

**FAIRY GAYMOTHERS
BYLAWS**

ARTICLE I: NAME

1.01 Official Name

The official name of this corporation shall be the “Fairy GayMothers Inc.”, a corporation not for profit organized and existing under the laws of the State of Florida.

1.02 Assumed Names

The business of the corporation may also be conducted as the “Fairy GayMothers”, “The Fairy GayMothers”, “TFG”, the “Key West Fairy GayMothers”, “KWFGM” or other names as determined by the board. The corporation shall be herein after known as “TFG” within this document.

ARTICLE II: PURPOSE

The Fairy GayMothers is organized exclusively for charitable and educational purposes, including for making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

TFG’s purpose is to:

- Support members of our One Human Family to help make a meaningful impact within the community
- Provide support, donations and fundraising assistance to other nonprofits, initiatives and other community organizations to help them further their own missions and assist them in providing additional benefits to those they serve
- Provide support to under resourced community members through TFG Community Initiatives and partnerships with other nonprofits, organizations and initiatives
- Provide support to marginalized community members and groups through fundraising and initiatives
- Promote, encourage and foster acceptance, inclusion and community for all
- Support and organize community and private events
- Spread love, support and joy to the community through random acts of kindness, acceptance and celebration

ARTICLE III: LEGAL POWERS

3.01 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for with the corporation is organized, and to aid or assist

other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3.02 Nonprofit Status and Exempt Activities Limitation

3.02.01 Legal Status

TFG is a Florida nonprofit corporation, recognized as tax exempt under Section 501 (c) (3) of the Internal Revenue Code.

3.02.02 Exempt Activities Limitation

- Notwithstanding any other provisions of these Bylaws, no director, officer, employee, volunteer or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt by Section 501(c) (3) of the Internal Revenue Code, as it exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c) (2) of such code, or regulations as it now exists or may be amended.
- No part of the net earnings of the corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to any director, officer, or other private person 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 Articles of Incorporation and these Bylaws.
- A person who has financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists. TFG may contract in due course of its business with directors and officers for services rendered to the extent permissible under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and consistent with terms stipulated in its Conflict of Interest Policy.

3.03 Articles of Dissolution

No person, firm or corporation shall ever receive any dividend or share in the income from undertaking of this corporation, and upon termination or dissolution, all assets remaining after payment of any remaining TFG liabilities and the cost and expenses of

such dissolution shall be distributed to one (1) or more qualifying community based organizations, which, at least generally, includes a purpose similar to the termination or dissolving corporation, in Monroe County which are exempt organizations as described in sections 501(c) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE IV: MEMBERSHIP

4.01 No Membership Classes

TFG shall have no membership class and no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

4.02 Non-Voting Affiliates

The managing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The managing body may have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and make determinations as to affiliates' rights, privileges, and obligations.

4.02.01 Discretion

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, events or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE V: BOARD OF DIRECTORS

TFG shall be governed by the Board of Directors. The Board of Directors shall consist of the Founding and Elected Directors, and the affairs of TFG shall be vested in this board.

5.01 Number of Directors

TFG shall have a Board of Directors consisting of no less than three (3) directors. The board shall be comprised of five (5) Elected and two (2) Founding Directors. The total number of directors on the board shall be no more than seven (7), contingent upon the number of active Founding Directors. Within these limits, the board may increase or decrease the number of Elected Directors serving on the board, including for the purpose of staggering the terms of Elected Directors.

5.02 Powers

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of TFG shall be managed under the direction of the board, except where otherwise provided by the Articles of Incorporation, these Bylaws or by law.

5.03 Voting

Only members upon the Board of Directors shall be permitted to vote.

5.03.01 Multiple Positions Held

No member of the Board of Directors should have more than one (1) vote counted, regardless of the number of officer positions held on the board.

5.03.02 Founding Directors

Founding Directors are not permitted to vote when there is a potential or actual conflict of interest involving one or both Founding Directors.

If a quorum is no longer present due to the removal of the Founding Director votes, if deemed necessary by the remaining Elected Directors, a third-party member may be chosen by the remaining board members to meet the quorum.

5.04 Terms

5.04.01 Elected Directors

- All Elected Directors shall serve a one-year term; however, the term may be extended until a successor has been elected.
- Elected Director terms shall be staggered so that all directors will not end their terms at the same time of year.
- The terms of office shall be considered either to begin August 1st and end July 31st of the same year in office, or to begin April 1st and end March 31st of the same year in office, unless the term is extended until such time as a successor has been elected or as otherwise decided by a majority vote of the board.
- Elected Directors may serve terms in succession.
- When the term of an Elected Director is about to expire, the vacancy shall be filled by a majority vote. The individual officer of the existing board shall continue to serve until the remaining board members appoint a successor or until a Director is unable or unwilling to serve or is removed from office. Officers shall serve a term of one year, at which time re-elections will take place.

5.04.02 Founding Directors

- The terms of the Founding Directors do not expire.
- If a Founding Director holds an elected board position, they will follow the terms of that position and may then be re-elected, elected to a new position, or return to only holding their Founding Director seat.

5.05 Qualifications and Elections of Directors

In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board. Elected Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in August and/or April of each year unless otherwise decided by a majority vote of the board.

5.06 Vacancies

5.06.01 Elected Directors

The Board of Directors may fill vacancies due to the expiration of an Elected Director's term of office, resignation, death, or removal of a director or may appoint new Elected Directors to fill a previously unfilled position, subject to the maximum number of Elected Directors allowed under these Bylaws.

5.06.02 Post Election Vacancies

Officers vacating their seats after any election shall remain an advisor to the new officer for the first eight (8) weeks after the start of the replacing officer's term, unless otherwise determined by a majority vote of the current board. They will serve to counsel and assist the new officer in properly conducting themselves in the office they have been elected to. If an officer is re-elected during any election, no changes will take place.

5.06.03 Unexpected Vacancies

Vacancies due to resignation, death, or removal of an Elected Director shall be filled by the board members for the balance of the term of the director being replaced or until the position is filled.

5.06.04 Founding Directors

The Board of Directors may not fill vacancies due to the resignation, death, or removal of a Founding Director. In the event of resignation, death, or removal of a Founding Director, their position will be removed from the Board of Directors.

5.07 Removal of Directors

5.07.01 Elected Directors

An Elected Director may voluntarily step down or be removed by two-thirds vote of directors then in office, if:

- the director is absent and unexcused from two or more board meetings in a fiscal year. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse themselves from the board

meeting attendance and in that case, the Vice President shall excuse the President, or

- the board member has violated policies of the organization or acted unethically or criminally, or
- the board member has not completed their basic responsibilities (through negligence or blatant recklessness), or
- for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss their case and is given the opportunity to be heard at a meeting.

5.07.02 Founding Directors

A Founding Director may voluntarily step down or be removed by unanimous vote of directors then in office, if:

- the director is absent and unexcused from two or more regular board meetings in a fiscal year. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President.
- the director has violated policies of the organization or acted unethically or criminally, or
- the director has not completed their basic responsibilities (through negligence or blatant recklessness), or
- for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss their case and is given the opportunity to be heard at a meeting.

5.08 Board of Directors Meetings

5.08.01 Regular Meetings

The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. There shall be a minimum of one regular meeting per quarter. These meetings shall be held upon five (5) days' notice by first-class mail or electronic mail or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

5.08.02 Special Meetings

Special meetings may be called by the Founders, President, or any two (2) other directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Only the business for which the meeting was called shall be transacted.

5.08.03 Telephonic or Online Meetings

Meetings held via telephonic or online communications are considered valid and must meet requirements for in person meetings such as quorum and recording of minutes, etc.

5.08.04 Chair and Committee Meetings

Special meetings of the board and chairs of the committees may be called from time to time by a Founder, the President, or any two (2) other directors as deemed necessary. In this case the board will notify the committee chairs at least five (5) days in advance of the meeting by means of electronic delivery, in writing or in person. Any committee chair may waive notice of a meeting by a means of written communication filed with the minutes of the meeting.

5.08.05 Emergency Meetings

Emergency meetings may be called by a Founder, the President, or any two (2) other directors as deemed necessary. Emergency meetings can be held on limited notice, in person, via digital communication, by email, or by teleconference, as long as due diligence was made to contact all members of the Board of Directors and a quorum is present. Only the business for which the meeting was called shall be transacted.

5.08.06 Waiver of Notice

Any director may waive notice of a meeting by a means of written communication filed with the minutes of the meeting, in accordance with Florida State law.

5.09 Meeting Attendees

Meetings of the Board of Directors shall only be attended by the current members of the board, the immediate past President, and those individuals who are invited to attend by the board.

5.09.01 Immediate Past President

The immediate past President may attend all regular meetings, in an advisory capacity, unless an objection is made or otherwise decided by the Board of Directors.

5.09.02 Invited Attendees

Individuals who request or are invited to attend a board meeting must be announced to the other board members prior to the invitation being made and the meeting being held.

5.09.03 Objections

In the case of an objection, a majority vote will determine whether individual can attend a specific meeting.

5.10 Manner of Acting

5.10.01 Quorum

A majority of the Board of Directors, immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present. At any meeting at which a quorum is not present, the officers present may adjourn the meeting, without notice other than announcement, until such a time as a quorum can be present or available.

5.10.02 Majority Vote

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which quorum is present shall be the act of the board.

5.10.03 Hung Decisions

On the occasion that directors are unable to make a decision based on the number of votes, a Founder, the President or Treasurer in the order of presence shall have the power to swing the vote based on their discretion.

5.10.04 Non-meeting Voting

Actions needing a vote outside of meetings or during emergency situations may be transacted by in person, email, phone or messaging vote. A quorum of votes must be cast for a vote to be valid. The Secretary shall note or download and maintain all correspondence to be filed with other minutes.

5.10.05 Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in meetings through the use of any means of communication by which all directors participating my simultaneously hear each other during the meeting, including in person, video meeting or by a telephonic conference call.

5.11 Compensation for Board Member for Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies and shall be authorized and empowered to pay reasonable compensation for services rendered, reimbursement of directors who have spent personal funds for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

5.12 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporations and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

5.13 Elected Director Expectations

Elected Directors are expected to attend all meetings, major fundraising, special and promotional events. If a director is unable to attend for any reason, they must submit this reasoning to the board, at the time the date is being proposed or at first notice of a conflict.

ARTICLE VI: COMMITTEES

Committees may be formed and disbanded at the discretion the Board to further the corporation and its purpose.

6.01 Committees

The Board of Directors may, by the resolution adopted by a majority vote of the directors then in office, designate one or more committees, each consisting of at least one (1) director, and one (1) Chair position who will lead the committee and shall have such powers and duties as the board deems necessary to carry out the functions of the specified committee. Chair members and committees will function directly at the discretion of the Board of Directors and may not act as a separate entity for the corporation. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- i. take any final action on matters which also requires board members' approval;
 - ii. fill vacancies on the Board of Directors or in any committee which has the authority of the board;
 - iii. amend or repeal Bylaws or adopt new Bylaws;
 - iv. amend or repeal any resolution which by its express terms is not so amendable or repealable;
 - v. appoint any other committees or the members of these committees;
 - vi. expend corporate funds to support a nominee for director; or
- approve any transaction;
- vii. to which the corporation is a party and one or more directors have a material financial interest; or
 - viii. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.01.01 Director Involvement

The mandatory number of directors involved in a committee shall be determined at the time of the committee's establishment. Two (2) directors' involvement may be required dependent on activities and size of the committee.

6.01.02 Director Chair Positions

Members of the Board of Directors may hold a chair position as long as it does not provide conflict to their primary role in the organization and their duties as a board member. Board members who also hold a chair position, will count towards the directors required for that committee.

6.02 Meetings and Actions of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the secretary to be kept with corporate records. The governing body may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

6.03 Disbanding

Committees will disband after they have completed their intended purpose or when the board votes to disband the committee.

6.04. Informal Action by The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record, text message from a phone number on record or internet message through the account on record in an approved messaging system (e.g. Slack or other approved system) constitutes a valid writing. The intent of this provision is to allow the board to use email, text message and messaging systems to communicate and approve actions as long as a quorum gives consent.

ARTICLE VII: OFFICERS

7.01 Board Officers

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and position(s) to be determined by the board, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. President, Vice-President, Secretary and

Treasurer officer positions shall be held by a director and shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where the action of two or more officers is required. No member of the Board of Directors shall have more than one vote at any given time.

7.01.01 Initial Officers

The initial officers on the Board of Directors will serve an initial extended terms in order to establish the corporation and maintain a staggered changeover of officer positions.

- The President, Secretary and Treasurer shall serve an initial term of approx. 3 years
 - The second terms for all of these positions will begin in August 2027
- The Vice President and officer position(s) to be determined by the board shall serve an initial term of approx. 3 years
 - The second terms for all of these positions will begin in April 2027

7.02 Term of Office

Each officer shall serve a one-year term of office, unless otherwise stated by the bylaws, and may not serve more than three (3) consecutive terms of office, unless unanimously elected by the board at the end of their three (3) consecutive terms or to fill a vacancy in an officer position.

7.02.01 Position Terms

- Terms beginning August 1st will be the officer positions of the President, Secretary and Treasurer
- Terms beginning April 1st will be the officer positions of the Vice-President, and other position(s) as determined by the board
- Vacated seats can be filled mid-term, either to cover the position until the next term start, or to appoint an officer for the next term, including the balance of the term remaining. For any appointed officer that fills a vacated seat mid-term, the balance of the term of the officer being replaced will not be considered part of the replacing officer's term.

7.03 Removal, Non-Renewal, and Resignation

7.03.01 Removal

The Board of Directors may elect to remove an officer at any time, with or without cause. If an officer is determined by the board to be unwilling, unable or otherwise unfit to perform the functions of their position, the board shall convene to discuss the action to be taken against said officer in question. Should the board decide by majority vote, the officer may be removed from their position on the board.

7.03.02 Non-Renewal

Any officer may choose not to re-new their term, regardless of the pending vacancy of the position.

7.03.03 Resignation

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Any resignation shall take effect 30 days after the date of the receipt of the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

The board, by majority vote, may shorten the 30-day effective date of the resignation

Any board member in good standing who has served on the board in the past can be nominated in the future to a board position. When permissible the resigning director should assist in finding their replacement.

7.04 President

The President shall be the chief volunteer officer of the corporation. The President shall lead the Board of Directors in performing its duties and responsibilities. The President shall host official functions and represent the corporation at local, private, and community activities that require the corporation's presence. The President shall be responsible for overseeing the corporation's activities, the activities and duties of the Board of Directors, appointed positions and the corporation as a whole, and shall perform all other duties incident to the office or properly required by the board.

7.04.01 Past President

The immediate past President shall be considered an elected, but advisory and nonvoting (unless also a Founding Director), member of the board.

7.05 Vice President

The Vice President shall assist the President in carrying out the duties of their office, and officiate in the absence of the President, so long as a quorum can be met. When so acting, the Vice President shall have all the legal powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the board or the President.

In the event of a vacancy due to the expiration of the President's term of office without viable replacement or extension of the term, resignation, death, or removal of the President, the Vice President shall subsequently perform the duties of President until which time the term expires or a new President can be elected.

7.06 Secretary

The Secretary shall keep or cause to be kept the minutes of all meetings and keep complete, accurate and concise notes on all actions taken during meetings and other important events held by TFG. The minutes of each meeting shall state the time and place that it was held and other such information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The Secretary shall keep and maintain the calendar for the corporation, handle the digital filing, reporting and record-keeping of memberships held by TFG, local, state and federal requirements and in general, perform all duties incidental to the office of Secretary.

The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board or the President. The Secretary may appoint, with approval of the board, a director or member of staff to assist in the performance of all or part of the duties of Secretary.

7.07 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation, and keep the governing body informed of the financial condition of the corporation and of audit or financial review results.

The Treasurer shall be responsible to keep and maintain accurate and complete records of account; accounts of all the business transactions of the corporation, and other information contained in Financial Statements, accurately showing at all times the financial condition of the corporation.

In conjunction with the other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that the appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.

Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds of TFG, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of TFG, including accounts payable. The Treasurer shall be responsible for the creation and filing of all corporate documents and annual reports required by the local, state and federal governments. The preparation of tax documents is not the responsibility of the Treasurer, however, they are responsible for the timely filing of tax documents in providing the necessary information to an accountant and ensuring the filing has been completed. The Treasurer shall also provide an annual report to the board at least seven (7) days prior to the final meeting of the fiscal year, each year, on the current state of TFG's funds.

The Treasurer should be available for events and other organizational functions that require the dispersing and collection of funds or be able to designate someone to be in charge of these duties. The Treasurer shall be responsible for ensuring the deposit of all money as designated by the Board of Directors. The Treasurer is responsible, or cause to be disbursed, for funds of the corporation and shall make all financial information available to the Board of Directors as requested within one week of notice.

When applicable, the Treasurer will work with the Executive Director to maintain all financial duties of the corporation. The treasurer shall perform all duties properly required by the board or the President. The Treasurer may appoint, with approval of the board, a qualified fiscal agent or member of staff to assist in performance of all or part of the duties of Treasurer.

7.08 Founding Directors

The Founding Directors serve the purpose of overseeing the activities of the corporation and the Board of Directors. They will hold the original vision and purpose of TFG and aid the Board of Directors in furthering its growth. They shall oversee the Board of Directors and give them guidance as to the direction of the corporation and its activities. Founders may or may not also hold an officer position on the board.

7.09 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

7.10 Immediate Past President

The immediate Past President will serve the Board of Directors in an advisory capacity for the term of one year. This advisory role does not come with voting privileges.

ARTICLE VIII: EMPLOYMENT

8.01 Hiring

The Board is authorized to hire an Executive Director, professional advisors and support staff as necessary.

- Each employee shall be required to sign a statement acknowledging that they understand and will comply with the corporation's Conflict of Interest Policy.
- Each employee understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.01.01 Executive Director

The Executive Director will report to the Board of Directors and shall be responsible for operations of the organization as outlined in the job description provided by the board.

8.01.02 Board Members

Board members may not also be employees of the corporation. In order for a member of the board to accept a job within the corporation, they must step down from their position as a board member. Founding Directors may resume their Founding Director board positions once they are no longer employed by the corporation.

Board members who express interest in an employment position within the corporation shall not have voting privileges in matters regarding that position to avoid any potential conflicts of interest.

8.02 Compensation

Raises in salaries, bonuses and wages for director, staff and any consultant fees will be decided by majority vote of the board.

8.03 Termination of Employment

Any Executive Director, professional advisors or any support staff not under the direction of the Executive Director, may be terminated by a majority vote of the Board of Directors and in accordance with any employment contract or agreement and Florida State laws.

8.04 Officers

No officer shall receive any salary or goods in lieu of a salary for board service. They will, however, be compensated for any out-of-pocket expense incurred in carrying out the duties of their office when approval was received from the board.

ARTICLE IX: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

9.01 Contracts and other Writings

Except as otherwise provided by resolution or policy of the board, all contracts, fees, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated

authority to execute such documents in accordance with policies approved by the board.

9.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by a resolution.

9.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

9.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

9.05 Indemnification

9.05.01 Mandatory Indemnification

The corporation shall indemnify and hold harmless a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings, so long as they have not acted in bad faith, or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

9.05.02 Permissible Indemnification

The corporation shall indemnify a director or former director made a part to a proceeding because they were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law, so long as they have not acted in bad faith, or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

9.05.03 Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board in the specific case, upon receipt of

- (I) a written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and
- (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.

9.05.04 Indemnification of Officers, Agents and Employees

An officer, agent, employee or any person who may have served at the request of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation which is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract, and so long as they have not acted in bad faith, or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

Article X: MISCELLANEOUS

10.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by the Board of Directors without a meeting, and record all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.02 Fiscal Year

The fiscal year of the corporation shall start on the first day of October and end on the last day of September in each calendar year unless otherwise determined by the board.

10.02.01 Quarters

- First Quarter – First day of October to the last day in December
- Second Quarter – First day of January to the last day in March
- Third Quarter – First day of April to the last day in June
- Fourth Quarter – First day of July to the last day in September

10.03 Corporate Logo

The Board of Directors shall authorize the use of a corporation logo and the name of TFG. The logo of TFG shall consist of a heart representing our community, filled with an inverted, vertical intersex-inclusive pride progress flag representing inclusion, with wings on either side representing the Fairy GayMothers. The logo may be changed with a unanimous approval of

the Board of Directors and must incorporate the representation of community, inclusion and TFG.

10.04 Employees

The board shall hire and fix the compensation of any and all employees that they, at their discretion, determine to be necessary for the conduct of the business of the corporation. Applications for any position shall be brought before the board. If deemed necessary, the board shall conduct interviews for such positions and approve the hiring of individuals by a majority vote.

ARTICLE XI: COUNTER-TERRORISM AND DUE DILEGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, TFG shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, TFG willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

TFG shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII: TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE POLICY

12.01 Purpose

By making full and accurate information about its mission, activities, finances and governance publicly available, TFG practices and encourages transparency and accountability to the general public. This policy will:

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- specify the procedures whereby the open/closed status of the documents and materials can be altered.

The details of this policy are as follow:

12.02 Financial and IRS documents (the form 1023 and the form 990)

TFG shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest policy, and financial statements to the general public for inspection free of charge.

12.03 Means and Conditions of Disclosure

12.03.01 Financial Statements and IRS Forms

TFG shall make “Widely Available” the aforementioned documents to be reviewed and inspected by the general public.

- These documents may be requested through means of written, electronic or verbal communication.
- Any requested documents must be provided within 7 days of the request. A postmark or digital timestamp serves as time of receipt if documents are not delivered in person.
- Additionally, the organization website will provide information on how to request these documents.

12.03.02 Bylaws and Conflict of Interest Policy

TFG shall make “Widely Available” the aforementioned documents on its website to be reviewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the document filed with the IRS (except information exempt for public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available.
- TFG shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- TFG shall inform anyone requesting the information where this information can be found, including the website address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

12.04 IRS Annual Information Returns (Form 990)

TFG shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of

the Board of Directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

12.05 Board

- All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential
- All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
- All papers and materials considered by the Board of Directors shall be open to the public following the meeting at which they are considered except where a motion is passed to make any specific paper or material confidential.

12.06 Staff Records

- All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- No staff records shall be made available to any person outside the corporation except the authorized governmental agencies or where legally required.
- Within the corporation, staff records shall be made available only to those persons with managerial or personal responsibilities for that staff member, except that;
- Staff records shall be made available to the board when requested.

12.07 Donor Records

- All donor records shall be available for consultation by the donors concerned or by their legal representatives
- No donor records shall be made available to any other person outside the corporation except authorized governmental agencies or where legally required.
- Within the corporation, donor records shall be made available to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- donor records shall be made available to the board when requested.

ARTICLE XIII: STATEMENT OF VALUES AND CODE OF ETHICS POLICY

The Fairy GayMothers have adopted the following Statement of Values and Code of Ethics policy that all board members, officers, employees, or those otherwise determined by the board shall adhere to.

13.01 Core Values

The Core Values of TFG are the foundation upon which this nonprofit is built. These core values are upheld in and promoted throughout the work we do.

13.01.01 Community

We believe that community is the foundation of our values as it is who we exist to serve. We aim to foster connection, integration and participation within our organization and the community at large.

13.01.02 Inclusion

We believe that inclusion strengthens community and can lead to further acceptance of oneself and of others.

13.01.03 Equity

We believe everyone is equal and deserves to feel loved, supported, celebrated and have the ability and community support to enable them to get their basic needs met.

13.01.04 Communication

We believe that open, honest, transparent and respectful communication allows us as an organization and individuals to create spaces that have more understanding, resolution and collaboration.

13.01.05 Respect

We believe that everyone is deserving of respect, decency and basic human necessities. Operating from a place of respect, both in observance, action and discussion, helps us to create a deeper connection from which our organization can grow.

13.01.06 Integrity

We believe that personal and organizational alignment, transparency, disclosure and confidentiality ensure the best interests of TFG, their volunteers, employees, donors and recipients are held. We also endeavor to live TFGs values both inside and outside of our work with the organization.

13.01.07 Responsibility

We believe that personal and organizational responsibility and accountability are foundational for creating positive impacts within our organization, collaborations and community.

13.01.08 Giving

We believe that it is important to support and give to the community, especially when we seek to receive from it. Where possible and appropriate, we give or offer first and ask second.

13.02 Code of Ethics

TFG as an organization and the volunteers and employees who serve the organization abide by a Code of Ethics that embodies the Core Values of our organization.

13.02.01 Involvement and Participation

TFG strives to integrate their mission and work into the community by being involved with the larger community and the subsequent communities within it. Volunteers, employees and affiliates of the organization are expected to actively participate in the organization and its activities and be in attendance for meetings, events, fundraisers, appearances, or other engagements as outlined in the Bylaws.

13.02.02 Preparedness

It is the expectation of TFG that its volunteers, employees and affiliates shall perform due diligence and be reasonably prepared for any duty of their role, including but not limited to informational updates (both providing and in receipt of), meetings and events.

13.02.03 Respect and Courtesy

TFG strive to do everything possible to create and maintain spaces that are as safe as possible, and that are free from hate, disrespect, intimidation and harassment of any kind. Language, volume, subject matter and tone shall be considered in communications, verbal or otherwise, within the organization. Boundaries are an important part of respect and will be set, communicated, enforced and respected where necessary.

Yelling, excessive foul language, bigotry, abusive language, assault or unconsented physical interaction, intimidation, harassment of any kind or any other occurrences of blatant disrespect shall not be tolerated and anyone who displays such conduct shall be subject to disciplinary action, including but not limited to, removal from the organization. Complaints alleging misconduct will be investigated promptly and as confidentially as possible.

13.02.04 Diversity, Equity and Inclusion

It is policy of TFG to create diversity, equity and inclusion wherever possible and to actively support marginalized groups wherever we can. This includes groups that are marginalized on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, religion and national origin, among others.

The volunteers, employees, affiliates and persons served by this corporation shall be selected in alignment with these values, and we will continue to work towards more diversity, equity and inclusion within our organization. All volunteers, employees, affiliates and people involved in TFG are actively encouraged to work to increase their awareness of these issues and learn better how to support and serve marginalized groups within their role.

13.02.06 Communication

TFG works to foster and facilitate an environment where open communication and discussion is encouraged within its organization. Volunteers, employees and affiliates shall practice respectful, effective and open communication including being honest, open and forthcoming, to assist in furthering the mission and growth of the organization. Feedback is welcome and encouraged across all levels of the organization.

13.02.07 Confidentiality

Respecting the privacy of our clients, donors, staff, volunteers and of TFG itself is a basic value of ours. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization, unless otherwise stated in the Bylaws or where legally required.

- Personal information can include, but is not limited to, names, phone numbers, private email addresses, locations, places of residency or occupational work. Personal information shall be kept confidential, with the exception of permission from that individual.
- This does not apply if someone is considered a public threat or a threat to TFG and/or its community or as required by law. In such cases TFG will cooperate fully with the appropriate authorities releasing only necessary information for official business.
- Care shall also be taken to ensure to avoid unauthorized or inadvertent disclosures of confidential information and that documents containing confidential information are not left in the open view, inadvertently shared or inappropriately accessible to those who do not require access to them for TFG purposes.
- Employees and volunteers of TFG may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of TFG that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service. These materials must be returned within 7 days, unless specified by the board.

13.02.08 Organizational Support

We believe that those who volunteer for, are employed by, or in association with TFG, should show support of the organization and its practices, and should utilize reasonable discretion when speaking about the practices or affairs of any volunteer, employee, affiliate or the organization as a whole. When engaging in conversations outside the organization we encourage individuals to consider the acronym THINK:

T - Is it **T** rue?

H – Is it **H** elpful?

I – Am **I** the one to say it?

N – Is it **N** ecessary?

K – Is it Kind?

13.02.09 Transparency

TFG believes that transparency of its practices, finances, etc. allows all who serve, donate to, or are served the organization to feel more in alignment with the mission we strive to achieve. TFG acts to operate transparently within the organization and in the wider community.

13.02.10 Disclosure

TFG believes in honesty and full disclosure within its organization and to the public in which it serves. The volunteers, employees and affiliates of the corporation shall ensure they are disclosing information as per the Articles of Incorporation, the Bylaws and the Conflict of Interest policy.

ARTICLE XIV: WHISTLE-BLOWER POLICY

14.01 Purpose

TFG requires and encourages volunteers, employees and affiliates to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The volunteers and employees of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of TFG to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all volunteers, employees and affiliates is necessary to achieving compliance with the various laws and regulations.

14.02 Reporting Violations

If any volunteer, employee or affiliate reasonably believes that some policy, practice, or activity of TFG is in violation of law, a written complaint must be filed by that person with the President, Treasurer or a Founder.

14.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

14.04 Retaliation

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy or practice to the attention of TFG and provides TFG with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. TFG shall not retaliate against any volunteer, employee or affiliate who in good faith has made a protest or raised a complaint against some practice of TFG, or of another individual or entity with whom TFG has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

14.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 Handling of Reported Violations

The President, Treasurer or Founder shall notify the complainant and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all volunteers, employees and affiliates through these Bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE XV: CONFLICT OF INTEREST POLICY

15.01 Purpose

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

It is important for the corporation's directors, officers, employees and affiliates to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever.

Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have, multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more corporations or entities.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the

person(s) involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with the person(s) who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the Board of Directors, the officers, the employees and the affiliates of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director, officer, employee or affiliate to prefer the interests of the corporation over their own interest or the interests of others. In addition, directors, officers, employees and affiliates of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governing authority.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

15.02 Definitions

15.02.01 Interested Person

Any director, officer, employee or affiliate who has a direct or indirect financial interest, as defined below, is an interested person.

15.02.02 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of the Bylaws, a person who has financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.

15.02.03 Compensation

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

15.03 Procedures

15.03.01 Duty to Disclose - Interested Persons

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement, so as to permit an impartial and objective determination of whether a real or potential conflict of interest exists.

15.03.03 Duty to Disclose - Organization Members

In connection with any actual or possible conflict of interest, any director, officer, employee or affiliate who is made aware of an actual or possible conflict of interest in regard to themselves or another member of the organization, must disclose the existence of the actual or possible conflict of interest.

15.03.04 Determining Whether a Conflict of Interest Exists

After disclosure of the conflict, any financial interest and all material facts, and after any discussion with the interested person(s), they shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

If a conflict or potential conflict is deemed by the board to exist, the interested person(s) is required, among other things, to refrain from participating in, or being present during, any discussion or vote regarding the matter on behalf of the corporation.

The interested person(s) may also be subject to restriction of voting privileges, job responsibilities, employment or removal from office, in accordance with any applicable bylaw provisions, unless the conflict or potential conflict can be appropriately managed or resolved.

15.03.05 Procedures for Addressing the Conflict of Interest

- An interested person(s) may make a presentation at the board meeting, and answer pertinent questions of the board, as their knowledge may be of great assistance in enabling them to fulfill their fiduciary duties to the corporation. After the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President, Treasurer or a Founder, in the order of presence, if appropriate, can appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the board shall determine whether the corporation can obtain with reasonable efforts a more advantageous

transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, it shall make its decisions as to whether to enter into the transaction or arrangement.

15.03.06 Voting

Where the transactions involving a board member, officer, employee or affiliate has an interest exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a majority vote of the disinterested voting members is required. When the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a unanimous vote of the disinterested voting members is required.

15.03.06 Variations of the Conflicts of Interest Policy

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

15.04 Records Of Proceedings

15.4.01 Meeting Minutes

The minutes of the governing board and all committees with board delegated powers in regards to conflicts of interest shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial or personal interest in connection with an actual or possible conflict of interest, the nature of the financial or personal interest, any actions taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

- Minutes taken in these meetings are not released via general requests. Disclosure of these minutes is only as needed and at the discretion of the majority of the board.

15.05 Compensation

Persons who have a potential conflict of interest should not vote or use their personal influence with regard to the matter and should not be counted in determining a quorum for the action on the matter.

15.05.01 Board Members

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

15.05.02 Employment

Paid employees of the corporation may not simultaneously serve on the Board of Directors.

- **Elected Directors** - If an Elected Director would like a position of employment within the corporation, they must resign from their current position when the employment role is accepted.
- **Founding Directors** - If a Founding Director would like a position of employment within the corporation, they will still hold their position as Founding Director, but will not be able to vote or attend meetings as a director. The role of their board position will remain vacant until their employment has officially ended, at which time they may return to their position as Founding Director.

15.06 Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. These periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable and consistent with the charitable purposes of the corporation, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Periodic reviews shall happen, at minimum, on an annual basis.

15.07 Use Of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, TFG may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

15.08 Personal Conflicts

15.08.01 Partnership

Any director, officer, employee or affiliate, who is in a relationship with any other director, officer, employee or affiliate outside of the organization. Partnerships include, but are not limited to, relationships of a business, romantic, financial or employment nature.

15.08.02 Positions of Power and/or Influence

Any relationships where one party has a position of power and/or influence over the other party. Positions of power and/or influence include, but are not limited to, relationships of a business, financial, employment, competitive or other hierarchal nature.

Those deemed to be in a personal conflict may not vote on:

- any business regarding compensation of the other party
- any business regarding a conflict of interest the other party may have
- any business regarding the removal of the other party from TFG
- any business regarding promotion or role change of the other party (i.e. officer positions, board member status, employment)

A personal conflict is only considered a conflict of interest if determined so by majority vote of the board.

At any point any board member can raise a conflict of interest concern, even if initially the personal conflict is determined not to be a conflict of interest.

15.08.03 Irreconcilable Differences

When the outside affairs of those in personal conflicts, are affecting or could potentially affect TFG.

- The parties are given the opportunity to come to an agreement regarding who will step down.
- An agreement must be made within 7 days unless an appeal is submitted and approved by a majority vote of the board.
- If an agreement cannot be made between the parties, the determination will be made by a majority vote of the board.

- If a quorum is no longer present due to the removal of the involved parties' votes, if deemed necessary by the board, a third-party member may be chosen by a unanimous vote of the remaining board members to meet the quorum.

15.06 Annual Statements

Each director, officer, employee and affiliate shall annually sign a statement which affirms such person:

- Has received a copy of the Conflicts of Interest policy,
- Has read and understand the policy,
- Has agreed to comply with the policy,
- Has disclosed any possible conflicts of interest, or
- Has agreed that no such potential conflicts of interest exist, and
- Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XVI: AMENDMENTS

16.01 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be amended and adopted by a unanimous vote of the Board of Directors, provided however,

- no amendments may be made that would change the original intent or purpose of TFG, or
- that no such action shall be taken, or if taken, shall be a valid act of TFG, if that action would in any way adversely affect TFG qualification under Section 501(c)(3) of the Internal Revenue Code.

16.02 Amendments to the Bylaws

These Bylaws may be amended, altered, repealed or restated by a vote of the majority of directors in office, at a meeting of the board, provided however,

- that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and,
- that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a unanimous vote by the Board of Directors.
- that all amendments be consistent with the Articles of Incorporation.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of TFG were approved by TFG Board of Directors on 10, 20, 2025 and constitute a complete copy of the Bylaws of the corporation.

Serena Fackos
Secretary

Date: October 20, 2025