

**CORPORATE BY-LAWS OF
S.O.S. Health Care, Inc.
Approved and Adopted – June 9th 2020**

**ARTICLE I
OFFICES**

The Principle Office of this Corporation shall be in the city of **Murrells Inlet, Georgetown County**, State of South Carolina. The Corporation may have offices at such other places, either within or without the State of South Carolina, as the activities of the Corporation may require with the approval of the Board of Directors.

**ARTICLE II
CORPORATE SEAL**

The Board of Directors shall provide a suitable Corporate Seal, which shall have inscribed thereon the name of the Corporation and the state of incorporation. The seal to be used by the Corporation shall be impressed with the following words:

SOS Health Care, Inc. 1989

**ARTICLE III
PURPOSE**

THE MISSION OF SOS

Our mission is to answer the call for help when individuals or families are facing the challenges of Autism & Intellectual Disabilities.

**ARTICLE IV
MEMBERSHIP**

SOS Health Care, Inc is not a membership organization

**ARTICLE V
DIRECTORS**

1. General Powers

- Employ a Chief Executive Officer (CEO)
- Provide and maintain adequate liability insurance for bodily injury and property damage for a minimum limit of \$1,000,000; property insurance on the building and business personal for limits equal to the replacement costs of the property, and workers compensation coverage including employer's liability
- Provide and maintain Directors and Officers Insurance for members of the Board of at least (1) one million dollars
- Enforce, by legal means, the provisions of the Articles of Incorporation and By-Laws
- Contract for services necessary to achieve the mission of the Corporation

- Approve goals and objectives of the Corporation
- Establish policies for the direction of the Corporation
- Accept gifts, grants of money or property to carry out the objectives of the Corporation
- Perform any or all functions allowed under the Non-Profit Corporations Generally Act, Chapter 31, Title 33 of the SC Code of Laws 1976 as amended
- Supervise all officers and members of the Board and to see their duties are properly performed
- Require periodic financial audits and review the findings when complete
- Cause all officers and employees having fiscal responsibility to be bonded
- Responsible for the integrity of the Corporation's financial documents, i.e. checks, bills, checking accounts, notes, contracts, grants and for signing such documents when required
- Approve an annual budget

2. Number and Terms

The number of the Directors of the Corporation shall be not less than seven (7) no more than fifteen (15). Each Director shall hold office until the expiration of the term for which the Director is elected, and until the Director's successor shall have been elected and qualify. The Board of Directors may, at any time, if fixed at fewer than the maximum number, provide for the addition of one (1) or more Directors, but not exceeding such maximum number and the vacancies so created may be filled by majority vote of the Board of Directors. A Director shall serve a term of three (3) years and may be elected to serve three (3) consecutive terms. Directors shall be required to attend meetings of the Board of Directors on a regular basis and to actively participate in the activities of the Board of Directors and its duly appointed committees.

3. Selection of Directors

Except as provided in Section 4 of this Article any individual expressing an interest in programs of SOS shall be required to attend not less than two (2) meetings of the Board. If the individual, after the second meeting, indicates a desire to serve on the Board such a person may be selected by a majority vote of the current Board. At the Board of Directors discretion, "Honorary Members," may be added to the Board of Directors, however, they do not carry any voting rights or privileges.

4. Vacancies

Any vacancy occurring by virtue of death, resignation, removal, or otherwise on the Board of Directors may be filled by vote of a majority of the remaining directors, even though less than a quorum. Directors so elected shall serve until the following annual meeting of Directors in January coinciding with the expiration of the assumed term and until their successors are elected and qualify.

ARTICLE VI MEETINGS OF DIRECTORS

1. Regular Meetings

The Board of Directors shall convene at the annual meeting which will take place annually for the purposes of matters of organization, election of officers and transactions of other business. In addition, the Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings, such regular meetings to be not less than four (4) quarterly meetings per year.

2. Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board or a majority of the Directors.

3. Notice of Meetings

Regular meetings of the Board of Directors shall be by written notice stating the time, place and purpose. Notice shall be given not less than three (3) days nor more than ten (10) days prior to the date of the meeting. Special meetings of the Board of Directors shall be held upon at least two (2) days notice by any verbal or written means of communication. The purpose of such a meeting need not be specified in the notice.

4. Quorum

A majority of the total number of Directors then in office, either in person by written proxy or by e-vote, shall constitute a quorum for the transaction of business, unless the vote of a greater proportion is required by the South Carolina Business Corporation Act. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VII OFFICERS

1. Numbers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. The same person may hold any two or more offices per term.

2. Election and Terms

The officers of the Corporation shall be elected by the Board of Directors at its meeting and such officers shall hold that office for three (3) years and until the officer's successor shall be elected and qualify, or until the officer's earlier death, resignation, retirement, removal or disqualification.

3. Vacancies

Any vacancy, however occurring, in any office may be filled by the Board of Directors at any regular or special meeting of the Board; and the Board may, at any regular or special meeting of the Board, elect a person to an office created in the interim between January meetings of the Board.

4. Removal

Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served by such action.

5. President

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall be responsible for the oversight and direction of the Corporation according to these By-Laws. The President shall serve as an ex-officio member of all standing committees of the Corporation. The President shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may lawfully be executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors time to time.

6. Vice President

The Vice Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and shall have such other powers, as the Board of Directors shall prescribe.

7. Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and Directors. The Secretary shall give all notices required by law and by these By-Laws. The Secretary shall have general charge of the Corporation records and books and of the Corporation Seal, and the Secretary shall affix the Corporation seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the Secretary's signature, and, in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the Board of Directors.

8. Treasurer

The Treasurer will be responsible for ensuring that standard, professionally accepted accounting policies and procedures are established and followed by the corporation. He/She shall have the access to all funds and securities belonging to the corporation. He/She shall be responsible for reviewing all audits, accounting reports, banking records, and financial data of the corporation. The review of such records will be conducted, at a minimum, on a quarterly basis. He/she will be responsible for presenting the annual audit to the Board of Directors. In addition, He/She shall chair the Finance Committee, recruit members of the finance committee from the Board and from outside the Board, and ensure that the Finance Committee meet on no less than a quarterly basis. He/She shall perform such other duties as may be prescribed by the Chief Executive Officer and/or the President under whose supervision he/she shall be.

9. Assistant Secretaries and Assistant Treasurers

The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

ARTICLE VIII COMMITTEES

1. Standing Committees

The President with the approval of the Board may appoint members of the following standing committees: By-Laws, Finance, Fundraising, Maintenance and Endowment, Nominating, Publicity and Public Relations, Education and Membership and such other committees as may be required. There will be a list of all standing committees as well as those Board Members participating on the committee. Each committee will be responsible for keeping their minutes of their meetings and submitting a copy of their minutes to the board within 10 days of each meeting.

2. Temporary Committees

Temporary (ad hoc) committees may be named as necessary by the President with approval of the Board to carry out special functions of the Corporation and shall be disbanded at the completion of their assignments. There will be a list of all temporary committees as well as those Board Members participating on the committee. These committees will keep minutes/records to be included in Board documents.

3. Committee Members

Both standing and temporary committees may be made up of members of the Board of Directors and other persons holding membership, but in all cases the Committee Chairpersons shall be current members of the Board of Directors. At the request of the President, all members of one or more committees may be asked to be present at specific Board of Directors meetings.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS, GRANTS AND BONDS

1. Contracts

The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors. Any variance from the approved budget over 5% of the budgeted line item must be approved by the Board of Directors.

2. Checks and Drafts

All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories, as the Board of Directors shall direct.

4. Grants

The Board of Directors may authorize any officer or officers, agent or agents, to provide, award and deliver financial grants to persons who display a need for and are determined to be in need of such aid by the Board of Directors on the recommendation of the CEO.

5. Bonds

The Board of Directors shall provide bond as required for all officers, agents or of the Corporation; however, in unusual circumstances the Board may by resolution, require any or all officers, agents or employees of the Corporation to provide bond in such sum and with such sureties as the resolution may specify for the faithful discharge of their duties; and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE X
DUTIES AND RESPONSIBILITIES OF THE CEO

The CEO shall coordinate the management, administration, planning and operation of the Corporation in accordance with the objectives and policies of the Board and shall be

responsible for, but not limited to all of the duties and objectives outlined in the CEO's Job Description which will be held in the personnel file.

ARTICLE XI FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall begin on November 1st and end on October 31st.

ARTICLE XII AMENDMENTS

The Board of Directors may adopt, amend, or repeal these By-Laws or adopt new By-Laws, only with a majority vote of the members as determined by the Board of Directors in accordance with applicable provisions of the South Carolina Business Corporation Act. Any such action taken by Directors shall require the vote of a majority of Directors then in office.

ARTICLE XIII NOTICES

Whenever any notice is required to be given to any member or Director under the provisions of the South Carolina Business Corporation Act or under the provisions of the Certificate of Incorporation or By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the date of the meeting or other event requiring notice, shall be equivalent to the giving of such notice. Any notice of a meeting of members or of Directors at which By-Laws are to be adopted, amended, or repealed shall include notice of such proposed action.

ARTICLE XIV DISSOLUTION

In the event of dissolution, assets of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(c)(3), or corresponding provision of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be then allocated, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which were organized and operated exclusively for such purposes.

ARTICLE XV HOUSING

It is the additional mission of SOS Health Care, Inc. to develop and preserve affordable housing by providing safe, sanitary, affordable housing to individuals with low to moderate income who have an Autism or Intellectual Disability diagnosis in the defined service area of the state of South Carolina.

Funding for housing projects may come from the South Carolina Housing Trust Fund. No employee, agent, consultant, Board member or officer of SOS Health Care, Inc. may obtain a

financial interest or benefit from SOS Health Care, Inc.'s operation of any South Carolina State Housing Finance and Development Authority program, or have an interest in any contract, subcontract or agreement with respect thereto, or the proceeds thereunder during one's tenure, or for one (1) full year thereafter. Nor shall an immediate family member or business associate of an employee, agent, consultant, Board member or officer, or any organization which employs or is about to employ such employee, agent, consultant, Board member or officer, obtain a financial interest or benefit from the transaction or contract of [the organization] related to participation in any South Carolina State Housing Finance and Development Authority program.