BYLAWS OF INTERNATIONAL ASSOCIATION FOR HOSPICE AND PALLIATIVE CARE, INC.

These Bylaws (referred to as the "Bylaws") govern the affairs of International Association for Hospice and Palliative Care, Inc., a nonprofit corporation (referred to as the "Corporation") organized under the Texas Business Organizations Code (referred to as the "Act") as amended[1].

ARTICLE 1 - OFFICES

Section 1.01 - Principal Office

The principal office of the Corporation is located in the State of Texas. The Corporation operates as a remote organization, and its principal office is used for legal and registration purposes only. All operations, including administration, programming, and communications, are conducted virtually.

Section 1.02 - Registered Office and Registered Agent

The Corporation shall maintain a registered office and a registered agent in Texas in accordance with the Texas Business Organizations Code. The Board may change the registered office or agent in accordance with applicable law.

Section 1.03 – Description

The International Association for Hospice and Palliative Care ("IAHPC") is a global membership organization dedicated to the promotion and development of palliative care worldwide. IAHPC is a nonprofit, non-political, and non-religious organization.

Section 1.04 - Mission

The mission of the Corporation is to serve as a global membership organization that empowers individuals, civil society organizations, and governments, so that every person with palliative care needs has access to appropriate treatment and care.

ARTICLE 2 - BOARD OF DIRECTORS

Section 2.01 - Authority and Responsibilities

The Board of Directors shall govern the affairs of the Corporation and exercise all powers granted by law, the Articles of Incorporation, and these Bylaws. The Board is responsible for ensuring that the Corporation fulfills its mission ethically and effectively.

[1] Texas Business Organizations Code (TBOC), Chapter 22.

Section 2.02 - Action Without Meeting
The Board may take action without a meeting only if all Directors consent in writing or electronically, to the extent permitted by the Texas Business Organizations Code and the Corporation's Certificate of Formation. Such consents shall be maintained in the Corporation's records.

Section 2.03 - Number, Composition, and Terms
The Board shall consist of no fewer than three (3) and no more than twenty-five (25) members. Directors shall serve a three-year term and may be re-elected for one additional consecutive term, for a maximum of six (6) consecutive years.
The Executive Director shall serve as a non-voting ex-officio member.

Section 2.04 - Nomination of Directors
Directors may be nominated by any Director, member in good standing, or a nominating committee. Directors are elected by electronic vote of the Board.

Section 2.05 - Election of Directors
Directors are elected by a majority vote through a secure online voting system. Directors shall serve until a successor is elected and qualified, with records of the election and terms maintained in the official digital records of the Corporation.

Section 2.06 - Vacancies
Vacancies on the Board may be filled by a majority vote of the remaining Directors for the unexpired portion of the term.

Section 2.07 - Regular Meetings
Board meetings may be conducted in person or virtually using secure electronic platforms that allow real-time participation.

Section 2.08 - Quorum
One-third of the Directors, but no fewer than three (3), constitutes a quorum. Electronic participation constitutes presence for quorum purposes.

Section 2.09 - Conduct of Meetings
At every meeting of the Board of Directors, the Chair of the Board of Directors shall preside, or in the Chair's absence, the Chair Elect shall preside. In the absence of the Chair and the Chair Elect, the Past Chair shall preside. In the absence of any of the foregoing, the Executive Director shall preside, or in the Executive Director's absence, a Chair chosen by a majority of the Directors

present shall preside. When the Secretary is absent from any meeting, the Chair, or the Past Chair, may appoint any director to act as Secretary of the meeting.

Section 2.10 - Board Officers: Chair, Chair Elect, Past Chair
The officers of the Board are the Chair, Chair Elect, and Past Chair. These officers must be Directors.

Chair – The Chair shall be elected from among current Board members who have served for at least one term. Serves up to a three-year term or up to six years if re-elected. Extensions apply only to officer succession continuity and must be approved by at least two-thirds of the vote. The Chair presides over meetings, chairs the Executive Committee, and represents the Corporation publicly. The Chair may be re-elected in this role by a majority of the vote of the Board.

Chair Elect – Elected during the Chair's last year to prepare for succession. Serves up to a one-year term as Chair Elect (or up to four years if the Chair is re-elected). Service as Chair Elect extends the Director's Board service beyond the limit in Section 2.05. The Chair Elect, in the absence of the Chair and Past Chair, shall perform the duties of the Chair and shall perform other duties as assigned to him or her by the Chair from time to time. The Chair Elect will have the same rights and obligations of the other Directors.

Past Chair – Provides continuity and counsel after serving as Chair. Serves a three-year term (or up to six years if the Chair serves two terms). Service as Past Chair extends a Director's Board service beyond the limit in Section 2.05.

Directors who serve in these officer roles may exceed the six-year limit, but only for the duration of their succession service.

Section 2.11 - Voting
Wherever these Bylaws refer to voting or approval by the Board, such action shall be taken by electronic vote unless expressly stated otherwise. The Board of Directors shall try to act by consensus. Unless otherwise required by law or these Bylaws, a decision of the Board shall be adopted by a majority of Directors casting votes.

Section 2.12 – Compensation
Directors shall not receive compensation for their service on the Board. Directors may, however, be reimbursed for expenses incurred in connection with their duties.

Section 2.13 - Removal of Directors

A Director may be removed, with or without cause, by a majority vote of the Board after notice and an opportunity to respond. The Director must be given advance notice and an opportunity to respond.

Section 2.14 - Resignation
A Director may resign at any time by submitting written notice to the Chair, Executive Director, or Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.15 - Lifetime Advisers
Former Directors with distinguished service may be appointed as Lifetime Advisers. They may attend meetings and advise but have no voting rights. Lifetime Advisers may also be invited by the Chair, Past Chair, or Executive Director to advise on specific issues.

Section 2.16 - Meetings by Electronic Means
Meetings of the Board of Directors, committees, and other official gatherings of the Corporation may be conducted using safe online conference platforms, in accordance with the Texas Business Organizations Code, and provided all participants can interact in real time. Wherever these Bylaws refer to voting, approval, or action by the Board, such action may be taken electronically unless expressly prohibited by law.

ARTICLE 3 – CORPORATION OFFICERS

Section 3.01 - Officer Positions
The officers of the Corporation shall include an Executive Director (serving as Chief Executive Officer), a Secretary, and a Treasurer. Officers are not required to be Directors. The Board of Directors may establish additional officer positions as needed.

Section 3.02 - General Duties
Officers shall have the authority and responsibilities described in these Bylaws and any additional duties assigned by resolution of the Board of Directors, provided such assignments are consistent with these Bylaws.

Section 3.03 – Appointment and Term of office
Officers of the Corporation shall be appointed and may be removed by the Board of Directors or a Board designated delegate. The Board may delegate authority to appoint assistant officers who do not receive compensation as appropriate.

Section 3.04 - Removal
Any officer may be removed, with or without cause, by the Chair and Past Chair or by the Board of Directors. Such removal shall be without prejudice to any contractual rights of the officer.

Section 3.05 - Resignation
Any officer may resign at any time by submitting written notice to the Chair, Executive Director, or Secretary. Unless otherwise stated in the notice, resignation shall be effective upon receipt and does not require acceptance.

Section 3.06 - Vacancies
Vacancies in officer positions shall be filled by the Chair and Past Chair.

Section 3.07 - Executive Director
The Executive Director shall serve as the chief executive officer of the Corporation. Responsibilities include:

- (a) Providing day-to-day executive management of the Corporation's operations,
- (b) Implementing policies and the goals and objectives within the strategic plan, approved/established by the Board of Directors,
- (c) Supervising and managing the Corporation's staff, programs, and resources, executing contracts, instruments, and agreements authorized by the Board,
- (d) Reporting regularly to the Board of Directors on the affairs of the Corporation,
- (e) Performing all duties incident to the office of Executive Director and other duties assigned by the Board.

If the Executive Director is unable or unwilling to act, the Board may appoint an interim Executive Director to perform these duties temporarily until a successor is elected.

Section 3.08 - Treasurer
The Treasurer shall:

- (a) Oversee custody of all funds and securities of the Corporation.
- (b) Ensure receipts are issued and all monies are deposited in authorized financial institutions.
- (c) Maintain accurate financial records of the Corporation.
- (d) Prepare and present financial reports at least annually, or as requested by the Board.
- (e) Oversee preparation of required financial filings.
- (f) Perform all other duties assigned by the Chair, the Executive Director, or the Board.

Section 3.09 - Secretary
The Secretary shall:
(a) Provide notice of meetings as required by law and these Bylaws.
(b) Record minutes of meetings of the Board and members, and maintain them as part of the Corporation's records.
(c) Maintain an up-to-date register of the mailing address and electronic contact information of all Directors, officers, and employees.
(d) Perform all duties incident to the office of Secretary and other duties assigned by the Chair, the Executive Director, or the Board.

Section 3.10 - Assistant Officers
Assistant officers may be appointed by the Chair, Past Chair, or Executive Director to perform duties delegated by the Board or the officers they assist.

Section 3.11- Salaries
Officer compensation shall be determined by the Board of Directors and must represent fair and reasonable value for services rendered. An officer who is also a Director may not vote on their own compensation.

ARTICLE 4 - COMMITTEES

Section 4.01 - Establishment of Committees
The Board may establish standing or ad hoc committees. Committees may include Directors, staff, and other individuals.
Establishing a committee does not relieve the Board or any Director of their responsibilities under law or these Bylaws. No committee shall have authority to exercise powers reserved to the Board of Directors under the Texas Business Organizations Code, including amendment of bylaws, removal of directors, or approval of mergers or dissolution.

Section 4.02 – Purpose and Scope
Each committee shall operate within the scope assigned by the Chair, the Board, or the Executive Director and focus on advancing specific programs, initiatives, or governance needs.
Committees are advisory unless expressly authorized by the Board.

Section 4.03 – Committee Leadership
Each committee shall have a Chair and depending on the nature of the committee, may be appointed by the Board, the Chair of the Board, or elected among the committee members.
The Committee Chair coordinates meetings, facilitates the work of the group, and communicates key updates or recommendations to the Board or Executive Director.

Section 4.04 – Meetings
Committees meet as needed to carry out their work. Meetings are held virtually using electronic communication tools.

Section 4.05 – Decision-Making
Committees should strive to work collaboratively and reach decisions by consensus whenever possible. Committee members may vote electronically when needed.

ARTICLE 5 - TRANSACTIONS OF THE CORPORATION

Section 5.01 - Contracts
The Board of Directors may authorize any officer of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 5.02 – Deposits and Financial Accounts
All funds of the Corporation shall be deposited in the name of the Corporation in financial institutions approved by the Executive Director and/or Treasurer.

Section 5.03 – Acceptance of Gifts and Contributions
The Executive Director, Chair, or Board of Directors may accept or decline contributions, gifts, bequests, and devises on behalf of the Corporation for general or specific purposes.
All gifts must be:

- Consistent with the mission of the Corporation,
- Permitted under applicable laws, and
- Compatible with the Corporation's tax-exempt status.

Restricted gifts shall be used in accordance with donor intent unless such use is inconsistent with the Corporation's mission, in which case the Board shall determine an alternative use consistent with applicable law.

Section 5.04 – Loans to Directors and Officers Prohibited
The Corporation shall not make loans to any Director, officer, employee, contractor, volunteer, or member. No loans may be guaranteed by the Corporation for any Director, officer, employee, contractor, volunteer, or member.

Section 5.05 – Prohibited Acts
Unless expressly authorized by the Board, no Director, officer, employee, contractor, volunteer or committee member shall:

1. Act in violation of these Bylaws or any binding obligation of the Corporation.

2. Engage in conduct intended to harm the Corporation or its operations.
3. Make it unduly difficult to carry on the ordinary business of the Corporation.
4. Receive an improper personal benefit from activities of the Corporation.
5. Use corporate assets other than for legitimate corporate purposes.
6. Wrongfully transfer, misappropriate, or dispose of corporate property.
7. Use the Corporation's name, logo, or intellectual property except for authorized corporate purposes.
8. Disclose confidential or proprietary information to unauthorized persons.

Section 5.06 – Permanent Designated Endowment Funds
Permanent endowment funds established or accepted by the Corporation must be administered in accordance with donor intent and applicable law.

- Principal may not be spent, except as specifically permitted below.
- Income may be distributed to designated beneficiaries based on Board discretion.
- If income is insufficient, necessary expenses (e.g., administrative, legal, accounting, investment fees) may be paid from principal as allowed by donor agreement or law.

Unspent income may be accumulated or added to principal and used in subsequent years for purposes consistent with the endowment.

Section 5.07 – Other Designated Funds
Other funds established with the Corporation as trustee or administrator shall be managed according to donor instructions, provided they are consistent with the Articles of Incorporation, these Bylaws, the Corporation's tax-exempt status, and its Mission.

Section 5.08 – Undesignated Funds
All other undesignated funds received by the Corporation shall be maintained and used at the discretion of the officers, under the oversight of the Chair and the Board of Directors, in furtherance of the Corporation's mission and consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6 - BOOKS AND RECORDS

Section 6.01 – Required Books and Records
The Corporation shall maintain correct, complete, and up-to-date books and records of its accounts. Required records include:

1. **Governing documents**
    - A file-stamped copy of the Articles of Incorporation and all amendments or filings with the Texas Secretary of State.
    - A current copy of these Bylaws and all amendments.

2. **Meeting records**
   - Minutes of meetings of the Board of Directors and committees with Board-delegated authority.
   - Records of votes taken electronically or by written consent.
3. **Organizational directory**
   - A current list of Directors, officers, and committee members, including mailing and electronic contact information.
4. **Financial records**
   - Statements showing assets, liabilities, and net assets for the three most recent fiscal years.
   - Statements of income and expenses for the three most recent fiscal years.
   - Bank statements, investment account records, and reconciliations as required by financial policies.
5. **Tax and regulatory documents**
   - All IRS rulings, determination letters, correspondence, or filings relating to the Corporation's tax-exempt status.
   - Copies of federal, state, and local tax returns for the three most recent years, including Form 990.

These records may be kept in electronic or physical format using secure cloud-based systems approved by the Board, consistent with the Corporation's virtual operations, provided they are accessible, secure, and compliant with applicable laws.

Section 6.02 – Inspection of Records
Any Director, officer, or committee member may request access to the Corporation's books and records, provided the request relates to a proper purpose in support of their duties. The Corporation shall make requested records available within five (5) working days of receiving a proper request.

Section 6.03 – Public Access to Required Documents
The Corporation shall maintain copies of all documents required by the Internal Revenue Service or state regulators to be publicly available, including:

- Form 1023 (Application for Tax-Exempt Status),
- All Form 990 filings for the prior three years, and
- The IRS Determination Letter.

These documents may be provided electronically upon request or made available through the Corporation's website. All public requests for these records shall be honored in accordance with applicable federal regulations.

ARTICLE 7 - FISCAL YEAR

Section 7.01 – Fiscal Year
The fiscal year begins January 1 and ends December 31.

ARTICLE 8 - INSURANCE

Section 8.01 – Insurance
The Corporation may maintain insurance, including Directors and Officers liability insurance, to the fullest extent permitted by law.

ARTICLE 9 - INDEMNIFICATION

Section 9.01 – Right to Indemnification
The Corporation shall indemnify Directors, officers, employees, and agents to the fullest extent permitted by Texas law, except in cases of willful misconduct or improper personal benefit.

ARTICLE 10 - NOTICES

Section 10.01 – Methods of Delivering Notice
Any notice required or permitted under these Bylaws or applicable law may be delivered using any method allowed by the Texas Business Organizations Code, including electronic mail (email) and/or electronic messaging systems approved by the Corporation (e.g., secure Board portal, virtual meeting platform).

A notice sent by email or electronic system shall be deemed delivered when transmitted to the address or account on record for the Director, officer, or committee member.

ARTICLE 11 - AMENDMENTS TO BYLAWS

Section 11.01 – Authority to Amend
The Board of Directors may alter, amend, or repeal the Bylaws, or adopt new Bylaws, at any regular or a special meeting after proper notice has been delivered.

Section 11.02 – Notice of Proposed Amendments
Notice of any meeting at which Bylaw changes will be considered shall include either:

1. The text of the proposed amendment, or
2. A fair summary of the proposed amendment, as well as the text or a fair summary of any existing provisions that would be altered or repealed.

Notice may be delivered electronically in accordance with Article 10.

ARTICLE 12 - MISCELLANEOUS PROVISIONS

Section 12.01 – Governing Law

These Bylaws shall be interpreted and applied in accordance with the laws of the State of Texas. All references to statutes, regulations, or other legal authorities shall refer to the cited provisions or their successors, as they may be amended.

ARTICLE 13 – REMOTE WORK AND OPERATIONS

Section 13.01 – Remote Organization Structure

The Corporation operates as a fully remote organization using secure digital tools for communication, voting, recordkeeping, and operations. The organization does not require or maintain a physical headquarters for daily operations.

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