



BYLAWS OF THE INTERNATIONAL NEUROPALLIATIVE CARE SOCIETY

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Bylaws (Internal Regulations) of the International Neuropalliative Care Society (INPCS)

ARTICLE I: MISSION, VISION, VALUES & PRINCIPLES

Mission

The International Neuropalliative Care Society (referred to herein as “the Society”) (INPCS) exists to improve the quality of life for individuals and families living with neurologic conditions by advancing and improving palliative and supportive care through community, advocacy, research, and education.

Values & Principles

- **Person-centeredness.** Seeing people impacted by neurological illness as more than their disease or their role (e.g. a patient, a caregiver, a clinician).
- **Equity, Inclusivity and Diversity.** All are welcome and valued in this society. We seek to eliminate barriers to this care and work towards universal access.
- **Collaboration.** If you want to go quickly, go alone. If you want to go far, go together.
- **Joy.** Recognizing the value of the positive.
- **Curiosity.** Keeping doors, and eyes open.
- **Intentional.** Using our time and energy for meaningful work.

ARTICLE II: MEMBERS AND DUES

Section 1. Categories and Qualifications.

1. The Society membership is open to anyone with a professional or personal interest in neuropalliative care, (collectively referred to as the “Membership”), which are as follows:
 - a. **Physician** - All physicians, regardless of specialty

- b. Interprofessional** - Non-physician advanced practice providers, allied health professionals, interdisciplinary team members (chaplains, nurses, social workers, and pharmacists), PhD/Researchers, and professional advocates
- c. Lived Experience** - Persons living with neurologic illness, family members of persons living with neurologic illness, care partners, and volunteer advocates
- d. Trainee** - Salaried professional trainee of any discipline, e.g. residents, fellows, interns, and other paid apprenticeship models
- e. Emeritus** - Retired Physician or Interprofessional member who no longer receives income from employment
- f. Student** - Those enrolled in unpaid, tuition-based undergraduate or graduate education programs

Section 2. Membership Eligibility and Application Procedures.

- 1.** An individual or organization described in **Section 1** of this Article shall be eligible for membership in the Society.

Membership of the Society shall become effective upon:

- i. Receipt of the properly completed application form.*
- ii. Receipt of any required membership dues.*
- iii. Appointment of honorary membership status by the BoD.*

Section 3. Rights of Membership.

- 1. Event Attendance:** All Members shall be entitled to attend any events sponsored by the Society, provided that each individual participant pays any fee set by the Society for admission or participation in the event.
- 2. Voting:** All Membership categories shall be entitled to vote.
- 3. Service on the Board of Directors (BoD):** All Membership categories shall be entitled to serve on the BoD. Trainees and students are not entitled to be elected to Officer roles but may be elected to the Board.

4. Membership in the General Assembly (GA): All Members entitled to vote shall be referred to collectively as the GA or as Voting Members. These members shall vote on the election of the members of the BoD and all other matters that come before the GA, including, but not limited to, the acceptance of reports, removal of directors, and the dissolution of the Society.

5. Limitations: Membership shall not confer any rights upon Members other than those rights expressly stated in these Bylaws.

Section 4. Membership Dues, Non-Payment of Dues and Resignation.

1. The BoD of the Society shall establish and adjust from time to time, as needed, the annual membership dues required to be paid by members in all categories so that the Society remains financially self-sustaining. Dues shall be paid based on the calendar year.
2. Other fees: may be raised from time to time at the discretion of the Board.

Section 5. Termination of Membership.

1. Membership in the Society will end:
 - i. When a member is deceased.
 - ii. By written resignation of a member.
 - iii. **Due to non-payment of dues:** Failure to pay dues set by the BoD within one hundred twenty (120) days of the date they become due shall result in termination of Membership. If the same person re-applies for membership, this can be reinstated upon payment of current year's dues.
 - iv. **By exclusion:** Termination of membership can be considered when a member has acted against the Society, the purpose of the Society, or the Bylaws of the Society. Termination of membership by exclusion is decided by the BoD, after offering an opportunity for a fair hearing.

ARTICLE III: ENTITIES AND THEIR RESPONSIBILITIES

(A) The General Assembly (GA)

Section 1. Members.

1. All membership categories constitute the GA and have voting rights.
2. Honorary Members are also part of the GA and have voting rights.

Section 2. Meetings.

1. The BoD shall have the authority to determine the date and location of the next annual meeting of members.
2. Special meetings of members may be held at any time and for any purpose, and may be called by the President, any two members of the BoD, or by ten percent (10%) or more of the members.

Section 3. Notice of Board Meetings and Order of Business.

1. The Executive Office on behalf of the Secretary shall, at least thirty (30) days before the meeting, give written notice of the meeting to all BoD by mail, facsimile transmission, overnight courier, electronic mail, or hand delivery. Unless otherwise provided in these Bylaws, the notice needs to specify the purpose for which the meeting is called.

(B) Board of Directors (BoD)

Section 1. Organization & Responsibilities.

1. The BoD shall consist of the Officers, At-large members and Immediate Past President of the Society. The BoD shall be composed of no more than seventeen (17) Trustees including, four (4) elected Officers of the Society, the Immediate Past President of the Society and up to twelve (12) elected At-large members.
2. The BoD will have the responsibility to carry out the functions of the Society according to the Articles of Incorporation. The BoD shall fix the annual dues payable by members of the Society. The BoD shall actively participate in calls

- and meetings, maintain an equal to or greater than 50% meeting attendance, contribute to the development of the Society's strategic plan, responsibly manage the Society's assets and members' investments, serve on committees or in other roles as desired or as requested by the President, review contributions with the President annually, participate in board development activities, disclose actual or perceived conflicts of interest, and complete an annual self-assessment of the board's performance. Officers, At-large members and the Immediate Past President of the Society are voting members.
3. The BoD is responsible for the future sites of meetings and ratifies the budget on recommendation of the Meeting Committee.

Section 2. Term of Office.

1. The Officers of the Society shall be (a) President, (b) President-Elect/Vice-President, (c) Secretary, (d) Treasurer, (e) Past President. Each Trustee Officer is elected for a two-year term. However, during the Society's first four years of incorporation, the Officers will serve a four (4) year term.
2. Officers, with the exception of the President and President Elect, may serve more than one term consecutively but may not exceed two terms.
3. At-Large members will be elected every three (3) years. The Board members may be re-elected for only one (1) additional term with a limit of six (6) years.

Section 3. Members.

1. The members of the BoD shall be elected out of all membership categories. The number of directors shall be fixed by resolution of the BoD from time to time and may be increased or decreased by resolution adopted by the BoD from time to time, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 4. Election.

1. The Officers will be elected every two (2 years) and Board members will be elected every three (3) years.
2. The Board will have a membership limit of 17 members.

3. There will be a call for nominations to the membership. Members may self-nominate. Nominees for Officer positions must have previous experience serving on the Board or in other leadership positions within the Society. The Nominating Committee shall review membership-wide nominations, may add additional nominations, and shall offer recommendations to the Board for voting purposes.. A ballot for approval/support will be sent electronically to all voting members with the selection made based on the majority of votes received by a designated date.
4. At meetings of the BoD, a quorum shall consist of not less than 50% of voting members. In exceptional circumstances, the Board Executive may co-opt an outstanding individual where it is considered that the nominee would make a vital contribution.

Section 5. Meetings.

1. The BoD will meet at least three (3) times per year.
2. *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. The President.

1. The President shall provide the overall direction for the Society and ensure that the Society's mission is achieved. The President shall be the Chairperson of the BoD.
2. Subject to the control of the BoD, the President shall supervise and control all the business and affairs of the Society in accordance with these Bylaws and preside at all meetings of the Society.
3. The President shall serve as a member of the Finance Committee.

Section 7. The President-Elect.

1. The President-Elect assists the President in all areas of the Society activities.

They take over specific tasks assigned to them by the President.

2. The President-elect serves as a member of the Governance Committee and member of the Finance Committee.
3. The President-elect will automatically become President after their term as President-elect.

Section 8. The Immediate Past President.

1. The Immediate Past President assists the President in all areas of the Society activities. They take over specific tasks assigned to them by the President.
2. The Immediate Past President shall serve as Chair of the Nominating Committee.
3. The Immediate Past President shall participate in officer meetings.

Section 9. Secretary.

The Executive Office on behalf of the Secretary shall:

1. Retain the minutes of the meetings of the BoD and of all Committees in an accessible repository provided for that purpose.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the corporate records of the Society; and

The Secretary shall:

1. In general, perform any other duties as from time to time may be assigned to him or her by the President or the BoD.
2. Serve on the Strategic Communications Committee.

Section 10. Treasurer.

The Treasurer shall:

1. Have custody or oversight responsibility for all funds and securities of the Society, the receipt and recording of contributions and monies due and payable

to the Society from any sources whatsoever, and the depositing of all of these monies in the name of the Society in depositories that are selected by the BoD.

2. Prepare, or cause to be prepared, an audited statement of the Society's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the Society's registered office or principal office; and
3. In general, perform all of the duties incident to the office and any other duties as from time to time may be assigned to him or her by the President or by the BoD.
4. The Treasurer shall serve as Chair of the Finance Committee.

Section 11. Members-at-Large.

1. The elected At-Large Members shall have all the duties and responsibilities that the President may determine. The At-Large Members of the BoD shall be up to twelve (12) elected members in good standing. Each At-Large Member is elected by the members of the Society for a three-year term. Once elected, an At-Large Member of the Society may complete their term in office even if they no longer occupy the position which originally entitled them to membership. At-Large Members may serve more than one term consecutively but may not exceed two terms.
2. However, during INPCS's first four years of incorporation, the At-Large Members will serve a four (4) year term, and a staggered rotation schedule will be implemented. One third of the At-Large Members will be eligible for an additional one-year term. One third of the At-Large Members will be eligible for an additional two-year term. One third of the At-Large Members will be eligible for an additional three-year term.

Section 12. Vacancies.

1. Vacancies of Officers or the BoD, however caused, shall be filled by a majority vote of the BoD. Should a vacancy occur for the President or President-Elect for whatever cause, the position shall be filled by a majority vote of the remaining members of the BoD. A person so named shall serve only until the vacated term expires. Upon the incapacitation, withdrawal, demise, resignation, or removal of

the President, the President-Elect shall assume all duties and responsibilities of the President.

Section 13. Removal from Office.

1. Any officer or director may be removed from office by the vote of two thirds of the Board members when in their judgment the action will serve the best interests of the Society.

Section 14. Compensation.

1. Officers and at-large members of the BoD shall not receive compensation for their duties related to their officer or BoD position. They may be reimbursed for their reasonable expenses incurred during the course of their service as appointed representatives of the INPCS. This does not preclude or prohibit compensation for professional services in addition to their officer or BoD duties (examples include: honoraria for speaking, professional services for projects with budgeted stipends).

ARTICLE IV: COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees.

Section 1.a. Board Structural Committees: The Board of Directors may establish committees to exercise the authority of the Board in the management of the business of the Society ("Board Structural Committees"). Examples of Board Structural Committees include executive, governance, finance, and nominating.

- **Quorum:** For all Board Structural Committees, a quorum shall consist of a **majority** of the members of that committee. The act of a majority of the members presents at a meeting at which a quorum is present shall be the act of the committee.
- **Record keeping:** Board Structural Committees record minutes of each meeting, review and approve minutes from prior meetings, and provide them to the executive office for retention per organizational guidelines.

Section 1.b. Other committees: Working Groups, Advisory/Project Committees, Communities, and Task Forces. The Board or the Executive Committee may establish and have oversight for additional committees or task forces for specific projects, research, or advisory purposes (“Project Committees”).

- **Quorum Exception:** Unlike Board Committees, Project Committees are intended to be collaborative and action-oriented. Therefore, **no formal quorum requirements shall apply** to Project Committees. These groups may conduct business and make recommendations to the Board or staff regardless of the number of members present, provided notice of the meeting was given to all members.
- **Recordkeeping:** Project Committees maintain records of each meeting and provide them to the executive office per organizational guidelines or upon request.

Section 2: COMMITTEE COMPOSITION, LEADERSHIP TERMS

Only members in good standing are eligible to serve on an INPCS Committee, subcommittee, or task force. Non-members may be selected to participate on a case-by-case basis but will serve in a consulting capacity.

The President of the Society shall appoint the Chairpersons of any committees to serve for a term of two (2) years. The option of reappointment for a second consecutive term is at the discretion of the President. All members in good standing are eligible to serve on Committees, with the exception of the Finance Committee which shall consist of members currently serving on the BoD.

Members of the Committee shall be appointed for a three (3) year term, . Committee chairs may serve no more than two consecutive terms.

Executive Committee: The Executive Committee members include President, Past-President, President-Elect, Secretary, Treasurer, and Executive Director. It provides strategic direction by addressing high priority or time sensitive matters.

Governance Committee: The Governance Committee shall set standards for the governance of the Society. This will include the development and maintenance of by-

laws, setting standards and rules for officers and the BoD, setting standards and rules for committees, and monitoring the activities of said individuals. In the absence of a chair for the committee, the President-elect will serve as the Chair.

Finance Committee: The Finance Committee shall be responsible for developing and reviewing the annual budget. The Treasurer serves as Chair and the President and President Elect shall serve as members of the Committee. Members shall be appointed from the BoD and can volunteer to serve on the Committee or can be appointed by the President or Committee Chair. If no committee member has relevant financial expertise, the committee can invite an individual with said expertise as a consultant. The BoD shall vote on the budget in-person, via email, or via conference call each Fall.

Nominating Committee: The Nominating Committee, working in cooperation with the BoD and the Executive Office, is responsible for identifying open BoD seats and identifying the slate of candidates for member vote. Member voting occurs the month before the Annual Meeting with appointments of new BoD members made at the Annual Meeting. The Committee should always have an odd number of members serving to avoid having a tie vote. The Immediate Past President serves as Chair (if there is no past president, the president will serve as chair). Members shall be appointed by the Governance Committee or can be appointed by the President. Members of the Nominating Committee are ineligible for nomination as an Officer or Board Member.

The provisions of these Bylaws governing meetings, action without meeting, notice, waiver of notice, and quorum and voting requirements of the BoD apply to structural committees and their members as well.

To the extent specified by resolution adopted from time to time by a majority of all of the directors in office when the resolution is adopted, whether or not those directors constitute a quorum of the board, each committee shall exercise the authority of the BoD with respect to the corporate powers and the management of the business and affairs of the Corporation; except that a committee shall not:

- (i) Authorize distributions;
- (ii) Fill vacancies on the BoD or on any of its committees;

- (iii) Amend the Articles of Incorporation;
- (iv) Adopt, amend, or repeal Bylaws;
- (v) Approve a plan of merger; or
- (vi) Enter into any legally binding agreement including, but not limited to, a contract or memorandum of understanding.

The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with applicable standards of conduct.

ARTICLE V: INDEMNIFICATION

Section 1. Definitions

As used in this Section:

1. "Corporation" includes any domestic or foreign entity that is a predecessor of the Corporation by reason of a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
2. "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
3. "Expenses" includes counsel fees.
4. "Liability" means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses.
5. "Official capacity" means, when used with respect to a director, the office of director in the Corporation and, when used with respect to a person other than

a director, the office in the Corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation. "Official capacity" does not include service for any other domestic or foreign corporation or other person or employee benefit plan.

6. "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
7. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 2. Authority to Indemnify Directors

1. Except as provided in Section V.2.(d), the Corporation may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:
 - a) The person conducted himself or herself in good faith; and
 - b) The person reasonably believed:
 - i. In the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; and
 - ii. In all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and
 - c) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.
2. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Section V.2.(2)(i). A director's conduct with respect to an employee benefit plan for a purpose that the director did not reasonably believe to be in the interests of the

- participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section V.2.(a)(1).
3. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section V.2.
 4. The Corporation may not indemnify a director under this Section V.2.:
 - a) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
 - b) In connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that he or she derived an improper personal benefit.
 - c) Indemnification permitted under this Section V.2. in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 3. Mandatory Indemnification of Directors

The Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 4. Advance of Expenses to Directors

1. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
 - a. The director furnishes to the Corporation a written affirmation of the director's good faith belief that he or she has met the standard of conduct described in Section V.2.

- b. The director furnishes to the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
 - c. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.
2. The undertaking required by Section V.4.(a)(2) shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
3. Determinations and authorizations of payments under this Section V.4. shall be made in the manner specified in Section V.6.

Section 5. Court-Ordered Indemnification of Directors

A director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

1. If it determines that the director is entitled to mandatory indemnification under Section V.3., the court shall order indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.
2. If it determines that the director is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not the director met the standard of conduct set forth in Section V.2.(a) or was adjudged liable in the circumstances described in Section V.2.(d), the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in Section V.2.(d) is limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

Section 6. Determination and Authorization of Indemnification of Directors

1. The Corporation may not indemnify a director under Section V.2. unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section V.2. The Corporation shall not advance expenses to a director under Section V.4. unless authorized in the specific case after the written affirmation and undertaking required by Sections V.4.(a)(1) and V.4.(a)(2) are received and the determination required by Section V.4.(a)(3) has been made.
2. The determinations required by Section V.6.(a) shall be made:
 - a. By the board of directors by a majority vote of those present at a meeting at which a quorum is present, and only those directors not parties to the proceeding shall be counted in satisfying the quorum; or
 - b. If a quorum cannot be obtained, by a majority vote of a committee of the board of directors designated by the board of directors, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.
 - c. If a quorum cannot be obtained as contemplated in Section V.6.(b)(1), and a committee cannot be established under Section V.6.(b)(2) if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination required to be made by Section V.6.(a) shall be made:
 - d. By independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in Sections V.6.(b)(1) or V.6.(b)(2), or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board of directors; or
 - e. By the shareholders.

3. Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

Section 7. Indemnification of Officers, Employees, Fiduciaries, and Agents

1. An officer is entitled to mandatory indemnification under Section V.3. and is entitled to apply for court-ordered indemnification under Section V.5., in each case to the same extent as a director;
2. The Corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Corporation to the same extent as to a director; and
3. The Corporation may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent than is provided in these Bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its board of directors or shareholders or by contract.

Section 8. Insurance

The Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation, or who, while a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under Sections V.2., V.3., or V.7. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has an equity or any other interest through stock ownership or otherwise.

ARTICLE VI: DISSOLUTION

If for some reason it becomes necessary to dissolve this Society, the assets remaining after payment of the debts of the Society or provision therefor shall be distributed exclusively for charitable or educational purposes to international organizations in the field of palliative care which are then exempt from federal tax under Section 501(c)(3) of the Code, and to which contributions are then deductible under section 170(c)(2) of such Code as may be directed by the BoD.

ARTICLE VII: MISCELLANEOUS

Section 1. Fiscal Year.

1. The fiscal year of INPCS shall be a calendar year.

Section 2. Amendments.

1. Except as otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative action of the directors then holding office at any regular or special meeting of the Board of Directors. This can be done either during a scheduled Board meeting or through electronic means.