

**BYLAWS
OF
MESH LIFE CARE AT HOME, INC.
(A Maryland Non-Stock Corporation)
Effective Date: 12/02/2019**

ARTICLE 1

NAME

The name of the Corporation is MESH Life Care at Home, Inc.

ARTICLE 2

PURPOSES

The purposes of this Corporation shall be those as set forth in its Articles of Incorporation filed with the Maryland State Department of Assessments and Taxation, as amended from time to time (the “Charter”).

ARTICLE 3

MEMBERSHIP

3.1. Members. The sole member of the Corporation shall be The Masonic and Eastern Star Home of the District of Columbia Charities, Inc. a District of Columbia nonprofit Corporation formed pursuant to the provisions of the District of Columbia Nonprofit Act (DC Code Annot 29-301.101 – 29-301.104) (the “Member”). The Member shall vote by and through its Board of Directors.

3.2. Place of Meetings. Meetings of the Corporation shall be held at the principal place of business of the Corporation or such other suitable place convenient to the Corporation as may be designated by the Board.

3.3. Annual Meetings. Annual meetings of the Corporation shall be held each year as may be determined by the Member, and at the time and on the date as may be determined proper by the Member.

3.4. Special Meetings. It shall be the duty of the President of the Corporation to call special meetings as directed by resolution of the Board, or upon written request signed by the Member and presented to the Secretary or the President of the Corporation.

3.5. Notice of Meetings. It shall be the duty of the Secretary to give written notice of each annual and special meeting, stating the purpose thereof as well as the time and place where it is to be held, to the Member by and through its Board of Directors at the address and contact information of the Chairman of the Board of Directors, at least ten (10), but not more than ninety (90) days, prior to an annual meeting and at least two (2) days before any special meeting. The mailing of a notice or communication of a notice via facsimile transmission or electronic mail in the manner provided in this Section 3.5 shall be considered due service of notice.

3.6. Quorum. Except as otherwise required by applicable law, the presence of the Member shall constitute a quorum.

3.7. Conduct of Business. The vote of the Member (of which a quorum is present) shall be sufficient for the transaction of any business at such meeting, except as otherwise required by law or by the Charter of these Bylaws. Any action required or permitted to be taken at a meeting of the membership may be taken without a meeting if a unanimous written consent, which sets forth the action, is signed by the Member and filed with the minutes of the proceedings of the membership. All meetings will be conducted in accordance with the latest edition of Robert's Rules of Order, whenever not in conflict with prevailing law, the Charter or these Bylaws.

3.8. Distributions and Charitable Contributions. The Member shall not be entitled to any distributions from the Corporation; however, charitable contributions from the Corporation to the Member shall be permitted. The Corporation may from time to time make charitable contributions to the Member in such amounts and when and if authorized, by the majority of the Board of Directors of the Corporation, provided that prior to each charitable contribution, each of the following conditions is met:

- (a) The Corporation has, or will have, as of the date of the charitable contribution;
 - (i) exceeded applicable statutory reserve requirements for capital/contract reserves by at least ten percent (10%);
 - (ii) met applicable statutory reserve requirements for operating reserves;
 - (iii) achieved a positive fund balance;
 - (iv) recognized revenue in excess of expenses for the three-year period immediately preceding the date of the charitable contribution; and
 - (v) established as assistance fund through The Masonic and Eastern Star Home of the District of Columbia Charities or its affiliates, the purpose of which will be to provide financial aid to those persons served by the Corporation who cannot afford to pay the full amount of the required fees.
- (b) The Member is tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time

ARTICLE 4

BOARD OF DIRECTORS

4.1. Composition. The Board of Directors ("Board") shall consist of not more than nine

(9) Directors, however, this number may be modified by the Member from time-to-time. Those serving on the Board shall be members in good standing of the Assembly of Representatives of the Member. No person employed by the Member or the Corporation or a subsidiary, or whose family member is employed by the Member or the Corporation or subsidiary, shall be eligible to serve as Director. For the purpose of this paragraph, “family member” includes a person’s spouse, child (including stepchildren, adoptive children, and foster children), parent, sibling, grandparent, or grandchild. The Member shall elect Directors at the Annual Meeting.

4.2. Term. The Directors shall serve for terms of three (3) years (or when filling a vacancy, for the unexpired portion of such term), or until their qualified successors are elected. The term for Directors may be staggered. Directors may serve for consecutive terms.

4.3. Chairman. Two members of the Board shall be elected each year at the annual meeting of the Board by a majority vote of the Board as the Chair of the Board (“Chair”) and Vice Chair of the Board (“Vice Chair”). The Chair shall preside over all meetings of the Board and shall undertake such other duties and responsibilities as the Board may direct from time to time. The Vice Chair shall preside in the absence of the Chair and otherwise conduct the duties of the Chair in the absence, incapacitation, or resignation of the Chair, until the next annual meeting of the Board. In the case of a vacancy relating to Chair or Vice Chair, a subsequent election may be held in the same manner to elect another Chair or Vice Chair for the duration of the term.

4.4. Removal. Any Director may be removed from the Board at any time with or without cause by a majority vote of the Member.

4.5. Vacancies. The Member may fill vacancies on the Board, whether caused by death, incapacity, resignation, removal or otherwise. The replacement shall serve until the next annual meeting for the election of Directors of the Corporation.

4.6. Meetings. The Annual Meeting and any Special Meetings of the Board shall be held at such time as the Board may from time to time determine. Meetings of the Board may be called at any time by the Chairman or by not less than a majority of the Directors then in office. Meetings of the Board may be held at any location (within or without the State of Maryland).

4.7. Notice. Written notice of the time and place of all meetings of the Board shall be delivered to each Director by at least seven (7) days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Charter or by these Bylaws) not more than thirty (30) days, and in the case of special meetings, shall state the general nature of the business to be transacted. Written notice shall be delivered personally or by mail, facsimile transmission or electronic mail. If mailed, such notice shall be deemed to be delivered five (5) days after deposit in the United States mail, postage prepaid, addressed to the designated Director at such Director’s most recent address listed in the records of the Corporation. Notice may be waived by attendance at the meeting, except for attendance at the meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

4.8. Conduct of Business. Decisions of the Board shall be made by majority vote of the Directors present at the meetings of the Board. Notwithstanding the foregoing, the following acts shall require the affirmative vote and subsequent written consent of the Member:

- a. A sale of all or substantially all of the assets of the Corporation;
- b. Any voluntary or involuntary dissolution, liquidation or winding up of the Corporation;
- c. Approval of any agreements entered into with the Member or any of its affiliates;
- d. Amendment of the Articles of Incorporation;
- e. Any material change in the business purpose of the Corporation to provide a continuing care at home program; and
- f. Admission of additional members to the Corporation

4.9. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business. Notwithstanding Section 4.8 above, the acts approved by the affirmative vote of the majority of those Directors present at a meeting at which a quorum exists shall be the acts of the Board, unless a greater proportion of affirmative votes is required by applicable law, by the Charter or by these Bylaws. If all the Directors shall unanimously consent in writing to any action to be taken by the Board, such action shall be the act of the Board as though it had been taken at a meeting of the Board duly called and held at which a quorum was present. Any such action of the Board shall be signed by each Director and filed with the minutes of the proceedings of the Board.

4.10. Limitation on Liability. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no Director of the Corporation shall be personally liable to the Corporation or its Member for money damages. Any repeal or modification of any provision of this Section 4.10 shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director existing at the time of such repeal or modification.

ARTICLE 5

OFFICERS

5.1. Officers Generally; Election. The Officers of the Corporation shall consist of President, Secretary and Treasurer, and such other Officers with such duties as determined by the Board of Directors. The Officers shall be elected by the Board and may be removed by the Board by a majority vote with or without cause. With the exception of the office of Administrator, the Secretary and Treasurer, may serve as a Director.

5.2. Term of Office. The term of office of all Officers shall be for one (1) year or until their successors are duly elected and qualified. Officers shall be eligible for reelection or reappointment without limitation as to the number of consecutive terms. In the event of vacancies, the Board shall, at a regular or special meeting, elect a successor who shall serve until his or her successor shall be elected and qualified. The President shall manage the affairs of the

Corporation and have general powers and duties as may be established by the Board. The President may hire an Administrator subject to the approval of the Board. The Administrator shall be a salaried employee who takes direction from the Board and shall have the following duties

5.3. Administrator. Shall manage the affairs of the Corporation and have general powers and duties as may be established by the Board. The Administrator is the equivalent of the office of President and shall manage the affairs of the Corporation as set forth below:

- a. Subject to the direction and control by the Board, the Administrator shall have general supervision, direction and control over the business and affairs of the Corporation, including fundraising efforts and program oversight.
- b. The Administrator shall have the general powers and duties as may be established by the Board and by these Bylaws.
- c. The Administrator shall attend all meetings of the Board but will have no voting privileges.
- d. The Administrator, with the concurrence of the Board, may appoint or employ personnel as may be required.
- e. The Administrator shall perform all acts, execute and deliver contracts and other documents, and take such steps as are needed in order to effectuate the actions and policies of the Board, or which may be necessary or in the best interest of the Corporation.
- f. The Administrator shall render a written report of the Corporation's affairs to the Member at its Annual Meeting and at other times as requested by the Member or the Board.
- g. The Administrator shall prepare a budget request and ensure it is transmitted to the Member before January 1 each year.

5.4. Secretary. The Secretary shall have the following duties as set forth below:

- a. Attend all meetings of the Board;
- b. Record accurate minutes of the proceedings at all such meetings; preserve them in appropriate minute books; and send copies of same to the Members and the Board;
- c. Maintain a record of the attendance of all members of the Board at such meetings, respectively, and shall, just prior to the expiration of their term, provide a report of their attendance to the Member.
- d. Be custodian of the Articles, Bylaws and minute book;

- e. Sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required; serve all notices required by these Bylaws, by resolution of the Board of directors, or by applicable law; and perform such other duties as may be required by the Board, or by applicable law.

5.5. Treasurer. The Treasurer shall have the following duties as set forth below:

- a. Overall supervision of all funds, securities, financial instruments, subject to the discretion of the Board;
- b. Keep complete and accurate books of account of all receipts and disbursements, resources and liabilities, monies, funds and valuable effects of the Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board;
- c. Deposit in the proper depository and report all accumulated funds of the Corporation to the appropriate committee at least quarterly as may be directed by the Board;
- d. Make reports on the financial condition of the Corporation to the Board at their meetings or when otherwise requested;
- e. Require, subject to the approval and authorization of the Board, that the funds of the Corporation be properly disbursed in payment of its obligation, making proper vouchers and receipts for such disbursements, and shall obtain the signature of the President and the Secretary as may be necessary;
- f. Perform such other duties as designated by the Board.

5.6. Assistant Secretaries and Treasurers. The Administrator, with the approval of the Board, may appoint one or more persons to serve as Assistant Secretaries and/or Assistant Treasurers and to assist the Secretary and/or Treasurer in the performance of their respective duties. An Assistant Secretary or Assistant Treasurer shall:

- a. Carry out those responsibilities which are delegated to him/her by the Board, or by the Secretary or Treasurer, respectively, and shall report to the Secretary or Treasurer, respectively;
- b. Act in the place of the Secretary or Treasurer, respectively, in his or her absence, inability to serve, or in the event of a vacancy in the office.

5.7. Officers Compensation. No officer, except for the Administrator who shall be paid a salary in accordance with his or her employment agreement with the Corporation, shall receive compensation for his or her services as an officer; provided, however, that the Board may vote to provide officers with compensation for their services at a special meeting of the Board called for that purpose. The Board may delegate to any officer, committee, staff, or agent the power to fix from time-to-time the salaries or other compensation of officers or agents appointed in accordance with the provision of Section 5.7 of this Article 5. At the discretion of the Board,

officers may be reimbursed for expenses incurred by an officer in the course of the performance of his or her duties, including any reasonable expense incurred in attending meetings of the Board.

ARTICLE 6

OFFICIAL BOND

The Board may require any of the Officers, committee members, or employees of the Corporation who handle funds of the Corporation to furnish a bond or bonds with such surety or sureties approved by the Board, and in such amount or amounts as shall be sufficient in the judgment of the Board to secure the Corporation against loss of damage by reason or any act, neglect, or omission on the part of such person.

ARTICLE 7

COMMITTEES

The Board may create such standing or special committees as deemed necessary from time to time. Special committees may be appointed by the Chairman, along with the committee chairs, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it was appointed and shall have no power to act except as specifically conferred upon it in its charge. Upon completion of the tasks for which it was appointed, such special committee shall stand discharged unless the Chairman otherwise directs.

ARTICLE 8

INDEMNIFICATION

8.1. **Right to Indemnification.** The Corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer or employee of the Corporation, or, while a Director, Officer or employee of the Corporation, is or was serving at the request of the Corporation as a Director, Officer or employee of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, to the full extent permitted by the Maryland General Corporation Law, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation, to the extent that such person is not otherwise indemnified and provided such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful. This indemnity does not extend to investment managers or other professional agents employed by the Corporation, with the exception of individuals who are serving in a volunteer capacity, or individuals otherwise deemed permissible by the Board pursuant to Section 8.3.

8.2 Advance of Expenses. Expenses incurred by a Director, Officer or employee in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of the Director, Officer or employee to repay such amount if it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

8.3. Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article 8 is permissible, the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made, by independent legal counsel if such quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any Director, Officer or Employee in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

8.4. Modification or Repeal. No modification or repeal of any provision of this Article 8 shall affect, to the detriment of the Director, Officer or Employee the obligation of the Corporation to indemnify or to advance expenses to a Director or Officer in connection with a claim based on any act or failure to act occurring before such modification or repeal.

8.5. Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article 8 shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any person.

8.6. Insurance, Security and Other Indemnification. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by statute.

ARTICLE 9

CONFLICT OF INTEREST AND COMPENSATION POLICY

9.1. Prevention of Conflicts of Interest. Any Officer, Director or Employee of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such Officer, Director or Employee of the Corporation ("Interested Person") shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; b) a compensation arrangement with the

Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board of Directors, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflicts of Interest and Compensation Guidelines adopted to avoid “excess benefit transactions” subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended.

9.2. Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

ARTICLE 10

AMENDMENT OF BYLAWS

10.1. Amendments. These Bylaws may be amended and/or repealed by the Board only upon the written consent of the Member. Amendments to these By-Laws may be made by submitting such amendment(s) in writing to the President of the Member who will present it to the Member’s Board for consideration and action.

CERTIFICATION

I HEREBY CERTIFY that the bylaws for MESH Life Care at Home Inc. attached hereto, are the current bylaws as adopted.

MESH Life Care at Home, Inc.

Date: _____

By: _____