

BYLAWS
Of
THE CHILDREN'S BODY-IMAGE FOUNDATION

ARTICLE I
NAME, CHARTER AND PRINCIPAL OFFICE

Section 1.01: Name, Charter, Principal Office. The name of the Corporation is The Children's Body Image Foundation also known as CBIF. It shall be a nonprofit organization incorporated under the laws of the state of Ohio; Ohio Charter number 1830233; incorporated on January 29, 2009 with its principal office located in Franklin County, Ohio.

Section 1.02: Purpose. The Corporation (Foundation) is organized exclusively for charitable, scientific, and educational purposes.

The purpose of this Corporation is:

- To bolster children's self-esteem through providing financial support to families with children that are dealing with allied medical related health issues. Our focus is on the physical and psychological well-being of children and the possible negative self perceptive effects certain traumas and medical conditions can have on a child. These physical, and or, psychological changes can have a negative effect on a child's sense of self. Allied healthcare service needs can vary greatly and may include such services as professional counseling, braces/supportive devices, physical therapy, prosthetics and other child self-esteem related services designed to improve a child's self-esteem.

ARTICLE II
MEMBERSHIP

Section 2.01: Membership. Membership shall consist of the Board of Directors, also known as The Board of Trustees. The Directors of the Corporation shall, for the purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Corporation and shall have all the rights and privileges of members.

ARTICLE III
AUTHORITY AND DUTIES OF TRUSTEES

Section 3.01: Authority of Trustees. The Board of Trustees is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02: Number, Selection, and Tenure. The Board shall consist of not less than Seven (7) Trustees. Each Trustee shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Trustees. In the event of a tie vote, the Chairman shall choose the succeeding director. A Trustee elected to fill a vacancy shall be elected for the unexpired term of that Trustee's predecessor in office. Any Trustee can bring a candidate to the

Board of Trustees for consideration where the current elected board shall decide by a majority vote.

Section 3.03: Qualifications. a) The members of the Board of Trustees shall be individuals who:

- 1) Are eighteen (18) years of age or older.
- 2) Support the purposes of the Corporation as set forth in Article I.
- 3) Are professionals, community leaders or volunteers who have manifested a substantial interest in our cause and will commit to the development of financial resources for the Children's Body Image Foundation through a personal financial contribution or by devoting time and professional skills to the resource development efforts.
- 4) Are culturally diverse and ethnically representative of the region;
- 5) Bring competencies to the Board of Trustees that assists the Corporation in the pursuit of its stated purposes and mission; such as, but not limited to:
 - a. Accounting/Financial Management
 - b. Fund Raising
 - c. Legal Expertise
 - d. Business/Organizational Management
 - e. Human Resource Management
 - f. Health care
- 6) Election of a member to the Board of Trustees shall not be denied to any individual on the basis of race, color, creed, religion, national origin, ancestry, gender, marital status, age or handicap.

Section 3.04: Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.05: Regular Meetings. The Board of Trustees shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06: Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.07: Notice. Meetings may be called by a Chairperson of a committee or at the request of any two (2) Trustees by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.08: Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.09: Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees (including amendment of these Bylaws) or of any committee may be taken without a meeting by written approval of majority vote. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.10: Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.11: Committees. The Board of Trustees may, by resolution adopted by a majority of the Trustees in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members, including Strategic Business Advisory members. The Board may make such provisions for appointment of the chair of such committees and establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 3.12: Nominating Committee. There shall be a Nominating Committee, composed of the Chairman, the President, and Executive Director. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.13: Reimbursement. Trustees shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Trustees serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS, AND APPEAL PROCESS

Section 4.01: Officers. The officers of the Corporation shall be a Chairman, President, a Director, a Secretary, a Treasurer, and such other officers as the Board of Trustees may designate. No one person may hold more than one office at any one time except for The Chairman strictly for purposes of temporary vacancies.

Section 4.02: Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Trustees at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. The Chairman may designate any board member to act in the interim as an official officer of the foundation in the event of a vacancy. New offices may be created and filled at any meeting of the Board of Trustees. Terms of office may be

established by the Board of Trustees, for a term of three (3) years. Officers shall hold office until a successor is duly elected and qualified. If uncontested, any Officer of the Corporation may be eligible for reappointment with a majority vote from the Board of Trustees.

Section 4.03: Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04: Removal. An officer may be removed by the Board of Trustees at a meeting, or by action in writing pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05: President. The President shall be an Officer of the Corporation and will preside and direct all meetings of the Board of Trustees. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Trustees, and shall perform such other duties as on occasion shall be assigned by the Board of Trustees and or agreed upon by the Chairman and President. The President is responsible for maintaining the public image and branding of the foundation and has all authority to act in the best interest that serves those responsibilities. The President has the authority in extreme circumstances and with cause to remove any member of the Board of Trustees with the written consent of any other two (2) of the elected officers. Any board member that has been removed from the Board of Trustees via this process may file a written appeal to the Secretary of the Corporation within ten (10) days pursuant to Section 4.11.

Section 4.06: Director. The Director shall be an Officer of the Corporation and will preside at meetings of the Board of Trustees in the absence of the President and at the request of the Chairman or in the absence of the President and the Chairman. The Director shall directly answer to The Chairman and or President. The Director may perform other duties as requested by the elected officers of the Corporation but are subject to the control of the Board of Trustees. The Director is responsible for developing and maintaining the public relations/image and branding of the foundation on a day-to-day basis. The Director has the duty to manage and oversee the day-to-day operations and business transactions of the Corporation. The Director has the authority in extreme circumstances and with cause to remove any member of the Board of Trustees with the written, unanimous, consent of all of the elected officers of the foundation. Any board member that has been removed from the Board of Trustees via this process may file a written appeal to the Secretary of the Corporation within ten (10) days pursuant to Section 4.11.

Section 4.07: Secretary. The Secretary shall be an Officer of the Corporation and shall keep the minutes of all meetings of the Board of Trustees in the books proper for that purpose. The Secretary shall also, in the absence of the Treasurer, report to the Board of Trustees at each regular meeting on the status of the Corporation's finances. The Secretary shall work closely with any Officer of the Corporation to ascertain that appropriate procedures are being followed, and shall perform such other duties as occasionally may be assigned by the Board of Trustees. The Secretary shall directly answer to The Officers of The Foundation and The Board of Trustees.

Section 4.08: Treasurer. The Treasurer shall be an Officer of the Corporation and shall report to the Board of Trustees at each regular meeting on the status of the Corporation's finances. The Secretary shall work closely with any Officer of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Trustees. The Treasurer shall directly answer to The Officers of The Foundation and The Board of Trustees.

Section 4.09: Chairman of the Board. The Chairman of the Board shall serve for his or her lifetime and can ONLY be removed by proof of egregious behavior that may be viewed by the Board of Trustees as detrimental to the reputation of the Corporation, and can ONLY be removed by majority vote by the Board of Trustees. The Chairman has the authority in extreme circumstances and with cause to remove any member of the Board of Trustees with the written consent of any one (1) of the elected officers. Cause for this purpose is defined as any action(s) or lack of action(s) that may cause harm to the good name of the Corporation, and or, the continued viability of the Corporation. The Chairman also has the authority to act as President or Director in the event of his/her absence. In the event that the current Chairman of the Board is unable to fulfill his/her duties to the Corporation for any reason, then a new chairman will be elected by majority vote by The Board of Trustees ONLY if the criteria for Chairman has been met otherwise the seat shall remain vacant until an appropriate replacement is elected. The criteria for nominating a person to the position of Chairman of the Board are:

- 1) An active Board Member who has gone above and beyond the expectations of their role as a member of the Board of Trustees;
- 2) A Board Member who has demonstrated a substantial interest continued success and benefit of the Corporation; and
- 3) Has substantially given both their time and money to the Corporation as defined by the officers of the Corporation and by the Board of Trustees.

Section 4.10: Paid Staff. The Board of Trustees may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 4.11: Appeal Process. Any board member that has been removed from the Board of Trustees or as otherwise provided herein, may file a written appeal within ten (10) days to the Secretary of the Corporation to refute the reasoning for his or her removal to the Board of Trustees at a Special Meeting of the Board to be scheduled within fourteen (14) days after the filing of the written appeal. At the conclusion of the Special Meeting to discuss removal from the Board, the Board of Trustees shall vote to rescind or uphold the removal by majority vote. If the board rescinds the removal the board member shall be immediately reinstated.

ARTICLE V INDEMNIFICATION

Section 5.01: Indemnification. Every member of the Board of Trustees, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01: Establishment. The Board of Trustees may establish one or more Advisory Boards or Committees.

Section 6.02: Size Duration and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Trustees.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01: Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Trustees.

Section 7.02: Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Chairman of the Board with one (1) other elected officer, The Board of Trustees, or of any committee to which such authority has been delegated by The Board of Trustees.

Section 7.03: Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Trustees or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04: Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Trustees in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

Section 8.01: Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation or at such place designated by the Board of Trustees. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Trustees. The Board of Trustees will heavily consider financial recommendations made by the Treasurer of the Corporation.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.01: Amendment of Bylaws. This Code of Regulations may be amended either in whole or in part by an affirmative vote of two-thirds (2/3) of the members of the Board of Trustees of the Corporation present in person at any annual meeting or at any special meeting of the Corporation held for such purpose at which a quorum is present, provided a notice by copy of such proposed amendment shall have been given in writing to the members of the Board of Trustees of the Corporation at least ten (10) days in advance of the meeting at which the proposed amendment is voted upon. Amendments may be proposed by the Board of Trustees. Any amendment so proposed shall be voted on at the next regular meeting, the annual meeting or at a special meeting called for such purpose as specified by the Board of Trustees in its resolution.

ARTICLE X. CONFLICT OF INTEREST

Section 10.01: Conflict of Interest. The Board of Trustees shall establish a Conflict of Interest policy to protect the Corporation's interest when it is contemplating engaging in a transaction or arrangement that may directly or indirectly substantially benefit the private interest of any officer or Trustee of the Corporation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A Financial Interest shall not necessarily result in a Conflict of Interest. Any person who has a Financial Interest may have a Conflict of Interest ONLY if the Board of Trustees deems that a conflict of interest exists.

Section 10.02: Definitions.

For Purposes of this Article 10, the following terms used herein shall be defined as follows:

(a) Interested Person - Any director, officer, Trustee, or member of any committee authorized or created by the Board of Trustees who has a substantial direct or indirect Financial Interest in any transaction with the corporation is an interested person.

(b) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through any relationship whether personal, professional, business, investment, or family related where:

(i) The Corporation either has or seeks to establish a relationship with in any capacity; or

(ii) A compensation arrangement which the person has or seeks to establish with any entity or individual with which the Corporation conducts business with, contracts with or otherwise utilizes and or purchases goods and/or services, from that entity or individual; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is contemplating conducting business with in any manner.

(c) Compensation - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 10.03: Conflict of Interest Procedures.

(a) In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) The chairman, chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement where the Conflict of Interest may exist.

(d) After exercising due diligence, the governing board or committee shall determine if the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the governing board or committee shall determine by a majority vote of the disinterested Trustee(s) whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 10.04: Code of Ethics Statement. Each member of the Board of Trustees shall sign a Code of Ethics Statement which will be kept on file with the Corporation. Any violation, or refusal to sign this statement, may be cause for immediate removal from the board. No member of the Board of Trustees shall knowingly and actively promote as defined therein, any business or business entity, whether "for profit" or any other similar "not for profit" while in representation of the Corporation, and/or, exploit for personal gain any contacts made through their relationship/representation of the Corporation without prior written approval from all the elected officers of the Corporation. If any member is found to violate this clause or the Code of Ethics Statement, they will be subject to immediate removal from the Board of Trustees.

ARTICLE XI DONATIONS AND SPECIAL FUNDS

Section 11.01: Donations and Special Funds. The Corporation shall have authority to receive donations from any source in cash or other property acceptable to the Board of Trustees, and may accept donations subject to restrictions as the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Corporation and do not violate the Articles of Incorporation, this Code of Regulations, or any applicable statute or rule of law. To facilitate the making and administration of restricted donations, the Board of Trustees may establish special trusts or funds, donations to which shall be held for specified uses and purposes or other terms of application, provided that such specific uses and purposes and terms of application are within purposes of the Corporation and do not violate the Articles of Incorporation, this Code of Regulations, or any applicable statute or rule of law. The authority granted to the Board of Trustees in this Article VIII shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.