

# CHARTER OF THE AUDIT COMMITTEE OF BIRMINGHAM VOLUNTEER LAWYERS, INC.

## PURPOSE, OBJECTIVES AND RESPONSIBILITIES

The purpose and objectives of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Birmingham Volunteer Lawyers, Inc. (the “Corporation”) are to assist the Board in fulfilling the Board’s responsibilities to the Corporation and its stakeholders, particularly with respect to the oversight of the accounting, auditing, financial reporting, internal controls and compliance practices of the Corporation. Capitalized terms not otherwise defined have the meaning set forth in the Bylaws of the Corporation.

The specific responsibilities of the Committee are to:

- (a) assist the Board in the oversight of
  - (i) the integrity of the Corporation’s financial statements,
  - (ii) the Corporation’s compliance with legal and regulatory requirements, (iii) the qualifications and independence of the independent auditor of the Corporation, and (iv) the performance of the internal audit function and independent auditors of the Corporation;
- (b) review and advise the Board and make recommendations to the Board on the performance of the Corporation’s independent auditor and make recommendations to the Board on retention, terms of engagement and termination of the Board’s independent auditor;
- (c) review and approve the independent auditor’s audit plan and related financial statements and documents;
- (d) review, advise the Board and make recommendations to the Board with respect to audits and related financial statements, reports,

comments, management letters and other documents;

- (e) review and provide advice and recommendations to the Board regarding tax, compliance and risk management, including policies, coverage and engagement of professionals;
- (f) meet separately and periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors of the Corporation;
- (g) report regularly to the Board;
- (h) assist the Board in the oversight, monitoring and implementation of the Corporation’s whistleblower policy, as it may be stated from time to time, including, without limitation, the receipt and disposition of complaints, investigating and advising the Board on whether a whistleblower complaint is substantiated, fashioning appropriate remedies, and implementing such procedures as the Board may delegate to the Committee, in accordance with the whistleblower policy and applicable law; and
- (i) fulfill such other duties and tasks as may be specified in this charter, or as may be delegated from time to time by the Board.

The Committee will coordinate its effort with those of other committees in areas in which their respective responsibilities overlap.

## COMMITTEE COMPOSITION

The Committee shall consist of not fewer than three members.

Each member of the Committee shall be appointed by the Board and shall be removed or replaced by the Board in accordance with the Bylaws.

The Board of Directors shall designate one member of the Committee as its chairperson (the “Chair”), provided that if the Board of Directors does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair.

## **COMMITTEE STRUCTURE AND OPERATION**

Except as provided in the Bylaws, any applicable resolution of the Board, or in this charter, the Committee shall determine the rules of procedure under which the Committee shall operate.

The Committee shall meet as often as it deems necessary to carry out its duties and responsibilities, but in any event not less than four times per year. A quorum shall consist of a majority of the members of the Committee present in person or by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear and participate.

The Chair shall preside over the meetings of the Committee and shall appoint a secretary (who need not be a member of the Committee) to take written minutes of the meetings.

The Chair, in consultation with the other members of the Committee and subject to the requirements set forth in this charter, will determine the frequency and duration of the meetings of the Committee and the agenda of items to be addressed at each meeting. In advance of each meeting and to the extent practicable, the Chair shall circulate the agenda for each meeting to each member of the Committee. In addition, if requested by the Board, the Chair shall call a meeting of the Committee and place on the agenda such items as may be requested by the Board.

The Committee may invite to its meetings other members of the Board, members of the Corporation’s staff and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee) from a meeting as the Committee deems appropriate.

The Committee may form and delegate any of its authority and responsibilities to one or more subcommittee(s) as deemed appropriate by the Committee; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required to be exercised by the Committee as a whole

by the Bylaws, any resolution of the Board, this charter, or applicable law.

The Committee will, from time to time and at least annually, review and revise this charter as appropriate and recommend any amended or restated charter to the Board for approval.

## **AUTHORITY**

The Committee shall have authority to perform all acts necessary or appropriate to fulfill its responsibilities and achieve its objectives under this charter and as otherwise directed by the Board, provided such acts are not contrary to the Articles of Incorporation, the Bylaws or applicable law.

The Committee may from time to time request the Board to retain and terminate professionals to assist the Committee in the discharge of its duties and responsibilities, with fees and expenses to be borne by the Corporation as approved by the Board. The Committee shall have no authority to retain professionals, or to incur any other expense, without the express prior approval of the Board.

## **DISCLOSURE OF CHARTER**

This charter shall be made available on the Corporation’s website.

## **DATE OF ADOPTION**

This charter was adopted by the Committee on March 13<sup>th</sup>, 2019 and approved by the Board of Directors on March 13<sup>th</sup>, 2019.