

BYLAWS

WABASH VALLEY HABITAT FOR HUMANITY, INC.

Preamble

Wabash Valley Habitat for Humanity, Inc., shall seek to sponsor specific projects in habitat development, starting with the construction of modest but adequate housing, and to associate with other groups functioning with purposes consistent with those listed below, namely:

1. To witness to the gospel of Jesus Christ throughout the world by working in cooperation with God's people in need to create a better human habitat in which to live and work;

2. To witness to the gospel of Jesus Christ by working in cooperation with other agencies and groups which have a kindred purpose;

3. To witness to the gospel of Jesus Christ through loving acts and the spoken and written word; and

4. To witness to the gospel of Jesus Christ by enabling an expanding number of persons from all walks of life to participate in this ministry.

Mission Statement

Wabash Valley Habitat for Humanity is a nonprofit, ecumenical Christian housing ministry seeking to eliminate poverty housing and homelessness from the Wabash Valley and the world making decent shelter a matter of conscience and action.

ARTICLE I - NAME, FORM OF ORGANIZATION, AND PURPOSES

Section 1.1 The name of the corporation is Wabash Valley Habitat for Humanity, Inc. Also referred to as WVHfH.

Section 1.2 Nonprofit and Tax—exempt Status. WVHfH corporation is organized as a nonprofit corporation under the Indiana Nonprofit Corporation Act and as a tax—exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation is a public benefit and shall have perpetual duration and succession.

Section 1.3 No Members. The corporation shall have no members.

Section 1.4 Purposes. The purposes, for which the corporation is organized, as stated in its articles of incorporation, are as follows:

a. To implement the Gospel of Jesus Christ throughout the Wabash Valley by working with economically disadvantaged people to help them create a better human habitat in which to live and work.

b. To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better habitat for economically disadvantaged people.

c. To communicate the Gospel of Jesus Christ by means of the spoken word, and by distribution of Bibles and other Christian literature.

d. To receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of the Charter of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a charitable organization or for any purpose other than charitable purposes or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501. (c) (3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution therefore.

e. The purpose of this corporation shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meanings of those terms as used in Section 501(c)(3), 2055(a) and 2522 (a) of the Internal Revenue Code of 1954. No part of the income of this corporation shall inure or be payable to or for the benefit of any member or individual except as a reasonable allowance for actual expenditures made

on behalf of the corporation or for services rendered the corporation and no substantial part of the activities of this corporation shall be the carrying of propaganda or otherwise attempting to influence legislation, and no part of the activities of this corporation shall be the participation in, or intervention in, any political campaign on behalf of any candidate for public office.

ARTICLE II: OFFICES

Section 2.1 Principal and Other Offices. The principal office of the corporation shall be located in Terre Haute, Vigo County, Indiana, at the address designated in the most recent annual report filed with the Indiana Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII.

The Corporation may have offices at such other places within the State of Indiana as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.

Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of Indiana may, but need not, be identical with the principal office. The Corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 General Powers and Authority of the Board. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation managed under the direction of the Board of Directors.

Section 3.2 Composition, Number, Term, and Qualifications. The corporation's program will proceed on an ecumenical basis. The ecumenical Board of Directors will reflect the ethnic diversity of the area to be served. Directors shall not be paid, but shall serve because of spiritual commitment to love their neighbors. While Habitat is avowedly Christian, seeking to exalt Jesus Christ as Lord by demonstrating His love to all people, it welcomes committee and board members of any faith so long as they can accept the loving outreach of the life and teaching of Jesus Christ. The authorized number of directors of the corporation shall be not less than ten (10) nor more than twenty four (24), as the Board of Directors shall determine from time to time. The Board of Directors shall consist of three (3) classes of approximately equal size. One class, on a rotational basis, shall be elected each year. Each director shall serve for a term of three (3) years

and until his or her successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve, or removal. A duly elected and qualified director shall not be eligible for reelection to the Board of Directors if he or she has served two (2) consecutive three (3) year terms or for a partial term of more than one (1) year and two (2) full three (3) year terms. Directors must be individual residents of the State of Indiana and the Wabash Valley area served.

WVHfH will ensure that (1/3) of its Board members shall be low-income residence or reside in the designated low-income areas of Vigo County to comply with the guidelines for CHDO (Community Housing Development Organization) to be eligible for receiving HOME funds administered through the Department of Redevelopment.

- Section 3.3 Election of Directors. Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the Board of Directors at the annual meeting to take office at that time. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.
- Section 3.4 Resignation of Directors. A director may resign by delivering written notice to the Board of Directors, president, or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the, effective date if the board provides that the successor does not take office until the effective date.
- Section 3.5 Removal of Directors. A director may be removed without cause by the vote of two—thirds (2/3) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend three (3) consecutive, regular meetings of the Board of Directors, without being excused. Absences are excused by calling the President, Secretary, Habitat Office Manager or Executive Director prior to the meeting.
- Section 3.6 Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy provided that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all the directors

remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors, until the end of the unexpired term that such director is filling, until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.7 Chairperson and Vice Chairperson. The president of the corporation shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed from time to time by the board. The vice president shall serve as vice chairperson of the Board of Directors and, in the absence of the president, or in the event of the death, inability or refusal to act of the president, shall preside at all meetings of the board.

Section 3.8 No Compensation. The Board of Directors shall not permit compensation of directors for their services as such.

ARTICLE IV: MEETINGS OF DIRECTORS

Section 4.1 Place of Meetings. All meetings of the Board of Directors shall be held in Terre Haute, Indiana, at such place as the Board of Directors may determine.

Section 4.2 Annual Meeting. The annual meeting of the Board of Directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held in June of each year, or at such other time as the Board of Directors may determine.

Section 4.3 Regular Meetings. Additional regular meetings of the Board of Directors shall be held monthly during the year with the exception of July (annual Board retreat) and December at a date and time determined by the Board of Directors.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or twenty percent (20%) of the directors then in office. Such meetings must be held within Terre Haute, Vigo County, Indiana.

Section 4.5 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice if the date, time, and place of the meeting previously has been fixed by the board; otherwise, regular meetings 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. Special meetings of the Board of Directors must be preceded by at least two (2) days notice to each director of the date, time and place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual

means of communication and may be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at a director's meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first—class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

- Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected action.
- Section 4.7 Quorum. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; provided, that in no event shall a quorum consist of fewer than two (2) directors. Once a quorum is established, it shall remain for the duration of the meeting.
- Section 4.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the vote of a greater number of directors is required by law or these bylaws.
- Section 4.9 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) such director objects at the beginning of their meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) such director , delivers written notice of dissent or abstention to the presiding officer of the meeting before

adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.10 Meeting via Communications Equipment. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 4.12 Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner, is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board and (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken

under this section if the transaction is otherwise approved as herein above provided.

ARTICLE V: OFFICERS

- Section 5.1 Number. The officers of the corporation shall consist of a president, vice president, secretary, and treasurer, and such assistant secretaries, treasurers, and other officers as are appointed by the Board of Directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person.
- Section 5.2 Appointment and Term. The principal officers of the corporation shall be appointed by the Board of Directors at the June Board of Directors meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the Board of Directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve for more than three (3) successive terms in the office of president or vice president. No person may be appointed to serve for more than six (6) successive terms in the office of secretary or in the office of treasurer. The Board of Directors may appoint assistant secretaries, assistant treasurers, and other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.
- Section 5.3 Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.
- Section 5.4 Contract Rights of Officers. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.
- Section 5.5 President. The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other

proper officer of the corporation so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the corporation, or when required by law to be otherwise signed and executed. The president shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6 Vice President. In the absence of the president, or in the event of the death, inability or refusal to act of the president, the vice president, unless otherwise determined by the Board of Directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also serve as vice chairperson of the Board of Directors and, in the absence of the president, or in the event of the death, inability or refusal of the president to act, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.7 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the Board of Directors and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.8 Treasurer. The treasurer shall: (a) have oversight of all funds and securities belonging to the corporation and receive, deposit, or disburse the same under the direction of the Board of Directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expense, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board of

Directors; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.9 No Compensation. The principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

Section 5.10 Executive Director. The Board of Directors may appoint an executive director, who shall be the chief operating officer of the corporation and, subject to the control of the Board of Directors, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the Board of Directors and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) overseeing the building projects of the corporation, (d) supervising the administrative functions of the corporation; and (e) in general, performing such other duties as may be assigned from time to time by the president or the Board of Directors. The Board of Directors may approve compensation and benefits for the executive director. The executive director can not be elected to serve on the Board of Directors.

ARTICLE VI.: COMMITTEES

Section 6.1 Board Committees in General. The Board of Directors may create one or more committees of the board, in addition to the Executive Committee established by these Bylaws.

Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the corporation and up to three additional directors appointed by the president, to serve in such capacity until the next meeting of the Board of Directors. The purpose of the Executive Committee is to handle board matters and corporate affairs that arise between regular board meetings. The president shall serve as the chairperson of the Executive Committee and shall preside at all of its meetings. The Executive Committee may exercise the authority of the Board of Directors at such times as the board is not in session. The Executive Committee shall perform the functions described below:

a. Finance and Budget Functions. In performing this function, the Committee shall: (1) oversee the implementation and administration of policies and procedures for handling the accounting of the finances of the corporation; (ii) work closely with the Fund Raising Committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iii) monitor the implementation of the budget; and (iv)

when necessary, make recommendations to the Board of Directors regarding adjustments to the budget

b. Human Resource Functions. In performing this ; **the executive committee will approve all employee hiring** function, the Committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.

c. Strategic and Long—Range Planning Functions. [n performing this function, the committee shall: (i) coordinate the strategic and long—range planning activities of the corporation; and (ii.) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes, and goals.

Section 6.3 Nominating Committee. The Nominating Committee shall be chaired by a duly elected and qualified director of the board and shall consist of four (4) members. Retiring and former directors of the corporation shall be encouraged to consider serving on this committee. The current president may not be a member of this committee. The committee members shall be appointed by the President of the Board of Directors on an annual basis, to serve for a term of one year. A vacancy on this committee may be filled by the President of the Board of Directors at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principle officers of the corporation and may make recommendations for chairpersons of the operating committees. The committee will also be responsible for the introductory training of new board members.

Section 6.4 Operating Committees. The Board of Directors shall annually establish the operating committees whose members shall be appointed by the executive director. A vacancy occurring in the position of an operating committee chairperson shall be filled in like manner, upon appointment by the president and ratification by the Board of Directors. The chairperson of each operating committee, in consultation with the executive director shall appoint the members of the committee. New members of the operating committees may be appointed at any time. Each director of the corporation shall serve on at least one (1) of the operating committees. Operating committee chairpersons shall be expected to attend at least the quarterly meetings of the Board of Directors for the purpose of reporting on the work of their committees, receiving direction and guidance from the board and seeking approval of actions proposed by their committees and requiring board approval. The operating committees shall perform the functions described below and such other functions as the Board of Directors may provide.

(a) Fund Raising Committee. This committee shall be chaired by a duly elected and qualified director of the board and shall be responsible for coordinating the raising of funds needed to conduct the business of the corporation. The tasks to be coordinated by this committee shall include fund—raising campaigns, grant proposal writing, special fund raising events, and cultivation of major donors. This committee shall emphasize and promote the importance of Christian stewardship in the servicing of donors and supporters. The chairperson of this committee shall also serve on the budget and public relations committee.

(b) Public Relations Committee. This committee may be chaired by a duly elected and qualified director of the board and shall be responsible for educating and informing the public regarding the mission and purposes of the corporation, the need for better and more affordable housing in certain areas, and the steps being taken to meet this need. The tasks to be coordinated by this committee shall include public speaking, communicating with the news media, publishing a periodic newsletter, and preparing printed materials such as brochures, etc. The chairperson of this committee shall also serve on the fundraising committee.

(c) Family Selection Committee. This committee may be chaired by a duly elected and qualified director of the board and shall be responsible for drafting the selection criteria and application forms, screening applications, interviewing applicants, and recommending applicants to the Board of Directors for approval as prospective homeowners in accordance with the Equal Credit Opportunity Act and Fair Housing Act. The Chairperson of this committee shall also serve on the family advocacy committee.

(d) Family Support Committee. This committee may be chaired by a duly elected and qualified director of the board and shall be responsible for providing Habitat homeowners and prospective homeowners with a mutual support system, educational opportunities, and a forum for discussions pertaining to home ownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent, the chairperson of this committee shall also serve on the family selection committee.

(e) Site Selection Committee. This committee may be chaired by a duly elected and qualified director of the board and shall be responsible for targeting the area or areas of the community in which the projects of the corporation shall be developed, investigating and researching the availability of property, and recommending property to the Board of Directors for acquisition. The committee shall work in conjunction with the Construction Committee to evaluate the suitability of potential sites prior to acquisition.

(f) Construction Committee. This committee may be chaired by a duly elected and qualified director of the board or the construction coordinator and shall be responsible for planning and implementing the construction

projects of the corporation. The tasks to be directed by this committee shall include obtaining house plans, modifying house plans as needed, soliciting professional help and donations of building materials, coordinating volunteers, and supervising construction.

(g) Church Relations Committee. This committee may be chaired by a duly elected and qualified director of the board and shall be responsible to help the affiliate form a successful partnership with churches and other faith bodies, and to encourage them to make or increase their commitment to the ministry of the corporation. The responsibilities shall include: 1) Develop and implement an annual, long range plan for recruiting and nurturing churches in the affiliate's service area; 2) Design and implement partnership programs with congregations; 3) Establish a donor recognition plan; 4) Plan worship services and other events to emphasize the International Day of Prayer and Action for Human Habitat; 5) Tell the Habitat story to as many congregations as possible; and 6) Develop a successful, long-term and reliable fund raising program for the affiliate involving churches and other faith bodies.

(h) Bylaws Committee. The Bylaws Committee shall be chaired by a duly elected and qualified director of the board and shall be appointed periodically by the President of the Affiliate to review and update the Bylaws of the organization. The committee can be called to make changes to the Bylaws such as recommended by the Board of Directors, the Executive Committee or other operating committee chairpersons on behalf of their committees, or the Bylaws may be reviewed in their entirety as a periodic update, or they may be modified as a result of recommendations from Habitat for Humanity, International. All changes must be published in advance, distributed to the Board of Directors, and approved by the Board of Directors.

(i) Budget and Finance Committee. The Budget and Finance Committee shall be chaired by the board treasurer. The committee is charged with preparing and presenting an annual budget and overseeing the affiliate's financial and administrative activities. The committee assumes the responsibility for the audit and budget functions of the affiliate. Since Habitat stresses good stewardship of resources, the committee assumes the primary responsibility for implementing and reviewing policies which foster good stewardship. The committee must also ensure that there are adequate financial resources available and that there is not deficit spending for the programs of the affiliate.

(j) Recognition Committee. The Recognition Committee **may** be chaired by a duly elected and qualified director of the board and shall organize and implement any event, the primary purpose of which, is to recognize and celebrate the successes of the affiliate or individuals in the affiliate, or others deemed to merit special recognition. The committee also recommends that special means of recognition, other than events, be made available, such as awarding of plaques, trophies, certificates, pins, letters of commendation, etc. The Executive Committee, Board of

Directors, or committees of the board may recommend individuals for special recognition. The Recognition Committee works with the Budget and Finance Committee, the Executive Committee, and the Board of Directors to implement the programs.

ARTICLE VII: GENERAL PROVISIONS

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the Board of Directors may from time to time determine.

Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors. The corporation shall provide at least seven (7) days written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin **July 1 and ending June 30 of each year.**

Section 7.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors (see Section 5.9 regarding duties of the treasurer). At the discretion of the Board of Directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the Executive Committee and any other committees of the Board of Directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Indiana Nonprofit Corporation Act. The minutes and records described above shall be made available for inspection by current directors of the corporation during

normal business hours. In addition, to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of:

(i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax—exempt status of the corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns), provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 7.7 Checks and Drafts. All checks, drafts, or other orders for the payment of money 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 resolution of the Board of Directors, provided that any check, draft, or other order for the payment of an amount in excess of One Thousand Dollars (\$1,000.00) shall require two (2) authorized signatures.

Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in Opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as

amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Indiana Nonprofit Corporation Act.

Section 7.9 No Loans to or Guaranties for Directors. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.10 Indemnification. The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. An officer of the corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the corporation, the Board of Directors may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

Notes on By Law Discussions
Wabash Valley Habitat for Humanity
Board of Directors Manual Updated: January 2001
Bylaws draft May 13, 2008
Amended May 2009
Amended Nov 2009