Shepherds of Care

A Nonprofit Organization Organized Under Section 501(c)(3)

Mission Statement

Shepherds of Care exists to uplift, support, and advocate for individuals and families affected by cancer and other health-related illnesses by providing financial assistance, resources, and hope while advancing medical research and improving access to life-saving treatment.

Vision Statement

Our vision is a future where no individual facing health-related hardships is burdened by preventable financial difficulty, and where compassionate communities unite to fund research, improve outcomes, and ensure dignity, stability, and support throughout every stage of treatment and recovery.

Purpose Statement

Shepherds of Care is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The organization's purpose includes, but is not limited to:

- Raising funds to support research
- Providing financial assistance to patients and their families for treatment-related and other expenses such as housing, food, transportation, and essential living costs, etc.
- Supporting treatment funds and nonprofit partners that advance healthcare and patient outcomes
- Educating the public and fostering awareness about the challenges patients and their families face, particularly financial toxicity associated with treatment

BYLAWS OF SHEPHERDS OF CARE

(the "Corporation")

A Nonprofit Corporation

Article I – Name and Principal Office

The name of the corporation is **Shepherds of Care** (the "Corporation"). The principal office shall be located in the State of Alabama at such place as the Board of Directors may determine. The Corporation shall continuously maintain a registered office and registered agent in the State of Alabama.

Article II – Purpose

Shepherds of Care is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to providing financial assistance to patients and their families, supporting research and treatment funds, and educating the public regarding health-related needs and challenges.

Article III – Nonprofit Status and Restrictions

1. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private individual, except as reasonable compensation for services rendered.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
3. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article IV – Board of Directors

Section 4.1 Authority and Responsibility

The affairs of the Corporation shall be governed by its Board of Directors (the "Board"). The Board is responsible for the overall policy, direction, financial oversight, and governance of the Corporation.

Section 4.2 Number and Qualification

The Board shall consist of no fewer than three (3) and no more than nine (9) directors. Directors shall be individuals who support the mission of Shepherds of Care and are willing to fulfill fiduciary duties. Once a Board of Directors has been appointed, the Board will then elect a chairman (the "Chair of the Board"). The Chair of the Board will act to moderate all meetings of the Board of Directors and any other duties and obligations as described in these Bylaws

Section 4.3 Term of Office

Directors shall serve terms of three (3) years and may be re-elected without limitation unless otherwise determined by the Board.

Section 4.4 Election and Removal

Directors shall be elected by a majority vote of the Board. Any director may be removed, with or without cause, by a majority vote of the Board whenever such removal is deemed in the best interest of the Corporation.

Section 4.5 Vacancies

Any vacancy on the Board may be filled by a majority vote of the remaining directors for the remainder of the unexpired term.

Article V – Officers

Section 5.1 Officers

The officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer. One person may hold more than one office, except that the offices of President and Secretary shall not be held by the same individual simultaneously.

Section 5.2 Election and Term

Officers shall be elected by the Board and shall serve one-year terms or until their successors are elected.

Section 5.3 Duties

- **President:** Provides leadership, presides over meetings, and serves as chief spokesperson.
- **Vice President:** Assists the President and performs duties as assigned.
- **Secretary:** Maintains corporate records, minutes, and official documents.
- **Treasurer:** Oversees financial affairs, reports to the Board, and ensures proper financial controls.

Article VI – Meetings

Section 6.1 Regular Meetings

The Board shall meet at least annually at a time and place determined by the Board. Meetings of the Board may be held by electronic means consistent with Alabama law, provided all participants can hear one another.

Section 6.2 Special Meetings

Special meetings may be called by the President or any two directors with reasonable notice.

Section 6.3 Quorum

A majority of the directors then in office shall constitute a quorum.

Section 6.4 Voting

Each director shall have one vote. Actions of the Board require a majority vote of directors present unless otherwise specified.

Article VII – Committees

The Board may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

In regards to committee member tenure, each member will serve at the pleasure of the Board.

Article VIII – Records and Reports

The Corporation shall maintain accurate and complete books, records, and minutes of meetings. Financial records shall be reviewed periodically. Records shall be retained in accordance with applicable law.

Article IX – Conflict of Interest Policy, see below

The Corporation shall adopt and adhere to a Conflict of Interest Policy, to protect its interests. Each director and officer shall annually disclose any potential conflicts.

Article X – Dispute Resolution

Any internal disputes shall first be addressed through good-faith discussion. If unresolved, the Board may require mediation prior to any legal action.

Article XI – Amendments

These bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting, provided notice of the proposed amendment is given in advance.

Article XII – Dissolution

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Conflict of Interest Policy

Article I – Purpose

The purpose of this Conflict of Interest Policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer or might result in a possible excess benefit transaction. 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.

Article II – Disclosure

Any director or officer with a financial or personal interest, as defined below, is an interested person (the "Interested Person"). shall disclose the existence of such interest.

A person has a financial interest (the "Financial Interest") if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entitiy with which the Corporation has a transaction or arrangement;
- A compensation arrangement with the Corporation or with an y entity or individual with which the Corporation has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article III – Procedures

Duty to Disclose

- 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 considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

- After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person shall leave

the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The 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.
- After exercising due diligence, the governing Board or committee shall determine whether 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.

Violations of the Conflicts of Interest Policy

- If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records

The minutes of the meeting shall document disclosures and actions taken.

Article V – Annual Statements

Each director and officer shall annually sign a statement affirming compliance with this policy.

Eligibility and Assistance Policy

Eligibility Criteria

Applicants must:

- Have a confirmed personal diagnosis, or relative with a confirmed diagnosis, of illness detrimental to one's health
- Demonstrate financial need related to costs as a result of diagnosis
- Provide documentation as requested (medical verification, bills, lease, etc.)

Covered Assistance Categories, non-encompassing

- Temporary housing or lodging during treatment
- Transportation and travel expenses
- Food and basic living needs
- Utilities and miscellaneous treatment-related expenses

Exclusions

Funds may not be used for elective procedures, expenses already fully covered by insurance, or other costs ultimately deemed inappropriate for assistance by the Board

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Assistance Approval Process

1. Application submitted by patient or advocate
2. Review by Assistance Committee or designated Board members
3. Conflict check performed
4. Approval by majority vote
5. Funds disbursed directly to vendors when feasible

All patient information shall be kept confidential.

Conflict of Interest Disclosure Form

Shepherds of Care – Conflict of Interest Disclosure

Name: ___________________________
Role: ___________________________

I affirm that: - I have received and reviewed the Conflict of Interest Policy - I agree to disclose any actual or potential conflicts - I will recuse myself from related discussions and votes

Disclosed Conflicts (if any):

Signature: ________________________ Date: ___________