

South Shore Golf RI Corp.

BY-LAWS

ARTICLE I

NAME AND LOCATION

1.01 Name.

The Name of the corporation shall be South Shore Golf RI Corp.

Its business office shall be located at 228 Chickadee Lane, Wakefield, Rhode Island, 02879.

Other offices for the transaction of business shall be located at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSE AND LEGAL POWERS

2.01 Purpose.

The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose of the corporation is to operate a golf course to benefit two charities, South County Hospital Healthcare and St. Jude Children's Research Hospital, Inc., with all charitable distributions to be divided and distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as follows: one-third (1/3rd) share to South County Hospital Healthcare and two-thirds (2/3rd) share to St. Jude Children's Research Hospital, Inc.

2.02 Powers.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitations.

South Shore Golf RI Corp. is a Rhode Island nonprofit corporation recognized as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes set forth herein.

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

2.04 Private Foundation Status.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation won't engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation won't retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation won't make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation won't make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.05 Distribution Upon Dissolution.

Upon the termination or dissolution of the corporation, The Board of Directors shall distribute any assets and resources lawfully available for distribution to South County Hospital Healthcare and St. Jude Children's Research Hospital, Inc., in one-third (1/3rd) and two-thirds (2/3rd) shares, respectively, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any assets not so disposed of shall be distributed to one (1) or more qualifying organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, which organizations shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The exempt organization or organizations to receive such assets and resources hereunder shall be selected by a majority of the Board of Directors.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes.

This corporation shall have no membership class and no members.

3.02 Non-Voting Affiliates.

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of this corporation. The Board, a designated committee, or any duly elected officer, in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

Affiliates have no voting rights and are not members of this corporation.

Any dues for affiliates shall be determined by resolution and these Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors.

South Shore Golf RI Corp. shall have a Board of Directors consisting of at least three (3) and no more than fifteen (15) directors. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers.

All corporate legal powers shall be exercised by or under the authority of the Board and the affairs of this corporation shall be managed under the direction of the Board, except as otherwise provided by law.

The Board of Directors shall have power to elect, employ, appoint and remove employees and agents of the corporation, to fix their compensation, to make and execute all deeds, contracts, purchases and sales, as well as other conveyances and generally to conduct the business of the corporation and to exercise all of its powers. Any or all of the above powers may be delegated by the Board of Directors to any of the officers of the corporation.

4.03 Terms.

All directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.

Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

Directors may serve terms in succession.

The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors.

In order to be eligible to serve as a director, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies.

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws.

Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

4.06 Removal of Directors.

A director may be removed by two-thirds vote of directors then in office, if:

- (1) the director is absent and unexcused from two or more board meetings in a twelve-month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice president shall excuse the president. Or:
- (2) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting.

4.07 Board of Directors Meetings.

Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. These meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Special Meetings. Special meetings may be called by the president, vice president, secretary, treasurer, or any two (2) other directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

Waiver of Notice. Any director may waive notice of any meeting, in accordance with Rhode Island law.

4.08 Manner of Acting.

Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Hung Decisions. On the occasion that directors are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Members for Services.

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

4.11 Informal Action By The Board of Directors.

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, as long as a quorum gives consent.

ARTICLE V

COMMITTEES

5.01 Committees.

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- (i) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (ii) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (iii) amend or repeal Bylaws or adopt new Bylaws;
- (iv) amend or repeal any resolution which by its express terms is not so amendable or repealable;
- (v) appoint any other committees or the members of these committees;
- (vi) expend corporate funds to support a nominee for director; or
- (vii) approve any transaction;
 - a. to which the corporation is a party and one or more directors have a material financial interest; or
 - b. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees.

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors,

with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE VI

OFFICERS

6.01 Board Officers.

The officers of the corporation shall be a president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office.

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

6.03 Removal and Resignation.

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President.

The president shall be the chief volunteer officer of the corporation. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the board.

6.05 Vice President.

In the absence or disability of the president, the ranking vice-president or vice-president designated by the board shall perform the duties of the president. When so acting, the vice-president shall have all the legal powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board or the president.

The vice-president shall normally accede to the office of president upon the completion of the president's term of office.

6.06 Secretary.

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer.

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.

The treasurer shall perform all duties properly required by the board or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers.

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

7.01 Contracts and other Writings.

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president or the treasurer, signing singly, or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks and Drafts.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness 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 a resolution.

7.03 Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

7.04 Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification.

Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Advance for Expenses. Expenses incurred 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, as authorized by the board in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Rhode Island Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records.

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year.

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest.

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy.

The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of South Shore Golf RI Corp. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX

TRANSPARENCY AND ACCOUNTABILITY

9.01 Purpose.

By making full and accurate information about its mission, activities, finances, and governance publicly available, South Shore Golf RI Corp. practices and encourages transparency and accountability to the general public. This policy will:

- (i) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
- (ii) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public;
- (iii) specify the procedures whereby the open/closed status of documents and materials can be altered.

9.02 Policy.

Financial and IRS documents (The form 1023 and the form 990). South Shore Golf RI Corp. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Means and Conditions of Disclosure. South Shore Golf RI Corp. shall make "Widely Available" the aforementioned documents on its internet website: [YOUR WEBSITE] to be viewed and inspected by the general public.

- (i) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (ii) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (iii) South Shore Golf RI Corp. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (iv) South Shore Golf Corp. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

9.03 IRS Annual Information Returns (Form 990).

South Shore Golf RI Corp. shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

9.04 Board.

All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.

All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.

All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

9.05 Staff Records.

All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

9.06 Donor Records.

All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

ARTICLE X

AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION

10.01 Amendments to the Articles of Incorporation.

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board.

10.02 Amendments to the Bylaws.

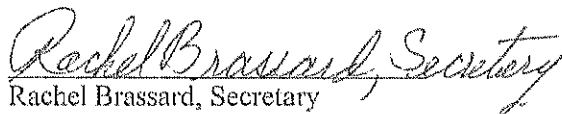
These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors then in office at a meeting of the Board, provided, however,

- (i) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and
- (ii) that all amendments be consistent with the Articles of Incorporation.

Notwithstanding the foregoing, if an amendment affects the voting rights of directors, such amendment shall further require ratification by a two-thirds vote of a quorum.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of South Shore Golf RI Corp. were approved by the South Shore Golf RI Corp. Board of Directors on September __, 2022 and constitute a complete copy of the Bylaws of the corporation.


Rachel Brassard, Secretary

Date: 9/20/22