

**RESOLUTION  
OF  
THE BOARD OF DIRECTORS  
OF  
CALIFORNIA HOSPICE AND PALLIATIVE CARE ASSOCIATION  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**December 1, 2025**

The Board of Directors (the “**Board**”) of the California Hospice and Palliative Care Association, a California nonprofit public benefit corporation (the “**Corporation**”), adopts the following resolutions and take the following actions on behalf of the Corporation, as the date set forth above (the “**Effective Date**”). All capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Bylaws of the Corporation (the “**Bylaws**”).

**Amended and Restated Bylaws**

**WHEREAS**, the Board has determined that for several years, the participation of the Provider Members in the affairs of and matters before the Corporation has dwindled, such that the Corporation routinely fails to secure the necessary quorum for voting on matters before the Provider Members;

**WHEREAS**, the Board believes that the continued challenges to secure the necessary quorum from the Provider Members of the Corporation has stymied the Corporation’s abilities to make meaningful progress on goals and initiatives;

**WHEREAS**, the Board deems it to be in the best interests of the Corporation to amend and restate the Bylaws, in a form substantially similar to the amended and restated Bylaws attached hereto as Exhibit A (“**Amended Bylaws**”), to remove all provisions granting to Provider Members any rights as statutory members (as defined in California Corporations Code Section 5056) of the Corporation, in addition to other revisions, including the expansion of the scope of the Corporation to include providers of skilled home health services;

**WHEREAS**, pursuant to California Corporations Code Section 5150, amendments to the Bylaws that materially and adversely affect the rights of the statutory members as to voting require the approval of the statutory members; and

**WHEREAS**, the Board deems it to be in the best interests of the Corporation to submit the decision to eliminate statutory members to the Provider Members for their approval.

**NOW, THEREFORE, BE IT RESOLVED**, that the Secretary of the Corporation be, and hereby is, authorized, empowered, and directed, for and on behalf of the Corporation, to provide notice to the Provider Members of the Corporation of a vote of such Provider Members to approve the removal of the Corporation’s statutory members;

**RESOLVED, FURTHER**, that, pending the approval of the Provider Members, the Amended Bylaws, be, and hereby are, ratified, approved, and confirmed in all respects; and

**RESOLVED, FURTHER**, that, upon the approval of the Provider Members to eliminate statutory members from the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Corporation, to execute and deliver the Amended Bylaws, with such changes thereto as the officer or officers executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**RESOLVED, FURTHER**, that, upon the approval of the Provider Members to eliminate statutory members from the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Corporation, to execute and deliver the **Amended and Restated Articles of Incorporation** (in a form substantially similar to the amended articles attached hereto as Exhibit B), with such changes thereto as the officer or officers executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

### CERTIFICATION

I certify that this is a true and correct copy of a resolution presented to and adopted by the Board of Directors of the California Hospice and Palliative Care Association, a California nonprofit public benefit corporation, at a duly called meeting of the Board of Directors on the date set forth above, at which a quorum was present and voted.

By:



Stacey Smith, Secretary

Dated: 12/1/2025

## **Amended and Restated Bylaws of California Hospice and Palliative Care Association**

### **A California Nonprofit Public Benefit Corporation**

**Adopted: December 1, 2025**

#### **ARTICLE 1 NAME**

Section 1.1 Corporate Name. The name of this corporation is California Hospice and Palliative Care Association (the “**Corporation**”).

#### **ARTICLE 2 OFFICES**

Section 2.1 Principal Office. The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board of Directors (the “**Board**”).

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

#### **ARTICLE 3 PURPOSES**

Section 3.1 General Purpose. The purposes of the Corporation shall be those set forth in the Articles of Incorporation of the Corporation, as may be amended from time to time (the “**Articles of Incorporation**”). The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California (the “California Nonprofit Corporation Law”) for charitable purposes.

Section 3.2 Specific Purpose. The specific purpose of this Corporation shall be to support and promote the delivery of services to individuals and families with serious, life limiting illness and end of life care through:

- (a) Active participation in any and all fundraising activities permitted to a tax exempt organization under the Internal Revenue Code of 1986, as amended (the “Code”), and the laws of the State of California;
- (b) Obtaining and providing funding to support and promote the delivery of hospice and palliative care and skilled home health services to patients and their families;
- (c) Encouraging and supporting the delivery of high quality hospice and palliative care and skilled home health services;
- (d) Providing public education on recovery, rehabilitation and end of life issues that promotes utilization of hospice and palliative care and skilled home health services;
- (e) Developing and providing high quality education and training for staff and volunteers involved in the delivery of hospice and palliative care and skilled home health services;

- (f) Being a resource to fund appropriate research on improving hospice and palliative care and skilled home health services;
- (g) Providing information and referrals on the location and status of hospice and palliative care and skilled home health programs;
- (h) Forming strategic alliances to further the Corporation's mission;
- (i) Encouraging and supporting the continued growth and development of hospice and palliative care and skilled home health providers through networking and technical assistance;
- (j) Monitoring state and national legislative and policy-related developments that impact hospice and palliative care and skilled home health programs; and
- (k) Carrying on other charitable activities associated with these purposes as allowed by law.

Section 3.3 Tax-Exempt Status. The Corporation is established within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding section of any future federal tax code. The Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing general and specific purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit and tax-exempt purposes.

## ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.1.1 Lobbying. Lobbying up to certain limits is permitted and should only occur if approved by the Board. Lobbying occurs only when there is an expenditure of money by the Corporation for the purpose of attempting to influence legislation. Two alternative tests are used by the Internal Revenue Service to determine whether a substantial part of the organization's activities are devoted to attempting to influence legislation. If the applicable expenditure limits are exceeded, the Corporation could be subject to a tax or its exempt status could be revoked.

4.1.2 Political Campaign Intervention. The Corporation may not participate or intervene in any campaign for or against a candidate running for office. If the Corporation fails to follow this prohibition on an ongoing basis, it may face penalties from the Internal Revenue Service or risk revocation of its tax-exempt status. The Corporation and any of its representatives may not endorse a candidate; make a campaign contribution to, or an expenditure for, a candidate; rate candidates on who is most favorable to their issues; or let candidates use the Corporation's facilities or resources, unless those resources are made equally available to all candidates at their fair market value.

Section 4.2 Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Charitable Purposes. The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes deemed by the Board in its sole discretion to be similar to those set forth in Section 3.2 and which has established its tax exempt status under Section 501(c)(3) of the Code.

## ARTICLE 6 MEMBERS

Section 6.1 No Statutory Members. The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action that would otherwise require the approval of the members shall only require approval by the Board.

Section 6.2 Non-Voting Members. The Board may refer to persons associated with the Corporation who have no voting rights as “members” and adopt policies and procedures for the admission of such persons. Such persons are not “members” within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in Section 5332 of the California Nonprofit Corporation Law and no such reference shall constitute anyone a member of this Corporation.

Section 6.3 Classes of Membership. Any person or entity dedicated to the purposes of the Corporation and meeting the qualifications of this Section 6.3 shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

6.3.1 Provider Member. A Provider Member is an entity engaged primarily in providing care and services to individuals and families dealing with serious life limiting illness and end of life. If a Provider Member has multiple locations at which it provides care and services, it must secure individual memberships for each location. Provider Members that are in good standing shall be eligible to nominate one (1) candidate to serve as a Director on the Board, provided, however, that a prerequisite for selection to serve on the Board shall be that all of a Provider Member’s individual locations are enrolled as Provider Members in the

Corporation. For purposes of Board representation, if a Provider Member operates through multiple locations, subsidiaries, or affiliated entities, whether or not such locations or entities constitute separate legal entities and holds separate memberships in the Corporation, such Provider Member shall have the right to nominate one (1) candidate per location to serve as a Director on the Board; provided, however, that no more than one (1) director may be elected from the pool of candidates nominated by such multi-location Provider Member. No additional Board seats shall be allocated to subsidiaries, affiliates, or other locations of a multi-location Provider Member, regardless of their legal status or membership standing.

6.3.2 Associate Member. An Associate Member is any company, facility or individual, other than a Provider Member, that supplies products or services related to the hospice industry.

6.3.3 Professional Member. A Professional Member is a volunteer or individual staff member from a non-member organization, or educator, researcher or other interested individual.

Section 6.4 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed for each membership category from time to time by the Board. The criterion (e.g., a sliding scale based on income from the preceding year, or years in the profession) for deciding dues, fees, and assessments shall be the same for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class, and change such from time to time.

Section 6.5 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 6.6 Suspension or Termination of Membership. The Board may suspend or terminate the membership of any member pursuant to the [Member Suspension/Termination Policy] adopted by the Board.

## ARTICLE 7 DIRECTORS

Section 7.1 Number. The authorized number of directors of the Corporation (“**Directors**”) shall be not less than eleven (11) or more than fifteen (15); the exact authorized number to be fixed from time to time, within these limits, by resolution of the Board.

Section 7.2 Qualifications. Directors must be Provider or Professional Members of the Corporation, or, if such Provider or Professional Members are entities, directors, officers or staff of such Provider or Professional Members of the Corporation. Directors must refrain from actions and involvement that might prove embarrassing or detrimental to the Corporation and resign if such actions or involvement develop.

Section 7.3 Corporate Powers Exercised by Board. Subject to the provisions of the Articles of Incorporation of the Corporation, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.4 Terms; Nomination and Election of Successors.

- 7.4.1 Staggered Terms. For the purpose of staggering the Directors' terms of office with one-third (1/3) of the Board eligible for election or replacement each year, the Board shall divide the Directors serving at the time of the adoption of these bylaws, and any additional Directors appointed at such time, into three (3) classes as nearly equal in number as possible. Each such class shall be appointed to a term of one (1), two (2), or three (3) years. At the conclusion of the initial terms, each Director's subsequent term shall be for a period of three (3) years and until the election and qualification of a successor, or until such Director's death, resignation, or removal. In the event of an increase or decrease in the number of Directors, additional Directors may be elected to terms of one (1), two (2), or three (3) years as may be necessary to maintain equality in numbers among classes of Directors.
- 7.4.2 Nominating Committee. At least forty-five (45) days prior to the date of any election of directors, the Chair shall appoint a nominating committee ("**Nominating Committee**") to select qualified candidates for election to those positions on the Board held by directors whose terms are then expiring. Each Provider Member shall be authorized to put forth one (1) nominee for consideration by the Nominating Committee. Provider Members with multiple locations shall be authorized to put forth one (1) nominee per location enrolled as a Provider Member in the Corporation (e.g., if a Provider Member has 5 affiliates enrolled as members in the Corporation, such Provider Member will be entitled to submit the names of 5 nominees). The names of all nominees must be submitted by the members to the Nominating Committee not later than thirty (30) days prior to the date of the next election. From such pool of provisional nominees, the Nominating Committee will select a slate of names to be considered for election by the Board. The Nominating Committee will not advance more than one (1) name per Provider Member.
- 7.4.3 Election. From the slate of names put forward by the Nominating Committee, the Board will elect directors by a majority vote of the Board at the annual meeting, or at any meeting of the Board called for such purpose.

Section 7.5 Vacancies.

- 7.5.1 Events Causing Vacancy. A vacancy or vacancies on the Board shall occur in the event of the death, removal, or resignation of any Director; the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law; or the increase of the authorized number of Directors. The disaffiliation of a Director from the member they represent at the time of election to the Board shall be reviewed by the Leadership Development Committee, and upon their recommendation, the Board may declare the position vacant.
- 7.5.2 Removal. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless: the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one (1) in determining whether a quorum is or is not present); the Director suffers from an illness or disability which prevents him or her from

attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or the Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three (3) meetings. The Board may by resolution remove any director whose conduct is or was or carries the potential to be embarrassing or detrimental to the purposes and goals of the organization, as determined in the Board's discretion, or for failure to comply with the Corporation's rules, policies or Bylaws, including those promulgated by any affiliated national organization, as determined in the Board's discretion. Each Director agrees to voluntarily resign upon request from the Board or upon ceasing to meet the qualifications for directorship or membership.

- 7.5.3 Resignations. Except as provided in these Bylaws, any Director may resign by giving written notice to the Chair of the Board, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of the date it is delivered or the time specified in the written notice that the resignation is to become effective, if any. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "**Attorney General**"). If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
- 7.5.4 Election to Fill Vacancies. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office, the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Nonprofit Corporation Law Section 5211, or a sole remaining Director. The Chair may fill any vacancy not filled by the Directors.

## ARTICLE 8 BOARD MEETINGS

- Section 8.1 Location of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.
- Section 8.2 Conduct of Meetings. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or with any provisions of law applicable to the Corporation.
- Section 8.3 Meetings by Telecommunication. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if the following apply: each Director participating in the meeting can communicate concurrently with all other Directors; and each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.
- Section 8.4 Annual Meeting of Board; Other Regular Meetings. The Board shall hold an annual general meeting for purposes of organization, election of Officers, and transaction of other business, at a time as determined by the Board by resolution or as specified in the notice of the meeting. Other general meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution or as specified in the notice of the meeting.

- Section 8.5 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President or any Vice President, the Secretary, or any two (2) Directors.
- Section 8.6 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by personal delivery of written notice; first-class mail, postage prepaid; telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; facsimile; electronic mail; or other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the meeting purpose.
- Section 8.7 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- Section 8.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest their lack of notice.
- Section 8.9 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- Section 8.10 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.
- Section 8.11 Board Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Written consents may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chair of the Board or the President.

- Section 8.12 Fees and Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” under Section 5227 of the California Nonprofit Corporation Law.
- Section 8.13 Limitation of Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation to the fullest extent allowed by law, including Sections 5231 and 5233 of the California Nonprofit Corporation Law.
- Section 8.14 No Proxy Voting. Directors are not permitted to vote by proxy.
- Section 8.15 Self-Dealing Transactions. This Corporation shall not engage in any transaction in which one or more of its Directors has a material financial interest and which meets the definition of a “self-dealing transaction” unless the transaction has been approved by one of the means specified in subparagraph (d) of Section 5233 of the California Nonprofit Corporation Law. A “self-dealing transaction” means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

## ARTICLE 9 COMMITTEES

- Section 9.1 Committees of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, create one (1) or more Board committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the discretion of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one (1) or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

Any committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no committee may:

- approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members (regardless of whether the Corporation has members, in which case Board approval is required);
- fill vacancies on the Board or in any committee which has the authority of the Board;
- fix compensation of the Directors for serving on the Board or on any committee; amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- create any other committees or appoint the members of these committees;
- expend corporate funds to support a nominee for Director if more persons have been nominated than can be elected;
- or approve any contract or transaction to which the Corporation is a party and in which one (1) or more of its Directors has a material financial interest, except as special approval is provided for in the California Nonprofit Corporation Law.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two (2)) the number of members

of a committee, and fill vacancies in a committee from the members of the Board.

Section 9.2 Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 9.1 above. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

The following officers, who are also Directors of the Corporation, shall be members of the Executive Committee: Chair, Vice Chair, Secretary, Treasurer, and one (1) member from the Board to be elected by the majority of the Board to fill an at-large position.

Section 9.3 Meetings and Action of Board Committees. Meetings, quorum rules and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings and actions of the Board, with such changes in the context as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board, and special meetings of committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

Section 9.4 Nonprofit Integrity Act/Audit Committee. In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and appoint an Audit Committee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or chief executive officer or the Treasurer. If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the Chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall: make recommendations to the Board on the hiring and firing of the CPA; confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order; approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and if requested by the Board, negotiate the CPA's compensation on behalf of the Board. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee.

Section 9.5 Advisory Committees. The Board may create one (1) or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors, provided, however, that only Provider and Professional Members shall be eligible to serve on any advisory committee. The Board shall appoint, by majority vote of the Directors then in office, any advisory committee chair from among the Directors and such appointment

shall be in the sole discretion of the Board. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

- 9.5.1 Leadership Development Committee. The Board will appoint, as a standing advisory committee, the Leadership Development Committee to provide strategic direction, resources and opportunities for members to develop their leadership skills. This committee is charged with mentoring new professionals and promoting and cultivating volunteer interest in leadership positions within the Corporation. The Committee will screen applicants and produce a diverse pool of candidates for all elected positions and committee chairs.

## **ARTICLE 10 OFFICERS**

- Section 10.1 Officers. The officers of the Corporation (“**Officers**”) shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a Past Chair, and a President, and may also include an Assistant Secretary and an Assistant Treasurer. All Officers, other than the President, the Past Chair, the Assistant Secretary and the Assistant Treasurer, if any, shall be currently qualified and serving Directors. The Past Chair may serve as an Officer for one (1) year following his/her term as Chair. The President is the highest-ranking employee, and an ex-officio nonvoting member of the Board. The Board shall have the power to designate an Assistant Secretary and Assistant Treasurer to assist the Secretary and Treasurer in the performance of their duties. The Assistant Secretary and Assistant Treasurer need not be Directors and shall have such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that no person serving as the Secretary or the Treasurer may serve concurrently as the President or Chair pursuant to the California Nonprofit Corporation Law.
- Section 10.2 Election of Officers. The Officers shall be elected by the Board at the annual meeting of the Board for a term of one (1) year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for any number of consecutive terms.
- Section 10.3 Removal of Officers. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Board, or by an Officer on whom such power of removal may be conferred by the Board.
- Section 10.4 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.
- Section 10.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not necessarily at the annual meeting.
- Section 10.6 Responsibilities of Officers.

- 10.6.1 Chair of the Board. The Chair of the Board (the “**Chair**”) shall be a Director and shall preside at meetings of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to the Chair by the Board or prescribed by these Bylaws.
- 10.6.2 Vice Chair of the Board. The Vice Chair of the Board (the “**Vice Chair**”) shall be a Director and shall preside at meetings of the Board in the absence of the Chair, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If there is no Chair, the Vice Chair shall act as the Chair until a successor chair is elected and shall have the powers and duties of the Chair of the Corporation set forth in these Bylaws.
- 10.6.3 Secretary. The Secretary of the Corporation (the “**Secretary**”) shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation, Bylaws and all policies adopted by the Board, as amended to date. The Secretary shall keep or cause to be kept, at the Corporation’s principal office or at a place determined by resolution of the Board, a record of the Corporation’s members, showing each member’s name, address, and class of membership. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.
- 10.6.4 Treasurer. The Treasurer of the Corporation (the “**Treasurer**”) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation’s assets, liabilities and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; disburse the Corporation’s funds as the Board may order; render to the President, Chair, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and have such other powers and perform such other duties as the Board or the Bylaws may require. The Treasurer shall serve as chair of a Finance Committee, if such a committee exists. The Treasurer shall not serve on or as chair of an Audit Committee, if such a committee exists.
- 10.6.5 Past Chair. The Past Chair of the Corporation (the “**Past Chair**”) shall assist the Chair to ensure Board responsibilities are discharged pursuant to the California Nonprofit Corporation Law.
- 10.6.6 President. Subject to such supervisory powers as the Board may give to the Chair and subject to the control of the Board, the President of the Corporation (the “**President**”) shall be the general manager and chief executive officer or executive director of the Corporation and shall supervise, direct, and control the Corporation’s activities, affairs, and staff. The President shall be an ex-officio, nonvoting member of the Board, each committee of the Board and all advisory committees. The President shall have such other powers and duties

as the Board or the Bylaws may delegate. The Office of President may be an employed or contract position. The Corporation may contract with a management company to supervise, direct, and control the Corporation's activities, affairs, and staff, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The salary of the President shall be fixed from time to time by resolution of the Board. The salary and other compensation and benefits of the President shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. The Board shall periodically review the fairness of compensation.

- 10.6.7 Additional Officers. The Board may empower the Chair to appoint or remove such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

## **ARTICLE 11 TRANSACTIONS WITH DIRECTORS OR OFFICERS**

Section 11.1 Transactions with Directors, Officers, Organizations with Common Directors. Except as permitted pursuant to the Corporation's Conflict of Interest Policy, the Corporation shall not be a party to any transaction: in which one (1) or more of its Directors or Officers has a material financial interest, or with any corporation, firm, association, or other entity in which one (1) or more Directors or Officers has a material financial interest, or any organization which has one or more directors in common with the Corporation.

Section 11.2 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

## **ARTICLE 12 INDEMNIFICATION AND INSURANCE**

Section 12.1 Indemnification. To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

Section 12.2 Insurance. The Board shall cause to be purchased directors and officers liability insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent, as defined in Section 5238 of the California Nonprofit Corporation Law, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against the liability under the provisions of this Article.

## **ARTICLE 13 CORPORATE RECORDS AND REPORTS**

Section 13.1 Corporate Records. This Corporation shall keep the following: adequate and correct books and records of account; minutes of the proceedings of its Board, and committees of the Board; and a record of each member's name, address, and class of membership.

Section 13.2 Inspection of Articles and Bylaws. This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be made available (in electronic form) upon request.

Section 13.3 Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. Every Director shall have the right to inspect the records of each Corporation subsidiary or affiliate. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 13.4 Annual Statement. The Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (a) in which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either: any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); any holder of more than ten (10) percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under these Bylaws.

## **ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 14.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President and countersigned by the Treasurer or other officer over an amount determined by the Board.

Section 14.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 14.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

## ARTICLE 15 CONSTRUCTION AND DEFINITIONS

Section 15.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction and interpretation of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the entity and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Section 15.2 Entity. “**Entity**” means a corporation, association, partnership, limited liability company, joint venture, or other business or company, as well as a natural person.

Section 15.3 Individual. “**Individual**” means a natural person.

Section 15.4 Person. “**Person**,” in addition to those entities specified in Section 18 of the California Corporations Code and unless otherwise expressly provided, includes any association, business corporation, company, corporation, corporation sole, domestic corporation, estate, foreign corporation, foreign business corporation, individual, joint stock company, joint venture, mutual benefit corporation, public benefit corporation, religious corporation, partnership, government or political subdivision, agency or instrumentality of a government, pursuant to Section 5065 of the California Nonprofit Corporation Law.

Section 15.5 Policies. The Board shall adopt, and from time to time review and update, such policies for the Corporation as the Board determines in its discretion to be advisable and in the best interests of the Corporation, including, but not limited to, policies on conflicts of interest, whistleblower protection, antitrust, document retention and destruction, and reimbursement.

## ARTICLE 16 AMENDMENTS

Section 16.1 Amendment by Directors. The Board may adopt, amend or repeal Bylaws by the affirmative vote of the Board except that:

- (a) Where any corporate action requires a greater vote in these Bylaws, any amendment or repeal of such provision must be approved by the same greater vote;
- (b) No amendment may extend the term of a director beyond that for which the director was elected; and
- (c) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

[Nothing Follows]

CERTIFICATE

The undersigned hereby certifies that they are the duly elected and acting Secretary of California Hospice and Palliative Care Association, a California nonprofit public benefit corporation, and that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the Corporation as of December 1 , 2025, and that the same do now constitute the Bylaws of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this certificate on behalf of the Corporation as of this 1 day of December, in the year of 2025.

California Hospice and Palliative Care Association

A handwritten signature in cursive script, appearing to read "Stacey Smith".

By:

Stacey Smith, Secretary

**EXHIBIT A**  
**Amended and Restated Bylaws**



# California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

**Request Type:** Certified Copies

**Entity Name:** CALIFORNIA HOSPICE AND  
PALLIATIVE CARE ASSOCIATION

**Formed In:** CALIFORNIA

**Entity No.:** 1176826

**Entity Type:** Nonprofit Corporation - CA - Public  
Benefit

**Issuance Date:** 01/15/2026

**Copies Requested:** 1

**Receipt No.:** 012525543

**Certificate No.:** 410259327

## Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B4160-9772	01/09/2026	Restated Articles of Incorporation	3

\*\* \*\*\*\* \* End of list \*\*\*\*\* \*\* \*\*

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California on January 15, 2026.

**SHIRLEY N. WEBER, PH.D.**  
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).

For Office Use Only  
**-FILED-**  
File No.: BA20260091130  
Date Filed: 1/9/2026

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CALIFORNIA HOSPICE AND PALLIATIVE CARE ASSO**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of CALIFORNIA HOSPICE AND PALLIATIVE CARE ASSOCIATION, a California nonprofit public benefit corporation, California Entity Number 1176826.
2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

**ARTICLE I**

The name of the corporation is California Hospice and Palliative Care Association.

**ARTICLE II**

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation shall be to support and promote the delivery of services to individuals and families with serious, life-limiting and end of life care, through:

- (i) Active participation in any and all fundraising activities permitted to a tax exempt organization under the Internal Revenue Code of 1986, as amended (the "Code"), and the laws of the State of California;
- (ii) Obtaining and providing funding to support and promote the delivery of hospice and palliative care and skilled home health services to patients and their families;
- (iii) Encouraging and supporting the delivery of high quality hospice and palliative care and skilled home health services;
- (iv) Providing public education on recovery, rehabilitation and end of life issues that promotes utilization of hospice and palliative care and skilled home health services;
- (v) Developing and providing high quality education and training for staff and volunteers involved in the delivery of hospice and palliative care and skilled home health services;
- (vi) Being a resource to fund appropriate research on improving hospice and palliative care and skilled home health services;
- (vii) Providing information and referrals on the location and status of hospice and palliative care and skilled home health programs;

- (viii) Forming strategic alliances to further the corporation's mission;
- (ix) Encouraging and supporting the continued growth and development of hospice and palliative care and skilled home health providers through networking and technical assistance;
- (x) Monitoring state and national legislative and policy-related developments that impact hospice and palliative care and skilled home health programs; and
- (xi) Carrying on other charitable activities associated with these purposes as allowed by law.

C. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code law, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States Internal Revenue Code law.

### ARTICLE III

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

B. The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

C. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law) and Section 23701(d) of the California Revenue and Taxation Code.

### ARTICLE IV

A. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the California Nonprofit Public Benefit Corporation Law, including, without limitation, as provided in Section 5239 thereof with respect to volunteer directors and volunteer executive officers.

B. This corporation is authorized to provide for, whether by an agreement or

otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law.

C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

D. Any repeal or modification of this Article IV shall be prospective only and shall not adversely affect any right or protection of a director, executive officer or other agent of this corporation existing at the time of such repeal or modification.

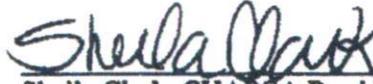
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3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors of the corporation.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 1, 2025

  
Sheila Clark, CHAPCA President and CEO

  
Stacey Smith, CHAPCA Secretary

**EXHIBIT B**  
**Amended and Restated Articles of Incorporation**