

BYLAWS A SPECIAL WISH FOUNDATION, INC.

ARTICLE I. NAME

Section 1.1 Name. The official name of the Corporation is A Special Wish Foundation, Inc., (“ASW”).

ARTICLE II. PRINCIPAL OFFICES, REGISTERED AGENTS

Section 2.1 Principal Location. The location of the principal office(s) of ASW is in the greater Columbus, Ohio, area, which are the offices of its National Board of Governors and the headquarters of ASW.

Section 2.2 Chapter Offices. Other offices of ASW are those of the various Chapters and their Boards of Directors. In the event a Chapter changes their address, the National office is to be notified within 30 days. See Policy No. 25.11 of the Foundation’s ***Policy and Procedures Manual*** for specifics on listing of Chapter address and telephone number.

Section 2.3 Other Offices. The Board of Governors may elect to establish offices other than Chapter offices on a temporary or permanent basis, if they deem it appropriate and/or helpful in carrying out the business of ASW.

Section 2.4 ASW’s Registered Agent. The name and address of the Registered Agent of ASW is as set forth in its Articles of Incorporation. The Board of Governors may, from time to time, designate a different individual as its registered agent; provided, however, such designation shall become effective only upon the filing of a statement of such change with the Secretary of State of the State of Ohio, as required by law.

Section 2.5 Other States’ Registered Agent. The name and address of the corporation’s Registered Agent in those states other than Ohio (where the corporation is considered to be a foreign corporation, doing business in those states) shall be designated from time to time by the Board of Governors; provided, however, such designation shall become effective only upon the filing of a statement of such change with the Secretary of State, or as otherwise provided by laws within the individual states.

ARTICLE III. PURPOSE/MISSION/GOALS

Section 3.1 Purpose.

A. Charitable Purpose

The charitable purpose of ASW is to grant, when deemed appropriate, feasible and within the powers of its Boards, the special wishes of those infants/children/adolescents who meet ASW’s criteria for its wish-granting services.

B. Support Purposes

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The support purpose of ASW is to organize, develop, promote and assist chapters in performing the ASW's primary purpose as outlined in these Bylaws, in areas specified, from time to time, by the Board of Governors in areas both in and outside the United States.

Section 3.2 Mission. The mission of ASW is to enhance the quality of life for those children having a life-threatening disorder by granting their special wish.

Section 3.3 Goals. The goals of ASW are:

- A. To enhance the quality of life for those infants/children/adolescents who have been diagnosed as having a medical problem which is considered to be life-threatening, and who have not attained the age of 21 years by providing the opportunity for their special wish to be granted.
- B. To lend both emotional and social support to the family of the above-mentioned children by providing the opportunity for them to share in the wish activity, and to enable them to gather some lasting memories to cherish in the future.

Section 3.4 Non-discrimination Policy. "It shall be the policy of A Special Wish Foundation, Inc. to provide equal membership, employment, volunteerism, and services to all eligible persons without regard to race, religion, color, creed, ancestry, national origin, citizenship, age, sex, marital status, parental status, sexual orientation, veteran status, membership to any labor charity, political ideology, disability of an otherwise qualified individual, or any other legally protected basis, to the fullest extent provided by applicable federal, state and local law, and in accordance with the Foundation's governing instruments."

ARTICLE IV. ORGANIZATIONAL STRUCTURE

Section 4.1 National Board of Governors. The National Board of Governors is the absolute Board of highest authority within A Special Wish Foundation, Inc. Its purpose is to set policy, ensure compliance with ASW's Articles of Incorporation, Bylaws and Policy and Procedures Manual and to monitor the total program on a national basis. It is also responsible for development of the national program as directed by the Board of Governors.

The Board of Governors may have as few as seven (7) members or as many as twelve (12), as deemed necessary to carry out the duties and responsibilities attendant upon such governing board.

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Section 4.2 Chapter Board of Directors.

A. Board of Directors

Each Chapter shall be comprised of a Board of Directors of not less than seven (7) and not more than twelve (12) members. This Board's purpose shall be to conduct the regular and/or special business of the various Chapters of the Foundation within their Service Area, as defined herein, in accordance with the Articles of Incorporation, Bylaws, and Policy and Procedures adopted by the Foundation's Board of Governors. All Boards of Directors are responsible to the National Board of Governors.

B. Affiliate Chapters.

All Chapters are considered to be Affiliate Chapters of A Special Wish Foundation. Each Chapter is comprised of a Board of Directors and a Corps of Volunteers. All Chapters are under the jurisdiction of the National Board of Governors; inasmuch, the Affiliate Chapters are considered to be a branch of the larger group and under their jurisdiction. No Chapter shall hold itself out or represent itself to be an entity; separate and apart from the rest of the organizational structure. The duties and responsibilities of Chapters are as specified in the Foundation's ***Policy and Procedures Manual***, Policy No. 7.02.

C. Service Areas.

The Service Area of each Chapter shall be considered to be those counties designated by the Board of Governors which are included in the area served by the Chapter. Service Areas shall consist of not less than two (2) and not more than six (6) counties, as determined by the Board of Governors. All activities must be conducted exclusively within the Service Area designated for the Chapter by the Board of Governors. However, chapters may accept contributions from outside their service areas only if the contributions specifically include the chapter name. For example, a check must be made out to "A Special Wish Foundation Inc. XYZ Chapter" or the equivalent which clearly indicates that it is intended for that chapter. Any checks which do not include the chapter identification will be assumed to be intended for the entire organization and must be forwarded to the National Office. Chapters must keep copies or have access to all checks. The Board of Governors may request donor records and copies of checks at any time. Failure to comply will result in a 30% penalty on all donations which are not forwarded.

ARTICLE V. MEMBERSHIP ON NATIONAL BOARD OF GOVERNORS

Section 5.1 Board of Governors. Membership on the Board of Governors shall be of two types: "Elected" or "Chapter".

- A. Elected membership applies to those members seated on the Board of Governors after 1982. Their terms are rotating terms of 4 years with a 4 year renewal. The renewal term will be voted on by the Board of Governors.
- B. Chapter membership on the Board of Governors shall include:

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1. One seat to be occupied for a one-year term by a Board member from an ASW Chapter. Once all participating Chapters have had the opportunity to be represented on such Board, the process can be repeated.
 2. One seat on the Board of Governors shall be open to those Chapters who have not previously been represented and shall be on a rotating basis (meeting by meeting) for the purpose of including in the agenda items deemed appropriate for Board action and/or attention.
- C. Spousal Membership. Both husband and wife may be members of ASW but both cannot serve as a member of the same Board, including the Board of Governors, at the same time.

Section 5.2 Filling a Vacancy on Board. In the event of death, resignation, expiration of term, or removal of a member of the Board of Governors from the Board, his/her seat on the Board shall be filled by a vote of at least three-fourths (3/4) of the members of the Board of Governors.

If an incumbent member (with exception of Chapter Members), whose term is about to expire, wishes to serve a subsequent term, he/she shall so indicate by submitting a letter to the Chairperson of the National Board not later than three (3) months prior to the end of the then-current term. The Chairperson shall submit such letter to the Board immediately for consideration of re-appointment.

Section 5.3 Resignation and Removal. A member shall indicate his or her intention to resign from the Board of Governors by submitting such resignation to the Chairperson. The Board of Governors shall have the right to remove from its membership, with or without cause, any individual by an affirmative vote of at least three-fourths (3/4) of its members.

Section 5.4 Meetings of Board of Governors.

- A. Regular Meetings. Regular Meetings of the Board of Governors shall be as determined by that Board to be necessary and helpful in conducting the ordinary and or special business of ASW. Notice of regular meetings of the Board, including a copy of the agenda, with supporting materials, shall be delivered to each member of the Board one (1) week prior to the meeting of the Board. In order to remain on the Board of Governors for their designated terms, Board members must attend at least 75 percent (75%) of the regularly scheduled meetings of the Board, unless the Board of Governors feels there are extenuating circumstances.
- B. Special Meetings
Special meetings of this Board may be called by the Chairperson or a majority of the Board's members, provided the purpose of such meeting is stated in written notice to all members of the Board of Governors or upon verbal contact with each member of said Board, advising them of the date,

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time and location of the meeting. Except in cases of emergency, members shall be given at least three (3) days' notice of such meeting.

C. Quorum

A majority of the active members (50%+1) of the Board of Governors shall constitute a quorum for the purpose of meeting to conduct business for ASW. In the absence of a quorum, no action shall be taken on the part of the Board of Governors. Those present at the meeting through the use of Authorized Communications Equipment (such as conference telephone call or video conference), by which all members can contemporaneously communicate with each other, shall be considered present in person for purposes of quorum and voting.

Section 5.5 Action Without A Meeting. Any action that may be authorized or taken at a meeting of the Board of Governors may be authorized or taken without a meeting through an action in writing, including email, signed by all of the members entitled to vote on the action.

Section 5.6 Conflicts of Interest. The Board of Governors shall comply with ASW's adopted Conflict of Interest Policy and shall cause officers, Chapters and management employees to comply with such Policy.

ARTICLE VI. OFFICERS OF THE BOARD OF GOVERNORS

Section 6.1 Officers of Board of Governors. The officers of the Board of Governors shall be Chairperson, Vice Chairperson, Secretary and Treasurer, who must be members of the Board.

Section 6.2 Election and Terms of Officers. During the regular meeting of the Board of Governors held in October, a Nominating Committee of at least three (3) Board members shall be appointed by the Board Chairperson. It shall be the duty of this Committee to nominate candidates for the offices to be filled in January. The Nominating Committee shall make their report during the regular meeting.

Additional nominations from the floor shall be permitted during the annual meeting prior to the elections. Officers shall be elected to serve for a period of two (2) years or until their successors are elected. The term of office shall begin at the close of the annual meeting during which they are elected.

No member shall hold more than one office (Chairperson, Vice Chairperson, Secretary and Treasurer) at one time. The Chaplain shall not be bound by this rule, inasmuch as it shall not be considered to be an officer position on the Board.

A partial term served due to the filling of a vacancy shall not preclude an officer from serving additional terms, if elected by the Board.

- A. In case of the absence of any officer of the Board of Governors, with exception of the Chairperson, or for reason(s) deemed sufficient by the Board, a majority vote of the Board may delegate (for the time being) any

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powers of any officer to any other member of the Board.

- B. Any officer elected by the Board of Governors may be removed from such office with or without “cause” at any time upon a vote of at least three-fourths of the members of the Board of Governors.
- C. A vacancy created in any office due to the resignation, death or removal of a member of the Board of Governors shall be filled by the Board for the unexpired portion of the term by a vote of at least a majority of the members of the Board.

Section 6.3 Duties and Responsibilities of Officers.

- A. The Chairperson. The Chairperson of the Board of Governors shall be the chief executive officer of the Board, preside at all meetings of the Board; keep order, make parliamentary decisions; vote only in the case of a tie vote or if needed to meet quorum; yield the chair in order to debate; appoint committees; sign, with the Secretary or any other proper officer of ASW, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or Bylaws, to some other officer or agent of the Board or which shall be required by law to be otherwise signed or executed.

The Chairperson shall sign checks in the absence/inaccessibility of the Treasurer , and shall perform all other duties usually pertaining to the office of the Chairperson of the Board of Governors or which may be prescribed by the Board from time to time.

The Chairperson shall provide a copy of the agenda and supporting material to each member of the Board of Governors at least 24 hours prior to the meeting of the Board if/when it becomes desirable to review the records of any Chapter, the Chapter shall be so notified by the National Board of Governors.

- B. The Vice Chairperson. The Vice Chairperson of the Board of Governors, in the case of temporary absence of the Chairperson of the Board, shall be responsible for performing the usual duties of the Chairperson, as outlined above.

If the Chairperson resigns, expires, is removed, or term as member of the Board of Governors expires, the Vice Chairperson shall become Chairperson for the duration of the unexpired term of the Chairperson. When the Vice Chairperson takes the place of the Chairperson, his/her decisions are as binding as those of the Chairperson. The Vice Chairperson shall perform such other duties as may be assigned from time to time by the Board.

- C. The Secretary. The Secretary of the Board of Governors shall be responsible for recording the business (both ordinary and special) of all meetings of the

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Board of Governors and keep same in one or more books provided for that purpose; furnish a copy of the minutes to each member of the Board at least 24 hours prior to the next regularly scheduled meeting; keep an accurate list of the membership of the Board; send notices of regular or special meetings and assist the Chairperson in preparing the agenda for such meetings.

It shall also be the responsibility of the Secretary to see that all notices are duly given in accordance with the provisions of the Articles of Incorporation, Bylaws, Policy and Procedures of ASW, or as required by law; be custodian of the records of the Board of Governors and perform such other duties as may from time to time be assigned by the Board or Chairperson of the Board of Governors.

A copy of the minutes of the meetings shall be furnished to the National Executive Office and each member of the Board of Governors by the Secretary at least 24 hours prior to the next scheduled meeting of the Board.

- D. The Treasurer. The Treasurer of the Board of Governors shall be responsible for the custody of the funds of the Board of Governors deposited with him/her; receive and give receipts for monies due and payable to the Board from any and all sources, and deposit all monies in the name of A Special Wish Foundation, Inc. in the banking facility designated by the Board. He/she shall pay out of the funds, on the order of the Board, to satisfy obligation(s) of the Foundation; shall make a full report on the financial status of the Foundation at each regular meeting of the Board as well as such interim reports as the Board may direct; and perform other duties as may be assigned from time to time by the Board or Chairperson of the Board of Governors.
- E. The Chaplain. The Chaplain of the Board of Governors shall be responsible for offering invocation at the opening of the Board meeting or other events of ASW, as requested by the Board, and offer benediction, upon request, but shall not be considered to be an officer of the Board.

ARTICLE VII. COMMITTEES OF THE BOARD OF GOVERNORS

Section 7.1 Committees. The Board of Governors shall consist of as many or as few committees as deemed appropriate by the Chairperson to conduct the ordinary and/or special business of the Board of Governors. Except as otherwise provided in these Bylaws, all committee members and the chairperson of each committee (the "Committee Chairperson") shall be appointed by and serve at the pleasure of the Board of Governors upon the recommendation of the Chairperson.

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Section 7.2 Examples of such committees may include, but not limited to the following:

- A. Executive Committee. This Committee shall be responsible for considering and taking action, on behalf of the Board of Governors, on all matters of an emergency nature when it is not appropriate to delay such action until the next scheduled meeting of the Board. The Committee shall meet at the call of the Chairperson or any other two officers of the Board of Governors. When it is necessary for the Executive Committee to take such action, they shall assume the duties, responsibilities and authority of the Board of Governors. The minutes of the next scheduled meeting of the Board of Governors shall reflect such action and shall indicate the vote of each person present.

This Committee shall be comprised of the officers of the Board: Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Treasurer and/or other board members the Chairperson may designate.

- B. Development Committee. This Committee shall be responsible for targeting new areas for placement of ASW Chapters and shall make recommendations to the Board of Governors regarding chapter development and related matters.

This Committee shall consider and make recommendations to the Board of Governors on other matters regarding the development of other aspects of the program.

- C. Evaluation Committee. This Committee shall be responsible for reviewing minutes of meetings of all chapters with a view toward offering assistance, when appropriate, to Chapters, subject to approval of the Board of Governors.

This Committee shall be responsible for an annual evaluation of each ASW Chapter and its Board/Officers; said copy of evaluation to be presented to the Board of Governors in December.

- D. Finance Committee. This Committee shall be responsible for review of the finance report of each Chapter, and other matters related to the financial status of the Foundation.

The Finance Committee shall be responsible for formulation of a projected annual budget for the National Executive Office. The Chairperson may appoint any other member(s) to this Committee if he/she desires. The budget shall be formulated and presented to the Board of Governors at its regular meeting held in January each year.

- E. Public Relations Committee. This committee shall be responsible for providing speakers for international, national, state or local

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conventions/groups when appropriate, subject to approval of the Board of Governors.

This Committee shall also be responsible for obtaining national, state or local recognition of the ASW program via national, state or local publications subject to the approval of the Board of Governors.

The Public Relations Committee shall also be responsible for the development of videos which would serve as PSA training for new Board members/volunteers for utilization by all ASW chapters, as well as any other videos deemed to be appropriate by the Board of Governors for use by the Chapters and/or the Board of Governors.

ARTICLE VIII. COMPENSATION AND REIMBURSEMENT

Section 8.1 Board Compensation. No compensation shall be paid to any member of any of ASW's Boards, national or chapter, for services rendered in his/her capacity as a Board Member.

Section 8.2 Employee Compensation. Employees (part-time/full-time) of the Foundation shall be entitled to appropriate and reasonable compensation for their services as an employee in the discharge of their duties and responsibilities as such. A background check of each new employee shall be furnished to the Board of Governors when the Chapter needs additional help at the rate of pay appropriate/reasonable by the Director of the Chapter under whose direction they will be, if hired.

The Board of Governors may choose to set reasonable compensation for the Foundation's employees in the form of a schedule, which would be revised when the Board of Governors deems it appropriate to do so. Any such compensation schedule adopted by the Board of Governors will be distributed to all Affiliate Chapters immediately.

No compensation shall be paid to any member of any of ASW's volunteers for services rendered in his/her capacity as a volunteer.

Section 8.3 Reimbursement. Any Board member, volunteer or employee of ASW shall be entitled, if they so choose, to reimbursement of appropriate and necessary expenses incurred in the discharge of their duties and responsibilities, as such.

ARTICLE IX. CHAPTER BOARDS OF DIRECTORS

Section 9.1 Designation and Number. There shall be a Board of Directors within each Affiliate who shall be responsible for administration of the program within the Affiliate's designated Service Area; consisting of not less than seven (7) but not more than twelve (12) members.

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Section 9.2 Purpose, Duties and Responsibilities. The Board of Directors shall conduct the ordinary and special business of the Foundation within the Service Area in accordance with the Articles of Incorporation, Bylaws, and Policy and Procedures Manual adopted by the Board of Governors. The duties and responsibilities of the Board of Directors include, but are not limited to:

- A. Ensure that the program is conducted throughout the Service Area in accordance with the above-mentioned documents.
- B. Ensure that the image of the Foundation within the Service Area is conducive to the continued growth and success of the program.
- C. Maintain effective communication and a good working relationship between ASW and the hospitals participating in the program and provide hospitals with ASW brochures and appropriate forms for referrals of qualifying children within the Chapter's Service Area.
- D. Approve the granting/non-granting of wishes submitted to the Board in a timely manner, in accordance with the Policy and Procedures Manual of ASW.
- E. Generate funding within each county of the Service Area to effectively conduct the program.
- F. Direct the efforts of any fund-raising campaigns organized in the name of the Foundation and approved by the Board of Directors within the Affiliate's Service Area.
- G. Submit to the National Chairman written recommendations deserving or requiring the attention and consideration of the Board of Governors.
- H. Submit to the National Executive Office copies of quarterly reports, which includes minutes of all regular and special meetings of the Board of Directors, finance report, assessment report and fees, the wish report form and ASW wish paperwork for each wish granted in said quarter. All forms must be submitted by the end of the month following said quarter's end.
- I. Establish goals for the chapter for the following year, copy of which is to be submitted to the National Executive Office not later than December 31 of the current year.

Section 9.3 Membership on Board of Directors. The initial members of the newly appointed Board of Directors and shall serve the following terms:

- A. Members shall serve for a period of four (4) years with the ability to renew a second four (4) year term voted on by the Board of Governors.

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The length of each member's term, as outlined above, shall be determined by the "lottery" method. Both husband and wife may be members of ASW Boards, but both cannot serve as a member of the same Board at the same time.

If an incumbent member wishes to serve a subsequent term, a letter of application shall be submitted by that member to the Board of Directors three (3) months prior to the end of the term being served. The application will then be acted on by the Board of Directors at a meeting not less than thirty (30) days prior to the end of the term being served by the incumbent member.

Section 9.4 Filling Vacancies on Board of Directors. In the event of the death, resignation, expiration of term, or removal of member(s) from the Board of Directors, the vacancy on the Board shall be filled by a vote of at least three-fourths (3/4) of the members of the Board of Directors.

The Board of Directors shall solicit letters of application for any vacant seat on the Board not to be filled by the re-appointment of incumbent member(s). The name(s) of candidates considered to be an asset to the organization, shall be submitted to the Board of Directors. It shall be the responsibility of the Board to review the credentials of each individual recommended for Board membership. The individual(s) elected to fill such vacancy shall be notified immediately by written notice from the Chairperson of the Board, following a background check for possible criminal record.

Section 9.5 Removal of Chapter Board Members.

- A. Removal by Board of Governors. The Board of Governors shall retain the right to remove, with or without cause, any Board member(s) of any ASW Chapter at any time for any reason deemed appropriate by a vote of at least three-fourths (3/4) of the members of the Board of Governors. In the event of such action, the individual(s) being removed shall be so notified by certified mail by the Chairman of the Board of Governors; a copy of which notification shall be sent to the Chairperson of the Board of Directors of the Chapter from which the individual(s) is/are being removed.

Individual(s) removed from any ASW Board of Directors by the Board of Governors shall not be considered for re-appointment to the same Board/Chapter, without the written consent of the Board of Governors to the Chairman of the Board of Directors from which the individual has been removed. If a member of the Board of Directors has been removed by the Board of Governors, his/her appointment to another ASW Board/Chapter shall not be considered without the expressed written consent of the Board of Governors to the Chairperson of the Board requesting placement of the individual on that particular ASW Board.

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- B. Removal by Chapter Board. The Board of Directors shall have the right to remove from its membership, with or without cause, any individual by an affirmative vote of at least three-fourths (3/4) of its members. Upon removal of a board member, the Chapter Chairperson shall inform the National Office of the removal, and reasoning therefore, immediately.

Section 9.6 Resignation of Chapter Board Members. A member shall indicate his or her intention to resign from the Board of Directors by submitting such resignation to the Chairperson. Resignation is effective immediately upon tender to the Chairperson.

Section 9.7 Meetings of Boards of Directors

- A. Regular Meetings. The regular meetings of each Board of Directors shall be held at a minimum on a quarterly basis on a specific date, and at a specific time and location as shall be determined by that Board. Notice of the meeting, including a copy of the agenda with supporting materials, shall be delivered to each member of the Board not later than 24 hours prior to the next meeting of the Board. In order to remain on the Board of Directors for their designated term, Board members must attend at least 75 percent (75%) of the regular, scheduled meetings of the Board, unless the Board feels there are extenuating circumstances.
- B. Special Meetings. Special meetings may be called by the Chairperson or by five (5) members of the Board of Directors, provided the purpose of the meeting is stated in written notice to all members of said Board, and the date, time and location of the meeting. Except in cases of emergency, members shall be given at least three (3) days prior notice of such meeting.
- C. Quorum. A majority of the members (50% +1) of the Board of Directors shall constitute a quorum for the purpose of meeting to conduct the business of the Board. In the absence of a quorum, no action shall be taken on the part of the Board of Directors.
- D. Use of Communications Equipment. Those present at a meeting through the use of Authorized Communications Equipment (such as conference telephone call or video conference), by which all members can contemporaneously communicate with each other, shall be considered present in person for purposes of quorum and voting.
- E. Conflict of Interest. The Board of Directors shall comply with ASW's adopted Conflict of Interest Policy and shall cause all officers and management employees to comply with such Policy.

ARTICLE X. OFFICERS OF THE BOARD OF DIRECTORS

Section 10.1 Officers of Board of Directors

- A. Officers. The officers of the Board of Directors shall be Chairperson, Vice Chairperson, Secretary, and Treasurer each of whom must be members of the

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Board of Directors; and any other officer(s) specified by the Board of Governors from time to time.

- B. Election and Term. During the regular meeting of the Board held in November, a Nominating Committee of at least three (3) Board members shall be appointed by the Board Chairperson to nominate candidates for the offices to be filled during the meeting in January. The Nominating Committee shall make their regular report to the Board during the next regular meeting.

Additional nominations from the floor shall be permitted during the January meeting prior to the election. Officers shall be elected to serve for a period of one year or until their successors are elected. Their term of office shall begin at the close of the meeting during which they are elected.

No member shall be eligible to serve more than two full, consecutive terms in the same office unless approved by the Board of Governors. A partial term served due to filling a vacancy shall not preclude an officer from serving two additional full, consecutive terms. No member shall hold more than one office (Chairperson, Vice Chairperson, Secretary and Treasurer) at the same time.

- C. Any officer elected by the Board of Directors may be removed from such office with or without cause at any time upon a vote of at least three-fourths (3/4) of the members of the Board.
- D. A vacancy created in any office due to the resignation, death or removal of a member of the Board of Directors shall be filled by the Board for the unexpired portion of the term by a vote of at least three-fourths (3/4) of the members of the Board.

Section 10.2 Duties and Responsibilities of Officers

- A. The Chairperson of the Board of Directors shall be the Chief Executive Officer of the Board and shall supervise the business and affairs of the chapter within the service area; preside at all meetings of the Board; keep order; make parliamentary decisions; vote only in the case of a tie vote, yield the chair in order to debate; appoint committees; sign, with the Secretary or any other proper officer of the Corporation, contracts to executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or the Bylaws, or the Policy and Procedures of the Foundation, to some other officer or agent of the Board shall be required by law to be otherwise signed or executed. The Chairperson may sign checks in the absence/inaccessibility of the Treasurer, and shall perform all other duties usually pertaining to the office of the Chairperson of the Board of Directors or which may be prescribed by the Board from time to time.

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The Chairperson shall provide a written or typed copy of the agenda and any supporting materials to each member of the Board of Directors at least 24 hours prior to the meeting of the Board.

- B. The Vice Chairperson of the Board of Directors, in the case of the temporary absence of the Chairperson of the Board, shall be responsible for performing the usual duties of the Chairperson, as outlined above.

If the Chairperson resigns, expires, is removed, or term as a member of the Board of Directors expires, the Vice Chairperson shall become Chairperson for the duration of the unexpired term of the Chairperson. This officer may act as an aide to the Chairperson, upon request of the Chairperson, his/her decisions are as binding as those of the Chairperson. The Vice Chairperson shall perform such other duties as may be assigned from time to time by the Board of Directors.

- C. The Secretary of the Board of Directors shall be responsible for recording the business (both ordinary and special) of all meetings of the Board of Directors and keep same in one or more books provided for that purpose; furnish a copy of the minutes to each member of the Board not later than one week prior to the next regularly scheduled meeting; keep an accurate list of the membership of the Board; send notices of regular or special meetings of the Board, and prepare and/or assist the Chairperson in preparing the agenda for such meetings.

It shall be the responsibility of the Secretary to see that all notices are duly given in accordance with the provisions of the Foundation's Articles of Incorporation, Bylaws, Policy and Procedures, or as required by law; be custodian of the records of the Board and shall perform such other duties as may from time to time be assigned by the Chairperson of the Board of Directors. A copy of the minutes of the meetings shall be furnished to the National Executive Office of the Board of Governors within 30 days of the meeting.

- D. The Treasurer of the Board of Directors shall be responsible for the custody of the funds of the Board deposited with him/her; receive and give receipts for monies due and payable to the Chapter/Board from any and all sources, and deposit monies in a timely fashion, in the name of A Special Wish Foundation, Inc. in the banking facility designated by the Board of Governors.

The Treasurer shall pay out the funds, at the order of the Board, to satisfy the obligation(s) of the Chapter; shall make a full report at each meeting of the financial status of the Chapter and make such interim reports as the Board may direct, and perform other duties as may be assigned from time to time by the Board of Directors.

The Treasurer shall furnish a finance report to the National Executive Office on a monthly basis.

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Quarterly Assessment Reports and assessment checks must be received in the National Executive Office no later than the end of the month following said quarter's end **to avoid a late fee**.

ARTICLE XI. COMMITTEES OF THE BOARD OF DIRECTORS

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Committees. The Board of Directors shall consist of as many or as few committees as deemed appropriate by the Chairperson to conduct the ordinary and/or special business of the Board of Directors. Except as otherwise provided in these Bylaws, all committee members and the chairperson of each committee (the "Committee Chairperson") shall be appointed by and serve at the pleasure of the Board of Directors upon the recommendation of the Chairperson.

Section 11.2 Examples of such committees may include, but not limited to the following:

- A. Emergency Action Committee. It shall be the duty and responsibility of this Committee to take preliminary action on behalf of the Board of Directors on any wish request when the child or adolescent's physical and/or emotional condition is such that it does not seem advisable to delay such action until the next scheduled meeting of the Board of Directors. Such action on the part of this Committee shall require a vote of at least three-fourths (3/4) of its members. If this Committee cannot convene, a phone vote of the Board may be taken.

When a phone vote has been taken for the approval/non-approval of wishes, as outlined above, the minutes of the next scheduled meeting of the Board shall reflect such vote, indicating the vote of each member, and such vote shall be ratified by the Board by a majority vote.

The Chairperson of the Board shall act as Chairperson of this committee which shall meet at the call of the Chairperson of the Board. This Committee shall be composed of the Board Chairperson and the officers of the Board.

- B. Public Relations Committee. It shall be the duty and responsibility of this Committee to provide information and releases for all aspects of the media regarding the Foundation and its work. This committee shall also be responsible for ensuring that speakers are provided to clubs and organizations within the Chapter's Service Area when requested, and ASW participants are provided for appropriate television and radio programs and other aspects of the media regarding ASW and its work.
- C. Wish Planning Committee. It shall be the duty and responsibility of this Committee to ensure that each wish project has been approved by the Board of Directors, has been planned in its entirety, and that all necessary arrangements/reservations for transportation, lodging, entertainment, and/or other contacts are made in finalizing the wish project as outlined in the ASW

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Wish Grantor's Handbook. The services of the volunteers may be utilized in this effort.

Each member of the Chapter Board and Corps of Volunteers shall be given the opportunity to assist in the planning and/or granting of wishes on a rotating basis. It shall be the responsibility of the Chairperson of the Wish Planning Committee to ensure that all members wishing to be involved in this aspect of the program are treated equally in the assignment of such wishes.

- D. Fund Raising Committee. It shall be the duty and responsibility of this Committee to organize and/or supervise the fundraising activities of the Chapter within the Service Area, subject to the approval of the Board of Directors. The services of the Corps of Volunteers of the Chapter may be utilized in the efforts of this Board Committee.
- E. Special Committees. Special Committees are those who cease to exist once they have completed a specific task. The Chairperson of the Board of Directors may appoint any special committee for a specific purpose when he/she deems it to be helpful and/or beneficial to the Board, prior to the Board's decision or action on the matter.

ARTICLE XII. DISSOLUTION OF CORPORATION OR CHAPTER

Section 12.1 Dissolution of Corporation. Upon dissolution of the Corporation, The Board of Governors shall, after paying or making provision for the payment of all the liabilities of the Chapter/Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization, or organizations under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Governors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

Section 12.2 Dissolution of ASW Chapter. Upon dissolution of any Chapter(s) of ASW, the Board of Governors shall, after paying or making provision for the payment of all liabilities of the Chapter, authorize its Treasurer to utilize the remaining funds in granting the wishes of qualifying children residing within the Chapter's Service Area, or distribute the funds to a newly chartered Chapter within the service area of the dissolved Chapter, or shall otherwise be utilized by ASW in furtherance of its purpose, as determined by the Board of Governors. Other assets (equipment, furniture, supplies) may, at the discretion of the Board of Governors, be reassigned to another ASW Chapter and/or the National Executive Office.

In the event of dissolution of any Chapter, the Board of Governors/National Executive Office shall assume the duties/responsibilities of the Chapter's Board of Directors and its employees.

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Such assumption may be of a temporary or permanent nature, whichever is considered to be appropriate by the Board of Governors.

ARTICLE XIII. BOARD OF GOVERNORS/BOARD OF DIRECTORS:
MEMBERSHIP STATUS (“ACTIVE/INACTIVE”)

Section 13.1 Active Board Membership Status. “Active” board membership status shall apply to those ASW board members who attend, within the calendar year, a minimum of 75 percent of the regular meetings of the Board of Governors, Board of Directors, committee or subcommittee, of which he/she is a member.

An active board member may request to be placed on inactive status, by written request to the appropriate presiding officer, until such time (up to one year) as he/she is able to return to active status. Active status shall be renewable by favorable decision to the Board, Chapter, committee or subcommittee to which the member wishes to return.

Section 13.2 Inactive Board Membership Status. “Inactive” board members may be carried on such status for up to a period of twelve (12) months, after which time their name will automatically be removed from the board membership of ASW, unless the appropriate board/chapter/committee determine there are extenuating circumstances. In such cases, the minutes of the Board/Chapter shall indicate the nature of the extenuating circumstances and the vote affected by the Board/Chapter/Committee of which he/she is a member.

“Inactive” board membership status shall apply to those ASW board members who fail to attend, within the calendar year, a minimum of 75 percent of the regular meetings of the Board/chapter/committee of which he/she is a member.

ARTICLE XIV. BOARD MEMBERSHIP (HONORARY)

Section 14.1 Honorary Board Member. The Board of Governors may elect to bestow honorary board membership in the Foundation upon an individual who has served the Foundation credibly, whether as a member or non-member of the Foundation, and who has given outstanding service to the Foundation.

Nomination for such membership shall be submitted to the Board of Governors by the Chapter requesting such consideration.

Said nomination(s) shall give a full account of the service rendered the Foundation by the nominee and other pertinent information. The recommendation received shall be reviewed by the Board of Governors and shall require a vote of at least three-fourths of the members of the Board of Governors to bestow the complimentary title “Honorary Board Member” of the Foundation. An appropriate Board of Directors for presentation to the individual being honored, or the Board of Governors, themselves, may elect to make such presentation directly to the individual(s).

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Section 14.2 Governor Emeritus. The Board of Governors may elect to bestow an honorary title on those individuals who has served on the National Board of Governors for a period of five or more years, in a credible manner.

Such title shall require an affirmative vote of at least three-quarters of the members of the Board of Governors in order to bestow such honor.

ARTICLE XV. GENERAL PROVISIONS

Section 15.1 Political Activity. The Foundation shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office and shall not carry on any propaganda or otherwise attempt to influence legislation, all in accordance with the provisions of Section 501 (C)(3) of the Internal Revenue Code of 1986, as amended.

Section 15.2 Fiscal Year. Unless otherwise directed by the Board of Governors, the fiscal year of ASW shall consist of a 12-month period beginning on January 1 and ending on December 31 of each year.

Section 15.3 Parliamentary Authority. The Parliamentary procedures authority of the Board of Governors and all affiliate chapters of the Foundation shall be the rules contained in the current edition of Robert's Rules of Order, Newly Revised, in all cases to which they are applicable and in which they are not inconsistent with the Foundation's Articles of Incorporation, Bylaws, Policy and Procedures and any special rules of order which the Foundation's Board of Governors may from time to time adopt.

Section 15.4 Contracts/Agreements/Leases. No chapter, member(s) or employee(s) of the Foundation shall enter into any contract(s)/lease(s) and/or agreement(s) (implied or written) for the purpose of providing goods or services to any of the Foundation's Chapters or its board members, representatives or employees without the prior expressed written consent of the Foundation's Board of Governors. Said consent shall be a certified copy of a resolution approved and adopted by the Board of Governors for specific goods or services being considered; said resolution shall contain the name(s) of the individual(s) authorized to enter into such contract(s)/lease(s) and/or agreement(s) on behalf of or in the name of the affiliate chapter.

Section 15.5 Loans. No loans to any chapter of ASW shall be contracted on its behalf, and no evidence of indebtedness shall be issued in the name of ASW unless so authorized in a resolution approved and adopted by the Board of Governors, evidenced by a certified copy of the resolution issued by the Secretary of the Board of Governors.

Section 15.6 Retention of Records.

All chapters are to retain the following records of their Chapter for a 7-year period:

- A. Wish Files in their entirety

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- B. Financial records, donor records, including but not limited to canceled checks, bank statements, investment records, etc.
- C. Paid invoices, payroll records, equipment records, etc.
- D. Any and all correspondence pertaining to the above
- E. Minutes of meetings
- F. Any and all records pertaining to A Special Wish Foundation

If it is determined the Chapter does not have adequate storage space for any or all of the above records, they must contact the National Executive Office for instructions.

Section 15.7 Conventions

- A. Location/Date. There may be a Convention of the Chapters of ASW on a date and at a location to be designated by the Board of Governors. Notice of the date and location shall be given to each Chapter by the National Executive Office.
- B. Chapter Delegates. Each Chapter shall appoint, from its Board of Directors, one Delegate and one Alternate Delegate to be its representatives at the Convention. The Delegate shall exercise the Chapter's vote on matters requiring such vote. The Alternate Delegate shall act in the capacity of the Chapter's Delegate at any time during the absence of the Delegate during the Convention. Notice of the name of the Delegates and the Alternate Delegate shall be given, in writing, to the National Executive Office not less than two months prior to the date of the Convention. At the discretion of the Board of Directors, all or any part of the 2 Board Delegates' expenses for transportation and/or lodging may be paid by the Board. All Chapters are expected to have at least one member of their Board (Delegate) in attendance at the Convention. Failure to do so could, at the discretion of the National Board, result in modification of some of the Chapter's rights and privileges as a Chapter, for a period of up to one year.
- C. Attendees. Each Chapter may have as few or as many of their "active" members/staff in attendance at the Convention, providing they have at least two members of their Board present (Delegate and Alternate Delegate) as outlined in "B" above. The Board may/may not elect to pay all or any part of the transportation and lodging expenses of up to two of their "active" members/staff attendee(s). See Policy No. 17.01 of the Foundation's Policy and Procedures Manual for definition of "active". Only Delegates and Alternate Delegates may exercise a vote on behalf of their Board.

Section 15.8 Confidentiality Agreement. All member/volunteers/employees of ASW shall become familiar with, sign and subscribe to the Confidentiality Agreement furnished by the Board of Governors and submitted to the individual within 45 days of their appointment or employment. Violation of any part of this document may result in reprimand and/or removal of the violator.

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ARTICLE XVI. AMENDMENTS

Section 16.1 Amendments to the Bylaws. In order to amend the Foundation's Bylaws, the Board of Governors shall adopt a resolution setting forth the proposed amendments and direct same be submitted to a vote at the next regular or special meeting of the Board of Governors. Such proposed amendment shall be passed, if at all, by a three-fourths vote of the Board members present, at which there is a quorum, provided the amendment has been set forth in the notice of the meeting.

Section 16.2 Amendments to The Policy and Procedures. These may be amended by an affirmative vote of a majority of the Board of Governors members at a regular or special meeting, at which a quorum is present; provided the proposed amendment is given in writing to the active members of the Board of Governors at the previous regular or special meeting of the Board.