



BLOCK PARTY
H O L D I N G S



Articles of Incorporation

Nonprofit Corporation under Article 3 of Chapter 1 and Section 10A-3A-2.02 of the Code of Alabama 1975

ARTICLE I: NAME

1.1 Name

The name of this corporation shall be [BRICKTWEITYTWO PRODUCTIONS, INC]. The business of the corporation may be conducted as [BRICKTWEITYTWO PRODUCTIONS, INC] or [B22 PARK, INC].

ARTICLE II: DURATION

2.1 Duration

The period of duration of the corporation is perpetual.

ARTICLE III: PURPOSE

3.1 Purpose

[BRICKTWEITYTWO PRODUCTIONS, INC] is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The specific purpose of this corporation is to give back to the community through for-profit and non-profit subsidiaries. We believe in community and sustainability to drive positive change. Through our unwavering commitment, we strive to make a lasting impact on our community in the following ways:

- **Dedication to Impact:** We are dedicated to creating tangible and sustainable change. Our programs and initiatives are carefully designed to address the root causes of challenges and create meaningful, lasting solutions.
- **Transparency and Accountability:** We believe in transparency as a cornerstone of trust. Our organization is committed to keeping our supporters informed about the progress we make, the challenges we face, and how their contributions are making a difference.
- **Community Engagement:** B22 Park, Inc. thrives on collaboration and community involvement. We actively seek partnerships with individuals, businesses, and other organizations that share our vision for a better community. Together, we can achieve more.
- **Innovation:** Embracing innovation allows us to adapt and respond to evolving needs. We continually explore new ideas, technologies, and strategies to enhance the effectiveness of our programs and maximize our impact.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and program in order to have a greater impact for change.

3.2 Public Benefit

[BRICKTWEITYTWO PRODUCTIONS, INC] is designated as a public benefit corporation.

ARTICLE IV: NON-PROFIT NATURE

4.1 Non-profit Nature

[BRICKTWEITYTWO PRODUCTIONS, INC] is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. NO part of the net earnings of [BRICKTWEITYTWO PRODUCTIONS, INC] shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

[BRICKTWEITYTWO PRODUCTIONS, INC] is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of [BRICKTWEITYTWO PRODUCTIONS, INC] of any nature whatsoever, nor shall any other property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.3 Dissolution

Upon termination or dissolution of the [BRICKTWEITYTWO PRODUCTIONS, INC], any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the [BRICKTWEITYTWO PRODUCTIONS, INC] hereunder shall be selected by the discretion of a majority of the managing body of the [BRICKTWEITYTWO PRODUCTIONS, INC] and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the [BRICKTWEITYTWO PRODUCTIONS, INC] by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to the organizations located within the State of [ALABAMA].

4.4 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.5 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: BOARD OF DIRECTORS

Governance

[BRICKTWEITYTWO PRODUCTIONS, INC] shall be governed by its board of directors.

Initial Directors

The initial directors of the corporation shall be: Shamirah Ross-Gowdy/100% Owner (President), Taylor Ashby (Vice President), Arielle Brazziel (Secretary), Jermaine Lewis (Treasurer)

ARTICLE VI: MEMBERSHIP

Membership

[BRICKTWEITYTWO PRODUCTIONS, INC] shall have members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII: AMENDMENTS

Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII: ADDRESS OF THE CORPORATION

Corporate Address

The mailing address of the corporation is:

[Montgomery, AL 36116]

ARTICLE IX: APPOINTMENT OF REGISTERED AGENT

Registered Agent

The registered agent of the corporation shall be:

[Shamirah Ross-Gowdy | Montgomery, AL 36116]

ARTICLE X: INCORPORATOR

The incorporators of the corporation are as follow:

[Shamirah Ross-Gowdy | Montgomery, AL 36116]

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of [BRICKTWEITYTWO PRODUCTIONS, INC] were approved by the board of directors on [02/20/2024, Tuesday] and constitute a complete copy of Articles of Incorporation of the [BRICKTWEITYTWO PRODUCTIONS, INC].

Shamirah Ross-Gowdy, Taylor Ashby, Arielle Brazziel, Jermaine Lewis
Montgomery, AL 36116

Acknowledgement of consent to appointment as registered agent. I, [Shamirah Ross-Gowdy], agree to be the registered agent for [BRICKTWEITYTWO PRODUCTIONS, INC] as appointed herein.

ORGANIZATIONAL HIERARCHY

FOUNDER, PRESIDENT + CHIEF EXECUTIVE OFFICER

CHAIR: EXECUTIVE, FUNDRAISING & DEVELOPMENT AND GOVERNANCE COMMITTEE

VICE CHAIR: PERSONNEL COMMITTEE

CHIEF PEOPLE OFFICER
CHIEF FINANCIAL OFFICER
CHIEF OPERATING OFFICER
EXECUTIVE ASSISTANT IV
MAIL CLERK
LEGAL

LAWYER

PARALEGAL II

PARALEGAL II

PARALEGAL I

**TRAC-HER: PUBLIC SAFETY PROGRAM
MANAGEMENT**

- CHIEF TECHNOLOGY OFFICER
- CHIEF SALES OFFICER
- CHIEF MARKETING OFFICER

OPERATIONS

- UX TEAM LEAD
 - UX RESEARCHER
 - UX DESIGNER
 - FRONT-END DEVELOPER
- BACK-END LEAD
 - BACK-END DEVELOPER
 - MIDDLE-STACK DEVELOPER
- DEVOPS LEAD
 - CLOUD ARCHITECT
 - SRE SPECIALIST
 - SYSTEM ADMINISTRATOR
- QA LEAD
 - QA ANALYST
- TESTERS
- TECHNICAL CUSTOMER SERVICE SUPPORT

VICE PRESIDENT + CHIEF PEOPLE OFFICER

CHAIR: PERSONNEL COMMITTEE

VICE CHAIR: EXECUTIVE AND GOVERNANCE COMMITTEE

EXECUTIVE ASSISTANT I
HUMAN RESOURCES MANAGER
ADMINISTRATION ASSISTANT III
PUBLIC RELATIONS

TREASURER + CHIEF FINANCIAL OFFICER

CHAIR: FINANCE COMMITTEE

VICE CHAIR: FUNDRAISING & DEVELOPMENT COMMITTEE

EXECUTIVE ASSISTANT III
CERTIFIED PUBLIC ACCOUNTANT (CPA)
RISK & AUDIT DIRECTOR
ADMINISTRATION ASSISTANT II

SECRETARY + CHIEF OPERATING OFFICER

CHAIR: PROGRAM PLANNING & EVALUATION COMMITTEE

VICE CHAIR: PERSONNEL COMMITTEE

EXECUTIVE ASSISTANT II
FACILITY MANAGERS
SHAMPOO HAIR TECHNICIANS
INFORMATION TECHNOLOGY

WEBMASTER

SECURITY II

SECURITY I

BUILDING TECHNICIAN MAINTENANCE

SANITATION MAINTENANCE

RESTAURANT

REPORT TO: [ASSIGNED FACILITY MANAGER]

ALL-INCLUSIVE CHEF

DELIVERY DRIVER

PHARMACY

REPORT TO: [ASSIGNED FACILITY MANAGER]

PHARMACIST

PHARMACY TECHNICIAN

GAS STATION

REPORT TO: [ASSIGNED FACILITY MANAGER]

CUSTOMER SERVICE REPRESENTATIVE

BUS STATION

REPORT TO: [ASSIGNED FACILITY MANAGER]

CUSTOMER SERVICE REPRESENTATIVE

COACH BUS DRIVER

COACH BUS MAINTENANCE TECHNICIAN

WAREHOUSE

REPORT TO: [ASSIGNED FACILITY MANAGER]

WAREHOUSE MANAGER

WAREHOUSE ASSOCIATE

HARVEST TECHNICIAN

HARVEST PREPARER

CAR WASH

REPORT TO: [ASSIGNED FACILITY MANAGER]

CUSTOMER SERVICE REPRESENTATIVE

ENTERTAINMENT CENTER

REPORT TO: [ASSIGNED FACILITY MANAGER]

CUSTOMER SERVICE REPRESENTATIVE

HOTEL

REPORT TO: [ASSIGNED FACILITY MANAGER]

CUSTOMER SERVICE REPRESENTATIVE

HOUSEKEEPING

STUDIO

REPORT TO: [ASSIGNED FACILITY MANAGER]

STUDIO MANAGER

CUSTOMER SERVICE REPRESENTATIVE

AUDIO ENGINEER

MUSIC PRODUCER

MASTER ENGINEER

RECORDING ENGINEER

MIX ENGINEER

EMERGENCY SHELTER

REPORT TO: [ASSIGNED FACILITY MANAGER]

HOTLINE/CUSTOMER SERVICE REPRESENTATIVE

INTAKE & RELEASE

RESIDENTIAL ASSISTANT

MENTAL HEALTH & SUBSTANCE ABUSE COUNSELOR

RESOURCE SPECIALIST

NURSE PRACTITIONERS

CASE MANAGER

SOCIAL WORKER



OFFICIAL CHARTERS

COMMITTEE I: EXECUTIVE

COMMITTEE II: FINANCE

COMMITTEE III: GOVERNANCE

COMMITTEE IV: PROGRAM PLANNING & EVALUATION

COMMITTEE V: FUNDRAISING & DEVELOPMENT

COMMITTEE VI: PERSONNEL

2013 Code of Alabama

Title 10A - ALABAMA BUSINESS AND NONPROFIT ENTITIES
CODE.

Chapter 3 - NONPROFIT CORPORATIONS.

Section 10A-3-2.41 - Shares of stock and dividends prohibited;
compensation and benefits permitted.

Universal Citation: AL Code § 10A-3-2.41 (2013)

Section 10A-3-2.41

Shares of stock and dividends prohibited; compensation and benefits
permitted.

A nonprofit corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income or profit of a nonprofit corporation shall be distributed to its members, directors or officers. A nonprofit corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by this chapter, and no payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income or profit.

When the organization is properly funded, Board and Committee Members will be compensated fairly.

(Acts 1984, No. 84-290, p. 502, §29; §10-3A-44; amended and renumbered by Act 2009-513, p. 967, §177.)

2013 Code of Alabama

Title 10A - ALABAMA BUSINESS AND NONPROFIT ENTITIES
CODE.

Chapter 3 - NONPROFIT CORPORATIONS.

Section 10A-3-2.42 - Loans to directors and officers prohibited.

Universal Citation: AL Code § 10A-3-2.42 (2013)

Section 10A-3-2.42

Loans to directors and officers prohibited.

No loans shall be made by a nonprofit corporation to its directors or officers. Any director or officer who assents to or participates in the making of any loan shall be liable to the nonprofit corporation for the amount of the loan until the repayment thereof.

(Acts 1984, No. 84-290, p. 502, §30; §10-3A-45; amended and renumbered by Act 2009-513, p. 967, §176.)





EXECUTIVE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Executive Committee is to assist the Board of Directors in fulfilling its responsibilities by making decisions on behalf of the full board between regularly scheduled meetings. The Executive Committee is empowered to act on behalf of the board in specific areas as defined in this charter and the organization's bylaws.

II. RESPONSIBILITIES

Acting on Behalf of the Full Board: The executive Committee serves as a smaller group that can make decisions or take actions between full board meetings, particularly in urgent or time-sensitive situations. They ensure the nonprofit stays aligned with its mission and goals when the full board cannot meet.

Overseeing the Organization's Operations: The Committee often provides oversight to day-to-day operations, ensuring the organization's programs and services align with the strategic plan. It works closely with the executive director or CEO to monitor progress and performance.

Setting the Agenda for Board Meetings: The executive Committee develops and prioritizes topics for the full board meetings. It ensures that important issues are presented to the board for discussion and decision-making.

Managing Personnel Matters: It often oversees the performance of the executive director/CEO, including hiring, evaluations, contract negotiation, and, if necessary, termination. The Committee may also be involved in leadership succession planning.

Financial Oversight: The executive Committee often reviews financial statements, budgets, and financial reports before they are presented to the full board. It may make urgent financial decisions, including approving expenditures, in alignment with organizational policies.

Strategic Planning and Policy Development: The executive Committee works on long-term strategic goals and initiatives. It may draft or refine policies to recommend for adoption by the full board.

Handling Emergency or Crisis Situations: In times of crisis, the executive Committee has the authority to take quick action and make decisions to protect the organization and ensure continuity of operations.

Monitoring Board Compliance and Governance: The executive Committee helps ensure the board fulfills its fiduciary responsibilities, such as legal compliance, ethical conduct, and alignment with nonprofit bylaws. It may also oversee board member recruitment, orientation, and evaluation processes.

Serving as a Liaison: The Committee often acts as a bridge between the board of directors and the executive staff, facilitating clear communication and alignment. **Supporting Committees and Special Projects:** The executive Committee may provide oversight to other Committees (e.g., finance, development, governance) and guide them as needed. It may also take on specific projects that require leadership beyond regular board involvement.

Limitations of the Executive Committee: While the executive Committee has significant authority, it is accountable to the full board and must act in the organization's best interest. Major decisions, such as amendments to bylaws, approval of the budget, or mergers, usually remain the responsibility of the full board.

III. MEMBERSHIP

The board will appoint the Committee chair, vice chair, treasurer, secretary and members, and each will serve a term of one year. The board may fill vacancies on the Committee and may remove a member from the Committee at any time without cause. The Committee shall have a minimum of three members and a maximum of ten members. The Committee is closed to non-members of the Committee and the public.

IV. MEETINGS

The Committee will meet at least annually and as often as its chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its chair and chair's staff may determine. Deliverables, budget, and alternative meeting methods should be included in the decision-making process. The chair and chair's staff will develop an agenda in advance of each meeting and communicate meeting details to Committee members in a timely fashion. As necessary, the Committee will meet in a joint session with other Committees regarding items of concern to both Committees.

V. COMMUNITY REPORTS

The Committee will produce a written report at the conclusion of each meeting, which will include an attendance record, a copy of the agenda and a full report of Committee discussions with documented recommendations and decisions. These reports will be completed no more than three weeks following the meeting and forwarded to the Committee membership and the Office of the General Counsel for proper filing. All Committee reports, to the extent not confidential, will be posted on the B22 PARK, Inc. Board Portal so all Board members have access to the reports.

VI. COMMITTEE EVALUATION

At least every two years the Committee will conduct a performance evaluation to review the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee deems appropriate.

VII. AMENDMENT OF THE CHARTER

This charter may be amended, modified, or revoked by a majority vote of the Board of Directors of B22 PARK, INC at any regular or special meeting. Any changes must be documented and communicated to the full Board.

VIII. ADOPTION

This charter was written by Shamirah Ross-Gowdy and approved by the Board of Directors of B22 PARK, INC on December 16, 2024. This charter was last updated on December 20, 2024.



FINANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Finance Committee is to provide oversight and guidance on financial matters. Its primary responsibility is to assist the organization's governing board in fulfilling its fiduciary duties related to financial management.

II. RESPONSIBILITIES

Financial Oversight and Monitoring: Regularly reviews financial statements (e.g., balance sheet, income statement, cash flow). Monitors the organization's financial performance against the approved budget and identifies variances. Ensures financial reports are accurate, timely, and transparent.

Budget Development and Monitoring: Works with staff to develop the annual operating budget. Reviews and recommends the budget to the full board for approval. Ensures the budget aligns with the organization's mission, strategic goals, and operational needs. Monitors budget implementation throughout the fiscal year.

Financial Policy and Procedure Development: Develops, reviews, and recommends financial policies, including those for:

- Internal controls
- Cash management
- Investment strategies
- Expense approvals
- Reserves and risk management
- Ensures policies comply with applicable laws, regulations, and best practices.

Cash Flow Management: Monitors cash flow to ensure the organization maintains sufficient liquidity for operations. Identifies and plans for periods of surplus or shortfall. Recommends strategies to improve cash flow, such as fundraising initiatives or cost management.

Overseeing Financial Audits and Reviews: Coordinates and oversees the annual financial audit or external review process. Works with independent auditors to ensure financial transparency and compliance. Reviews the audit findings and recommends any necessary actions to the full board. Ensures the organization addresses any identified weaknesses or recommendations.

Investment Oversight: Develops and oversees the organization's investment strategy and policies. Ensures investments align with the nonprofit's risk tolerance, goals, and mission. Reviews investment performance regularly and recommends adjustments as needed.

Financial Reporting to the Board: Prepares and presents clear, concise financial updates to the full board of directors. Educates the board on financial matters, ensuring board members understand the organization's financial health.

Risk Management: Identifies financial risks, such as cash shortfalls, revenue fluctuations, or liability issues. Develops plans to mitigate these risks, including maintaining adequate reserves. Recommends insurance coverage or other protective measures.

Ensuring Regulatory Compliance: Ensures the nonprofit complies with applicable federal, state, and local financial regulations, including:

- Tax filings (e.g., IRS Form 990)
- Charitable reporting requirements
- Accounting standards (e.g., GAAP)

Support Fundraising and Resource Development: Provides financial insight to support fundraising strategies and campaigns. Ensures that financial projections and donor reporting are accurate and realistic.

Composition of the Finance Committee: Typically includes board members with financial expertise (e.g., accountants, CFOs, or individuals with strong financial management experience). Often works closely with the executive director/CEO and the finance staff (e.g., CFO, bookkeeper).

III. MEMBERSHIP

The board will appoint the Committee chair, vice chair, treasurer, secretary and members, and each will serve a term of one year. The board may fill vacancies on the Committee and may remove a member from the Committee at any time without cause. The Committee shall have a minimum of three members and a maximum of ten members. The Committee is closed to non-members of the Committee and the public.

IV. MEETINGS

The Committee will meet at least annually and as often as its chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its chair and chair's staff may determine. Deliverables, budget, and alternative meeting methods should be included in the decision-making process. The chair and chair's staff will develop an agenda in advance of each meeting and communicate meeting details to Committee members in a timely fashion. As necessary, the Committee will meet in a joint session with other Committees regarding items of concern to both Committees.

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VI. COMMITTEE EVALUATION

At least every two years the Committee will conduct a performance evaluation to review the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee deems appropriate.

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FINANCE COMMITTEE: GUARDIANS OF COMPENSATION

The **Guardians of Compensation** is appointed annually by the Board of Directors (the "Board") on the recommendation of the Governance Committee to discharge the Board's responsibilities relating to compensation for the Company's officers, members and employees. The Guardians has overall responsibility for evaluating and approving the structure of the Company's executive compensation plans, policies, and programs.

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Guardians may alter or supplement them as directed by the Board or as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

On an annual basis, the Guardians reviews and approves the compensation and benefit programs for officers, members and employees. Meetings to determine compensation must be held in executive session. In conducting its annual review of compensation for the CEO and senior-level executives of the Company, the Committee has the authority to review, revise, and approve (a) the annual base salary, (b) the annual cash incentive, (c) the long-term equity-based incentive, (d) employment agreements, severance arrangements, and change of control agreements in each case as, when and if appropriate, and (e) any special or supplemental benefits. The Guardians shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a Committee or together with the other independent Directors (as directed by the Board), determine and approve the CEO's compensation based on this evaluation. In determining both the annual cash incentive awards and long-term equity incentive components of CEO compensation, the Guardians may consider the Company's performance and relative stockholder return, significant activities and accomplishments, the value of similar incentive awards to CEO's at comparable companies, the awards given to the CEO in past years, and any other factors the Committee determines relevant. The Committee will also review on an annual basis management's recommendation with respect to the compensation of all officers and key executives as well as all individuals or groups of individuals receiving awards under equity-based plans.

The Guardians shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend, interpret and terminate such plans and, where appropriate, recommend such plans for approval by the stockholders of the Company. The Guardians has the sole authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to grant equity awards and determine the timing, amount, and other terms of any such awards, except with respect to equity awards to Board members. The Guardians of Compensation shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Section 162(m) of the IRC; provided that, any compensation that is intended to be performance-based compensation under Section 162(m) of the IRC shall be approved by a compensation Committee or subCommittee comprised solely of two or more individuals who qualify as "outside directors" for purposes of Section 162(m) of the IRC. The Guardians are responsible for approving the compensation, equity awards, and contractual arrangements of newly hired senior-level executives and for executives having significant changes made to their total compensation as a result of changes in responsibility or other special situations.

The Guardians will review the Company's incentive compensation arrangements, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking. The Guardians will review whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company in support of the annual proxy disclosure.

The Guardians is responsible for annually determining whether the Company's financial performance is sufficient for making discretionary, company-only payments. The Guardians shall conduct an annual self-evaluation of its performance.

The Guardians is responsible for establishing and monitoring compliance with any stock ownership guidelines of the Company that are applicable.

The Guardians will monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.

The Guardians shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

The Guardians shall perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.



GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Governance Committee is to oversee how the board of directors' functions, ensuring they are adhering to the organization's established governance framework, complying with legal regulations, and fulfilling their responsibilities effectively, essentially acting as a "conscience of the board" to maintain high standards of governance.

II. RESPONSIBILITIES

Board Recruitment and Composition: Identifies, recruits, and nominates qualified candidates for board membership. Ensures the board has the necessary skills, experience, diversity, and expertise to meet the organization's strategic needs. Develops and oversees a succession plan for board leadership positions (officers and committee chairs).

Board Orientation and Training: Develops and implements an orientation program for new board members to familiarize them with:

- The organization's mission, programs, and financials
- Board roles and responsibilities
- Governance policies and expectations
- Ensures ongoing education and training for board members to enhance their effectiveness.

Board Performance and Accountability: Establishes criteria and processes for evaluating individual board member and overall board performance. Conducts regular board self-assessments to identify strengths, gaps, and areas for improvement. Provides feedback to board members to ensure active and meaningful participation.

Policy Development and Oversight: Reviews and recommends governance policies, including:

- Conflict of interest policies
- Code of ethics and conduct
- Whistleblower policies
- Board attendance and term limits
- Ensures the board operates in accordance with organizational bylaws and legal requirements.

Board Meeting Effectiveness: Advises on best practices for board meetings, including agendas, minutes, and decision-making processes. Ensures meetings are efficient, productive, and focused on strategic governance. Monitors board member engagement and addresses issues like absenteeism or underperformance.

Bylaws Review and Compliance: Reviews the organization's bylaws periodically to ensure they remain current, relevant, and compliant with state and federal laws. Proposes amendments to the bylaws as necessary for board approval. Monitors board compliance with the bylaws and governance policies.

Board Structure and Committees: Reviews the board's structure, including Committees and task forces, to ensure they are effective and aligned with the organization's needs. Recommends changes to committee charters, responsibilities, and membership.

Leadership Development: Identifies and mentors board members for leadership roles, such as committee chairs or board officers. Supports a pipeline of future leaders to ensure smooth transitions and continuity.

Ensuring Legal and Ethical Governance: Monitors the board's adherence to legal, regulatory, and ethical standards. Educates board members on their fiduciary duties:

- Duty of care
- Duty of loyalty
- Duty of obedience

Strategic Alignment and Board Engagement: Ensures the board remains focused on strategic goals and supports the nonprofit's mission. Promotes board engagement by aligning members' skills and interests with organizational priorities.

III. MEMBERSHIP

The board will appoint the Committee chair, vice chair, treasurer, secretary and members, and each will serve a term of one year. The board may fill vacancies on the Committee and may remove a member from the Committee at any time without cause. The Committee shall have a minimum of three members and a maximum of ten members. The Committee is closed to non-members of the Committee and the public.

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VI. COMMITTEE EVALUATION

At least every two years the Committee will conduct a performance evaluation to review the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee deems appropriate.

VII. AMENDMENT OF THE CHARTER

This charter may be amended, modified, or revoked by a majority vote of the Board of Directors of B22 PARK, INC at any regular or special meeting. Any changes must be documented and communicated to the full Board.

VIII. ADOPTION

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PROGRAM PLANNING & EVALUATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Program Planning & Evaluation Committee is to oversee the development, implementation, and assessment of the organization's programs, ensuring they are effective in achieving their goals by regularly evaluating their impact and making necessary adjustments to improve outcomes for beneficiaries.

II. RESPONSIBILITIES

Program Planning and Development:

- **Needs Assessment:** Identifies the needs of the target population or community to ensure programs address relevant issues.
- **Program Design:** Works with staff to design programs with clear goals, objectives, timelines, and outcomes.
- **Strategic Alignment:** Ensures all programs align with the nonprofit's mission, vision, and strategic plan.
- **Approval of New Programs:** Reviews new program proposals and recommends them to the full board for approval.

Program Evaluation: Developing Evaluation Metrics: Establishes key performance indicators (KPIs) and benchmarks to assess program success. Monitoring Program Performance: Regularly reviews program progress reports and performance data to ensure objectives are being met. Impact Measurement: Evaluates the outcomes and long-term impact of programs on the target population or community. Continuous Improvement: Identifies areas for program improvement and works with staff to implement changes based on evaluation findings.

Ensuring Program Accountability: Ensures that programs are delivered effectively, efficiently, and within budget. Reviews program reports to confirm compliance with grant requirements, funder expectations, and organizational policies. Addresses any program-related risks and challenges, recommending solutions to leadership.

Collaboration with Staff and Other Committees: Works closely with program staff to support implementation and evaluation efforts. Coordinates with the finance committee to review program budgets and ensure alignment of resources with program goals. Collaborates with fundraising or development Committees to secure funding for program initiatives.

Stakeholder and Beneficiary Input: Gathers feedback from stakeholders, beneficiaries, and partners to evaluate program relevance and effectiveness. Ensures that programs reflect the needs and priorities of the populations they serve.

Reporting and Recommendations to the Board: Provides regular updates and reports to the full board on program performance, outcomes, and areas for improvement. Recommends program changes, expansions, or discontinuations based on evaluation data. Shares success stories and evidence of program impact to highlight achievements and accountability.

Program Sustainability and Scalability: Identifies opportunities to improve program sustainability, such as through better resource allocation or fundraising support. Evaluates whether successful programs can be expanded or replicated in other areas. Reviews programs that are underperforming and recommends strategies for improvement or discontinuation.

Innovation and Best Practices: Researches trends, innovative approaches, and best practices in the nonprofit's area of work to strengthen programs. Encourages the adoption of evidence-based strategies for program design and implementation.

Risk Management: Identifies and evaluates risks related to program operations (e.g., financial, operational, or reputational risks). Develops strategies to mitigate program-related risks.

Program Documentation: Ensures proper documentation of program goals, processes, outcomes, and evaluations. Maintains a record of lessons learned to inform future program planning and decision-making.

III. MEMBERSHIP

The board will appoint the Committee chair, vice chair, treasurer, secretary and members, and each will serve a term of one year. The board may fill vacancies on the Committee and may remove a member from the Committee at any time without cause. The Committee shall have a minimum of three members and a maximum of ten members. The Committee is closed to non-members of the Committee and the public.

IV. MEETINGS

The Committee will meet at least annually and as often as its chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its chair and chair's staff may determine. Deliverables, budget, and alternative meeting methods should be included in the decision-making process. The chair and chair's staff will develop an agenda in advance of each meeting and communicate meeting details to Committee members in a timely fashion. As necessary, the Committee will meet in a joint session with other Committees regarding items of concern to both Committees.

V. COMMUNITY REPORTS

The Committee will produce a written report at the conclusion of each meeting, which will include an attendance record, a copy of the agenda and a full report of Committee discussions with documented recommendations and decisions. These reports will be completed no more than three weeks following the meeting and forwarded to the Committee membership and the Office of the General Counsel for proper filing. All Committee reports, to the extent not confidential, will be posted on the B22 PARK, Inc. Board Portal so all Board members have access to the reports.

VI. COMMITTEE EVALUATION

At least every two years the Committee will conduct a performance evaluation to review the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee deems appropriate.

VII. AMENDMENT OF THE CHARTER

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FUNDRAISING & DEVELOPMENT COMMITTEE CHARTER

I. PURPOSE

The purpose of the Fundraising & Development Committee is to create and execute strategies to raise funds necessary to support the organization's mission, by identifying potential donors, cultivating relationships with them, and overseeing fundraising activities like events, grants, and individual donations to meet the organization's financial goals.

II. RESPONSIBILITIES

Fundraising Strategy and Planning: Develops and oversees a comprehensive fundraising plan to meet annual and long-term revenue goals. Aligns fundraising strategies with the organization's mission, goals, and strategic priorities. Recommends fundraising initiatives, campaigns, and revenue streams (e.g., major gifts, grants, events, online giving). Sets fundraising targets and monitors progress throughout the year.

Board Involvement in Fundraising: Encourages and empowers all board members to actively participate in fundraising efforts. Provides board members with training, tools, and resources to assist with donor cultivation, solicitation, and stewardship. Establishes expectations for board giving (e.g., 100% board participation in annual donations).

Donor Cultivation and Stewardship: Supports the creation and implementation of donor engagement strategies to attract, retain, and grow relationships with donors. Ensures proper recognition and appreciation of donors through thank-you letters, events, and personalized outreach. Develops strategies for cultivating major donors, corporate sponsors, foundations, and grantmakers. Monitors donor stewardship practices to ensure strong, lasting relationships.

Fundraising Campaigns and Events: Oversees fundraising campaigns, such as annual giving, capital campaigns, or endowment initiatives. Provides leadership and oversight for fundraising events, ensuring they are well-organized and aligned with financial goals. Evaluates the effectiveness of campaigns and events, recommending improvements as needed.

Grant Research and Oversight: Supports staff or consultants in identifying and applying for grants from foundations, corporations, and government agencies. Reviews grant opportunities to ensure alignment with organizational priorities. Monitors grant reporting requirements and ensures compliance with funder expectations.

Developing Partnerships and Sponsorships: Cultivates relationships with corporate sponsors, community partners, and philanthropic organizations. Develops strategies to secure sponsorships for events, programs, or campaigns. Identifies partnership opportunities to expand funding and support for the organization.

Monitoring Fundraising Performance: Tracks fundraising progress against goals, analyzing data and key performance indicators (KPIs) to assess effectiveness. Provides regular reports to the board on fundraising activities, successes, and challenges. Recommends adjustments to strategies or initiatives to ensure financial goals are met.

Building a Culture of Philanthropy: Promotes a culture of philanthropy within the board, staff, and volunteers. Ensures all members of the organization understand their role in supporting fundraising efforts. Educates stakeholders on the importance of fundraising for the organization's mission and sustainability.

Resource Development and Innovation: Explores new and innovative fundraising methods, such as digital campaigns, peer-to-peer fundraising, and recurring giving programs. Identifies emerging trends in fundraising and philanthropy to strengthen the organization's development efforts.

Collaboration with Staff: Works closely with development staff or consultants to provide guidance, oversight, and support for fundraising operations. Collaborates with the executive director or CEO to identify funding priorities and strategies. Assists in setting clear roles and responsibilities for fundraising efforts between the board, staff, and volunteers.

III. MEMBERSHIP

The board will appoint the Committee chair, vice chair, treasurer, secretary and members, and each will serve a term of one year. The board may fill vacancies on the Committee and may remove a member from the Committee at any time without cause. The Committee shall have a minimum of three members and a maximum of ten members. The Committee is closed to non-members of the Committee and the public.

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PERSONNEL COMMITTEE CHARTER

I. PURPOSE

The purpose of the Personnel Committee is to review and recommend policies related to staff and human resources, including hiring practices, employee evaluations, compensation, and overall staff wellbeing, to the board of directors for approval; essentially overseeing the organization's human resource management practices to ensure they align with the mission and values of the non-profit.

II. RESPONSIBILITIES

Executive Director/CEO Oversight:

- Hiring and Recruitment: Leads or oversees the search, selection, and hiring process for the executive director or CEO.
- Performance Evaluation: Develops and conducts the annual performance review of the executive director, gathering feedback from the board and staff as appropriate.
- Compensation and Contract: Recommends the executive director's salary, benefits, and contract terms to the board for approval.
- Succession Planning: Develops and maintains a succession plan for the executive director or key leadership roles.

Human Resources Policy Development: Reviews, develops, and recommends personnel policies, including:

- Recruitment and hiring practices
- Employee conduct and ethics policies
- Compensation and benefits structures
- Performance management procedures
- Leave policies (e.g., PTO, parental leave)
- Ensures policies comply with federal, state, and local employment laws.
- Recommends updates to the employee handbook as necessary.

Compensation and Benefits Oversight: Reviews and recommends fair and competitive compensation and benefit programs to attract and retain qualified staff. Monitors salary structures, ensuring alignment with the organization's budget and mission. Ensures compliance with wage and hour laws.

Staff Performance Management: Oversees the development of performance evaluation systems for all staff. Ensures that performance reviews are conducted consistently and fairly. Advises on disciplinary policies and procedures to address staff performance issues.

Personnel Planning and Staffing: Assesses staffing needs to ensure the organization is adequately staffed to meet its mission. Assists leadership in identifying gaps, priorities, and strategies for hiring or restructuring. Provides oversight in workforce planning, recruitment, retention, and staff development.

Ensuring Compliance with Employment Laws: Monitors compliance with all applicable employment laws and regulations, including Equal Employment Opportunity (EEO), Anti-harassment and anti-discrimination policies, Occupational health and safety standards, Fair Labor Standards Act (FLSA) requirements, and advises on best practices to reduce legal risk related to employment matters.

Employee Relations and Workplace Culture: Promotes a positive, inclusive, and equitable workplace culture. Advises on strategies to maintain staff morale, reduce turnover, and address workplace concerns. Ensures the organization has appropriate grievance, whistleblower, and conflict resolution processes in place.

Leadership Development and Training: Encourages staff professional development and training opportunities. Supports leadership training for senior staff and managers.

Handling Sensitive Personnel Issues: Provides guidance to the executive director on complex or sensitive HR matters, such as:

- Grievances or disputes
- Terminations or layoffs
- Employee complaints or misconduct investigations
- Ensures confidentiality and fairness in handling personnel issues.

Monitoring Organizational Structure: Reviews and recommends changes to the organizational structure to improve efficiency and effectiveness. Ensures that reporting lines, roles, and responsibilities are clear and support organizational goals.

III. MEMBERSHIP

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PERSONNEL COMMITTEE: GUARDIANS OF MEMBERSHIP

The **Guardians of Membership** are primarily responsible for providing guidance necessary to develop membership and to help define the values and benefits of membership, keeping track of membership fees and looking for ways to attract and retain new members.

RESPONSIBILITIES

Membership Service: Identifying the needs of members and recommending the development of services to meet those needs.

Increasing Membership: Recommending means for increasing membership base, especially among underrepresented groups including, but not limited to, African-Americans, Latinos, Native Americans, and Asian/Pacific-Americans.

Keeping Membership Informed: Recommending to the Executive Director, the Council, and other Committees and related associations ways in which to make prospective and current members aware of the resources, services, and membership benefits.

Welcoming New Members: Recommending ways to acknowledge new members and to encourage participation in activities. Conducting welcoming activities via the Committee's Key Contact program.

Identifying Nonmember Needs and Perceptions: Gathering information on and analyzing non-members' needs and perceptions. Recommending ways in which to meet these needs to attract non-members to join.



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OFFICIAL
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ARTICLE I: CORPORATE IDENTIFICATION & JURISDICTION

Section 1: Name & Jurisdiction of the Corporation

This organization, incorporated under the "BrickTwentyTwo Productions, Inc" of the State of Alabama, shall be known as B22 PARK, INC., and shall be referred to herein as "the Corporation." The Corporation's geographic jurisdiction for services shall be all Alabama counties [and virtual], as well as other areas deemed necessary to meet the corporate purposes.

Section 2: Address of the Corporation

The corporation shall have the principal office located in Alabama [virtual], or as so determined by the Board of Directors. The Corporation may have such other offices as authorized by the Board of Directors.

Section 3: Registered Agent

The Registered Agent of the Corporation shall be Shamirah Ross-Gowdy, the Founder, President and CEO of the Company.

ARTICLE II: MISSION STATEMENT & PURPOSES

B22 PARK, INC's Mission is to help low income people in Alabama [and virtual] obtain self-sufficiency.

The Purposes of the Corporation shall be to:

1. B22 Park, Inc. is a Black-owned and woman-operated 501(c)(3) non-profit organization founded upon the principle of giving back to the community through for-profit and non-profit subsidiaries. We believe in community and sustainability to drive positive change. Through our unwavering commitment, we strive to make a lasting impact on our community through Dedication to Impact, Transparency and Accountability, Community Engagement and Innovation.
2. Provide programs, services and other activities designed and linked so as to remove obstacles and develop opportunities for persons and families to become self-sufficient.
3. Serve as a catalyst to leverage a broad range of resources toward unmet community service needs and stimulate the coordination of these resources for maximum impact. Achieve greater participation of local individuals, families and institutions in community affairs.
4. The Corporation shall engage in the development and implementation of such activities and programs as it may deem necessary in order to accomplish its general purposes. The Corporation shall be authorized to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of its general purposes.
5. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted in accordance with its 501(c)(3) tax exempt status, and other federal and state laws, rules and regulations governing Alabama nonprofit corporations.

ARTICLE III: POWERS AND DUTIES OF THE BOARD MEMBERS

The business and affairs of the corporation shall be governed by its Board of Directors, which has all of the powers, authority, responsibilities and obligations given the Board of a not-for-profit corporation under the laws of the State of Alabama. All income and the property of the Corporation must be applied exclusively for its not-for-profit purposes. The enumeration of certain powers herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by law currently or hereafter in force.

The corporate powers, duties and responsibilities of the Corporation shall be vested in the Board of Directors as follows:

1. The Board shall participate fully in the activities of the Board and to develop rules and procedures for the Board, which shall be contained in the corporate bylaws, and other requirements as may be determined by funding sources, grants and contracts.
2. The Board shall select/elect officers of the Board of Directors and the Executive Committee, and shall maintain corporate bylaws for managing board operations.
3. The Board shall determine major personnel, fiscal and organizational policies and procedures for the effective and efficient operation of the Corporation. The Board is charged in fully participating in the planning process, development, evaluation and implementation of Corporation programs. The Board shall provide appropriate financial oversight, and ensure adequate financial systems and internal controls are in place. The Board shall ensure that adequate resources are available for the Corporation to fulfill its mission.
4. The Board's Executive Director will remain as the Founder unless she relinquishes her rights voluntarily due to retirement.
5. The Board shall enhance the Corporation's public standing and should clearly articulate the mission, accomplishments, and goals to the public to gain support from the community. The Board shall ensure legal and ethical integrity, and maintain accountability to all stakeholders.

ARTICLE IV: BOARD COMPOSITION AND MEMBERSHIP

Section 1. Board Size & Tripartite Composition:

The Board shall consist of not less than (3) three and not more than (9) members, and shall be representative of a broad cross section of the community in the counties currently served by the Corporation. The total membership of the Board shall comply with the applicable provisions of federal law and state funding requirements and regulations.

Section 2. Public Sector:

One-third and not less than five (5) members shall be elected public officials currently holding office or their designated representatives. Members shall be selected based on the criteria as established by the Board and in accordance with requirements:

The Public Sector shall include: a minimum of 2 representatives from either Alabama county [and virtual].

An elected or appointed public official having a seat on the Board may select a designated representative to serve on his/her behalf. The representative need not be a public official, so long as he/she is entitled to act on behalf of the public official represented with regard to the business of the Board. If the number of elected officials available and willing to serve on the board is less than one third of the membership, the board may use appointed public officials. Documentation of the appointing officials to confirm board members shall be maintained by the Board. Efforts shall be made to ensure Public Sector appointment from each county served, to the extent possible and feasible.

Section 3. Low Income/Consumer Sector:

Not more than five (5) members of the Board shall be representative of the low-income population in the geographic area served. They shall be selected in a democratic selection process, in accordance with the Community Services Block Grant (CSBG) guidelines. The selected representatives must reside in the geographic service area, and must be low-income. The procedure(s) used to select representatives of the Low Income Sector will be documented to demonstrate that a democratic selection process was utilized. Selection processes that may be utilized may include but shall not be limited to:

1. Nominations and elections by income eligible clients being served within programs and services currently operated by the Corporation, with emphasis on rules and regulations as provided by federal statutes.
2. Selection at meetings, public forums or community gatherings to which community residents, and especially those who are low income, are invited; a democratic selection process shall be utilized and adequate documentation maintained by the Corporation.
3. Selection of representatives by existing organizations whose membership is predominately composed of low income persons or an organization that provides services to low income people.

The Governance Committee will make recommendations from the submitted names to the full board based on an annual assessment of skills and backgrounds needed. Efforts shall be made to ensure Consumer appointment from each county served, to the greatest extent possible and feasible.

Section 4. Private Sector:

Not more than five (5) members of the Board shall represent the private sector as representatives or members of business, industry, labor, religious, private social services, education, significant minority groups, or other major private groups and interests in the community at large, whose mission and/or purpose is compatible with the goals of the Corporation. These groups and interests shall be identified by the Governance Committee and selected by the Board to ensure a continuing and effective mechanism for securing broad and diverse Private Sector involvement.

Criteria for selection in this sector shall be: 1) The group's purpose and philosophy are compatible with this Corporation's mission, goals and objectives; 2) The group will enhance and/or support the needs of the Corporation; and 3) The Governance Committee determines no conflict of interest or impropriety exists. The Private Sector groups that will be asked to submit candidates for representation on the Board shall be notified in writing. Private Sector groups shall use their own methods of selection of their representative candidates for the board, and shall send the Governance Committee documentation confirming the person's selection. The Governance Committee will make recommendations from the submitted names to the full board based on an annual assessment of skills and backgrounds needed. Efforts shall be made to ensure private sector appointments from each county served, to the extent possible and feasible.

Section 5. Terms of Office and Term Limits:

Terms of service for all members (excluding the Board of Directors) shall be two years, renewable for two additional terms, for a maximum of six years of consecutive service. A person who reaches six consecutive years of service must wait at least one full year before joining the board again in any capacity. All appointments to the Board shall be in writing, and unless otherwise stated in these bylaws, will become effective upon approval by the Board of Directors at a meeting for which a quorum is present.

Section 6. Resignations and Vacancies:

Any board member may resign from the Board at any time. All resignations shall be submitted in writing to the Chairperson. Any such resignation takes effect at the time specified therein unless determined otherwise by the Board of Directors. The Board will declare a vacancy in cases other than from expiration of a term and require the replacement be selected in the same manner in which the original selection was made.

The Board of Directors or a Board Committee shall be responsible for monitoring the vacancies on the Board, and for maintaining accurate records of Board member participation. Any vacancy that occurs shall remain vacant until filled in accordance with these bylaws.

Section 7. Limitations on Corporate Employment & Board Membership

Member of the Board can be an employee of the Corporation, or the spouse, child, parent, sibling, relative by blood or marriage of comparable degree, or living in the same household in a committed, romantic relationship with an employee of the Corporation. Board members do not have to resign their membership from the board of directors.

No former employee of the Corporation shall be eligible for membership on the Board for one (1) year after his or her cessation of employment with the Corporation. The Board may waive this one year rule, however, where it is determined by majority vote of the Board that the addition of the former employee would be in the best interests of the Corporation. In making this "best interests" determination, the Board members may consider the following: 1) The former employee's performance and dedication to the Corporation's goals, objectives and mission while he or she was employed by the Corporation, 2) Whether the former employee's new occupation or affiliation will further diversify the composition of the Board, and 3) Whether the former employee's new occupation or affiliation will potentially provide the Corporation with additional resources to effectuate the Corporation's goals, objectives, and mission.

Section 8: Removal & Misconduct

Board members who fail to maintain an adequate attendance record or who miss three (3) scheduled board meetings per year will be removed from the Board unless the Board, by a majority vote at a meeting at which a quorum is present, determines there are extenuating circumstances. The Board may remove, by a majority vote of a meeting at which a quorum is present, any member for willful misconduct which shall include but is not limited to: violations of these bylaws or other Corporation policies and procedures, and not acting in the best interest of the Corporation.

Section 9: Petition Procedures:

Any group that believes it is inadequately represented on the Board may petition for adequate representation utilizing the following procedures: A petition bearing the signatures of five (5) persons belonging to the group concerned stating the reasons they are not adequately represented shall be submitted to the Board. At the next meeting of the Board following the filing of the petition, the Board shall determine the validity of the petition, and vote to determine if representation will be given to the petitioning group. The Board shall notify the group in writing of its decision within (90) ninety days.



ARTICLE V: OFFICERS OF THE BOARD

Section 1. Officers of the Board:

The Corporation shall have the following Officers: Chairperson who will serve as President; Vice Chairperson who will serve as Vice-President; Secretary; and Treasurer. Additional Officers may be established, as the Board deems necessary.

Section 2: Annual Meeting & Elections of Officers of the Board:

The Board from among its current membership shall elect the Officers of the Board at its Annual Meeting. The Officers shall be elected to a two year term, renewable once for an additional two year term, and shall not exceed four consecutive years in the same office. The elected positions will be elected at alternating years, with Chair and Secretary being elected in even number years, and Vice Chair and Treasurer being elected in odd years. The Governance Committee will propose a slate of officers. Nominations from the floor may also be made. The Founder will always remain as President and can't be removed from Chair. The Founder and President can cast final votes and is weighted three times as much as any other vote if there's a tie or mistrial.

The Annual Meeting must be held during the 2nd quarter of each calendar year. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected and seated.

If an elected officer steps down, or leaves the board, and a vacancy arises, a current board member may be voted in to take over their position finishing their successor's term limit.

Section 3: Duties and Responsibilities of the Officers of the Board:

1. **CHAIRPERSON:** The Chairperson shall have the following duties:

- Preside over all meetings of the Board(s),
- Sign all grants, contracts, bonds or other instruments that require governing board of directors authorization, and
- Perform all duties as may be prescribed by the Board of Directors from time to time.

2. **VICE CHAIRPERSON:** The Vice Chairperson shall have the following duties:

- Perform the duties of the Chairperson in his/her absence or in the event of his/her inability or refusal to act,
- S/he shall have all the powers of and be subject to all the restrictions upon the Chairperson when acting as Chairperson, and
- Perform such other duties and responsibilities as designated by these bylaws, by the Chairperson or by the Board, and/or by the board of directors.

3. **SECRETARY:** The Secretary shall have the following duties:

- Keep or cause to be kept full minutes of all meetings of the Board of Directors,
- Attend the sessions of the Board of Directors, and record all the acts, votes and the minutes of all proceedings in a book or record to be kept for that purpose,
- Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and perform such other duties as may be assigned. The Secretary has the authority to certify true and correct copies of the bylaws, the resolutions of the Board and Committees thereof, and other documents of the Corporation.

4. **TREASURER:** The Treasurer shall have the following duties:

- Be responsible for ensuring that financial records of the Corporation are maintained and that regular financial reports including an annual financial report/audit are made to the Board of Directors and any funding agencies of the federal, state or local government.
- Sign all required legal financial reports, be a check signatory, ensures the timely response to any outstanding audit issues and that their remedies are undertaken and maintained by appropriate staff.
- Oversee financial statements on all programs to the Board at regular and/or special Board meetings.
- Serve as Chairperson of the Finance Committee of the Board.
- Be required to be bonded for the faithful discharge of his/her duties in such sum and sureties as the Board determines.

ARTICLE VI: BOARD OF DIRECTORS MEETINGS

Section 1: Regular Meetings / Special Meetings:

The Board shall hold regular meetings. Board meetings shall be open to the public. There will be a minimum of six meetings per year under-funded, ten meetings per year partially-funded, and twenty-four meetings per year fully-funded. In special circumstances, board members may participate by phone.

Special Meetings: The Chairperson may call a special meeting of the full board at his/her discretion, providing adequate written notice, to include the meeting agenda, is given at least five (5) days before such special meeting. In special circumstances the board may conduct a vote by email.

Section 2: Annual Meetings:

The annual meeting of the Board of the Corporation must be held during the 2nd quarter each year at a place and time determined by the Board.

Section 3. Notice:

Notice of meetings and the meeting Agenda must be sent to all board members, to be received at least five (5) days in advance of the meeting. Proper notice of the date, time, and place, to include the meeting agenda and minutes (complete with a record of votes on all motions of the previous meeting), shall be given in writing to each member by hand or via mail at least five (5) days before said meeting.

Unless the items appear on an agenda circulated pursuant to the requirement of these bylaws, the Board may not act upon the issues of: 1) The removal of a member of the Board for cause, 2) The election of officer(s) or members of the Board, 3) The amendment or revision of these bylaws or 4) The hiring or termination of the Executive Director of the Corporation.

Section 4: Executive (Closed) Sessions:

All regular meetings of the Board shall be open to the public, with exceptions noted for Executive Session for confidential Corporation business. Executive sessions shall be conducted in accordance with applicable rules and regulations.

Section 5: Quorum:

The presence of fifty-one percent (51%) of the non-vacant seats on the Board shall constitute a quorum for conducting business at regular and special Board meetings. The Board shall take no vote unless a quorum is present.

Section 6: Voting and Ballots:

Voting at meetings of the Board and its Committees shall be in person, or by other methods as may be defined by the Board. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited. The act of the majority of the board members at any meeting at which a quorum is present shall be an act representing the full Board, except in those specific instances in which a greater number may be required by Alabama Statutes, the Articles of Incorporation, or these bylaws.

Section 7: Board Meeting Minutes

The Board shall keep for each meeting written minutes, which include a record of those board members present, and record of votes on all motions. The minutes of the board meetings shall be available to officers and board members in accordance with the provisions of these bylaws. Minutes of the previous meeting shall be distributed to all members with the notice and agenda of the upcoming meeting.

The Secretary of the Board will maintain minutes summarizing each Board meeting. The Secretary may delegate such preparation to appropriate staff through the Executive Director. The minutes must be reviewed and approved by the Secretary prior to their submission to the Board for approval at the next meeting.

Section 8: Parliamentary Authority

The Parliamentary Procedures of all meetings of this Corporation shall be guided by B22 PARKS, INC's Rules of Order, Newly Revised.

ARTICLE VII. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Committee Membership, Appointments and Vacancies:

Each Committee shall have written duties and responsibilities, and conduct meetings consistent with these bylaws or with rules adopted by the Board. Unless duly authorized by these bylaws, Board Committees may not act on behalf of the Corporation, or bind it to any action, but shall make recommendations to the Board or to the Executive Committee of the Corporation. Committees may be created or dissolved by a two-thirds majority of the Board members present at a Board meeting at which a quorum is present.

Section 2: Executive Committee:

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer and additional members if determined by the Board. The Executive Committee is authorized to transact routine and ordinary business between meetings of the Board. Additional duties of the Executive Committee shall include, but shall not be limited to:

- Transaction of urgent business in a timely manner, which will be taken to the full Board for its ratification and/or adoption at the next regularly scheduled board meeting,
- Developing and maintaining organizational structure and operating procedures of the Board and Committees,
- Consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation,
- Ensuring compliance with these bylaws and all requirements of funding agencies and governmental entities,
- Serving as support to the Executive Director in his/her efforts to manage the Corporation, and
- Other responsibilities as authorized by the full Board of Directors for conducting Corporation business.

Section 3: Finance Committee:

The Finance Committee shall consist of the Treasurer and at least one representative from each sector appointed by the Chairperson. The Treasurer shall chair the Committee, and the Finance Committee shall have the following responsibilities:

- Be knowledgeable of federal, state or local guidelines relative to the financial management of the Corporation;
- Review the budgeting process and monthly budget status and financial reports prepared under the direction of the Executive Director and/or his/her employees,
- Assist, when and where applicable, in fundraising and securing alternate sources of funding for Corporation programs and services,
- Recommend to the Board a Certified Public Accountant to perform the annual audit(s) and review the annual audits and assess any audit exceptions and/or findings and report said information to the full Board,
- Consult with the Executive Director with regard to appropriate operation and control of accounting and reporting systems, fiscal policies and procedures, including signers of checks and documents.

Section 4. Governance Committee:

The Governance Committee shall have the following duties and responsibilities:

- Advise the Board on matters related to Board membership, including nominations, recommendations, and selection(s) of Board members to the full Board;
- Create a recruitment and screening process for the selection of board members, including oversight of the consumer/low income democratic selection process;
- Work with the Executive Director and/or designated staff in orientation for new board members and board member training;
- Maintain a pool of potential board members, monitor vacancies and term limits of the Board, and make appropriate recommendations as deemed necessary, and
- Make recommendations for revisions to the Corporation's bylaws as deemed necessary, and not less than every two fiscal years.

Section 5. Program Planning and Evaluation Committee:

The Planning & Evaluation Committee shall have the following duties and responsibilities:

- Work with the Executive Director and designated staff to develop, expand, and otherwise oversee all programs and services, community needs assessments and other activities as may be required for compliance, including agency-wide planning calendar,
- Advise the Board on strategic planning and other program matters of the Corporation,
- Review, evaluate and monitor all programs through consultation with the Executive Director and designated staff to ensure grants and contracts compliance,
- Conduct all program evaluations and reviews as may be required by funding sources, and
- Conduct annual review and risk assessment of facilities, with full costs and benefits of properties leased, owned, or rented by B22 PARK, INC.

Section 6. Fundraising and Development Committee:

The Fundraising and Development Committee shall be responsible for:

- Working in conjunction with the Executive Director to develop partnerships with the business community and other appropriate organizations, to explore and formulate ideas, events and strategies to generate additional/unrestricted revenues,
- Increasing public awareness of services, program activities and events of B22 PARK, INC.

Section 7. Personnel Committee:

The Personnel Committee shall be responsible for:

- Participation in the development of personnel policies and procedures to govern Corporation employees, and ensure compliance with federal and State EEO regulations. Additional duties shall including the following:
 - Review Personnel Manual;
 - Review job classification to determine and ensure compliance with state and federal credential and licensing requirements for job classes;
 - Development of a wage and salary schedule for guidelines to be used by the Executive Director in the hiring and compensation of employees;
 - Periodically review and/or recommend approval to the Board all human resources benefits, career development plans and major staff program changes recommended by the Executive Director
- In conjunction with the Executive Director, review and approve recommendations for the hiring of managers and senior directors as provided in the Head Start regulations.
- The Personnel Committee shall conduct hearings on employee, client, and community grievances in accordance with the grievance procedures defined in the personnel policies and procedures. The Committee shall define a fair and objective hearing process, including date, time, place, and review of relevant documents and witness(s), with a focus on due process of law and EEO regulations.
- Design and conduct the annual evaluation of the Executive Director.
- Work with Executive Director to create and implement a plan to ensure B22 PARK, INC is able to recruit and maintain a diverse workforce.
- Review employee exit interviews at least annually.

ARTICLE VIII: FIDUCIARY RESPONSIBILITIES AND RECORDKEEPING

Section 1: Fiscal Year:

The fiscal year of the Corporation shall be the twelve (12) month period beginning January 1 and ending December 31 of the same year.

Section 2: Contracts:

The Board may authorize any officer(s) of the Corporation, consistent with these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 3: Checks, Drafts & Recordkeeping:

All checks, drafts, or other instruments for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by officers or agents of the Corporation in a manner determined by fiscal policies and procedures.

The Corporation shall keep correct and complete books and records of accounts, and minutes of the proceedings of Corporation Board meetings, standing Committees and ad hoc Committee meetings. The Corporation shall keep an accurate record of the names, addresses, telephone numbers, email addresses, terms of office and date of term(s), appointments or selections of all officers and board members, and shall maintain these records in the Registered and principle office of the Corporation. Officers and directors of the Corporation shall have such access to books and records as may be required by law and as may be set forth by the Board of Directors.

The Executive Director and the Board Chairperson shall be authorized to enter into contracts and to execute and deliver any instrument in the name of and on behalf of the Agency. Such authority may be general or confined to specific instances or transaction according to fiscal policies and procedures adopted by the Board.

Section 4. Funds and Investments:

All funds of the Agency must be periodically deposited to the credit of the Agency in such banks, trust companies, savings and loan associations or otherwise invested in real or personal property, including, without limitation, money market funds, instruments, securities, mutual funds, or other forms of investment, as the Board of Directors may select.

Section 5: Audits:

There shall be an annual Corporation-wide audit of the Corporation's financial records; said audit shall be submitted to all funding sources in accordance with federal and state rules and regulations. The audit shall be performed by an independent Certified Public Accountant, if needed, selected in accordance with these bylaws.

Section 6: Board Member Liability & Corporate Indemnification:

The Board shall be covered by Officers and Directors Liability Insurance, maintained and paid by the Corporation. The Corporation shall indemnify any person who is a party or threatened to be made a party to any lawsuit or proceeding, whether civil, criminal, administrative, or investigative. Corporation indemnification shall be in accordance with nonprofit laws under the State of Alabama.

In the event that legal or administrative proceedings are commenced against a Director or Officer of the Corporation who is serving without compensation for acts or omissions committed within the scope of his/ her authority or responsibilities conferred by the Corporation - and such acts or omissions do not involve intentional, willful, or wanton conduct - the Corporation agrees to indemnify and hold harmless that Director or Officer against any civil claim or claims, and for any expense incident thereto, including court costs and legal fees.

Before the Corporation shall be obligated to indemnify and hold harmless the affected Director or Officer, however, the Director or Officer shall agree in writing to fully cooperate with the Corporation and make himself or herself available at all reasonable times to assist the Corporation in the defense of the particular judicial or administrative proceeding. For purposes of this indemnification provision, "willful or wanton" conduct is defined as a course of action which shows an actual or deliberate intention to cause harm or, although unintentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ARTICLE IX: REPEAL OR AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a (2/3) two-thirds majority vote of the Board members present at a regular meeting at which a quorum is present. At least (10) ten days written notice must be given to each member of the Board, and the notice shall include the intent to alter, amend, repeal or to adopt new bylaws, and shall include a statement of the recommended changes.

ARTICLE X: DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved at any time in the manner provided by the laws of the State of Alabama. If the Corporation is dissolved voluntarily, the plan of distribution for the assets shall provide that: (1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provisions should be made therefore; (2) assets held by the Corporation requiring return, transfer, or conveyance, which conditions occurs by the reason of the dissolution, shall be returned, transferred, or conveyed. Further, any remaining funds not required to be returned to the State or Federal Government, local government, or agencies of any such governments, shall be distributed to a corporation or corporations operating exclusively for charitable or educational purposes, which said corporation or corporations qualify as exempt organizations under the provisions of the Internal Revenue Code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 31st day of MAY, 2019.

STANDARDS FOR MEETING OPERATIONS

ALL Committees must follow the below **Standards for Meeting Operations**. The Committee's secretary must also compile notes in the following format:

Call to Order

- Time: The meeting officially begins.
- Chair's Role: The Chair or meeting leader calls the meeting to order, confirming a quorum is present if needed.

Welcome and Introductions (if applicable)

- Purpose: Brief introductions if new members or guests are attending.
- Chair's Role: Welcome participants and introduce new members or guests to the group.

Review and Approval of the Agenda

- Purpose: Ensure the agenda includes the key topics to be discussed.
- Chair's Role: Present the agenda to the group, and ask if any items should be added, modified, or removed.
- Action: Committee members approve the agenda or suggest changes.

Approval of the Minutes from the Last Meeting

- Purpose: Review and confirm that the minutes from the previous meeting accurately reflect what was discussed and decided.
- Secretary's Role: Present the draft minutes for review.
- Action: Committee members approve the minutes or suggest revisions.

Committee Updates/Reports

- Purpose: Provide updates on ongoing projects or subCommittees.
- Roles: Individual members or subCommittees report on their progress, challenges, and next steps.
- Action: Discussion and feedback on reports, with follow-up tasks assigned if necessary.

Old Business

- Purpose: Address items or issues that were previously discussed but not yet resolved.
- Chair's Role: Review any unresolved action items from previous meetings.
- Action: Continue discussions or decisions on these ongoing matters.

New Business

- Purpose: Introduce new issues, projects, or proposals for discussion.
- Chair's Role: Present new topics or initiatives for the Committee's consideration.
- Action: Committee members discuss and decide on new matters, such as project proposals, fundraising plans, or policy updates.

Discussion of Action Items

- Purpose: Review and finalize any action items.
- Chair's Role: Go through the action items from the meeting, confirming responsibilities, deadlines, and any needed follow-ups.
- Action: Assign tasks and ensure clarity on next steps.

Open Floor for Additional Items

- Purpose: Allow members to bring up any new or urgent topics not covered in the agenda.
- Chair's Role: Open the floor for any member to propose additional discussion points.
- Action: Brief discussion, and if necessary, defer complex topics to future meetings.

Next Steps and Closing Remarks

- Purpose: Review action items and next steps before adjourning the meeting.
- Chair's Role: Summarize key decisions, responsibilities, and deadlines. Confirm the date, time, and location for the next meeting.
- Action: Ensure clarity on follow-up tasks, thank attendees for their participation.

Adjournment

- Time: Officially end the meeting.
- Chair's Role: Declare the meeting adjourned, and thank members for their time and contributions.

MEETING TIPS:

- Time Management: Stick to the time allotted for each agenda item to keep the meeting focused and efficient.
- Clear Decision-Making: Ensure that clear decisions are made, and that action items are assigned with specific deadlines.
- Engagement: Encourage participation from all members to ensure diverse input and collaboration.
- Documentation: Keep thorough records, including minutes and action items, for future reference and follow-up.

The symbol for a Committee is the external company logo, followed by the Committee's local state seal and a gold ribbon. A remote member living in another state is still considered a member of the Committee's local chapter if that's the chapter they originally join. They can transfer to their state's chapter if there's a charter available. The color of the external logo, along with a center bar, identifies the type of Committee.



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