

CAROLINA HEALTH CENTERS, INC.
BYLAWS
AS AMENDED AND RESTATED AUGUST 26, 2019

ARTICLE A
THE CORPORATION

1. **Name**
The name of this organization shall be Carolina Health Centers, Inc. (hereinafter, the Corporation).
2. **Service Area**
The Corporation shall serve an area encompassing the counties of Abbeville, Edgefield, Greenwood, Laurens, McCormick, Newberry, and in South Carolina, and other portions of West-Central South Carolina in which the Corporation's services are needed.
3. **Principal Place of Business**
The principal office of the Corporation is located at 313 Main Street, Suite B, Greenwood, South Carolina, 29646 and shall remain in the state of South Carolina.
4. **Registered Agent**
The sitting President/CEO located at the principal office shall serve as the registered agent of the Corporation.
5. **The Mission of the Corporation is as follows:** Carolina Health Centers, Inc. is a community-based non-profit primary health care organization dedicated to building healthy communities and improving the health, wellbeing, and quality of life of each person we serve.

ARTICLE B
AUTHORITIES, FUNCTIONS, AND RESPONSIBILITIES OF THE CORPORATION

1. To develop, plan, promote, provide or contract for health and health related services.
2. To consult with and assist applicable private and public agencies in the continuing development of regional health and health-related policies on primary health care and to promote the acceptance of policies that complement the mission of the Corporation.
3. To receive funds and other assets including Federal and State grant awards and other sources of funds.
4. To take actions reasonably necessary to accomplish the above said purposes that are consistent with federal, state, and local laws and regulations and these Bylaws.
5. The business and property of the Corporation and the operation of the Corporation shall be managed and controlled by the Board of Directors (hereinafter, the Board).

6. The Corporation may enter into an agreement with various agencies in order to expedite the linkages necessary to fulfill the requirements of federal, state, and local laws and regulations and fulfill the goals of the Corporation.
7. These Bylaws may be amended by the Corporation by affirmative vote of two-thirds of the Board provided that a full presentation of such amendments shall have been published in the notice calling the meeting fifteen (15) days prior to the meeting.

ARTICLE C
IRS SECTION 501-(C) (3) LIMITATIONS

1. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501- (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501- (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
3. The Corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by law for nonprofit, tax-exempt organizations.
4. The corporation may be dissolved in accordance with the laws of the State of South Carolina. No Board member, officer, or employee of the Corporation shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations (i) which then qualify for exemption from federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

ARTICLE D
MEMBERSHIP

1. There shall be a minimum of nine (9) members and a maximum of fifteen (15) members of the Board. There may also be from time to time, additional members named to the Board as the result of mergers, acquisitions, service area expansions, or other appropriate extenuating circumstances.
2. Members shall serve three-year terms. At the end of each three-year term, the Board Development Committee shall review the record of each member and recommend continued service based on attendance, contributions to the Board, expression of desire to continue to serve, and other appropriate factors. At the end of each term the Board shall elect member(s) as appropriate.
3. The Board of Directors will have a majority of consumers, with 51% of the membership being persons served by the Corporation who, as a group, represent the individuals being served by the Corporation, in terms of demographic factors such as race, ethnicity, and gender. Such individuals shall be current, registered patients of the Corporation having used the Health Center's services (excluding pharmacy services) within the last 2 years to receive at least one or more in-scope service(s) that generated a health center visit.
 - a. A legal guardian of a consumer who is a dependent child or adult, or a legal sponsor of an immigrant consumer, may be considered a consumer for purposes of Board representation.
 - b. Consumer Board members must live in the Corporation's service area, with the exception of individuals representing special populations which may be migratory in nature.
4. Non-consumer members of the Board will be representative of service area and bring a broad range of experience and expertise in areas such as community affairs, local government, finance and banking, business, legal affairs, labor relations, health care, managed care, and other commercial and industrial concerns or social service agencies within the community.
 - a. No more than half of the non-consumer representatives may derive more than 10% of their annual income from the health care industry.
 - b. Non-consumer Board members should live or work in the service area of the Corporation.
5. The Board should be composed of a minimum of one representative from each county in the service area which contains one or more service delivery sites. The remaining members will be at-large members, one of whom will represent the migrant population of the area. This representative will be either (a) a migrant or seasonal farm worker or (b) an advocate who has personally experienced being a member of, represented, has expertise in, or works closely with migrant or seasonal farm workers.

6. No member of the Board of Directors or their immediate family member (spouse, child, parent, brother or sister) by marriage, blood, or adoption shall be an employee of the Corporation.
7. The President/CEO shall be considered an ex-officio non-voting member of the Board of Directors.
8. Each Board member owes a fiduciary duty to the Corporation and must give it his or her undivided loyalty. The Board shall establish, adopt, and periodically update written policies that establish procedures for: (1) disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Board members, Officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation; and (2) maintaining the confidentiality of information obtained by a Board member, officer, employee, consultant and/or agent by virtue of his or her position as such, directly or indirectly related to the Corporation 's administrative, managerial and clinical operations. Such standards shall also establish policies and procedures regarding nepotism, bribery, and the offer of gratuities.
9. A member of the Board may resign at any time by delivering written notice to the Board Chairperson or the Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
10. A member of the Board may be removed for cause upon recommendation of the Executive Committee and approval of the recommendation by an affirmative vote of a two-thirds majority of the members present at a regular Board meeting or a special called meeting. Notification of the intent to remove a Board member shall be made in writing to the individual involved at least thirty (30) days prior to such action.
11. Any Board member who is absent from three (3) regular meetings during the fiscal year, shall be subject to automatic removal from the Board and will be duly notified of such by the President/CEO upon direction by the Executive Committee of the Board.
 - a. In the case of extenuating circumstances and with the approval of the Chairperson of the Board, an individual absence may be deemed as excused and not included in the 3-absence limit; however, a pattern of excessive excused absences may be subject to the member being removed from the Board consistent with Article D Clause 10 of these Bylaws.
 - b. Exception to the 3-absence limit may be made in cases where special circumstances exist and are agreed upon in writing by the Board member and the Chairperson of the Board. Such special circumstances may include, but are not limited to, those in which a category of expertise needed of a Board member renders them unavailable during certain months of the year.

12. When a Board seat is vacated before the term has expired due to the removal or resignation of a Board member, or if a new Board seat is created, the seat shall be filled in compliance with Board composition requirements by election by a majority vote of the quorum of the remaining Board members at any regular or special meeting of the Board. A member filling a vacant seat shall assume and complete the term of the person he or she is replacing.
13. Board members will be required to sign a Conflict of Interest and Confidentiality statement annually declaring any known existing or potential conflicts and assuring disclosure of any new conflicts as they may arise. Copies of the signed Conflict of Interest and Confidentiality statements will be maintained as part of the Board records in the office of the Chief Development and Corporate Compliance Officer.
14. Members of the Board of Directors may be compensated for reasonable travel expenses incurred while on business for the Corporation as stated in the Corporation's Reimbursement Policy.

ARTICLE E
AUTHORITIES, FUNCTIONS, AND RESPONSIBILITIES OF THE BOARD

1. The Board provides leadership and guidance in support of the Corporation's Mission. However, day-to-day direction and management responsibility for the Corporation is delegated to the President/CEO as appropriate and in accordance with Article I of these Bylaws. Together, the Board, the President/CEO, and other members of the Management Team comprise the leadership for the Corporation. To succeed, they shall work together to ensure a strong organization.
2. The Board is legally responsible for ensuring that the Corporation is financially stable and is operating in accordance with applicable federal, state, and local laws and regulations as well as its own established policies and procedures.
3. The Corporation's Board must retain (may not delegate) the following unrestricted authorities, functions, and responsibilities:
 - a. Selecting, if necessary dismissing, and annually evaluating the performance of the Corporation's President/CEO.
 - b. Approving applications related to the Corporation's health center project, including the annual project plan submitted as part of the health center grant application and other requests for Health Resources and Services Administration ("HRSA") regarding scope of project.
 - c. Approving and periodically updating the Corporation's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices.
 - d. Developing, adopting, and periodically updating health care policies, including determining the hours during which services are provided; service delivery sites, and the scope and availability of services to be provided that are appropriate and

- responsive to the community's needs; patient confidentiality and bill of rights; and quality care audit procedures.
- e. Approving and periodically updating the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources; long-range financial planning; approving the annual budget and priorities; billing and collections; and a fee schedule for services, the sliding fee discount program and eligibility for services, including criteria for partial payment schedules.
 - f. Approve the selection of the auditor and officially accept the annual audit report;
 - g. Evaluating the Corporation's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and developing a process for hearing and resolving patient grievances;
 - h. Conducting long-term strategic planning, which includes regular updating of the Corporation's mission, goals, and plans, as appropriate;
 - i. Conducting an annual strategic planning process and translating strategic planning goals into operational planning objectives;
 - j. Evaluating the Corporation's progress in meeting its annual and long-term goals.
 - k. Evaluating itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon community health centers ("CHCs") as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. § 254b;
 - l. Developing, adopting, and periodically updating general policies and procedures for the Corporation that are consistent with the Federally Qualified Health Center program and applicable grants management requirements as defined by HRSA.
 - m. Overseeing and monitoring quality and quality of care audit procedures.
 - n. Attending to any matter which the Board determines is in the best interest of the Corporation, and is within the purposes and objectives of the Corporation.
4. By general resolution, the Board may delegate to committees, officers or designated staff members of the Corporation such powers as they may see fit.
 5. Individual Board members must, at minimum, be held personally responsible and accountable for the following:
 - a. Attending meetings in compliance with the attendance requirements;
 - b. Being prepared for each meeting by reading the materials and completing assigned tasks ahead of time;
 - c. Conducting themselves in a manner consistent with the Corporation's interests, mission, and priorities.
 6. No individual Board member shall act for the Board except as may be specifically authorized by the Board. Board members shall refrain from giving personal advice or directives to any employees of the Corporation.

ARTICLE F OFFICERS OF THE BOARD

1. A Chairperson, Vice Chairperson, Secretary, and Treasurer will be elected by a majority of the members present and voting, providing a quorum is present. A quorum shall consist of one more than one-half of the members.

2. The Chairperson shall:
 - a. preside at all meetings of the Board.
 - b. serve as Chairperson of the Executive Committee and as an ex-officio member of all other committees.
 - c. serve as the liaison between the Board and the President/CEO for day-to-day matters and shall work collaboratively with the President/CEO in coordinating the strategic planning process and overseeing strategic plan initiatives.
 - d. appoint committee chairpersons.
 - e. represent the Board at public functions.
 - f. in the absence of the President/CEO, have the power to make and execute agreements and contracts, and to execute other legal instruments when authorized by the Board or Executive Committee if a meeting of the entire Board would unduly delay necessary action.
 - g. have such powers and duties as from time to time may be assigned to him or her by the Board.

3. The Vice Chairperson shall:
 - a. exercise all the powers and perform all the duties of the Chairperson in the absence of the Chairperson or in the event of his or her inability to act, or if that office is temporarily vacant.
 - b. perform other duties as the Board shall direct.

4. The Secretary or his or her designee shall:
 - a. keep and oversee an accurate record of the proceedings of all meetings of the Board;
 - b. present such record to the Board for approval and adoption;
 - c. give or cause to be given all notices in accordance with these Bylaws or as required by law;
 - d. be responsible for such actions of the corporation as the Board shall direct; and
 - e. in general, perform all duties customary of the office.
 - f. have such other duties and powers assigned to him or her by the Corporation with staff assistance.

The Secretary shall be the sole person permitted to seal and certify official Board approval of matters before the Board.

5. The Treasurer or his or her designee shall:
 - a. oversee the fiscal affairs of the corporation;
 - b. report on the financial condition of the Corporation to the Board at its regular meetings and at such times as the Board may require;
 - c. function as chairperson of the Finance Committee;
 - d. ensure that all funds of the Corporation shall be deposited to the credit of the corporation in such banks and depositories and under such terms and conditions that may be determined by the Board.
 - e. have other such duties as may be assigned to him or her by the Corporation.

6. The Offices of Secretary and Treasurer may be combined.

7. The Immediate Past Chairperson shall serve as a voting member of the Executive Committee.
8. Terms of all offices will be two years. A Board member may be re-elected, but may not hold the same office for more than eight (8) consecutive years effective as of the date of approval of this revision.
9. Elections will be held at the Annual Meeting each September. A quorum must be present, otherwise, the election will be deferred until the next meeting at which a quorum is present. The new officers will take office on the first day of the month following the election.
10. Any vacancy in any office may be filled for the unexpired portion of the term at any regular meeting of the Board or at a special meeting called for that purpose.
11. An Officer may resign at any time by delivering written notice to the Chairperson, or by giving oral or written notice at any meeting of the Board. If the Chairperson is the resigning officer, the written notice shall be given to the Secretary. Resignation as an officer does not constitute automatic resignation from the Board.
12. An Officer may be removed from office if he or she is unable or unwilling to perform the duties of the office in a manner consistent with assigned responsibilities.
 - a. Removing an Officer from office requires an affirmative vote of a two-thirds majority of the members present at a regular Board meeting or a special called meeting.
 - b. Removal from office does not automatically result in the person being removed as a member of the Board.

ARTICLE G COMMITTEES

1. Committees of the Board shall be standing and ad hoc.
 - a. Standing Committees shall be: Executive Committee, Finance Committee, Strategic Planning Committee, and Board Development Committee
 - b. Ad hoc committees may be appointed or dissolved by the Board as it deems necessary.
 - c. Individuals who are not members of the Board may be appointed to serve in an advisory capacity (without a vote) on all committees except the Executive Committee because of special skills and/or knowledge which would contribute to the Corporation.
2. Unless otherwise specified:
 - a. Committee Chairpersons will be appointed by the Board Chairperson;
 - b. Committee members shall be appointed by the Chairperson of the Committee;
 - c. Committee Chairpersons will assume responsibility for the overall functions of their committee and will make necessary recommendations to facilitate that function;
 - d. The staff shall provide assistance to the Committee Chairpersons upon request of the Committee Chairperson;

- e. In choosing Committee members, Committee Chairpersons shall give due consideration to geographic and categorical distribution of the members of the committee;
 - f. Each Committee shall submit minutes of its meetings to the Board within 28 days of the meeting. Keeping Committee minutes is the responsibility of the Committee Chairperson or his or her designee. Committee minutes shall be distributed to the full Board each month along with the minutes of the prior month's Board meeting.
 - g. At Committee meetings, a quorum shall be those present, except that the Executive Committee shall require one half plus one member for a quorum.
3. The Executive Committee shall consist of the Officers of the Board, and Chairpersons of all standing Committees.
- a. The Executive Committee shall have the power to transact all regular business of the Corporation during the period between the meetings of the Board, subject to any prior limitations imposed by the Board and with the understanding that all items of major importance will be referred to the full Board for ratification.
 - b. The Board may, from time to time, authorize the Executive Committee to act on its behalf. The Executive Committee must report all actions taken independently and on behalf of the Board to the full Board, and the full Board must vote on these actions and record them in the board minutes. The Board gives the Executive Committee express authorization to act on its behalf in situations of time sensitivity and/or emergency when inaction could have a material impact on the Corporation.
 - c. The Executive Committee shall also function as the Corporation's Compliance Committee. In this capacity, the Executive Committee shall be responsible for assisting the Board of Directors in fulfilling its responsibilities with respect to the oversight of the Corporation's Corporate Compliance Program.
 - d. The Executive Committee shall also function as the Personnel Committee for the purpose of hearing grievances related to the President/CEO as set forth in the Personnel Policies and for personnel related legal actions that rise to the level requiring Board notification.
4. The Strategic Planning Committee shall consist of members from a broad geographic representation of the counties served by the Corporation.
- a. The Strategic Planning Committee shall be charged with oversight of the Corporation's Strategic Plan and Program Development processes. In addition to monitoring the status of programmatic goals and objectives of the Corporation on an established Board approved schedule, the Committee will review needs assessment data, identify and evaluate potential new program and service initiatives, and forward recommendations for consideration by the full Board.
 - b. The Committee, in collaboration with the President/CEO, will provide a status report to the full Board on an established Board approved schedule.
 - c. Along with the Chief Medical Officer, this Committee shall also function as the Corporation's Quality Improvement Committee. In this capacity, the Committee shall be responsible for monitoring and making recommendations for the implementation

and improvement of the quality assurance/quality improvement programs of the Corporation.

5. The Finance Committee shall consist of the President, the Treasurer, the Chief Finance Officer of the Corporation, and three additional members of the Board.
 - a. This Committee shall have broad review and oversight duties relating to the financial matters of the Corporation.
 - b. This Committee shall review and submit to the full board the annual operating budgets developed by the Chief Financial Officer and the Financial Services Department.
 - c. This Committee shall oversee the auditor selection process, ensure that annual audits meet current government standards, and review the annual audit.
 - d. This Committee shall review the auditor's Management Report and Management's response for referral to the full Board for approval.
 - e. This Committee shall meet as necessary at the direction of the Committee Chairperson or Board Chairperson.

6. The Board Development Committee shall consist of at least three Board members from a broad geographic representation of the counties and populations served by the Corporation.
 - a. This Committee shall be charged with the responsibility of reviewing recommendations and nominating candidates to be elected as officers and members of the Board; ensuring new members receive adequate orientation to Board responsibilities and activities; and ensuring Board members engage in ongoing educational development so they have the knowledge and skills necessary for operation of the Board.
 - b. Regular elections will take place at the September annual meeting. Elections will also be held at other times when vacancies are to be filled.
 - c. The Committee will oversee the implementation of new member orientation.
 - d. The Committee will plan, develop and help implement an ongoing annual education plan for members of the Board.

ARTICLE H MEETINGS

1. The Board shall meet at least monthly at its Principal Place of Business with meetings to be held on the fourth Monday of each month, or such other times and dates as the Board may designate. To accommodate geographic barriers or other obstacles, Board members may occasionally participate by telephone or other means of electronic communication so long as all of the Directors participating in such meeting can hear one another. The manner in which notice of meetings is to be given shall be determined by the Board. Provisions will be made for attendance via telephone for members who are unable to physically attend a meeting and participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

2. The Board shall hold its Annual Meeting each September.

3. Special meetings of the Board may be called.
 - a. The Chairperson may call special meetings of the Board at his or her discretion. The purpose of the meeting shall be specified in the call.
 - b. The Chairperson may also call special meetings of the Board upon written request for a special meeting from fifty (50%) percent of the Board members. The purpose of the meeting shall be specified in the call. The Chairperson shall call such special meeting within two (2) weeks of his or her receipt of a written request from the Board. At least three (3) days prior written notice shall be given.
4. The Board shall maintain records/minutes that verify and document the Board's functioning. Board meeting minutes will be maintained and backed up electronically by the Corporation indefinitely.
5. A simple majority of the Board membership shall constitute a quorum for the transaction of business.
6. Each member of the Board shall be entitled to one (1) vote. All actions taken by the Board shall require a majority vote of those present and voting at any meeting, unless otherwise specified herein.
7. The meeting agenda will be formulated by the Chairperson and distributed prior to the meeting.
8. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws, and special rules of order the Corporation may adopt, and any statutes of the State of South Carolina or the United States which are applicable to the Corporation.
9. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the text of the action or resolution agreed upon is sent to all Board members then in office, provided that all Board members then in office consent in writing to such action or resolution. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting thereof, and may be described as such in any document executed by the Corporation.
10. The Board may conduct all or any part of a meeting in executive session for such purpose as it deems necessary including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel, discussion of personnel or compliance issues, or receipt of results of the annual audit. The President/CEO shall be invited to attend Executive Sessions, as a non-voting, ex-officio member of the Board, except when the Board is conducting the President/CEO's evaluation or if the Board is considering a material allegation of wrongdoing that involves the President/CEO, in which case, the Board-approved protocol shall be followed. The Chairperson may invite other such persons as he or she deems appropriate to attend an executive session. However, such individuals shall be excluded for executive sessions except where invited to give testimony or advice, after which they will be excused.

11. The Board shall keep minutes of each meeting which are approved at a subsequent meeting. The official copy of the minutes will be retained at the Corporate Office. Minutes shall be distributed to the Board prior to its next meeting date via either mail or email as appropriate.

ARTICLE I
AUTHORITIES, FUNCTIONS, AND RESPONSIBILITIES OF THE PRESIDENT/CEO

1. The Board will hire a President/CEO of the Corporation to oversee the day-to-day operations of the Corporation. The President/CEO is an agent of the Board and shall be directly accountable to the Board. The President/CEO, subject to the control of the Board, shall have authority and responsibility for the general care, supervision, and direction of its daily operations in furtherance of the policies and priorities established by the Board.
2. The President/CEO's duties and compensation shall be consistent with these Bylaws. Such power, duties and responsibilities shall be specified in an appropriate job description and shall include, but are not limited to, the following:
 - a. Making and executing legal instruments for the Corporation, including those relating to grants. The President/CEO shall report such action promptly to the Board, except that the Board may designate specific proposed contracts or contract thresholds to be signed by others, or to be submitted to the Board for approval prior to execution.
 - b. Implementing all policies and priorities of the Board. The President/CEO shall hire a Chief Medical Officer. Under the direction of the President/CEO, this individual shall have overall responsibility for all clinical activities of the Corporation. He or she shall also be responsible for insuring that all providers of medical services are properly credentialed. The Chief Medical Officer shall be an Officer of the Corporation.
 - c. The President/CEO shall employ or contract with a Chief Financial Officer who as an officer of the corporation shall have the authority to execute financial and other documents as delegated by the President/CEO. The Chief Financial Officer shall be an Officer of the Corporation.
 - d. Developing and submitting to the Board for approval the annual health center project plan and budget and recommending changes, as necessary.
 - e. Employing, supervising, evaluating, and discharging all personnel in accordance with the policies established by the Board.
 - f. Serving as an ex officio, nonvoting member of the Board. The President/CEO or his/her designee shall attend all meetings of the Board, and shall present at each meeting a report describing the Corporation's major activities during the previous month.

These Bylaws were amended and restated the ____ day of _____, 2016 by the Directors of Carolina Health Centers, Inc.

CAROLINA HEALTH CENTERS, INC.

Attest: _____
Nathan Andrews
Secretary/Treasurer

Date: