

BYLAWS OF FOCAS BIRMINGHAM

The name of the organization is **FOCAS BIRMINGHAM**. The organization is organized in accordance with the Alabama Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The Vision of **FOCAS Birmingham** is to provide a safe and inclusive community of Christian adult singles, regardless of their affiliation with a church or with any specific place of worship. We are dedicated to creating an environment where individuals can engage in social activities, participate in meaningful service work, support each other through prayer and pursue biblical education. Our primary goal is to foster fellowship and encouragement among our members, cultivating a deepening faith in Jesus Christ. We strive to support one another in our journey of faithfulness emphasizing love, compassion and the teachings of the Bible as our guiding principles.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I MEETINGS

Section 1 Annual Meeting

An annual meeting consisting of all FOCAS BIRMINGHAM members shall be held once each calendar year for the purpose of electing directors and for other business as deemed appropriate by the Board. The annual meeting shall be held in the first quarter each year at the time and place designated by the Board of Directors.

Section 2 Regular Meetings

FOCAS Birmingham will have quarterly meetings in the calendar year.

Section 3 Special Meetings

Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4 Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be provided by electronic notification to all directors of record at the electronic address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when sent by electronic notification at least 10 days prior to the meeting not more than 30 days prior to the meeting.

Section 5 Place of Meeting

Meetings shall be held at an agreed upon location by the board of directors and stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6 Quorum

A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors in attendance may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum. For business meetings involving membership as a whole, a quorum shall be ten percent of the members of the Club entitled to vote.

Section 7 Rules of Order

Board elects to be governed by Roberts Rules and follows all rules and regulations.

ARTICLE II DIRECTORS

Section 1 Number of Directors

The organization shall be managed by a Board of Directors consisting of 7 director(s).

1.2 Qualification for Directors include agreement to all code of conduct as stated herein. Directors must maintain a single marital status, with exceptions made for board members who marry during their term. In such cases, the director in question will transition to an advisory role for a period of one year, and their position will be filled by an unmarried director. Married board members are allowed to attend club activities with their spouses for one year. Furthermore, directors are bound by a strict code of confidentiality concerning all directors and FOCAS members. Discussions that occur within the executive meetings of the board must not be disclosed outside the meeting.

Section 2 Election and Term of Office

The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been appointed.

Section 3 Quorum

A majority of directors shall constitute a quorum.

Section 4 Adverse Interest

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5 Regular Meeting. The Board of Directors shall meet after the election for the purpose of installing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6 Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two directors by providing five days' written notice by electronic mail delivery effective when electronically sent. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting by electronic mail delivery. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7 Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8 Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10 Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III

OFFICERS

Section 1 Number of Officers. The officers of the organization shall be a President, one or more Vice-President, a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President. They shall be elected and approved by the board of directors for a term of one year. Officers shall be eligible to serve no more than two consecutive full terms in the same office.

1.2 Qualification for Officers include agreement to all code of conduct as stated herein. Officers must maintain a single marital status, with exceptions made for board members who marry during their term. In such cases, the officer in question will transition to an advisory role for a period of one year, and their position will be filled by an unmarried director. Married board members are allowed to attend club activities with their spouses for one year. Furthermore, officers are bound by a strict code of confidentiality concerning all directors and FOCAS members. Discussions that occur within the executive meetings of the board must not be disclosed outside the meeting.

1.3 The President/Chairman shall preside at all meetings of the Club members and of the Board of Directors. The President is responsible for directing all Club operations under the oversight of the Board of Directors and within the financial parameters of an operating budget approved by the Board of Directors.

1.4 The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of the leadership duties.

1.5 The Treasurer shall supervise the receipt, custody, control and expenditure of the assets of FOCAS Birmingham and maintain all financial records of FOCAS Birmingham. All checks issued by FOCAS Birmingham shall be signed by the Treasurer and countersigned by one other officer. All monies pertaining to the organization may be paid up to \$500 without board approval. Treasurer shall provide Profit & Loss Statement at each Board meeting with a full financial update of funds.

1.6 The Secretary shall attend all member and Board of Directors meetings, shall record minutes thereof in a book kept for that purpose, and shall give notice of all meetings as required by law or by these By-laws. The Secretary shall have custody of and maintain all permanent records of FOCAS Birmingham other than financial.

1.7 Past President shall serve as a Board Member to the board for a period of 1 year and will have voting privileges as any other board member.

Section 2 Installment and Term of Office. The officers shall be installed after election annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been appointed or the current officer re-appointed.

Section 3 Removal or Vacancy

The Board of Directors shall have the ability to remove an officer, director or FOCAS member of the organization. Any vacancy of a director or officer that occurs may be appointed by the Board of Directors.

ARTICLE IV MEMBERSHIP AND DUES

Section 1 Eligibility for Membership

Membership in FOCAS Birmingham shall be open to individuals interested in a community of Christians to share life and experiences. A person shall be considered for membership upon indicating interest via a modality determined by the board and agreeing to the Code of Conduct as written herein. The Board of Directors shall approve or fail to approve the applicant and shall notify the applicant if membership is denied. A non-member may visit an event as a guest of an existing member once prior to applying for membership.

1.2 FOCAS Birmingham Code of Conduct

Members must be a resident of Alabama. If online profiles are used by FOCAS Birmingham, the profile name must be your actual first name plus the first initial of your last name or your last name. The profile photo must be a close up of the face only without sunglasses, children or pets.

FOCAS Birmingham is a Christian social and service group, and is not to be used as a marketing resource for seeking customers nor a dating site. Although romantic relationships could be discovered in the group, events are not to be used for that purpose. You may not contact a member without first meeting them at an event and obtaining their permission before contact. By joining this group, you are stating that you agree that romantic relationships are to be between the biological genders of male and female as assigned at birth.

In joining this group you are stating that you believe in the God of the Holy Bible and His son Jesus who died for the redemption of your sins. You are agreeing to endeavor to exemplify the high moral standards described in the Bible such as refraining from such things as profanity, drinking alcohol to the point of drunkenness, gossiping, sexual immorality, use of illicit drugs or other illegal activities.

Members are expected to follow the rules and regulations of the facilities, public or private, that the club utilizes for events or trips in addition to those of the FOCAS Birmingham organization. Members also agree any overnight trips will not include any co-ed rooms unless they are members of the same family.

Members agree to refrain from actions or words that could be, or are likely to be, offensive to another member at any FOCAS Birmingham events.

To protect the integrity of the Christian values and morals of this group, you are agreeing to approach any conflicts that arise with fellow members in a Biblical fashion, such as described in Matthew 18:15-17. The board of directors will investigate any issues brought to their attention that are in direct violation of the code of conduct policy within FOCAS Birmingham. Upon a completed investigation by the board of directors, the President or another board member will report the results back to the members involved.

Matthew 18:15-17 If a brother or sister sins, go and point out their fault, just between the two of you. If they listen to you, you have won them over, but if they will not listen, take one or two others along, so that every matter may be established by the testimony of two or three witnesses. If they still refuse to listen, tell it to the church and if they refuse to listen even to the church, treat them as you would a pagan or tax collector.

Failure to adhere to the guidelines in this Code Of Conduct section may result in disciplinary action being taken by the Board of Directors of FOCAS Birmingham, including probation, suspension of membership or expulsion from FOCAS Birmingham. Any member accused of a violation of these guidelines has the right to appeal the decision to the Board of Directors within 60 days of the notice of the violation.

Section 2 Dues and Fees

(a) The Board of Directors reserves the right to initiate dues at any time in the future giving proper notice to all members sixty (60) days prior to initiating dues.

ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VII INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VIII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE VIX FISCAL YEAR AUDIT

Section 1 Fiscal Year

The fiscal year of the corporation shall be January 1st thru December 31st.

Section 2 Audit

Annually, after the annual meeting and prior to April 1st and at such other times as the Board of Directors shall determine, there shall be an audit of all the financial accounts and records of the FOCAS Birmingham. The Board of Directors will determine if the audit will be performed by: (a) by a committee of three persons selected by the Board; and/or (b) by an independent accountant chosen by the Board. The report of the financial audit shall be provided to each Officer and Director.

ARTICLE X

CONFLICT OF INTEREST AND COMPENSATION POLICY

Section 1 Overview

Purpose

The purpose of this Conflict of Interest and Compensation Policy (the “policy”) is to protect the Corporation’s interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or key person¹, result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

Why is a policy necessary?

As a nonprofit, charitable organization, the Corporation is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and employees have a duty to act in the Corporation’s best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Corporation’s reputation and expose both the Corporation and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Corporation.

To whom does this policy apply?

This policy applies to all directors, officers and key person².

Section 2 Identifying Conflicts of Interest

What is a conflict of interest?

A potential conflict of interest arises when a director, officer or key person, or that person’s **relative**³ or business

(a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the Corporation.

¹ **Key person** means a person, other than a director or officer, whether or not an employee of the Corporation, who:

- a) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income, or expenses of the Corporation; or
- c) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

² Organizations may choose to make the policy applicable to all of their employees, not just key persons.

³ **Relative** means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

What are some examples of potential conflicts of interest?

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

- a) has ownership or investment interest in any third party that the Corporation deals with or is considering dealing with;
- b) serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Corporation deals with or is considering dealing with;
- c) receives or may receive compensation or other benefits in connection with a transaction into which the Corporation enters;
- d) receives or may receive personal gifts or loans from third parties dealing with the Corporation;
- e) serves on the board of directors of another nonprofit organization that is competing with the Corporation for a grant or contract;
- f) has a close personal or business relationship with a participant in a transaction being considered by the Corporation;
- g) would like to pursue a transaction being considered by the Corporation for their personal benefit.

In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section 3 of this policy.

A potential conflict is not necessarily a conflict of interest.

A person has a conflict of interest only if the audit committee decides, pursuant to Section IV of this policy, that a conflict of interest exists⁴.

Section 3 Disclosing Potential Conflicts of Interest

You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. You must submit a signed, written statement disclosing all the material facts to the audit committee.

You must file an annual disclosure statement. **If you are a director**, you must also file this statement prior to your initial election and submit the form to the chair of the audit committee.

Section 4 Determining Whether a Conflict of Interest Exists⁵

⁴ Alternatively, the policy would provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board committee.

⁵ Alternatively, the policy could provide for disclosure (1) to the board of directors, in which case, the board would decide both whether there is a conflict and how to handle the conflict; or (2) to a different board committee.

- a) After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the audit committee shall determine whether there

is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to improperly influence the determination of whether a conflict or interest exists.

b) In determining whether a conflict or interest exists, the audit committee shall consider whether the potential conflict or interest would cause a transaction entered into by the Corporation to raise questions of bias, inappropriate use of the Corporation's assets, or any other impropriety.

c) A conflict always exists in the case of a **related party transaction**⁶ - a transaction, agreement or other arrangement in which a **related party**⁶ has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant.⁷

d) If the audit committee determines that there is a conflict of interest, it shall refer the matter to the board of directors ("board").

Section 5 Procedures for Addressing a Conflict of Interest

When a matter involving a conflict of interest comes before the board, the board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion to vote on the matter and must not attempt to improperly influence the deliberation or vote.

Section 6 Additional Procedures for Addressing Related Party Transactions

a) The Corporation may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the board or a committee authorized by the board determines that the transaction is fair, reasonable and in the Corporation's best interest at the time of such determination.

b) If the related party has a substantial financial interest, the board or authorized committee shall:

⁶ A **related party** is:

a) a director, officer or key person of the Corporation or any affiliate of the Corporation, or

b) a relative of any individual described in (a), or

c) an entity in which any individual described in (a) or (b) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Corporation, a direct or indirect ownership interest in excess of 5%.

⁷ A transaction is not a related party transaction if:

a) the transaction, or the related party's financial interest in the transaction, is de minimis;

b) the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;

c) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

i) prior to entering into the transaction, consider alternative transactions to the extent available;

ii) approve the transaction by a vote of not less than a majority of the directors present at the meeting; and

iii) contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

Section 7 Minutes and Documentation

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a) the name of the interested party and the nature of the interest;
- b) the decision as to whether the interest presented a conflict of interest;
- c) any alternatives to a proposed contract or transaction considered by the board; and
- d) if the transaction was approved, the basis for the approval.

Section 8 Prohibited Acts

The Corporation shall not make a loan to any director or officer.

Section 9 Procedures for Determining Compensation

No person shall be present for or participate in board or committee discussion or vote pertaining to:

- a) their own compensation;
- b) the compensation of their relative;
- c) the compensation of any person who is in a position to direct or control them in an employment relationship;
- d) the compensation of any person who is in a position to directly affect their financial interests; or
- e) any other compensation decision from which the person stands to benefit.

In the case of compensation of Key Persons, the following additional procedures apply:

- a) The board or a committee authorized by the board shall approve compensation before it is paid.
- b) The board or authorized committee shall base approval of compensation on appropriate data, including compensation paid by comparable organizations (three are sufficient if the Corporation's income is less than \$1,000,000) for functionally similar positions, availability of similar services in the geographic area of the Corporation, and the compensation surveys compiled by independent firms.
- c) The board or authorized committee shall contemporaneously document:
 - i) the terms of compensation and date of determination;
 - ii) the members of the board or committee who were present and those who voted for it;
 - iii) the comparability data relied on and how it was obtained;
 - iv) if the compensation is higher or lower than the range of comparable data, the basis for the determination, and;
 - v) any actions with respect to consideration of the compensation by anyone on the board or committee who had a conflict of interest with respect to the matter.

Certification

CINDY TOLBERT, President of FOCAS BIRMINGHAM, and NIKI MASCIA, Secretary of FOCAS BIRMINGHAM certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on December 4, 2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on December 4, 2023.

By: *Cindy Tolbert* Date: 12/4/2023
CINDY TOLBERT, President

By: *Niki Mascia* Date: 12/4/2023
NIKI MASCIA, Secretary