factors; or (c) consist of certain classes of Member. Member Sections may include hospice, home health, private duty, large provider, At-Large, Business Partner, State Associations, and such other or different categories as the Board deems appropriate based on the evolving needs of the Association and HCBS. As used herein, “At-Large” means all Member Sections entitled to a vote.

Section 2: Participation in Member Sections. All Members of the Association shall be eligible to join one (1) or more Member Sections. However, Members must annually designate participation in a single Member Section for purposes of voting in advance of any election of the Board.

ARTICLE V: Member Sections and Section Voting

Section 1: Member Sections. The Board has established twelve (12) categories of Member Sections that: (a) are representative of Provider Members that predominately serve specific populations within HCBS; (b) are categorized by Member size based on revenue, geographic territory, patient base, or other factors; or (c) consist of certain classes of Members. By policy, the Board shall establish applicable criteria for classification within each Member Section and may periodically modify the criteria for classification within a specified Member Section. The Member Sections are as follows:

Home Health - Large Provider	Hospice - Large Provider
Home Health - Health System Provider	Hospice - Health System Provider
Home Health - Small Provider	Hospice - Small Provider
Home Health - Not-for-Profit Provider	Hospice - Not-for-Profit Provider
Home Care - Private Duty	Business Partner
State Association	At-Large

Section 2: Participation in Member Sections. All Members of the Association shall be eligible to join one (1) or more Member Sections. However, Members must annually designate a single Member Section for purposes of voting in advance of any election of the Board. Business Partner Members shall only vote in the Business Partner Member Section.

ARTICLE VI: Membership Meetings

Section 1: Annual Member Meetings. The time and place of the annual meeting of the Members of the Association shall be determined by the staff and approved by the Board. Notice of the time and place of such meeting shall be provided through mail or electronic transmission to each Member at the Member’s address appearing on the books and records of the Association at least thirty (30) days prior to the holding of said meeting.

Section 2: Special Member Meetings. Special meetings of the Association may be called at any time by the Board whenever, in its discretion, the necessity thereof arises and shall be called by the Chair of the Board at any time upon the written request of one-quarter of those Members authorized to vote under Article III (the “Voting Members”). Special meetings shall be held at such date, time, and place as may be designated by the Board or the Chair,

whichever is calling the meeting, and notice of the date, time, and place of the holding of the meeting shall be provided to each member at least ten (10) days prior to the holding of a special meeting. Notice of a special meeting shall include a description of the purpose for which the meeting is called. A special meeting of Members does not need to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a fashion pursuant to which the Members may read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 3: Member Quorum. At any annual or special meeting of the Members, the presence, in person or by written proxy, of one-tenth of the Voting Members shall constitute a quorum. However, if the Members necessary to constitute a quorum shall fail to be present at the time and place fixed for such a meeting, a majority of the Voting Members present, in person or by written proxy, at such meeting may adjourn the meeting, without notice other than by announcement of adjournment, until the number of votes constituting a quorum shall be present.

Section 4: Member Voting.

- (a) Each Voting Member shall be entitled to cast one (1) vote on actions requiring membership approval. At all meetings of the Association, voting shall be in person or by written proxy given to a Voting Member, as may be prescribed by the Board, and a majority of the votes present and entitled to be cast at such meeting shall be required to affect any action requiring membership approval.
- (b) If authorized by the Board and included in the notice of the meeting, any action that may be taken at any annual or special meetings of the members may be taken without a meeting via written or electronic ballot, and the Board may adopt procedures for voting of the membership by ballot. Approval by ballot of action other than election of Directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

ARTICLE VII: Board of Directors

Section 1: General Powers. The property, affairs, and business of the Association shall be managed and directed by a Board of Directors (the "Board"). The Board shall select and evaluate the President and Chief Executive Officer, manage the business, property, and affairs of the Association, and may exercise and delegate any and all of the powers of the

Association as it sees fit, subject only to restrictions imposed by applicable law, the Articles of Incorporation of the Association (the “Articles of Incorporation”), and these Bylaws. The Board shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; adopt the budget; approve committee appointments; provide for the maintenance of a national headquarters; employ, direct, and discharge the President; authorize meetings; establish membership dues, structure, and benefits; review committee reports; and determine action to be taken. The Board shall appoint Directors in accordance with these Bylaws.

Section 2: Board Composition.

- (a) **Transition Board.** The Board of Directors identified in Exhibit A to the Affiliation Agreement with a July 1, 2024 effective date (the “New Directors”) shall serve staggered terms, with the initial terms for all New Directors beginning on July 1, 2024, and (i) for New Directors elected for a one-year initial terms, ending on December 31, 2025, (ii) for New Directors elected for two-year initial terms, ending on December 31, 2026, and (iii) for New Directors elected for three-year initial terms, ending on December 31, 2027 (collectively, the “Transition Board”). Notwithstanding the foregoing, each New Director shall be eligible for only one (1) additional consecutive three (3)-year term.
- (b) No representative of a Voting Member may concurrently hold more than one (1) position on the Board. All Directors shall be candidate designees of Provider Members, State Association Members, or Business Partner Members. No more than three (3) Directors may represent any single Member Section as determined pursuant to Article V, Section 1. Not more than one representative of a Member may serve on the Board at any one time.
- (c) Subject to Section 2(a) identifying the composition of the Board as being comprised of the Transition Board, thereafter the Board shall be composed of nineteen (19) voting members as follows:
 - (i) Twelve (12) Directors elected by the Voting Members (the “Elected Directors”) and seven (7) Directors appointed by the current Board (the “Appointed Directors”).
 - (ii) The twelve (12) Elected Directors shall include representatives from the Member Sections in accordance with the chart below. Individuals are eligible to represent the Section based on their status at the time of election.

Member Section	Number of Elected Board Members
Home Health - Large Provider	1
Home Health - Health System Provider	1
Home Health - Small Provider	1
Home Health - Not-for-Profit Provider	1
Hospice - Large Provider	1
Hospice - Health System Provider	1
Hospice - Small Provider	1
Hospice - Not-for-Profit Provider	1
Home Care - Private Duty	1
Business Partner	2
State Association	1

- (iii) The seven (7) Appointed Directors shall be appointed by the Board prior to January 1 following an election in accordance with the chart below and based on such factors as balancing of Member Sections, skills needed, geographic representation, ownership type, company size, and any other factor deemed by the Board as relevant to composing a balanced, high-functioning governing body.

Member Section	Number of Appointed Board Members
State Association	1
Private Duty	1
Non-Affiliated	1
Home Health Provider	1
Hospice Provider	1
Business Partner	1
At Large	1

- (iv) All members of the Board, whether as an Elected Director, Appointed Director, or At-Large Director, shall have the same rights, privileges, responsibilities or duties.

- (d) No Director may concurrently hold more than one (1) position on the Board. All Directors shall be designees of Provider Members, State Association Members, Business Partner Members, or Professional Members. No more than three (3) Directors may represent any single Member Section. Not more than one representative of a Member may serve on the Board at any one time.

Section 3. Elections and Appointments of the Board and Terms.

- (a) Subject to Section 2(a), the Directors shall be elected and appointed in accordance with this Section 3. The election of Directors shall occur prior to, and election results announced at, the annual Member meeting. Each Voting Member shall be entitled to one (1) vote in the Section designated as its Voting Section (as established by the Board under Article V) and one (1) vote for any At-Large Board seat. All Voting Members shall be entitled to one (1) vote for any At-Large Board seat.
- (b) The GNC (as defined in Article VIII.3(d)(i)) shall annually select candidates for each open position for Elected Directors to the Board, subject to any additional policy approved by the Board.
 - (i) The GNC shall select two (2) candidates for each open position. If only one candidate is nominated, the GNC shall include that single candidate on the election ballot.
 - (ii) The GNC shall provide for a voting period no less than twenty-one (21) days. The GNC shall announce the slate of candidates and open the election for voting.
- (c) The election may be conducted by paper ballot or electronically consistent with policy approved by the Board.
- (d) All eligible Voting Members shall be entitled to vote in the election consistent with their voting rights for Section and any At-Large candidates. Eligible voters may vote for any of the candidates on the ballot or submit and vote for a write-in candidate.
- (e) Election results shall be announced annually to the membership.
- (f) Following the election of the Elected Directors not yet serving on the Board, the GNC shall present to the Board a slate of candidates for consideration as Appointed Directors.

- (g) The Board shall appoint individuals to serve in any open Appointed Director positions prior to January 1 of the year following the election. The Board may appoint such Appointed Directors from the slate of candidates presented by the GNC or otherwise, in the sole discretion of the Board.
- (h) The term of Elected Directors and Appointed Directors shall begin on January 1 of the calendar year following the election unless the appointment occurs to fill a vacant position, in which case the Appointed Director shall assume the unexpired term of the vacant position.
- (i) The President and Chief Executive Officer shall serve as an ex-officio member of the Board and shall not be entitled to vote.
- (j) If the immediate retiring Chair has also reached the full end of their term as a Director without being reelected or reappointed as a Director, they shall remain as an ex-officio (non-voting) member of the Board until the current Chair position is replaced with a new Chair. A Chair who resigns or who has been removed from office or from the Board shall not be eligible to serve as an ex-officio member of the Board.
- (k) Each Director shall serve a three (3)-year term beginning January 1st following the annual meeting at which the election results are announced, except as otherwise specified in these Bylaws. The terms for the election and appointment of the Directors shall be staggered so that approximately one-third of the Elected Directors and one-third of the Appointed Directors shall be elected or appointed, as the case may be, each year.
- (l) No Director shall serve more than two (2) consecutive three (3)-year terms or six (6) total consecutive years, except for the immediate past chair, who shall serve an additional one (1) year term per subsection (j).
- (m) Directors shall serve until a successor is chosen and qualified or until the Director's earlier death, resignation, or removal. If the seat of a Director shall become vacant due to that Director's death, resignation or removal, the Chair may install, with the approval of the Board, a new Director. A Director installed to serve the remainder of a term is eligible to serve for the remainder of such term and one additional term. Installation to a term of fewer than twelve (12) months to fill a vacancy shall not be counted towards the two (2)-term limit.

Section 4. Meetings, Quorum, and Voting.

- (a) Meetings of the Board shall be held at least six (6) times a year and may be called more frequently by the Chair of the Board or by a majority of the Directors. Board meetings may be held in person or electronically at the discretion of the Board.
- (b) A majority of the Directors entitled to vote shall constitute a quorum at any regular or special meeting. Decisions of the Board shall require a majority of those present and voting, assuming the presence of a quorum, unless otherwise required under the bylaws.
- (c) There shall be no proxy voting by Directors.
- (d) If any proposed motion that requires a majority vote of the Board for approval results in a tie vote, the motion shall be deemed “not approved.”

Section 5: Notice. Notice of Board meetings shall be provided to all Board members electronically at least ten (10) days in advance. The notice shall specify the date, time, place, and the agenda of the meeting. The advance notice time periods herein may be modified or waived by two-thirds majority consent of the Board.

Section 6: Removal. A Director may be removed by the Board for conduct determined by the Board to be in violation of the Director’s fiduciary duties or otherwise detrimental to the interests of the Association. A Director may also be removed by the Board when the Director is not employed by or affiliated with a Member or is not employed or affiliated with a Member in the same Member Section to which the director represents for a period of six (6) months unless the Board determines that continued eligibility to serve as a Director is in the best interest of the Association. Removal shall be affected by action of the Board at a regular or special Board meeting, and the notice of such meeting shall reference the proposed removal. The Director sought to be removed shall be permitted to attend and participate in the Board meeting, including by voting on his or her removal.

ARTICLE VIII: Committees and Advisory Committees of the Board

Section 1. Committees Authorized. The Board shall maintain standing and special committees in accordance with these Bylaws and as determined necessary by the Board; provided, however, that no committee shall have authority to (a) authorize distributions; (b) approve or propose to members action that the DC Act requires to be approved by members; (c) fill vacancies on the Board or on any committees of the Board; or (d) adopt, amend, or repeal these Bylaws or the Articles of Incorporation.

Section 2. General Provisions for all Board Committees.

- (a) Committee Chair - A Committee Chair for each Committee shall be appointed from the Board by the Chair and approved by a majority of Directors in office. Each Chair shall serve for no more than three (3) consecutive one (1)-year terms.
- (b) Committee Members - Each Committee Chair, in consultation with the President and with the approval of a majority of Directors in office, shall appoint all other Committee Members and shall fill all vacancies unless otherwise specified in these Bylaws. No person shall serve on more than one (1) Standing Committee without prior approval of the Board unless dual membership is called for in these Bylaws. There shall be no more than two (2) persons associated with one (1) Provider Member or Business Partner Member on a Standing Committee during any given time.
- (c) Non-Board Committee Members - Each member of a Committee that is not a member of the Board must accept and sign a Non-Disclosure Agreement and Conflicts of Interest Statement approved by the Board. No such Committee may take any action otherwise within the authority of the Board. Members of Committees who are not members of the Board shall act in an advisory capacity only and shall not have a vote in any action within the authority of the Board.
- (d) Committee Charters - Based upon direction from the Board, each Committee shall adopt a charter, subject to approval by the Board, to guide its activities and functions, consistent with these Bylaws.
- (e) Quorum - A quorum of each Committee shall consist of a simple majority of its members, and the Committee may act upon vote of a majority of a quorum.
- (f) Removal and Resignation - Any member of a Committee may be removed by a vote adopted by a majority of the Committee members present at a meeting at which a quorum is present. The Board may also remove a member of a Committee. A Committee member may resign from the Committee by giving written notice to the Chair of the Board or the President.
- (g) Action Without a Meeting - Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if a consent in writing, setting forth such action, is signed by all the Committee members, and such written consent is filed with the minutes of proceedings of the Committee. Such consent shall have the same force and effect as a unanimous vote.

- (h) Electronic Meeting - Committee members may participate in Committee meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 3. Standing Committees. Standing Committees are those Committees that are necessary for the continuing effective operation of the Association and that are charged with responsibilities for internal organizational, structural, and administrative affairs of the Association. Standing Committees of the Board shall have perpetual existence unless dissolved or modified by the Board, which may be done in the Board's sole discretion. Standing Committees shall include the following:

- (a) Executive Board Committee

- (i) Purpose - The Executive Committee may act in the absence of the Board and report its actions to the Board at the earliest convenience, when the President in consultation with the Chair needs to act quickly on an issue or there is no time to hold a meeting of the Board; perform evaluations and set the compensation, terms, and conditions of employment for the President, subject to approval of the Board; and perform such other activities as directed by the Board.
- (ii) Composition - The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair; provided that if the Immediate Past Chair is not otherwise a member of the Board, the Immediate Past-Chair shall serve in an ex-officio capacity without voting rights under Article VII, Section 3(j).

- (b) Finance Advisory Committee

- (i) Purpose - The Finance Advisory Committee shall review and make recommendations to the Board on all financial matters of the Association, including the determination and collection of dues, and the formulation and implementation of the budget. The Finance Advisory Committee shall oversee financial planning, record keeping, and financial reporting; ensure assets are protected and anticipate financial challenges; draft organizational fiscal policies; oversee professional management of investments; and ensure transparent reporting and understanding among the full Board.

- (ii) Composition - The Finance Advisory Committee shall consist of the Treasurer as Chair and three (3) persons with accounting, budgeting, financial management, investment management, banking, or fundraising experience. The Committee may add up to three (3) additional members if determined necessary and appropriate by the Board. The highest-ranking financial staff member of the Association shall serve as an ex officio non-voting member of the committee.

(c) Audit Advisory Committee

- (i) Purpose - The Audit Advisory Committee shall conduct an annual review and oversee the annual audits of the organization (to include finances, defined benefit plans, cybersecurity, and other areas of risk subject to audit) and provide any needed answers to Board questions related to the annual audits and communicate audit findings to the Board. The Audit Advisory Committee shall make recommendations to the Board regarding the selection of an outside auditor for the Association and ensure the validity of the annual audit. The Board shall approve the engagement of the independent audit firm. The Audit Advisory Committee shall oversee and evaluate the audit process, meet with the auditor to review the audit's content, and present the audit to the full Board for its review and acceptance.
- (ii) Composition - The Audit Advisory Committee shall consist of a Chair and three (3) additional members, one of whom shall be the Treasurer, with experience in executive leadership, accounting, and financial management. Members of the Finance Advisory Committee shall not be eligible to Chair the Audit Advisory Committee.

(d) Governance and Nominating Advisory Committee

- (i) Purpose - The Governance and Nominating Advisory Committee (the "GNC") shall advise the Board on sustainable governance of the Association including the makeup, amendment, and interpretation of the Bylaws, oversee the recruitment, nomination, and election of the Elected Directors, oversee and advise on the recruitment, nomination, and selection of the Appointed Directors, seek candidates for officer positions and present a list of interested parties to the Board, conduct annual Board and individual Director evaluations, oversee new Director orientation, and monitor the effectiveness of Board governance policies and structure. Nominations shall be based on such factors as skills needed, geographic representation, ownership type, company size,

auspice, and any other factor deemed by the Board as relevant to composing a balanced, high-functioning governing body. While the GNC may provide recommendations as to nominees for election to the Board for the State Association seat, the members of the State Association section have the final determination on such candidate's nominations. To be eligible for election or appointment to the Board, any current member of the GNC shall resign from the GNC prior to the GNC's deliberations.

- (ii) Composition - The GNC shall consist of the Secretary as Chair. The remaining members of the GNC shall be comprised of six (6) additional persons, only three (3) of whom may be Directors, with experience in organizational development, governance, and a deep knowledge of the Association and a visionary and strategic mindset. The President shall serve as an ex officio non-voting member of the committee.

(e) Public Policy Advisory Committee

- (i) Purpose - The Public Policy Advisory Committee shall study recommended positions on key industry regulatory and policy matters. The Public Policy Advisory Committee shall present the annual regulatory and legislative priorities to the for Board for review and approval. The Public Policy Advisory Committee shall have two (2) subcommittees: Regulatory and Legislative.
- (ii) Composition - The Public Policy Advisory Committee shall consist of a Chair and two (2) additional members of the Board with experience in government affairs, regulatory matters, and health care reimbursement. The Board may appoint up to six (6) additional persons with similar experience to serve on the Public Policy Advisory Committee. The President shall serve as an ex officio non-voting member of the Public Policy Advisory Committee.

Section 4: Oversight of Standing Committees. The Board may from time-to-time assign to or withdraw functions from Standing Committees. All actions or recommendations of committees must be presented to the Board for action before any public dissemination. All Committee appointments shall be for a term of one (1) year. A Committee Chair or member may be reappointed from year-to-year.

Section 5: Special Committees. Special Committees of the Board may be established from time-to-time by the Chair with members of the Committee subject to the majority approval of the total number of Directors in office for such periods and purposes as the Board may determine. Special Committees may be established and composed of Directors or Members,

as determined by the Board. Special Committees of the Board that include non-Directors are not Committees of the Board and shall be advisory in nature.

ARTICLE IX: Officers

Section 1: Elected Officers. The Association shall have the following elected officers (the “Elected Officers”), whose corresponding responsibilities are as follows:

- (a) Chair - The Chair shall serve as the Chair of the Board and as the chief official for the Association. The Chair shall preside over the meetings of the Association and the Board and nominate members of committees of the Board and the Chair thereof, to the extent permitted by these Bylaws. If the Chair is absent, the Vice-Chair shall preside over the meetings of the Association and the Board.
- (b) Vice-Chair - The Vice-Chair shall perform such duties as the Chair and Board may specify. In the absence of the Chair, as confirmed by the Board, the Vice-Chair shall perform the duties of the Chair. If the office of Chair becomes vacant, the Vice-Chair shall serve as the Chair during the remainder of the Chair’s term. If the Vice-Chair is unable or unwilling to assume the Chair’s office, the Vice-Chair shall call a special meeting of the Board to conduct an election to fill the vacancy.
- (c) Treasurer - The Treasurer shall be responsible for the financial affairs of the Association and shall report on the financial status of the Association to the membership annually and to the Board at each regular meeting of the Board. The Treasurer shall serve as Chair of the Finance Committee but shall not chair the Audit Advisory Committee.
- (d) Secretary - The Secretary shall be responsible for the books and records of the Association, for keeping the minutes of meetings of the membership and the Board and its committees, and for notifying members of the annual Meeting of Members and of any special meetings. The Secretary shall serve as Chair of the GNC.

Section 2: Election of Officers. The Elected Officers of the Association shall be elected by a majority vote of the Board. Only a Director is eligible for election as an Elected Officer. Each officer’s term of office shall be one (1) year. No Director may serve as an officer in the same officer position for more than two (2) consecutive terms. The officer election shall be held prior to January 1 following the annual Board election and appointment of Directors. The term of elected officers shall begin on January 1st following the election or appointment year. An officer shall serve the full term until a successor is chosen and qualified or until the officer’s death, resignation, or removal.

Section 3. President. The President and Chief Executive Officer of the Association (the “President”) shall be appointed by the Board upon such terms and conditions as may be mutually agreed. The President shall serve as the chief executive officer of the Association and shall, in accordance with these Bylaws, policies established by the Board, and by contract, be responsible for managing and operating the Association’s budget; for hiring, supervising, and terminating the Association’s staff; and for properly collecting, applying, and protecting Association funds and assets.

ARTICLE X: Advisory Councils

The Board may establish one or more advisory councils to provide insights and input to the Board, Committees, and staff. The Advisory Councils may operate in any form deemed appropriate by the Board, and the Board, in its sole discretion, may discontinue or reconstitute an Advisory Council. All Members may participate in one or more Advisory Councils. At the discretion of the Chair, the Advisory Councils may include an advisory board appointed by the Chair.

ARTICLE XI: Fiscal Year

The fiscal year of this Association shall be the calendar year.

ARTICLE XII: Liability / Indemnity of Directors, Officers, and Staff

Section 1: Liability. No officers, Directors, or staff members of the Association shall be personally liable for any debts or obligations of the Association by virtue of their being officers, Directors, or staff members.

Section 2: Bonding. Adequate bonding shall be provided for any officer or employee responsible for the receipt or disbursement of funds or assets of the Association.

Section 3: Indemnification. Each officer, Director, and staff member of the Association shall be indemnified against all expenses, penalties, and liabilities, including attorney’s fees, reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an officer, Director, or staff member whether or not he/she is an officer, Director, or staff member at the time such expenses, penalties, or liabilities are incurred, provided that the officer or Director to be indemnified acted in good faith and reasonably believed, in the case of conduct in an official capacity, that his or her conduct was

in the best interests of the Association, and in all other cases, that his or her conduct was not opposed to the best interests of the Association, and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as such officer, Director, or staff member. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Director, officer, or staff member may be entitled, and the Director's, officer's, or staff member's right of indemnification shall inure to the benefit of the personal representatives of deceased officers, Directors, or staff members.

ARTICLE XIII: Notices

Any notice or other communication required or permitted by these Bylaws may, as authorized by the Board, be provided via any means allowed by law, including electronic mail, US Postal Service, or commercial delivery service.

ARTICLE XIV: Amendments

These Bylaws may be amended from time to time by an affirmative vote of a two-thirds majority of the votes entitled to be cast by members of the Board present and voting at any regular or special meetings, provided that a quorum is present and that at least 30 days' notice of the proposed amendment is given to the Board together with the language of any suggested changes given not less than 30 days prior to the meeting.

Approved and adopted by the Board of Directors of Association, _____, 2024.

AMENDED AND RESTATED BYLAWS OF THE NATIONAL HOSPICE AND PALLIATIVE CARE ORGANIZATION

ARTICLE I: Names and Location

Section 1: Name. The name of the corporation shall be the National Hospice and Palliative Care Organization (the “Foundation”).

Section 2: Location. The Foundation shall have its principal offices in Washington, D.C., its Metropolitan Statistical Area, or as otherwise approved by the Board (as defined herein).

Section 3: Tax Exempt Status. The Foundation is a District of Columbia nonprofit corporation recognized by the Internal Revenue Service (the “IRS”) as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the “Code”) and as a public charity within the meaning of section 509(a) of the Code. At all times, the Foundation shall be operated in a manner consistent with maintenance of such tax-exempt, public charity status.

ARTICLE II: Mission

The mission of the Foundation is to promote charitable and educational objectives; to assist in providing continuing education; to engage in research, investigations, analysis and studies regarding health care, personal care, and/or support services to the persons in a home or home-like settings, wherever that may be (collectively for these Bylaws, “home and community-based services” or “HCBS”); to provide grants to individuals or organizations, including not-for-profit health care institutions, for education, research, and other charitable, educational, and scientific programs in order to support or advance HCBS.

ARTICLE III: Sole Member

Section 1: Sole Member. The sole member of the Foundation shall be the National Association for Home Care & Hospice (the “Member”).

Section 2: Rights of Sole Member. The Member shall have the right to appoint and remove members of the Board in accordance Article VI.2 of these Bylaws and shall have such rights as are specified in these Bylaws or the Articles of Incorporation of the Foundation (the “Articles of Incorporation”), or as may be required by the District of Columbia Nonprofit Corporation Act of 2010 (the “DC Act”).

Section 3: No Dues. The Member shall not be required to pay any dues to the Foundation.

Section 4: Membership Not Transferable. The membership of the Member is not transferable. The sole membership in the Foundation may not be transferred or otherwise assigned to any other entity or person; and there shall be no successors to the Member. In the event the Member ceases to exist or withdraws as the Member of the Foundation, then notwithstanding any other provision of these Bylaws, the Board of Directors of the Foundation shall be empowered and authorized to amend, revise, restate the Articles of Incorporation and these Bylaws to enable the Foundation to proceed as a board-governed nonprofit corporation without any members.

ARTICLE IV: Board of Trustees

Section 1: General Powers. The property, affairs, and business of the Foundation shall be managed and directed by a Board of Trustees (the "Board"). The Board shall select and evaluate the President & Chief Executive Officer and manage the business, property, and affairs of the Foundation, and may exercise and delegate any and all of the powers of the Foundation as it sees fit, subject only to restrictions imposed by applicable law, the Articles of Incorporation, and these Bylaws. The Board shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; adopt the budget; approve committee appointments; provide for the maintenance of a national headquarters; employ, direct, and discharge the President; authorize meetings; establish , structure, and benefits; review committee reports; and determine action to be taken.

Section 2: Board Composition. The Member shall appoint or elect to the Board the same individuals then serving on the Board of Directors of the Member. Any Board member removed or added to the Board of Directors of the Member shall correspondingly be removed or added to the Board by the Member.

Section 3. Meetings, Quorum, and Voting.

- (e) Meetings of the Board shall be held at least four (4) times a year and may be called more frequently by the Chair of the Board or by a majority of the Trustees. Board meetings may be held in person or electronically at the discretion of the Board.
- (f) A majority of the Trustees entitled to vote shall constitute a quorum at any regular or special meeting. Unless otherwise required by these Bylaws, decisions of the Board

shall require a majority of those present and voting, assuming the presence of a quorum.

- (g) There shall be no proxy voting by Trustees.
- (h) In the event that any proposed motion that requires a majority vote of the Board for approval results in a tie vote, the motion shall be deemed “not approved.”

Section 4: Notice. Notice of Board meetings shall be provided to all Board members electronically at least ten (10) days in advance. The notice shall specify the date, time, place, and the agenda of the meeting. The advance notice time periods herein may be modified or waived by two-thirds majority consent of the Board.

Section 5. Standard of Conduct for Trustees. Trustees when discharging the duties of a Trustee shall act in good faith, in a manner reasonably believed to be in the best interests of the Foundation. Trustees, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging Board or committee duties, Trustees shall disclose information to the Board or a committee that is material to the discharge of the Trustees’ decision-making or oversight functions; provided, however, that disclosure is not required to the extent that the Trustee reasonably believes that disclosing would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule. Unless a Trustee has knowledge that makes reliance unwarranted, a Trustee when discharging the duties of a Trustee may rely on information, opinions, reports, or statements prepared or presented by officers, employees or volunteers of the Foundation who the Trustee reasonably believes to be reliable and competent in the functions performed or the information or opinions provided, legal counsel, public accountants or other persons retained by the Foundation as to matters that the Trustee reasonably believes to be within the person’s professional or expert competence or as to which the person merits confidence, or a committee of the Board of which the Trustee is not a member if the Trustee reasonably believes the committee merits confidence.

ARTICLE V: Committees and Advisory Committees of the Board

Section 1. Committees Authorized. The Board shall maintain standing and special committees in accordance with these Bylaws and as determined necessary by the Board; provided, however, that no committee shall have authority to (a) authorize distributions; (b) approve or propose to members action that the DC Act requires to be approved by

members; (c) fill vacancies on the Board or on any committees of the Board; or (d) adopt, amend, or repeal these Bylaws or the Articles of Incorporation.

Section 2. General Provisions for all Board Committees.

- (i) Committee Chair - A Committee Chair for each Committee shall be appointed by the Chair from the Board and approved by a majority of Trustees in office. Each Chair shall serve for no more than three (3) consecutive one (1)-year terms.
- (j) Committee Members - Each Committee Chair, in consultation with the President and with the approval of a majority of Trustees in office, shall appoint all other Committee Members and shall fill all vacancies unless otherwise specified in these Bylaws. No person shall serve on more than one (1) Standing Committee without prior approval of the Board unless dual membership is called for in these Bylaws. Committees shall be comprised solely of members of the Board; provided, that non-Board members may participate in Committee activities as non-voting, advisory participants. Committees may include non-Board members. Members of Committees who are not members of the Board shall act in an advisory capacity only and shall not have a vote in any action within the authority of the Board.
- (k) Each member of a Committee who is not a member of the Board must accept and sign a Non-Disclosure Agreement and Conflicts of Interest Statement provided by the Board.
- (l) Committee Charters - Based upon direction from the Board, each Committee shall adopt a charter, subject to approval by the Board, to guide its activities and functions, consistent with these Bylaws.
- (m) Quorum - A quorum of each Committee shall consist of a simple majority of its members, and the Committee may act upon vote of a majority of a quorum.
- (n) Removal and Resignation - Any member of a Committee may be recommended for removal by a vote adopted by a majority of the Committee members present at a meeting at which a quorum is present, which recommendation shall be acted upon at the next scheduled meeting of the Board. The Board may also remove a Committee member. A Committee member may resign from the Committee by giving written notice to the Chair of the Board or the President.
- (o) Action Without a Meeting - Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if a consent in writing, setting

forth such action, is signed by all the Committee members, and such written consent is filed with the minutes of proceedings of the Committee. Such consent shall have the same force and effect as a unanimous vote.

- (p) Electronic Meeting - Committee members may participate in Committee meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 3. Standing Committees. Standing Committees are those Committees that are necessary for the continuing effective operation of the Foundation and that are charged with responsibilities for internal organizational, structural, and administrative affairs of the Foundation. Standing Committees of the Board shall have perpetual existence unless dissolved or modified by the Board, which may be done in the Board's sole discretion. Standing Committees shall include the following:

- (f) Executive Board Committee
 - (i) Purpose - The Executive Board Committee may act in the absence of the Board and report its actions to the Board at the earliest convenience, when the President in consultation with the Chair needs to act quickly on an issue or there is no time to hold a meeting of the Board; perform evaluations and set the compensation, terms, and conditions of employment for the President and Chief Executive Officer, subject to approval of the Board; and perform such other activities as directed by the Board.
 - (ii) Composition - The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer.
- (g) Finance Advisory Committee
 - (i) Purpose - The Finance Advisory Committee shall review and make recommendations to the Board on all financial matters of the Foundation, including the formulation and implementation of the budget. The Finance Advisory Committee shall oversee financial planning, record keeping, and financial reporting; ensure assets are protected and anticipate financial challenges; draft organizational fiscal policies; oversee professional management of investments; and ensure transparent reporting and understanding among the full Board.

- (ii) Composition - The Finance Advisory Committee shall consist of the Treasurer as Chair and three (3) persons with accounting, budgeting, financial management, investment management, banking, or fundraising experience. The Committee may add up to three (3) additional members if determined necessary and appropriate.

(h) Audit Advisory Committee

- (i) Purpose - The Audit Advisory Committee shall conduct an annual review and oversee the annual audit of the organization, provide any needed answers to Board questions related to the annual audit, and communicate audit findings to the Board. The Audit Advisory Committee shall make recommendations to the Board regarding the selection of an outside auditor, if deemed necessary, for the Foundation and ensure the validity of the annual audit. The Board shall approve the engagement of the independent audit firm. The Audit Advisory Committee shall oversee and evaluate the audit process, meet with the auditor to review the audit's content, and present the audit to the full Board for its review and acceptance.
- (ii) Composition - The Audit Advisory Committee shall consist of a Chair and three (3) additional members with experience in executive leadership, accounting, and financial management. Members of the Finance Advisory Committee shall not be eligible to Chair the Audit Advisory Committee.

(i) Annual Fund Advisory Committee

- (i) Purpose - The Annual Fund Advisory Committee shall plan, coordinate, and manage the Foundation's annual fundraising plan for solicitation and generation of donations, consistent with the Foundation's tax exempt status and subject to Board approval.
- (ii) Composition - The Annual Fund Advisory Committee shall consist of a Chair and two (2) additional members of the Board with experience in charitable organizations and finance. The Board may appoint up to six (6) additional persons with similar experience to serve on the Annual Fund Committee. The President shall serve as an ex officio non-voting member of the Annual Fund Advisory Committee.

(j) Grant Advisory Committee

- (i) Purpose - The Grant Advisory Committee shall evaluate requests and make proposals for grants and donations of funds in furtherance of the Foundation's mission and purpose, consistent with the Foundation's tax exempt status.
- (ii) Composition - The Grant Advisory Committee shall consist of a Chair and two (2) additional members of the Board with experience in charitable organizations and finance. The Board may appoint up to six (6) additional persons with similar experience to serve on the Grant Committee. The President shall serve as an ex officio non-voting member of the Grant Committee.

Section 4: Oversight of Standing Committees. The Board may from time-to-time assign to or withdraw functions from Standing Committees. All actions or recommendations of committees must be presented to the Board for action before any public dissemination. All Committee appointments shall be for a term of one (1) year. A Committee Chair or member may be reappointed from year-to-year.

Section 5: Special Committees. Special Committees of the Board may be established from time-to-time by the Chair with members of the Committee subject to the majority approval of the total number of Trustees in office for such periods and purposes as the Board may determine. Special Committees may be established and composed of Trustees or the Member, as determined by the Board; provided, however, that any Special Committee that includes Members who are not Directors shall be advisory only, shall not be a Board Committee, and shall not have authority to exercise any powers of the Board.

ARTICLE VI: Officers

Section 1: Officers. The Board of Trustees shall appoint or elect as officers of the Foundation the same individuals then serving as officers of the Board of Directors of the Member. Any officer removed or added to the Board of Directors of the Member shall contemporaneously and correspondingly be removed or added by the Board of Trustees as an officer of the Foundation. The Foundation shall have the following officers, selected from among the members of the Board, whose corresponding responsibilities are as follows:

- (e) Chair - The Chair shall serve as the Chair of the Board and as the chief official for the Foundation. The Chair shall preside over the meetings of the Foundation and the Board and nominate members of committees of the Board and the Chair thereof, to

the extent permitted by these Bylaws. If the Chair is absent, the Vice-Chair shall preside over the meetings of the Foundation and the Board.

- (f) Vice-Chair - The Vice-Chair shall perform such duties as the Chair and Board may specify. In the absence of the Chair, as confirmed by the Board, the Vice-Chair shall perform the duties of the Chair. If the office of Chair becomes vacant, the Vice-Chair shall serve as the Chair during the remainder of the Chair's term. If the Vice-Chair is unable or unwilling to assume the Chair's office, the Vice-Chair shall call a special meeting of the Board to conduct an election to fill the vacancy.
- (g) Treasurer - The Treasurer shall be responsible for the financial affairs of the Foundation and shall report on the financial status of the Foundation to the membership annually and to the Board at each regular meeting of the Board. The Treasurer shall serve as Chair of the Finance Committee but shall not chair the Audit Committee.
- (h) Secretary - The Secretary shall be responsible for the books and records of the Foundation, for keeping the minutes of meetings of the membership and the Board and its committees, and for notifying members of the annual Meeting of Members and of any special meetings.

Section 2. President. The Board shall appoint the same individual serving as the President of the Member to serve as President of the Foundation (the "President"). The President shall be the chief executive officer of the Foundation and shall administer all activities and programs thereof. The President shall be a non-voting, ex officio member of the Board and all committees.

Section 3: Appointed Officers. The Board may from time-to-time appoint one or more appointed officers as the Board deems appropriate. Appointed officers shall not be selected from among the members of the Board and shall be employees of the Foundation subject to the supervision, direction, and control of the President to the same extent as other Foundation employees and shall be appointed only after consultation with the President. Appointed officers shall not have a term of office or term limits; provided, however, that the Board will annually review the continued service of Appointed Officers, subject to any contractual requirements.

Section 4. Standard of Conduct for Officers. Each officer of the Foundation shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Foundation. Each officer shall inform his or her superior

officer to whom the officer reports or the Board or a committee thereof of any information about the affairs of the Foundation known to the officer and within the scope of the officer's functions and known to the officer to be material to the superior officer, Board or committee thereof. Each officer shall inform his or her superior officer, or another appropriate person within the Foundation, or the Board or a committee thereof, of any actual or probable material violation of law involving the Foundation, and any material breach of duty to the Foundation by an officer, employee, or agent of the Foundation that the officer believes has occurred or is likely to occur. When discharging his or her duties an officer who does not have knowledge that makes reliance unwarranted may rely on information, opinions, reports, or statements prepared or presented by officers or employees of the Foundation whom the officer reasonably believes to be reliable and competent in the functions performed or the information or opinions provided, or legal counsel, public accountants or other persons retained by the Foundation as to matters that the officer reasonably believes to be within the person's professional or expert competence or as to which the person merits confidence.

ARTICLE VII: Advisory Councils

The Board may establish one or more advisory councils to provide insights and input to the Board, Committees, and staff. The Advisory Councils may operate in any form deemed appropriate by the Board, and the Board, in its sole discretion, may discontinue or reconstitute an Advisory Council. At the discretion of the Chair, the Advisory Councils may include an advisory board appointed by the Chair.

ARTICLE VIII: Limitation on Activities

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees, officers, other private individuals, or organizations organized and operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IX: Fiscal Year

The fiscal year of this Foundation shall be the calendar year.

ARTICLE X: Liability / Indemnity of Trustees, Officers, and Staff

Section 1: Liability. No officers, Trustees, or staff members of the Foundation shall be personally liable for any debts or obligations of the Foundation by virtue of their being officers, Trustees, or staff members.

Section 2: Bonding. Adequate bonding shall be provided for any officer or employee responsible for the receipt or disbursement of funds or assets of the Foundation.

Section 3: Indemnification. Each officer, Trustee, and staff member of the Foundation shall be indemnified against all expenses, penalties, and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an officer, Trustee, or staff member whether or not he/she is an officer, Trustee, or staff member at the time such expenses, penalties, or liabilities are incurred, provided that the officer or Trustee to be indemnified acted in good faith and reasonably believed, in the case of conduct in an official capacity, that his or her conduct was in the best interests of the Foundation, and in all other cases, that his or her conduct was not opposed to the best interests of the Foundation, and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as such officer, Trustee, or staff member. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Trustee, officer, or staff member may be entitled, and the Trustee's, officer's, or staff member's right of indemnification shall inure to the benefit of the personal representatives of deceased officers, Trustees, or staff members.

ARTICLE XI: Notices

Any notice or other communication required or permitted by these Bylaws may, as authorized by the Board, be provided via any means allowed by law, including electronic mail, US Postal Service, or commercial delivery service.

ARTICLE XII: Amendments

These Bylaws may be amended from time to time by an affirmative vote of a two-thirds of the votes entitled to be cast by members of the Board present and voting at any regular or special meetings, provided that a quorum is present and that at least 30 days' notice of the proposed amendment is given to the Board together with the language of any suggested changes given not less than 30 days prior to the meeting.

Approved and adopted by the Board of Trustees of the Foundation, _____, 2024.

