

**ARTICLES OF ORGANIZATION AND BYLAWS  
OF THE  
INDIANA PATIENT PREFERENCES COALITION**

**ARTICLE I**

**Name, Form of Entity, and Territory**

- Section 1 The name of this organization is the “Indiana Patient Preferences Coalition” (the “Coalition” or the “IPPC”).
- Section 2 The Coalition has been formed, is operating, and will continue to operate, until dissolved, as an unincorporated nonprofit association.
- Section 3 The Coalition may operate anywhere in the State of Indiana.

**ARTICLE II**

**Purposes, Mission, and Affiliation with Other Organization(s)**

- Section 1 **General Purposes.** The Coalition has been organized, and at all times must operate, exclusively for nonprofit purposes consistent with an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”). The Coalition’s nonprofit purposes include but are not necessarily limited to public policy advocacy and education in public health matters consistent with the Coalition’s mission statement, as stated in the next Section below.
- Section 2 **Mission Statement.** The Indiana Patient Preferences Coalition promotes education, resources and advocacy in support of high-quality advance care planning that upholds the personal dignity and values of Indiana residents nearing the end of life.
- Section 3 **Revising or Amending Mission Statement.** The Coalition’s Voting Members (as defined below) may act by a simple majority vote to revise and amend the Coalition’s mission as stated in Section 2.
- Section 4 **Affiliation with Other Organizations.** By a simple majority vote, the Coalition’s Voting Members may cause the Coalition to become affiliated with one or more other organizations described in sections 501(c)(3) or 501(c)(4) of the Code. If the Coalition becomes affiliated with another organization that will serve as the Coalition’s fiscal agent, only one such organization can serve as the Coalition’s fiscal agent at any given time.
- Section 5 **Dedication of Assets to Non-Profit Purposes.** If the Coalition later ceases operations and dissolves, then after the Coalition’s debts (if any) and the reasonable expenses of dissolution, liquidating and winding up are paid or provided for, all of the Coalition’s remaining assets must be paid or distributed to the RESPECT (Research in Palliative and End-of-Life Communication and Training) Center at Indiana University – Purdue University Indianapolis (IUPUI). If the RESPECT Center does not exist at the time when the requirements of this section are triggered, the Coalition’s remaining assets must be paid or distributed to one or more other organizations that —

- (a) are described in sections 501(c)(3) or 501(c)(4) of the Code, and
- (b) have a mission similar to the Coalition's mission, and
- (c) are selected by a simple majority vote of the Coalition's Members of Record or (if a simple majority of the Members of Record cannot agree on a selection) by a simple majority vote of the Executive Committee.

### ARTICLE III

#### Member Status and Membership Qualifications

Section 1 **Who are Members.** At any given time, the following persons are the Members of the Coalition:

- (a) Individuals who reside in Indiana, who express an interest in or support for the Coalition's purposes and mission, and whose names and contact information are listed in the Coalition's records ("Membership Roll") as "Members";
- (b) Organizations that (i) maintain one or more offices in Indiana, (ii) are described in sections 501(c)(3), 501(c)(4), or 501(c)(6) of the Code, (iii) express an interest in or support for the Coalition's purposes and mission, and (iv) are listed in the Coalition's Membership Roll as "Institutional Members."

Each Organization that is an "Institutional Member" must provide, to the Coalition's Secretary or Executive Director, the name and contact information for one (1) individual who is designated by that Institutional Member as its Representative to communicate with the Coalition, to attend meetings, and to cast votes on behalf of that Institutional Member. From time to time, any Institutional Member may designate one or more alternate or additional Representatives by providing their name(s) and contact information to the Secretary or Executive Director. However, at any given meeting of the Members, only one Representative of each Institutional Member may cast a vote.

Section 2 **Updating and Correcting Membership Roll.** At least once each calendar year, the Executive Director must cause the Coalition's Membership Roll to be updated by striking the name of each individual Member and each Institutional Member who has failed to attend, in person or by conference telephone, three (3) or more consecutive regular meetings of the Coalition's Members and who has not been excused from non-attendance by the Executive Director or Secretary. In these Articles of Organization and Bylaws, "Members of Record" means all of those Members whose names and contact information appear in the Coalition's Membership Roll at the pertinent time.

Section 3 **Members' E-mail Consent to Receive Notice.** Each individual member and Institutional Member who joins the Coalition (by having his, her or its name added to the Membership Roll) consents to receive all meeting agendas and other Notices from the Coalition by e-mail, at the e-mail address (for the individual Member, or for the Representative of an Institutional Member) that the Member provides from time to time to the Executive Director or Secretary. The Coalition and its officers may rely absolutely on the last e-mail address stated for a Member in the Membership Roll, and each Member is responsible for promptly notifying the Executive Director or Secretary about a change in the e-mail

address for that Member (or for the Representative of an Institutional Member). If an e-mail transmission to a Member fails because that Member's listed e-mail address is no longer valid, then that Member is not a "Member of Record" until a valid e-mail address is supplied to the Executive Director or Secretary.

Section 4 **Dues and Additional Membership Qualifications.** From time to time, and by a simple majority vote at a Members' meeting where a possible change of membership qualifications is an agenda item, the Voting Members may adopt additional qualifications for Member status, including but not limited to the payment of dues, that are generally consistent with the Coalition's purposes and mission.

#### ARTICLE IV

##### **Voting Members, Meetings, Conduct of Meetings and Action by Voting Members Without a Meeting**

Section 4 **Who are Voting Members.** At any given meeting of the Coalition's Members, or on any occasion when an action is proposed for approval by the "Voting Members" by written consents in lieu of the holding of a meeting, the "Voting Members" of the Coalition are those individual Members of Record and the Representatives of Institutional Members of Record who —

- (a) Attend the meeting in person, or
- (b) Participate in the meeting by means of telephonic conference call or any other technology that allows persons attending a meeting to hear and speak to each other contemporaneously; or
- (c) (In the case of actions taken without a meeting) communicate with other participating Members and cast votes by means of electronic mail, similar technology (such as text messaging), fax communication, or the signing and returning of a written consent.

An individual or Institutional Member may not appoint another Member as a proxy or agent to cast votes in his, her or its place. The Executive Director or other officer who presides at a meeting has the sole power to rely on the Coalition's Membership Roll and meeting attendance records and to summarily and conclusively resolve all disputes about whether any particular individual or Representative is or was a "Voting Member" with respect to a particular meeting or action.

Section 2 **Meetings; Notice of Meetings.** The Executive Director must schedule and hold at least two (2) regular meetings of the Members during each calendar year. The Executive Director may also schedule and hold one or more special meetings. The Executive Director or Secretary must send e-mail notice to all the Members of Record at least five (5) calendar days before any regular or special meeting of the Members. If the meeting is a special meeting, the e-mail notice must describe the particular issues or agenda items to be addressed or voted on at the special meeting.

Section 3 **Quorum at Meetings.** At any regular or special meeting of the Members, a quorum exists if at least one third ( $\frac{1}{3}$ ) of the Members of Record (according to the Coalition's Membership Roll) are present in person at the meeting or are participating in the meeting by means of telephonic conference call or any other

technology that allows persons attending a meeting to hear and speak to each other contemporaneously.

Section 4 **Recording Attendance, Voting by Members at Meeting.** Some officer must take a roll of the Members attending any meeting, in person or by conference call or other technology, so that the number and identities of the Voting Members at that meeting can be confirmed. At any meeting of the Members:

- (a) Each Voting Member attending in person or by conference call or other technology has one (1) vote with respect to each issue or proposal that is submitted to a vote of the Voting Members;
- (b) If a quorum exists, a proposed action or resolution passes if it receives the affirmative votes of a simple majority of the votes cast Voting Members who are attending in person or by conference call or other technology;
- (c) All votes by Voting Members may be taken and recorded as voice votes, but in the sole discretion of the officer presiding at the meeting, the vote may be taken again by roll call.

Section 5 **Action Taken by Voting Members Without a Meeting.** To the maximum extent permitted by applicable law, Voting Members of the Coalition who are sufficient in number to constitute a quorum may act without a regular or special meeting to take any action or approve an transaction except —

- (a) Revising or amending the Coalition's mission statement in Article II, Section 2 above; or
- (b) Approving or terminating an affiliation between the Coalition and another nonprofit organization; or
- (c) Removing or replacing any officer of the Coalition with or without cause; or
- (d) Authorizing the dissolution of the Coalition,

by circulating and signing a written consent (in one or more counterparts) that describes and approves the particular action or transaction taken, or by circulating and signing a series of e-mail messages that describes and approves the particular action or transaction taken. The affirmative vote (in person or by telephone at a meeting, or by written or electronically transmitted consent) of at least two-thirds ( $\frac{2}{3}$ ) of all of the Members of Record is required for the approval of an action or transaction by written or electronic consent without a meeting under this Section 5. Such approval of an action or transaction without a meeting will be effective immediately upon (i) the signing of a counterpart of the written consent by the last Voting Member who joins in the two-thirds approval or (ii) the Executive Director or Secretary's receipt of the last e-mail message from the last Voting Member who votes in favor of the action or transaction.

Section 6 **References to "Majority Vote."** In these articles of organization and bylaws, each reference to a "majority vote" means the affirmative votes cast by Voting Members who (a) have actual notice of the matter or issue voted on, (b) are sufficient in number to constitute a quorum, and (c) voted at a meeting called on proper notice to the Members.

## ARTICLE V

### The Executive Committee and Conduct of Coalition Operations Between Meetings

- Section 1 **Executive Committee.** The Coalition's Executive Committee consists of not less than three (3) and not more than five (5) individuals. The current Executive Director and current Secretary of the Coalition are permanent members of the Executive Committee. From time to time, the Executive Director may solicit volunteers or otherwise select and appoint one or more Members to fill the other available seats on the Executive Committee.
- Section 2 **Actions by Executive Committee.** The Coalition intends that the Executive Committee have the same powers to manage and conduct the operations and affairs of the Coalition, between meetings of the Members, as the board of directors of an Indiana nonprofit public benefit corporation would have. Members of the Executive Committee remain subject to the fiduciary duties and standard of care stated in Article VII below, but the day-to-day conduct of the Coalition's internal operations and management is committed to the exclusive discretion of the Executive Committee.
- Section 3 **Other Committees.** From time to time and in its discretion, the Executive Committee may establish one or more special-purpose committees or subcommittees to help the Coalition to (a) develop policy statements, educational or outreach material, or other proposals, or (b) communicate or cooperate with other organizations or stakeholders on matters relevant to the Coalition's purposes and mission, or (c) to engage in any other activities consistent with the Coalition's purposes and mission. The Executive Director may (but is not required to) seek the majority-vote approval of the Voting Members for the creation and staffing of a committee and the designation of that committee's responsibilities. The Executive Director or Secretary must disclose to all the Members the name of each committee, the names of the committee members, and the general purpose or objective of the committee. Every such committee must be prepared to report on its activities, if any, at each regular meeting of the Members. The Executive Committee may disband any committee upon the majority vote of the Voting Members.

## ARTICLE VI

### The Coalition's Officers

- Section 1 **Officers.** The Coalition's officers consist of the Executive Director, the Vice President, and the Secretary-Treasurer or Secretary.
- Section 2 **Election and Re-election of Officers.** Each officer will continue to serve in his or her position for a two-year term, or until an earlier time when he or she (a) resigns, (b) is removed with or without cause upon a majority vote of the Voting Members. Any officer may be re-elected to an unlimited number of two-year terms of office upon a majority vote of the Voting Members. If any officer's position becomes vacant for any reason between regular meetings of the Members, the remaining members of the Executive Committee may appoint any qualified person to serve temporarily in that officer position until the next regular Members' meeting.

- Section 2 **Executive Director.** With respect to the management of the Coalition's operations, the Executive Director has all of the powers and duties that the president or chief executive officer of an Indiana nonprofit public benefit corporation would have. The Executive Director presides at meetings of the Members and Executive Committee. The Executive Director is authorized to sign policy statements, press releases, approved resolutions, checks, and contracts on behalf of the coalition.
- Section 3 **Vice President.** The Vice President has and may exercise all of the powers of the Executive Director at times when the Executive Director is not able or not available to act. The Vice President presides at meetings of the Members and Executive Committee at times when the Executive Director is absent.
- Section 4. **Secretary-Treasurer or Secretary.** The Secretary is responsible for maintaining all of the official and internal records of the Coalition, including but not limited to the Membership Roll, records of notices calling meetings of the Members, records of Member attendance at meetings, and records of votes cast, actions taken, or transactions approved at meetings or by unanimous written consent (as under Article IV, Section 5) without a meeting. If the Coalition establishes its own bank account(s) or becomes affiliated with another organization as the Coalition's fiscal agent, the Treasurer is in charge of the Coalition's bank account(s) and financial records or in charge of communications and transactions with the fiscal agent (as the case may be). The Treasurer must keep accurate records of account with respect to all transactions involving the funds or other assets of the Coalition. The Treasurer is not required to furnish a bond. If the same individual holds and exercises both the powers and duties of the Secretary and the powers and duties of the Treasurer, then his or her officer title is "Secretary-Treasurer." Conversely, at any time when the Coalition does not handle money (either directly or with the assistance of a fiscal agent), the Secretary may be referred to as simply "the Secretary."
- Section 5 **Annual Budget and Financial Controls.** *[Reserved]*

## ARTICLE VII

### Standards of Conduct for Members and Officers

- Section 1 **Standard of Care.** Based on facts known to him or her at the pertinent time, each officer of the Coalition and each Member who serves as a member of the Executive Committee or any other committee must discharge his or her duties:
- (a) In good faith;
  - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (c) In a manner that the officer or committee member reasonably believes to be in the best interests of the Coalition
- An officer or a Member serving on a committee cannot be held to have breached any duty under this Article merely as a result of refraining from attending one or more Member meetings.
- Section 2 **Reliance.** In discharging his or her duties, an officer or a member of a committee may rely on information, opinions, reports, or statements, including

financial statements and other financial data, if prepared or presented by one of the following:

- (a) An officer or employee of the Corporation whom the officer or committee member reasonably believes to be reliable and competent in the matters presented; or
- (b) Legal counsel, public accountants, or other persons with respect to matters that the officer or committee member reasonably believes to be within the person's professional or expert competence.

Section 3 **Limitations on Liability.** An officer or committee member is not liable for an action taken in that capacity, or for a failure to act, unless:

- (a) The officer or committee has breached or failed to perform his or her duties in compliance with this Article; or
- (b) The breach or failure to perform constitutes willful misconduct or recklessness.

Section 4 **Conflict of Interest Policy.** A contract or transaction between the Coalition and an officer, committee member, or other Voting Member (or with any other entity in which an officer, committee member, or Voting Member of the Coalition has a financial interest) is not void or voidable because of this relationship or interest, or because the interested officer, committee member, or other Voting Member is present at the meeting that authorizes, approves, or ratifies the contract or transaction, if:

- (a) The fact of the relationship or interest is disclosed to or known by all the Voting Members who authorize, approve, or ratify the contract or transaction by vote or consent that is sufficient for the purpose without counting the vote(s) or consent(s) of the interested Voting Member(s) or committee members; or
- (b) The contract or transaction is fair and reasonable to the Coalition.

## **ARTICLE VIII Miscellaneous**

Section 1 **Roberts' Rules of Order.** All issues regarding the conduct of Members' meetings or committee meetings are governed by Roberts' Rules of Order, Revised (1990) to the extent that these articles of organization and bylaws, as revised from time to time, do not specify a rule that addresses and resolves the issue.

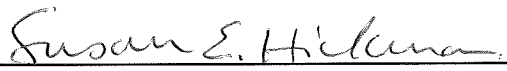
Section 2 **Advisory Council.** The Executive Committee, acting by simple majority vote, may establish an Advisory Council, which need not have any maximum or minimum size. The members of the Advisory Council may consist of legislators, legislative consultants, health care professionals, educators, journalists, lawyers, or other individuals or representations of for-profit or non-profit entities who are interested in and generally support the Coalition's mission or activities. An individual who is a Member of Record or the Representative of an Institutional Member of Record cannot simultaneously be a member of the Advisory Council. The Executive Director must maintain a list of Advisory Council members that is separate from the Membership Roll and must send notices of regular meetings

and minutes of the last previous meeting to each Advisory Council member on the list. In its sole discretion and in light of the interest or lack of interest expressed through participation or non-participation in meetings or other activities of the Coalition, the Executive Director may remove names from or add names to the Advisory Council members list. Members of the Advisory Council have no specific duties or powers and no voting rights with respect to any matter that could be submitted to a vote of the Members of Record. However, members of the Advisory Council are free to attend regular meetings. The Executive Committee and Executive Director are free to solicit the input or the assistance of Advisory Council members on any issue that is relevant to the Coalition's mission or activities.

Section 3 **General Mailing List.** The Executive Committee may create, maintain, and revise from time to time a general mailing list of the names and other contact information of interested individuals who have expressed support for the mission of the Coalition, who wish to keep informed about the Coalition's activities, and who may decide to become Members of Record of the Coalition or Advisory Council members at some future time. If the Executive Committee chooses to include Members of Record or Advisory Council members or both on the general mailing list, the list must distinguish the Members of Record and Advisory Council members from persons who are merely interested individuals. The Executive Committee may cause notice of regular meetings of the Members to be sent to any individual on the general mailing list, and any such individual is entitled to attend any regular meeting of the Members and to review minutes of regular meetings.

Section 4 **Amendment.** These articles of incorporation and bylaws may be amended in whole or in part or restated in their entirety (with amendments) upon the affirmative vote of two-thirds (2/3) of the Voting Members who constitute a quorum and who personally attend or electronically attend a meeting of the Members at which the amendment or the restated articles and bylaws are submitted to a vote. However, the complete text of the proposed amendment or the restated articles and bylaws (as the case may be) must be sent to all the Members at least ten (10) days in advance of the meeting date.

The undersigned officer confirms that the foregoing Articles of Organization and Bylaws were duly and unanimously adopted by voting Members of the Coalition at a meeting on May 19, 2015.

  
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Susan E. Hickman, Ph.D.  
Acting Executive Director