

Greater Lewis County Habitat for Humanity

Bylaws

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Bylaws

ARTICLE I - NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name

The name of the corporation is the Greater Lewis County Habitat for Humanity, Inc.

Section 1.2 Nonprofit and Tax Exempt Status

The Washington Secretary of State issued a Certificate of Incorporation to Greater Lewis County Habitat for Humanity on June 4, 1993 (see attachment). The corporation is organized as a nonprofit cooperation under the Washington Nonprofit Corporation Act and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 1.3 No Members

The corporation shall have no members.

Section 1.4 Purposes

The purposes for the corporation, as stated in the articles of incorporation, are as follows:

- (a) To demonstrate the love of Jesus Christ. We undertake our work to demonstrate the love and teachings of Jesus, acting in all ways in accord with the belief that God's love and grace abound for all, and that we must be "hands and feet" of that love and grace in our world. We believe that, through faith, the miniscule can be multiplied to accomplish the magnificent, and that, in faith, respectful relationships can grow among all people.

- (b) To focus on shelter. We have chosen, as our means of manifesting God's love, to create opportunities for all people to live in decent, durable shelter. We put faith into action by helping to build, renovate or preserve homes, and by partnering with others to accelerate and broaden access to affordable housing as a foundation for breaking the cycle of poverty.
- (c) To advocate for affordable housing. In response to the prophet Micah's call to do justice, to love mercy and to walk humbly with God, we promote decent, affordable housing for all, and we support the global community's commitment to housing as a basic human right. We will advocate for just and fair housing policy to eliminate the constraints that contribute to poverty housing. And, in all of our work, we will seek to put shelter on hearts and minds in such powerful ways that poverty housing becomes socially, politically and religiously unacceptable.
- (d) To promote dignity and hope. We believe that no one lives in dignity until everyone can live in dignity. We believe that every person has something to contribute and something to gain from creating communities in which all people have decent, affordable places to live. We believe that dignity and hope are best achieved through equitable, accountable partnerships.
- (e) To support sustainable and transformational development. We view our work as successful when it transforms lives and promotes positive and lasting social, economic and spiritual change within a community; when it is based on mutual trust and fully shared accomplishment; and when it demonstrates responsible stewardship of all resources entrusted to us.
- (f) 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 exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles 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 purposes of the charitable purposes which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

- (g) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended under the state of Washington Nonprofit Corporation Act.

Section 1.5 Geographic Service Area

The geographic service area of our affiliate's activities include: The rural and urban areas of Lewis County, Washington.

Section 1.6 Affiliation with Habitat for Humanity International

The Organization, being a particular affiliate of Habitat for Humanity International ("HFHI"), recognizes that it is a party to the U.S. Affiliation Agreement (as amended from time to time) and commits to work in partnership with Habitat for Humanity International to accomplish the Habitat ministry of building homes, communities, and hope.

ARTICLE II - OFFICES

Section 2.1 Principal Office

The principal office of the corporation shall be located in Lewis County, Washington at the address designated in the most recent annual report filed with the Washington 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.

Section 2.2 Registered Office and Agent

The registered office of the corporation required by law to be maintained in the State of Washington may, but need not, be identical with the principal office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other Offices

The corporation may have offices at such other places within the State of Washington as the board of directors from time to time may determine, or as the affairs of the corporation may require.

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 Number, Term, and Qualifications

The authorized number of directors of the corporation shall be not less than twelve (12) nor more than twenty (20) as the board of directors shall consist of three 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. Notwithstanding the preceding, one-third of the initial board of directors shall be elected for an initial term of one (1) year and one-third for a term of two years, until a successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve or removal. Directors must be residents of the State of Washington. A duly elected and qualified director shall not be eligible for reelection to the board of directors if he or she has served eight consecutive years on the board; provided, however, that this limitation may be waived with the approval of two-thirds (2/3) of the directors in office at that time.

Section 3.3 Election of Directors

Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by a majority of the board of directors at a regular meeting of the board of directors. 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. All applicants must pass

a Washington State Patrol Criminal History check before becoming board members.

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) non-excused, consecutive regular meetings of the board of directors.

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 the majority of all the directors remaining in office or by sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, if the board of directors so provides at the time the vacancy is filled, or until the end of the unexpired term that such director is filling, or 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 elected 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 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 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 Lewis County, Washington, at such place as the board of directors may determine. All meetings of the Board and committees shall be open except that a meeting may be closed for a reason or reasons as determined by the board.

Section 4.2 Annual Meetings

The annual meeting of the board of directors shall meet for the purpose of electing directors, appointing officers, approving a budget for the fiscal year and for transacting other business, and shall be held at 6:00 pm on the fourth Monday of June 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 at 6:00 pm on the fourth Monday of every month during the fiscal year, unless cancelled or changed by the board of directors, or at such other times as the board of directors may determine.

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 board of directors then in office. Such meetings must be held within Lewis County, Washington.

Section 4.5 Notice of Meetings

Regular monthly 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 monthly meetings must be preceded by 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' to each director of the date, time place and purpose of the meeting, except that the President may call an emergency meeting of the board of directors upon short notice, oral or written, being given to board of director members. 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 shall not be valid unless each director is given at least fourteen (14) days' written notice that the matter will be voted upon at a board of 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 (to include electronic mail) notice is correctly addressed to a director if addressed to the director's address (or email 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 be 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 a lack of notice and does not thereafter vote for or assent to the or object to the 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 seven (7) directors.

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 the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (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 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 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 (to include electronic mail) 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 4.11 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 a 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 the 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 hereinafter provided.

Each board member will annually sign the affiliate's Conflict of Interest Statement.

ARTICLE V - OFFICERS

Section 5.1 Number

The officers of the corporation shall consist of a president, a vice-president, secretary, 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 its annual 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. 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 of Officers

An officer may resign at any time by delivering notice to the corporation. Such notice shall contain an effective date of the resignation. A resignation is effective when the notice is effective 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 an 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, including employees, in accordance with these bylaws. The president may sign any deeds, leases, mortgages, bonds, contracts, or other instruments approved by the board 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 where 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 with 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, official unavailability or refusal to act of the president, 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 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 such all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president of the board of directors.

Section 5.8 Assistant Secretaries

In the absence of the secretary or in the event of the death, inability or refusal to act of the secretary, the assistant secretary (ies) in the order of their length of service as assistant secretaries, unless otherwise determined by the board of directors, shall perform the duties of secretary and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the secretary. They shall perform such other duties as may be assigned to them by the secretary, the president or the board of directors.

Section 5.9 Treasurer

The treasurer shall:

- (a) Have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the President-and/or the board of directors;
- (b) Keep full and accurate accounts of the finances of the corporation in books or accounting software 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 expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors,
- (e) Issue payroll (when required); and,
- (f) 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 5.10 Assistant Treasurers

In the absence of the treasurer or in the event of the death, inability or refusal to act of the treasurer, an assistant treasurer(s), in the order of their service as assistant treasurers, unless otherwise determined by the board of directors, shall perform the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all restrictions upon the treasurer. They shall perform such other duties as may be assigned to them by the treasurer, the president or the board of directors.

Section 5.11 No Compensation

The principal and assistant officers of the corporation described in the forgoing sections of these bylaws shall not be compensated for their services as such.

ARTICLE VI - COMMITTEES

Section 6.1 Board Committees in General

The board of directors will consist of the Executive Committee, Operating Committees, and Supporting Committees as established by these bylaws. Each committee of the board shall have one or more directors, who shall be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board of directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or schedule regular meetings. To the extent specified or authorized by the board of directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however:

- (a) Authorize distributions;
- (b) Approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or,
- (d) Adopt, amend or repeal the articles of incorporation or any bylaws.

Section 6.2 Executive Committee

The Executive Committee, which is a committee of the board, shall consist of the four (4) principal officers of the corporation and up to three (3) additional directors appointed by the president, to serve in such capacity until the next annual meeting of the board of directors; provided, that the appointment of additional directors must be approved by a majority of all the directors in office when such action

is taken. The president shall serve as the chairperson of the Executive Committee and shall preside at all its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the Executive Committee may exercise the authority of the board of directors at such times as the board is not in session. In addition, the Executive Committee shall perform the functions described below:

(a) Finance and Budget Functions.

In performing this function, the Committee shall:

- (i) Oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation;
- (ii) Prepare an annual revenue and expense budget for submission to the full board of directors;
- (iii) Work closely with the Fund Raising Committee to coordinate development of the resources needed to meet the revenue goals of the budget;
- (iv) Monitor the implementation of the budget; and,
- (v) When necessary, make recommendations to the board of directors regarding adjustments to the budget.

(b) Human Resource Functions.

In performing this function, the committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation. An appointed volunteer coordinator will work with the operating committees to ensure efficient use of volunteer resources.

(c) Strategic and Long Range Planning Functions.

In 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.

(d) In-House Audit Functions.

In performing this function, the committee shall:

- (i) Oversee the implementation and administration of policies and procedures for handling in-house auditing of financial matters; and
- (ii) Work closely with the Finance and Budget Sub-Committee to assure that all financial transactions are properly authorized and recorded.

Section 6.3 Non-Board Committees in General

The board of directors may create one or more non-board committees, in addition to the Operating Committees and Supporting Committees established by these bylaws, and delegate non-board functions to such committees. Such committees may include community advisory and financial advisory functions. Non-board committees may include both directors and individuals who are not directors of the corporation. Non-board committees may not exercise the authority of the board.

Section 6.4 Operating Committees

Within thirty (30) days after the annual meeting each year, the president shall appoint a chairperson of each of the operating committees described below. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the board of directors. 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 president, 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. The operating committee chairperson shall be expected to attend the regular 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 which

require board approval. The operating committee shall perform the functions described below and such other functions as the board of directors may provide. Any committee may be joint at the discretion of the Board of Directors.

(a) Fund-Raising/Public Relations Committee

In performing this function, the committee shall,

- (i) Oversee the implementation and administration of policies and procedures for handling the affiliate's fund-raising and public relations, and
- (ii) Raise public awareness and the necessary funds to make the affiliate a viable and active participant in helping to meet the housing needs in Lewis County. All proposals regarding the raising of money shall be presented to the board of directors for approval.

(b) Family Selection and Partnership Committee

In performing this function, the committee shall oversee the implementation and administration of policies and procedures for handling family selection and family partnership. The functions of this committee are as follows:

Family Selection: The committee will seek recipient families by conducting informational meetings, screening applications, interviewing prospective families, and recommending families to the Board of Directors for approval of home ownership.

Family Partnership: The committee will provide moral support and appropriate assistance following a family's selection and occupation of the home.

(c) Site Selection Committee

In performing this function, the committee shall:

- (i) Oversee the implementation and administration of policies and procedures for building site selections, and
- (ii) Be responsible for locating, seeking out or otherwise identifying potential building sites.

(d) Building Committee

In performing this function, the committee shall:

- (i) Oversee the implementation and administration of policies and procedures for home construction,
- (ii) Be responsible for planning and implementing the construction projects of Greater Lewis County Habitat for Humanity, and
- (iii) Be responsible for monitoring the hours of sweat equity by the participant families.

(e) Property Management Committee

In performing this function, the committee shall:

- (i) Oversee the implementation and administration of policies and procedures relating to property management, and
- (ii) Be responsible for maintaining the appearance of acquired building sites that have not been developed.

Section 6.5 Supporting Committees

These committees provide support for the Executive and Operating Committees. Additional supporting committees can be established by the Board of Directors as discussed under Section 6.1, above.

(a) Nominating Committee

In performing this function, the committee shall oversee the implementation and administration of policies and procedures for nominating board replacement functions. 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.

(b) Policy and Procedure Committee

In performing this function, the committee shall:

- (i) Oversee the implementation and administration of policies and procedures relating to this function, and
- (ii) Provide support to other committees in their creation and updating of policies and procedures.

ARTICLE VII - GENERAL PROVISIONS

Section 7.1 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 fourteen (14) days' written (to include electronic mail) 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 or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) of the directors in office at the time the amendment is adopted.

Section 7.2 Fiscal Year

The fiscal year of the corporation shall be from July 1st to June 30th.

Section 7.3 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 (CPA) or other qualified person to audit or review the financial statements.

Section 7.4 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 Washington Nonprofit Corporation Act.

The minutes and records described above shall be made available for inspection by current directors of the corporation upon request. In addition, to the extent required by applicable law, the corporation shall make available for inspection by any individual, copies of:

- (a) 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
- (b) 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 contributions to the corporation may be kept confidential.

Section 7.5 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 or trustee 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 7.6 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 (\$1,000.00) dollars shall require two (2) authorized signatures.

Section 7.7 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 members, trustees, directors, officers, 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 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 sections of any future tax code; or,
- (iii) A corporation organized and existing under the Washington Nonprofit Corporation (Act/Code).

Section 7.8 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 7.9 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.

ARTICLE VIII - DISSOLUTION & WINDING UP

Section 8.1 Winding Up

In the event that dissolution and/or winding up of Greater Lewis County Habitat for Humanity, Inc. is necessary, the Board shall oversee such process and ensure compliance with all relevant provisions of applicable state and federal laws.

Section 8.2 Assets

Upon dissolution of **Greater Lewis County Habitat for Humanity, Inc.**, the assets of **Greater Lewis County Habitat for Humanity, Inc.** are permanently committed to a tax-exempt organization for purposes set forth in its Articles of Incorporation and Bylaws. In the event of dissolution, the assets, after payments of debt, will be, as determined by the board of directors, given, transferred, donated, or assigned to:

- a. Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or
- b. Any other organization(s) which itself has tax-exempt status under the Section 501(c)(3) of the Internal Revenue Code and whose mission is similar to the mission of **Greater Lewis County Habitat for Humanity, Inc.**

ARTICLE IX - AMENDMENTS TO BYLAWS

Section 9.1 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 fourteen (14) 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 two-thirds (2/3) of the directors in office at the time the amendment must be approved, and by at least a majority of the directors in office at the time the amendment is adopted.

Adopted by the Board of Directors of Greater Lewis County Habitat for Humanity, Inc., on the 26th day of January, 2015.

Signed 
(print or type in full name of Board Secretary) C. Jay Myhre.