

**BYLAWS
OF
HOME HEALTH AND HOSPICE CARE, INC.**

ARTICLE 1

NAME AND OFFICES

Section 1. Name

The name of this Corporation is Home Health and Hospice Care, Inc., hereinafter referred to as the "Corporation".

Section 2. Offices

The principal office of the Corporation shall be in Goldsboro, North Carolina. "The Corporation shall have and continuously maintain in North Carolina a principal office and a registered agent and office with the corporate attorney, and may have such other offices within or without North Carolina as the Board of Directors shall from time to time determine.

ARTICLE II

PURPOSES

Home Health and Hospice Care, Inc., is a not-for-profit home health agency established in 1981 to provide health care in Eastern North Carolina. Home health includes skilled nursing, physical therapy, speech pathology, occupational therapy, nursing assistants, social work, hospice care, and home care equipment and supplies. This mission extends beyond the mechanics of providing the service or therapies. Patients will be seen as individuals with special personal needs. They will be approached with respect, compassion, and kindness. The agency will work toward providing care to all persons in Eastern North Carolina who have a medical need. The care will be provided to persons who participate in public programs such as Medicare, Medicaid, Veteran's Administration, and Champus programs. In addition, care will be provided to persons who have private insurance, persons who are able to pay, and persons who are unable to pay. A sliding income scale will be the method used to determine ability or inability to pay. Inasmuch as possible, needed care will never be withheld because of inability to pay.

The agency will be a service organization for Eastern North Carolina. The only beneficiaries of the agency will be the persons in the community who receive home health care. Moreover, the Board of Directors will actively seek community involvement in the forms of suggestions, planning, and participation in special projects.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications and Election

The Board of Directors of the Corporation shall consist of nine (9) directors. The number of directors may be changed from time to time by the Board of Directors by amendment to these Bylaws. Subject to the provisions of Section 3 below, the terms of the directors shall be three (3) years. Employees may be directors of the Corporation provided that employees of the Corporation are limited in number to (2) directors.

Section 3. Term of Directors

The terms of all directors shall be three (3) years which begin at the conclusion of the meeting at which the directors are elected and expiring at the conclusion of the annual meeting of the Corporation occurring after the term of the directors has expired, or a such later time as the successor to said director shall have been elected; provided, however, that the terms of the Board of Directors elected immediately after the adoption of these Bylaws shall be staggered and said directors shall serve terms as follows: Three (3) directors shall serve terms commencing immediately which shall expire on October 1, 1988; three (3) directors shall serve terms which shall commence within sixty (60) days of the adoption of these Bylaws and which shall expire on October 1, 1989; and three (3) directors shall serve terms which shall commence on October 1, 1987, and which shall expire on October 1, 1990.

Section 4. Nomination and Election of Directors

After the election of the original nine (9) directors, the procedure for nomination and election of directors shall be as follows. At least thirty (30) days prior to the annual meeting of the Board, the Chairman of the Board shall appoint a nominating committee. It shall be the responsibility of the nominating committee to make nominations for any directors whose terms are expiring.

Section 5. Removal and Vacancies

By a two-thirds majority of the members of the Board of Directors, the Board may remove a director, with or without cause. The Board of Directors shall elect a successor to fill any vacancy arising by removal or the death or resignation of a member of the Board. Any successor director shall serve for the unexpired term of his predecessor.

Section 6. Meetings

The Board of Directors shall hold such regularly scheduled meetings as the Board of Directors may in its discretion determine. The Board of Directors shall hold an annual meeting, time and place to be determined by the Chief Executive Officer of the Corporation. Special meetings of the Board of Directors may be called by the Chief Executive Officer of the Corporation, the Chairman of the Board of Directors, the Compliance Officer, or by at least one-fourth of the members of the Board of Directors. Board meeting minutes shall be retained for at least five years in the corporate office of the Corporation.

Section 7. Notice

Notice of any meeting of the Board of Directors and the subject matter of the meeting if required to be given, shall be given by ordinary mail or electronic mail to each director at his last known address as shown by the records of the Corporation. Such notice must be given at least three (3) days prior to the meeting to which it applies and shall designate the place and time of the meeting. Notice of any meeting may be waived in writing or by electronic mail by any director before or after such meeting. The presence of any director at any meeting shall be held to be a waiver of the required notice, except when a director attends a meeting solely for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 8. Quorum and Voting

The presence of one-third of the members of the Board of Directors, but in no event less than three (3) directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except as may otherwise be provided in these Bylaws. The presence of a Board member may be physically, by telephone or through video. If a quorum is not present at any meeting of the Board of Directors, or if the

business of such meeting shall not be completed, those present may, by majority vote, adjourn the meeting from day to day, or from time to time, not exceeding ninety (90) days from such adjournment, without further notice, until a quorum shall attend, or the business thereof shall be completed. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting originally called. Each director shall be entitled to one (1) vote on any question properly coming before any meeting of the Board of Directors. At all meetings of the Board of Directors all questions, except as may otherwise be expressly directed by law, shall be decided by the vote of the majority of the directors entitled to vote thereon who shall be present at the meeting and voting thereon. All amendments to the Articles of Incorporation of the Corporation or these Bylaws shall be decided by a two-thirds majority of the directors entitled to vote thereon who shall be present at the meeting and voting thereon.

Section 9. Compensation

Directors of the Corporation shall not be compensated. Directors of the Corporation may be employees of the Corporation and may receive compensation and benefits for their service as an employee but will not receive compensation and benefits as a director of the Corporation. No director who is a physician and who makes referrals of patients to the Corporation shall receive compensation as an employee or director of the Corporation as such. A director of the Corporation who is a physician may receive compensation for professional services rendered to the Corporation other than as serving as director of the Corporation, including, but not limited to services as Medical Director or service on a professional advisory committee. Directors may be reimbursed or compensated for actual expenses incurred as a result of their service as director.

Section 10. Executive Committee

The Board of Directors shall appoint an Executive Committee which shall have and exercise all the powers of the Board of Directors between meetings of the directors. The Executive Committee shall consist of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Chief Executive Officer of the Corporation if the Chief Executive Officer is a member of the Board of Directors, the Secretary of the Corporation if the Secretary is a member of the Board of Directors, the Chairman of the Finance/Retirement Committee and of the Human Resources Committee, the immediate past Chairman of the Board of Directors, and such other Board members as may be designated by the Board of Directors from time to time. If the Chief Executive Officer of the Corporation is not a member of the Board of Directors, then he or she shall be an ex officio member of the executive committee without voting rights. If the Secretary of the Corporation is not a member of the Board of Directors, then he or she shall be an ex officio member of the Executive Committee without voting rights.

Meetings of the Executive Committee may be called by the Chief Executive Officer of the Corporation, by the Chairman of the Board of Directors, or any two (2) members of the Executive Committee. Notice of such meetings may be given by telephone to any member of the Executive Committee. Notice of such meeting may be waived in writing by any member of the Executive Committee before or after the meeting. The presence of any member at such meeting shall be held to be a waiver of the required notice, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

The presence of the majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. All questions coming before the Executive Committee shall be decided by a vote of the majority of the members of the Executive Committee present at the meeting. Vacancies on the Executive Committee may be filled at any meeting of the Board of Directors. The Executive Committee may designate any person, whether a member of the Executive Committee or not, to serve as Secretary of the Executive Committee. Written minutes of the meetings of the Executive Committee shall be submitted to the next meeting of the Board of Directors following the meeting.

of the Executive Committee. Any action of the Executive Committee which is not rescinded by the Board of Directors at its next regular meeting shall be deemed to have been ratified by the Board of Directors.

Section 11. Ex Officio Members of the Board

The Chief Executive Officer, if he or she is not otherwise a director, the Secretary of the Corporation, if he or she is not otherwise a director, and such other persons as may be designated by the Board shall be ex officio members of the Board of Directors without privilege of voting.

Section 12. Standing Committees

The Board of Directors shall have the following standing committees in addition to the Executive Committee: Finance/Retirement, Human Resources, Community Development, Building and Grounds, Nominating, and Compliance/Quality. The Chairman of the Board of Directors shall appoint at least two members of the Board of Directors to each of these committees as well as any necessary ad hoc committees. Each committee shall elect its own Chairman at its first meeting of each fiscal year and shall notify the Secretary of the Corporation of such election, except that the Treasurer shall be a member of the Finance/Retirement Committee and shall serve as its Chairman.

The Finance/Retirement Committee shall oversee the retirement plan of 3HC, including periodically reviewing the investment goals, investment performance, and details of the plan, and shall oversee all financial aspects of the Corporation and report the financial status and make recommendations to the Board of Directors periodically, including, but not limited to, guiding the development of and providing a review of an annual budget to the Board of Directors. The Finance/Retirement Committee shall work closely with the Chief Executive Officer of the Corporation and the Chief Financial Officer.

The Human Resources Committee shall oversee the personnel aspects of the Corporation and shall report and make recommendations on such matters to the Board of Directors periodically. The Human Resources Committee shall work closely with the Chief Executive Officer of the Corporation and the Chief Officer.

The Community Development Committee, represented as 3HC Advisory Development Board, shall support and promote growth of 3HC through fundraising and public education on 3HC's services. The membership of the 3HC Advisory Development Board shall consist of at least one member of 3HC's Board of Directors and (23) other professional and lay individuals with an interest in home health and hospice nominated by the Advisory Development Board. The Advisory Development Board shall work closely with the Chief Executive Officer of the Corporation and the Chief Quality Officer.

The Building and Grounds Committee shall provide policy oversight to the maintenance and facility related activities of 3HC. The Building and Grounds Committee shall work closely with the Chief Executive Officer of the Corporation and the Chief Financial Officer.

The Compliance/Quality Committee shall oversee the compliance of the Corporation with federal, state and local laws, rules and regulations and shall report and make recommendations on such matters to the Board of Directors periodically. The Compliance/Quality Committee shall work closely with the Chief Executive Officer of the Corporation, the Compliance Officer of the Corporation, and counsel.

Meetings of a standing committee may be called by the Chief Executive Officer of the Corporation, the Executive Committee, or the Chairman of the particular standing committee. Notice of such meetings may be given by telephone to any member of the committee. Notice of such meeting may be waived in writing by any committee member before or after the meeting. The presence of any committee member at such meeting shall be a waiver of the required notice, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The

presence of the majority of committee members shall constitute a quorum for the transaction of business at that particular meeting. All questions coming before a committee shall be decided by a vote of the majority of committee members present at the meeting. Vacancies on a committee may be filled by the Chairman of the Board of Directors at any time and he shall notify the Secretary of the Corporation of such appointment.

ARTICLE IV

OFFICERS

Section 1. Board Officers and Corporate Officers

The Board of Directors of the Corporation shall elect a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a Chief Executive Officer of the Corporation, a Secretary of the Corporation, and a Treasurer of the Corporation. Prior to any creation of new Chief Officer positions, the hiring/promotion of anyone to a Chief Officer position, and the termination/demotion of anyone from a Chief Officer position, the Chief Executive Officer shall consult with the Board for its advice and guidance.

Section 2. Election and Term of Office

The officers of the Board of Directors and of the Corporation shall be elected annually by the Board of Directors at its annual meeting. Any vacancies resulting from the creation of a new office or for any other reason may be filled at any meeting of the Board of Directors, in which case the term of office shall be for the remainder of the one-year term. The Chairman and the Vice Chairman shall be elected for a one-year term and may be reelected for not more than two additional consecutive one-year terms. By a two-thirds majority of the members of the Board of Directors, the Board may suspend the term limits for the Chairman and Vice Chairman for an additional one-year term. Officers of the Corporation may serve more than one consecutive term in office.

Section 3. Duties of Chairman

The Chairman shall preside over meetings of the Board of Directors, appoint members of standing committees and necessary ad hoc committees, and perform such other duties as designated by the Board of Directors.

Section 4. Duties of Vice Chairman

The Vice Chairman shall preside over meetings of the Board of Directors in the absence of the Chairman, assist the Chairman in carrying out his or her duties, and perform such other duties as designated by the Board of Directors.

Section 5. Duties of the Chief Executive Officer

The Chief Executive Officer shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall sign, with the Secretary or such other officer of the Corporation designated by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors shall have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, and except in cases where the signing and execution shall be required of other officers or agents of the Corporation.

The Chief Executive Officer shall be the Administrator of the Corporation. It shall be the duty of the Chief Executive Officer to make a monthly report to the directors either at a meeting of the directors or by mail. It

Bylaws as Reviewed and Approved by the Board of Directors on September 16, 2024

shall be the responsibility of the Chief Executive Officer to prepare an agenda for the meetings of the Board of Directors and to inform the members of the Executive Committee of any business that needs to be transacted between meetings of the Board of Directors. The Chief Executive Officer shall appoint such Chief Officers of the Corporation as the Chief Executive Officer deems necessary. Reference Administration #01 – Administrative Control Policy.

The Chief Executive Officer shall perform such other duties as may be delegated or assigned to the Chief Executive Officer by the Board of Directors.

Section 6. Duties of the Senior Chief Officer

The Senior Chief Officer of the Corporation shall perform all the duties and functions of the Chief Executive Officer of the Corporation in the event of the absence or disability of the Chief Executive Officer. The Senior Chief Officer shall perform such other duties as are required by the Chief Executive Officer of the Corporation.

Section 7. Duties of Other Chief Officers

The Corporation shall have such other Chief Officers as the Chief Executive Officer of the Corporation shall determine in accordance with Article IV, Section 1; and said Chief Officers shall perform such duties as are required by the Chief Executive Officer of the Corporation.

Section 8. Duties of the Secretary

The Secretary shall be the custodian of all of the records of the Corporation and the Seal of the Corporation. In addition, the Secretary shall perform such duties and functions as may be specified by the directors of the Corporation. The Board of Directors may delegate the recording, preparation and distribution of the minutes of all meetings of the Board of Directors, and the minutes of meetings of the Executive Committee of the Board of Directors. The Secretary shall keep an accurate list of all directors of the Corporation, their mailing addresses, and street addresses, both business and residential, and shall keep records of the telephone numbers of members of the Board of Directors.

Section 9. Duties of the Treasurer

The Treasurer or designee shall make reports of the finances of the Corporation to the Board of Directors or the Chief Executive Officer whenever required, and shall perform such other duties as may be required by the Board of Directors. The Treasurer shall oversee the Chief Financial Officer who shall collect and keep an account of all monies received and expended by the Corporation and shall deposit funds received by the Corporation in the name of the Corporation in a depository which shall have been approved by the Directors. The funds, books, and other records in the possession of the Treasurer shall at all times be subject to inspection, supervision and control of the Board of Directors.

Section 10. Salaries

Officers as such shall not receive any compensation for their services as officers, but if employed by the Corporation, may receive such salary as an employee as may be determined in the discretion of the Board of Directors of the Corporation. Any officer incurring expenses as a result of his service as an officer of the Corporation may be reimbursed for such expenses.

Section 11. Removal

The Board of Directors may remove a Board officer, Board member, or the Chief Executive Officer of the Corporation at any time with or without cause, whenever in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall be that period from October 1st of each year until September 30th of the succeeding year.

ARTICLE VI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 55A of the General Statutes of North Carolina, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

CONTRACTS. CHECKS. DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Draft and Other Instruments

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors, but in no case shall the Board of Directors permit checks or drafts to be honored with the signature of less than one (1) person with appropriate checks and balances in place.

Section 3. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trusts companies or other depositories as the Chief Executive Officer, Chief Financial Officer, and the Treasurer may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. All non-cash gifts will need to be approved before acceptance by a Board of Director.

ARTICLE VIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed by a two-thirds majority of the members of the Board of Directors present at any meeting at which a quorum is present, provided that due notice of the proposed alteration, amendment, or repeal of the Bylaws shall have been furnished to or waiver thereof shall have included a statement that one of the purposes of such meeting was to consider such alteration, or repeal of the Bylaws.

ARTICLE IX

DISSOLUTION

Upon dissolution of the Corporation for any reason, the total remaining net assets of the Corporation shall be conveyed by the Board of Directors of the Corporation to an organization described in Section 170(b)(1)(a) or Section 501 (c) (3) of the Internal Revenue Code of 1974, as amended or of a corresponding section of any later Internal Revenue Code; provided, however, that if there be no such corresponding provisions in said code at the time of the dissolution, then conveyance shall be made to an organization which would have qualified as a tax exempt organization described in Section 501(c) (3) of the Internal Revenue Code of 1954.

SECTION X

ADOPTION

The foregoing Bylaws were adopted by the Directors of the Corporation meeting on April 27, 1987. Incorporated herein are amendments adopted by the Board of Directors on January 25, 1999, May 5, 2001, September 20, 2004, December 13, 2010, December 16, 2013, December 7, 2016, December 9, 2019 and September 16, 2024.

Secretary to the Board of Directors

Approved:

Chairman of the Board