

**BYLAWS OF THE
HOSPICE MEDICAL DIRECTOR CERTIFICATION BOARD**

ARTICLE I: NAME AND PURPOSES

SECTION 1: NAME. The name of this corporation shall be the Hospice Medical Director Certification Board (hereinafter the "HMDCB").

SECTION 2: PURPOSES. The purpose of the HMDCB shall be to promote the advancement of hospice and palliative medicine through a national certification board for hospice medical directors by:

- (a) Establishing minimum standards for those individuals who seek hospice medical director certification;
- (b) Reviewing and evaluating individual candidates' about the eligibility requirements for hospice medical director certification;
- (c) Conducting a valid and comprehensive examination process for qualified candidates;
- (d) Recognizing formally those individuals who voluntarily apply and meet the requirements of HMDCB for hospice medical director certification;
- (e) Providing and administering a program for recertification of certified hospice medical directors;
- (f) Maintaining a registry of individuals holding active and lapsed certificates issued by the HMDCB;
- (g) Conducting such other activities necessary and proper for the attainment of the HMDCB's purpose.

In carrying out its mission, the HMDCB shall act in a manner consistent with applicable law, its Articles of Incorporation, these Bylaws and the mission statement and policies established by its Board of Directors.

ARTICLE II: OFFICES

The HMDCB shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III: MEMBERS

The HMDCB shall have no members.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: AUTHORITY AND RESPONSIBILITY. The affairs of the HMDCB shall be managed by the Board of Directors (hereinafter the "Board"), which shall have supervision,

control and direction of the affairs of the corporation; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes and shall 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.

SECTION 2: COMPOSITION. The Board of Directors shall be composed of the following: (i) a minimum of six (6), but no more than nine (9) Directors who hold the credential conferred by HMDCB, and (ii) one Public Member. No Director or Public Member shall hold office in another national hospice and palliative medicine professional or trade organization. In addition, one (1) board liaison member representing the American Academy of Hospice and Palliative Medicine shall serve as a nonvoting, ex-officio liaison to the Board, with the right to attend all regular and special meetings of the Board and to participate in its deliberations, but neither vote nor make motions (the "AAHPM Liaison").

SECTION 3: ELECTIONS. The slate of candidates prepared by the Nominating Committee shall be presented to and acted upon by the Board at the Annual Meeting at which elections or appointments are contemplated. Provided that a quorum is present, a majority of the Board of Directors present and voting shall appoint Directors to succeed those whose terms shall expire at the conclusion of that Annual meeting.

SECTION 4: TERM OF OFFICE. Each Director shall serve for a term of three (3) years and may be reappointed for one (1) more consecutive full term. Approximately one-third of the Directors shall be appointed each year so as to create staggered terms. The AAHPM Liaison shall serve for a term of one (1) year and may be reappointed for two (2) more consecutive full terms. The public member shall serve for a term of two (2) years and may be reappointed for two (2) more consecutive full terms. Each Director shall serve until his or her successor has been duly elected and qualified, or until his or her death, resignation or removal.

SECTION 5: VACANCIES. Vacancies in the Board of Directors' terms shall be filled for the unexpired term upon a recommendation by the President and approval by the Board.

SECTION 6: RESIGNATION and REMOVAL.

- (a) Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.
- (b) Removal. Any Director may be removed by two-thirds vote of the Directors present and voting at a meeting at which a quorum is present, whenever, in its judgment, the best interests of the HMDCB would be served thereby; provided such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 7: MEETINGS.

- (a) Regular meetings. A regular meeting of the Board shall be held at least once each year and shall be held at times and places designated by the Board.
- (b) Special Meetings. A special meeting of the Board may be called by the President or upon written request of any three (3) Directors. Notice of a special meeting shall include the purpose, date, time and place of such meeting.
- (c) Notice. Notice of any meetings of the Board shall be given at least ten (10) days prior to the meeting. Any director may waive notice of any meeting by attendance or other means.
- (d) Quorum and Voting. A majority of the voting members of the current Board shall constitute a quorum for the transaction of business at any regular or special meeting,

and a vote of a majority of the voting members of the current Board at any meeting at which a quorum is present shall constitute an act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

(e) Proxy. Voting by proxy shall not be permitted.

SECTION 8. COMPENSATION.

Board members shall not receive any compensation for their services as members of the Board. The Board may authorize the reimbursement of expenses for attendance at meetings of the Board or other authorized expenditures.

SECTION 9: COMMITTEES. Standing or other committees/task forces may be appointed by the Board as it deems necessary and appropriate. The composition, terms, powers and duties of all committees shall be set forth in the HMDCB policies and procedures manual.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS. The officers of the HMDCB shall be a President, Secretary/Treasurer, and in alternating years a President-Elect or Immediate Past President. No individual may hold more than one office at any time.

SECTION 2: ELECTION AND TENURE. The officers shall be elected by the Board at an Annual Meeting and shall serve until their successors have been duly elected and qualified.

SECTION 3: VACANCIES. In the event of a vacancy in the office of President, the President-Elect or Immediate Past President shall automatically succeed to the presidency. In the event of a vacancy in any other office, a successor may be appointed by the Board for the remainder of the term. At the next annual business meeting, the Nominating Committee shall present candidates for elections to fill the vacancy in the office of either the President or President-Elect for the remaining portion of the unexpired term and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

SECTION 4: PRESIDENT. The President shall be the chief elected officer of the HMDCB and shall preside at all Board 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. The President may sign any deed, mortgage, contract, or other instrument as authorized by the Board. The President shall be an ex-officio member of all committees, but shall not vote on any question in any committee. The President shall serve for a term of two years.

SECTION 5: PRESIDENT-ELECT. The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. 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. The President-Elect shall serve for a term of one year and shall succeed to the presidency upon the conclusion of the term of office of the President.

SECTION 6: SECRETARY/TREASURER. The Secretary/Treasurer shall keep minutes of the meetings of the Board 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; and shall be custodian of the corporate records. The Secretary/Treasurer shall be the principal accounting and financial officer of the HMDCB and shall have charge of and be responsible for the maintenance of adequate books of account; shall have charge and custody of all funds and securities of the HMDCB, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the HMDCB in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and shall have an annual financial review of the HMDCB's books conducted by a certified public accounting firm. The Secretary/Treasurer shall perform such other duties as may be assigned from time to time by the President or the Board. The duties of the Secretary/Treasurer may be assigned by the Board in whole or in part to the Executive Director. The Secretary/Treasurer shall not serve in that capacity for more than three (3) one-year terms.

SECTION 7: IMMEDIATE PAST PRESIDENT. The Immediate Past President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such duties as may be assigned from time to time by the President or the Board. In the absence of the President or in the event of the President's inability or refusal to act, 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. The Immediate Past President shall serve for a term of one year.

ARTICLE VI: EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the HMDCB shall be the responsibility of a salaried staff head or firm employed or appointed by the Board 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." The Executive Director shall have the authority to execute contracts on behalf of the HMDCB and as approved by the Board. The Executive Director may carry out the duties of the Secretary/Treasurer of the HMDCB and perform such other duties as may be specified by the Board. 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 HMDCB. The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Board (except those held in executive session), and committees, except as otherwise provided by these Bylaws. The Executive Director may be invited to attend meetings held in Executive Session.

ARTICLE VII: CERTIFICATION

SECTION 1: CERTIFICATES

- (a) The HMDCB may issue certificates to candidates who voluntarily apply and meet the HMDCB's requirements for hospice medical director certification.
- (b) Certificates shall at all times remain the property of the HMDCB. An individual whose certification is suspended or revoked shall return his or her certificate to HMDCB and shall not hold himself or herself out to have received HMDCB certification.

SECTION 2: DESIGNATION. Any individual who meets the requirements for certification shall receive the designation "Hospice Medical Director Certified" (HMDC®), which he or she shall be entitled to use, subject to the rules regarding such use adopted from time to time by the Board.

SECTION 3: RECERTIFICATION. The HMDCB shall adopt requirements for recertification.

SECTION 4: RULES AND REGULATIONS. From time to time, the HMDCB shall adopt and, as appropriate, amend rules and regulations relating to the issuance, maintenance, and revocation of certification and recertification by the HMDCB.

ARTICLE VIII: DENIAL OR REVOCATION OF CERTIFICATION

SECTION 1: GROUNDS FOR DENIAL OR REVOCATION. For due cause, the HMDCB may bar an individual from qualification or revoke the certification or recertification of any individual who has received HMDCB certification.

SECTION 2: IRREGULARITIES IN TESTING. If it has reason to believe that the integrity of any examination has been jeopardized, the Board may invalidate all or any part of a certification or recertification examination. Similarly, if the Board has reason to believe that continued testing would jeopardize the security of examination materials or the integrity of an examination, it shall have the right to suspend or cancel the administration of any certification or recertification examination.

SECTION 3: PROCEDURES. The Board may adopt policies and procedures regarding the investigation, conduct and referral of any certification or recertification denial or revocation.

Article IX: FINANCE

SECTION 1: CONTRACTS. The Board may authorize any officer or officers, agent or agents of the HMDCB, 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 HMDCB, 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 HMDCB shall be signed by such officer or officers, agent or agents of the HMDCB and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary/Treasurer.

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

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

SECTION 5: GIFTS. The Board may accept on behalf of the HMDCB any contribution, gift, bequest or devise for the general purposes or for any special purpose of the HMDCB.

SECTION 6: BOOKS AND RECORDS. The HMDCB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and any committees having the authority of the Board. The books and accounts of the HMDCB shall be reviewed annually by accountants selected by the Board.

SECTION 7: FISCAL YEAR. The fiscal year of the HMDCB shall be determined from time to time by the Board.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: INDEMNIFICATION

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

ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board present and voting at any meeting of the Board at which a quorum is present provided that at least fifteen (15) days' prior written notice is given of intention to amend the Bylaws.

ARTICLE XIII: USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under this 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 XIV: DISSOLUTION

Upon the dissolution of the HMDCB, the Board, after paying or making provision for the payment of all the liabilities of the HMDCB, shall transfer the remaining assets of the HMDCB (except any assets held by the HMDCB upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the HMDCB in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the HMDCB is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the HMDCB was organized.