

BASKETS OF CARE, INC.

BYLAWS

ARTICLE I NAME, SEAL, AND OFFICES

The name of this nonprofit corporation shall be Baskets of Care, Inc.

The corporation shall have no seal.

The principal office of Baskets of Care, Inc. shall be in the County of Lucas, in the State of Ohio.

ARTICLE II MISSION

The mission of Baskets of Care, Inc. shall be to help women and men diagnosed with breast cancer navigate the confusing and frightening journey toward regaining their physical and emotional wellbeing.

A non-profit organization, Baskets of Care, Inc. will provide individuals with breast cancer essential contact information, educational materials, and comfort-care products, as well as hands-on support throughout their battles.

ARTICLE III MEMBERSHIP

Baskets of Care, Inc. shall be governed by a Board of Directors, consisting of elected officers and appointed directors. The maximum number of board members shall be twenty.

Appointed directors shall serve a three-year term and may be appointed for one additional term (six consecutive years). A director's term may be extended by up to two years in order to serve as an elected officer of the Board. All directors shall be appointed for staggered terms so that no more than one-third of the directors' terms expire each year.

The Executive Director shall be a non-voting member of the Board of Directors.

Section 1. Role of the Board

The role of the Board shall be to:

1. Act as the fiduciary and guardian of the organizational assets
2. Review and approve Basket of Care, Inc.'s program budget
3. Establish short- and long-term goals
4. Assess progress toward goals
5. Assume stewardship responsibility for Basket of Care, Inc.'s finances
6. Set policies for the overall management and operation of the agency

Section 2. Expectations of the Members of the Board

Expectations of board members include:

1. Attending regularly scheduled board meetings
2. Participating in committee work
3. Becoming informed about the policies and programs of Basket of Care, Inc.
4. Participating in fundraising activities and special events sponsored by Basket of Care, Inc.
5. Contributing financially according to ability
6. Participating in board orientation activities
7. Acting as informed advocates of Basket of Care, Inc.

Section 3. The Board Chair

The board chair shall preside at all board and executive committee meetings of the organization. The board chair shall exercise general supervision over the affairs of the organization and shall be an ex officio member of all committees of the board. He or she shall have the power to sign with the chief executive, in the name of the organization, all contracts authorized either generally or specifically by the board. The board chair shall appoint the chairs of all committees and task forces of the board and perform other duties as may be assigned by the board.

In the absence of the board chair, the board chair-elect shall perform the duties of the board chair.

Section 4. Confidentiality

Confidentiality is a hallmark Baskets of Care, Inc. Therefore, all board members shall:

1. Ensure that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately
2. Ensure that all medical information about Baskets of Care, Inc.'s clients is treated as confidential and not disclosed

Board members and employees shall exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

Section 5. Resignation and Removal

Any director may resign at any time by giving written notice to the board chair. Any director may be removed by a majority vote of the board for just cause, or for three consecutive unexcused absences at board meetings.

Section 6. Vacancies

If a vacancy occurs during a board member's term, the board may elect a replacement to complete the remainder of the departing member's unexpired term.

ARTICLE IV OFFICERS AND THEIR ELECTION

Section 1. Officers

The elected officers of Baskets of Care, Inc. shall be a Board Chair, a Chair-Elect, a Secretary, and a Treasurer.

Section 2. Elections

Election of officers shall take place at the Board of Directors meeting in October. The officers shall take office January 1 for a term of one year and may be re-elected to the same position for up to two additional terms.

Section 3. Vacancies

The Board of Directors shall fill any officer vacancies occurring during a term.

ARTICLE V DUTIES OF OFFICERS

Section 1. Responsibilities

Officers shall perform the following duties:

A. The Board Chair shall:

1. Be directly responsible to the board for the administration of the organization
2. Appoint committee chairs and members as necessary and delegate committee activities, with board approval
3. Appoint members to fill other positions, such as liaisons, editorial positions, section chairs, and focus group leaders, as appropriate with board approval
4. Preside at all board meetings
5. When appropriate, serve as the official representative and spokesperson of Basket of Care, Inc.
6. Approve all contracts into which Basket of Care, Inc. enters (responsibility may be delegated to the Executive Director)
7. Serve on the executive, budget and finance, and other committees as appropriate
8. Provide a report at each board meeting of his or her activities since the previous board meeting
9. Perform any other duties that are necessary for the successful execution of Basket of Care, Inc.'s mission

B. The Board Chair-Elect shall:

1. Automatically become Chair when the latter's term expires
2. Assume the duties of the Chair in case of the absence, incapacity, or resignation of the Chair
3. Chair the Strategic Planning Committee
4. Perform any other duties that are necessary for the successful execution of Basket of Care, Inc.'s mission

C. The Secretary shall:

1. Ensure that actions of the board are documented
2. In advance of meetings, provide written agendas of the sessions of the full board and the meetings of the standing committees
3. In advance of meetings, distribute to board members appropriate background information on subjects to be discussed
4. Prepare and provide written minutes to board members in the specified time
5. File the approved minutes and maintain the official list of board members in accordance with procedure
6. Perform any other duties that are necessary for the successful execution of Basket of Care, Inc.'s mission

D. The Treasurer shall:

1. Serve as financial officer of the organization and as chair of the finance committee
2. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
3. Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis
4. Assist the Executive Director in preparing the annual budget and presenting the budget to the board for approval
5. Review the annual audit and answer board members' questions about the audit
6. Perform any other duties that are necessary for the successful execution of Basket of Care, Inc.'s mission

ARTICLE VI MEETINGS

The Board of Directors shall meet at least ten times a year for the transaction of business, and all board members are expected to attend. The Board Chair may call special meetings of the Board of Directors at any time deemed necessary with prior notice given to each member.

Section 1. Annual Meeting

An annual meeting shall be held each year to review activities of the past year through committee reports and to elect the follow year's officers.

Section 2. Quorum

Two elected officers and five members of the Board of Directors shall constitute a quorum at any meeting. Electronic participation (e.g., conference call or email) is permitted. If there is less than a quorum present at any meeting, no official actions shall be taken.

Section 3. Absence and Participation

Board members who are unable to attend a meeting shall notify the Board Chair or the Executive Director. The Executive Committee shall periodically evaluate attendance and participation of members.

Section 4. Parliamentary Authority

The current edition of *Robert's Rules of Order Revised* shall govern all meetings in which they are applicable and in which they are consistent with these Bylaws.

ARTICLE VII EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers and the immediate past Board Chair.

The Executive Committee shall:

1. Participate in selection, supervision, and evaluation of the Executive Director.
2. Approve and/or assists in long-range planning.
4. Review the financial status of the organization and progress towards goals.
5. Establish procedures for maximum utilization of board member potential, including:
 - Evaluation of board functions.
 - Yearly evaluation of board members according to job description.
 - Review of each board's member's activity and participation.
 - Board development and education.
 - Coordinate activities of all standing committees.
6. Determine the Executive Director's compensation levels, by considering, as the committee deems appropriate, performance and personnel evaluations, past compensation, comparable compensation at peer and other relevant institutions, general market conditions, and legal requirements.

ARTICLE VIII STANDING COMMITTEES

All board members shall serve on at least one standing committee.

Section 1. Finance and Audit Committee

The Finance and Audit Committee shall:

1. Prepare yearly budgets and oversee organizational financial planning, including the strategic plan.
2. Approve the allocation of funds and payment of bills.
3. Ensure the preparation of accurate, timely financial reports, and review such reports with the board to explain budget deviations and make recommendations.
4. Review internal financial controls.
5. Review budgets of special projects or committees as appropriate.
6. Review, on an annual basis, the sources of funding for Basket of Care, Inc.
7. Arrange for an annual audit of the financial operations, review audit report with the auditor, and report the results to the board.
8. Recommend to the board the investment of funds and report to the board on a regular basis the conditions of such investments.
9. See to the preparation of all tax forms and licenses as required by law.
10. Ensure that Basket of Care, Inc. is adequately insured

Section 2. Development Committee

The Development Committee shall:

1. Lead the board's participation in resource development and fundraising.
2. Work with the staff to develop Basket of Care, Inc.'s fundraising plan.
3. Develop policies, plans, procedures, and schedules for board involvement in fundraising.
4. Help educate directors about Basket of Care, Inc.'s program plans and the resources needed to realize those plans.
5. Familiarize directors with fundraising skills and techniques so that they are comfortable with soliciting contributions on behalf of their organization.
6. Set minimum guidelines for directors' contributions and then solicits those contributions.
7. Play a strong role in identifying, cultivating, and approaching major donors (individual and planned gifts, foundation, and corporate).

Section 3. Governance Committee

The Governance Committee shall:

1. Identify, recruit, and nominate persons to serve as members and officers of the board and to provide development opportunities for board membership.
2. Determine what is needed to strengthen the board.
3. Maintain a list of prospective nominees.
4. Recruit candidates who are willing to serve.
5. Develop a slate of nominees.
6. Evaluate the performance of members of the board and consult with those not performing adequately.

Section 4. Strategic Planning Committee

The Strategic Planning Committee shall:

1. Promote, coordinate, and oversee planning across the organization.

2. Link Basket of Care, Inc.'s programs and services with its mission, markets, and resources.
3. Assist the Executive Director in formulating, advancing, and communicating a vision for the future of Basket of Care, Inc.
4. Identify strategic issues and options through ongoing analysis of Basket of Care, Inc.'s internal strengths and weaknesses in relation to its external opportunities and threats.
5. Prepare and periodically update planning assumptions.
6. Ascertain the need for outside planning expertise and retain consultants as appropriate.
7. Oversee and monitor the implementation of plans to ensure that they are carried out.
8. Promote and evaluate the continuous assessment and benchmarking of planning efforts.
9. Oversee the work of those committees and task forces charged with responsibility for implementing policies related to strategic planning activities.
10. Ensure adequate communication and consultation about planning issues and process with Basket of Care, Inc.'s stakeholders.

ARTICLE IX FISCAL YEAR

The fiscal year of Baskets of Care, Inc. shall commence on January 1 of each year and end on December 31.

ARTICLE X DISSOLUTION

Upon dissolution of the corporation, the assets shall be distributed as follows:

1. Assets held by the corporation in trust for specified purposes shall be applied as far as feasible in accordance with the terms of the trust; and
2. Assets not applied pursuant to subparagraph (1) shall be applied as far as feasible toward carrying out the purposes set forth in the Articles of Incorporation of the corporation; and
3. If it is not feasible to apply any assets of the corporation as provided in subparagraphs (1) and (2), the assets shall be applied as directed by the Court of Common Pleas of Lucas County, Ohio, and the Trustees shall file an action in such direction. The Attorney General of the State of Ohio shall be made a party to any such action.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by the Board of Directors at any regular meeting by a two-thirds vote providing notice has been given at the previous meeting and presented in writing to all members.

Proposed: 08/31/2010
Revised: 12/08/2010
Adopted:

BASKETS OF CARE, INC.

CONFLICT OF INTEREST POLICY AND PROCEDURES FOR DIRECTORS

Policy Statement

Each member of the board of Baskets of Care, Inc. has a duty of loyalty to Baskets of Care, Inc. In furtherance of this duty, it is the policy of Baskets of Care, Inc. that directors may not use their position as directors for personal, family, or professional gain. Directors may not obtain for themselves, their relatives, or their friends a material financial interest of any kind from their connection with Baskets of Care, Inc. Each director has a duty to give undivided allegiance to Baskets of Care, Inc. when making decisions affecting Baskets of Care, Inc. and in any transactions, dealings, or situations involving Baskets of Care, Inc. In furtherance of these obligations, Baskets of Care, Inc. has adopted this Conflict of Interest Policy and Procedures applicable to its directors.

1. Categories of Conflicts of Interest

Conflict of Interest Transactions

A conflict of interest with respect to a transaction effected or proposed to be effected by the organization means the interest a director has respecting such transaction, if:

1. The director knows that he or she or a related person is a party to the transaction or has a beneficial financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the director or a related person that the interest would reasonably be expected to exert an influence on the director's judgment if he or she were called upon to vote on the transaction; or
2. The director knows that any of the following persons is either a party to the transaction or has a financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the person that the interest would reasonably be expected to exert an influence on the director's judgment if he or she were called upon to vote on the transaction:
 - a. An entity of which the director is a director, officer, partner, equity owner, agent, or employee;
 - b. A person that controls, is controlled by, or is under common control with, one or more of the entities described in subsection (a); or
 - c. An individual who is a partner, principal, employer, employee, personal friend, business associate, or a significant creditor or debtor of the director.

For purposes of this Policy, a "related person" of a director means 1) the spouse of the director, or a parent or sibling thereof, or a child, grandchild, sibling, or parent of the director, or the spouse of any thereof, or an individual having the same home as the director, or a trust or estate of which an individual specified in this paragraph is a substantial beneficiary, or 2) a trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

Examples of situations in which conflicts of interest may arise include, but are not limited to, the following:

- Transactions with persons and organizations supplying goods and commercial services to Baskets of Care, Inc.
- Transactions with persons and organizations from which Baskets of Care, Inc. leases property and equipment
- Transactions with persons and organizations with whom Baskets of Care, Inc. is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property
- Transactions with persons representing competing or collaborating organizations
- Transactions with donors and others supporting Baskets of Care, Inc.
- Transactions with persons representing agencies, organizations, and associations that affect the operations of Baskets of Care, Inc.
- Transactions with organizations or individuals receiving grants from Baskets of Care, Inc.

Conflict of Interest Relationships

Baskets of Care, Inc. recognizes that conflicts of interest may arise not only in the context of a transaction but also in situations where a director's personal interests, or the interests of a related person, personal friend, business associate, an entity in which a member holds an equity interest, employer, employee, or a significant creditor or debtor of the director, could reasonably be expected to exert an influence on the director's judgment regarding general Baskets of Care, Inc. matters and/or impair his or her ability to act in Baskets of Care, Inc.'s best interests.

It is important to note that a "conflict of interest" exists if a decision could be influenced (i.e., perceived conflict of interest); it is not necessary that influence actually take place.

2. Procedures for Identifying and Addressing Conflicts of Interest

The following procedures shall be followed when a conflict of interest arises with respect to any director:

1. The director must promptly make full disclosure of the conflict of interest to the qualified directors of the board. The director must disclose (a) the existence and nature of the director's conflict of interest and (b) all facts known to him or her regarding the subject matter of the transaction or situation that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction or how to deal with the situation.
2. For purposes of this policy, a "qualified director" means any director who does not have either (a) a conflict of interest with respect to the transaction or situation, or (b) a familial, financial, professional, or employment relationship with a second director who does have a conflict of interest with respect to the transaction or situation, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction or situation.
3. The qualified directors will discuss the conflict of interest and, depending on the nature of the conflict of interest, vote on either (a) whether or not to continue the transaction at issue or (b) measures to address the situation at issue. Directors subject

to a conflict of interest shall not be permitted to be present or to participate in the deliberations or vote of the qualified directors with respect to such conflict of interest. Recusal of the director shall require such director to physically remove himself or herself from a meeting, conference call, e-mail, listserv, or any other electric communications.

4. The conflict of interest transaction or situation shall be approved only upon the affirmative vote of a majority of those qualified directors on the board or on a duly empowered committee of the board (who voted on the transaction after required disclosure to them); provided, that action by a committee is effective only if (a) all committee members are qualified directors, and (b) committee members are either all the qualified directors on the board or are appointed by the affirmative vote of a majority of the qualified directors on the board. A majority of all the qualified directors on the board, or on the committee, constitutes a quorum for purposes of the vote described above.
5. When a conflict exists, resolution of the matter may include (a) approving or disapproving any transaction or situation at issue; (b) requiring the director to remove himself or herself from positions in which the conflict of interest exists until there is no longer a conflict; or (c) requiring the director to discontinue, reduce, or modify his or her participation in the board, committees, or task forces where the conflict exists.
6. In addition to the procedures described above, directors have an obligation to address any perceived conflict of interest of other directors if they are aware of such conflicts with respect to matters pertaining to Baskets of Care, Inc.

3. Acknowledgment and Annual Disclosure

Directors will receive this Conflict-of-Interest Policy and Procedures and shall be required to sign and date the policy disclosure form at the beginning of their term of service. Directors also shall be required to sign and update the policy disclosure form at the beginning of each calendar year. Failure to update or sign the policy disclosure form, however, does not nullify a director's obligations under this policy.

**ANNUAL STATEMENT CONCERNING
POSSIBLE CONFLICT OF INTEREST**

The undersigned acknowledges receipt of a copy of Baskets of Care, Inc.'s Conflict of Interest Policy and Procedures for Directors.

By my signature affixed below, I acknowledge my agreement with the spirit and intent of these policies and, I agree to report to the chief executive of the organization any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of interest.

_____ I do or may have a conflict of interest in the following area(s):

Name: _____

Date: _____

Signature: _____