

Bylaws of Monadnock Habitat for Humanity, Inc.

Article I Name, Form of Organization & Purpose

Section 1.1 Name

The name of the Corporation shall be Monadnock Habitat for Humanity, Inc.

Section 1.2 Nonprofit & Tax Exempt Status

The corporation is organized as a nonprofit corporation under the New Hampshire Voluntary Corporations and Associations (RSA Chapter 292), and is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 1.3 No Members

The members of the corporation shall be those persons elected to the Board of Directors.

Section 1.4 Purposes

The object for which this corporation is established, as stated in the Articles of Agreement, is:

- a) To witness and implement the Gospel of Jesus Christ in New Hampshire and throughout the United States and the world by working with economically disadvantaged people; to help them create and acquire decent housing in which to live
- b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people
- c) 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 property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any other organization other than a "charitable organization" or for any other purpose other than "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
- d) To exclusively promote and carry on other religious charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provision of the Internal Revenue Code, as amended, and under the New Hampshire Voluntary Corporations and Associations (RSA Chapter 292).

Article II Offices

Section 2.1 Principal Office

The principal office of the Corporation shall be located at the address designated in the most recent annual report filed with New Hampshire Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records.

Section 2.2 Registered Office and Agent

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

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Article III Board of Directors

Section 3.1 General Powers & Authority Of The Board

All corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 3.2 Number and Terms

The authorized number of directors of the corporation shall be no more than twenty (20), 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 re-election to the board of directors if he or she has served three (3) consecutive three (3) year terms or for a partial term of more than one (1) year or two (2) full three (3) year terms. The Board by a majority vote may choose to appoint one (1) ex-officio member from a partner family; the partner family board member would have all the rights of other board members except for voting on financial issues or family selection.

Section 3.3 Election of Directors

Except as provided in section 3.6, directors shall be elected by the Board of Directors at the Annual 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 shall be deemed to have been elected.

Section 3.4 Resignation of Directors

A Director may resign by delivering written notice to the Board of Directors. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If the resignation is made effective at a later date, the Board may fill the vacancy provided 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 a vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by affirmative vote of a majority of the directors for failing to attend three (3) consecutive regular meetings of the Board.

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 the 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, 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 & Vice Chairperson

The President of the corporation shall serve as chairperson of the Board of Directors and shall preside at all meetings of the Board, and shall perform such duties as may be prescribed from time to time by the Board. The Vice President shall serve as chairperson of the Board in the absence of the President.

Section 3.8 No Compensation

The Board of Directors shall not permit compensation of directors for services as such.

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Article IV Meetings of Directors

Section 4.1 Place and Location of Meetings

All meetings of the Board of Directors shall take place at a place and time to be determined by the Board, and each Director shall be notified at least two (2) days in advance.

Section 4.2 Annual Meeting

The Annual meeting of the Board shall occur each year in March, at a location to be determined by the Board, for the purposes of electing Directors, appointing Officers, approving a budget, and transacting any other business needing Board approval.

Section 4.3 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.

Section 4.4 Quorum

A quorum of the Board shall consist of a simple majority of the current Directors.

Section 4.5 Manner of Acting

If a quorum is present at a meeting of the Board, the affirmative vote of a simple majority of those present is the act of the Board, unless a greater number is required by law or by these bylaws.

Section 4.6 Presumption of Assent

A Director who is present at a meeting of the Board or a committee of the Board is assumed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or upon arrival) to holding the meeting or to transacting business at the meeting; (b) such Director's assent or abstention from the transacted business is entered in the minutes; or (c) such Director's dissent or abstention is submitted in writing to the presiding officer before adjournment or immediately after the meeting. (The right of dissent or abstention is not available to a Director who votes in favor of the action taken.)

Section 4.7 Action Without Meeting

Action required or permitted by law and by these bylaws to be taken at a meeting may be taken without a meeting, if a reasonable attempt is made to gather a quorum for a meeting, and after attempts to contact all duly elected and qualified Directors. The action must be evidenced by one or more written consents describing the action taken, and included in the minutes of next regularly scheduled meeting. Action taken without a meeting requires a simple majority of the Board of Directors unless a greater number is required by these by-laws.

Section 4.8 Conflict of Interest

A conflict of interest transaction is a transaction in which a Director has a direct or indirect interest in the transaction. Such a transaction may occur with advance approval of the Board, if (a) the material facts of the conflict of interest are disclosed and if (b) the Directors reasonably believe the transaction to be fair and in the interest of the corporation.

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Article V Officers

Section 5.1 Number

The principal officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer, as well as other officers as shall occasionally be appointed by the Board.

Section 5.2 Appointment and Term

The principal officers shall be appointed by the Board at the Annual Meeting, from a slate presented by the Nominating Committee and from nominations made by Directors from the floor. Officers will hold their positions for one (1) year, or until such officer's death, resignation, or removal; officers may serve no more than three (3) consecutive terms. A vacancy occurring before the end of a term may be filled by action of the Board; such a replacement will serve to the end of the previous incumbent's term.

Section 5.3 Resignation and Removal

An officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is received, unless the notice specifies a later effective date. An officer may be removed by action of the Board at any time, with or without cause by a vote of two thirds (2/3) Directors then in office.

Section 5.4 President

The President shall be the chief executive of the corporation, and subject to the control of the Board, shall supervise and control the management of the corporation in accordance with these bylaws. The President may sign, with the secretary or other officer authorized by the Board, any deeds, leases, mortgages, bonds, contracts, or other instruments, lawfully executed on behalf of the corporation. The President shall call and conduct the meetings of the Board.

Section 5.5 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, shall perform the duties of the President, and when so acting, the Vice President shall have all the powers of and be subject to the restrictions placed upon the President.

Section 5.6 Secretary

The Secretary shall : (a) cause to be prepared all minutes of all meetings of the Board and of the Executive Committee; (b) authenticate records of the corporation when requested; (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; (e) sign such instruments as may be required; (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 other such duties incident to the office of Secretary or assigned by the President or Board.

Section 5.7 Treasurer

The Treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit, or disburse the same under direction of the Board; (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 IRS and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet of the corporation at the close of the fiscal year and true statement of activities, functional expenses, and cash flows for such fiscal year, in reasonable detail; and (e) in general, perform all duties incident to the office of Treasurer and such other duties as authorized by the President or Board.

Section 5.8 Compensation

The officers of the corporation shall not be compensated for their services. Part-time or full-time staff engaged by the Board may be compensated.

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Section 5.9 Executive Director

The Board may appoint an Executive Director, who shall be the chief operating officer of the corporation and, subject to the control of the Board, shall have overall responsibility for the routine management of the affairs of the corporation. The executive Director shall report to the Board and shall work closely with the President. The Executive Director's duties 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 by the President or the Board. The Board may approve compensation and benefits for the Executive Director, who may not serve as a member of the Board.

Article VI Committees

Section 6.1 Standing Committees

The Board shall appoint the following standing committees, each of which shall have two or more members from the Board as well as non-Board members, with a chair appointed (normally a Board member) by the President:

- (a) Executive (composed of the four principal officers and chaired by the President), responsible for operating in the absence of the full Board, subject to limitations of these Bylaws;
- (b) Fund Raising, responsible for fund-raising campaigns, grant-writing, conducting fund-raising events, and cultivating major donors;
- (c) Faith and Public Relations, responsible for working with area faith congregations and responsible for educating and informing the public regarding the mission and purposes of the corporation, including public speaking, contacting news media, and publishing a periodic newsletter;
- (d) Family Relations, responsible for drafting selection criteria, screening and interviewing applicants, and recommending prospective homeowners to the Board, and responsible for providing Habitat homeowners with a mutual support system, educational opportunities, and providing responses to issues related to successful home ownership and maintenance;
- (e) Site Selection, responsible for locating suitable building sites within the Monadnock region, investigating and researching such sites, and making site recommendations to the Board.
- (f) Building Committee, responsible for planning and implementing construction projects, including the obtaining of house plans, soliciting professional help and donation of materials, coordinating volunteers, and supervising construction. The Building Committee includes the Building Coordinator, Volunteer Coordinator and Safety Coordinator.
- (g) Home Repairs, responsible for reviewing applications for small projects qualified as either accessibility; safety; or weatherization related (no remodeling), presentation to the board for acceptance and payment plan approval (if necessary), developing plans and materials list, coordinating volunteers, and supervising construction.

Section 6.2 Non-Board and Ad Hoc Committees

The Board may create Non-Board Committees as it deems necessary. Such committees will be made up of Board and non-Board members and may not exercise the authority of the Board. The board may also establish Ad Hoc Committees as it may, from time to time, deem necessary.

- (a) One such Non-Board Committee shall be the Nominating Committee, composed of two Board members and two non-Board-members, for the purpose of identifying and recruiting new members for the Board and presenting a slate of nominees at the Annual Meeting.

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Article VII General Provisions

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as determined by the Board.

Section 7.2 Amendments. These bylaws may be amended or repealed and replaced by new bylaws by the Board, with at least seven (7) days' notice of the Board members before such action is to be considered; a two-thirds (2/3) majority of the current Board members is required for such change.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall run from July 1st to June 30th.

Section 7.4 Financial Reports. The books of the corporation shall be closed at the end of each fiscal year, with financial statements prepared and presented to the Board by the Treasurer. The Board may engage an independent CPA to audit or review the books.

Section 7.5 Corporate Minutes and Records. The Board shall keep as permanent records minutes of all meetings of the Board and of all actions taken by the Executive Committee and other Board committees. Such minutes and records shall be kept at its principal office, as well as the following records: its articles of incorporation, with any amendments or revisions; its bylaws, with amendments and revisions; a list of current Board members, with business and home contact information; and the most recent annual report, delivered to the NH secretary of state, as required by law. All such records shall be available to the directors during normal business hours; in addition, the Board shall make available to the public, as required by law, appropriate IRS documents, provided that names and addresses of contributors are kept confidential.

Section 7.6 Investments. The corporation may retain all or any part of any securities or property acquired and shall have the power to invest and reinvest, as determined by the Board in any manner permitted by law.

Section 7.7 Check and Drafts. All checks, drafts, or other orders for payment issued in the name of the corporation shall be made by such officer or agent as shall, from time to time, be designated by the Board. Any payment in excess of twenty five hundred dollars (\$2500) shall require two (2) authorized signatures.

Section 7.8 Prohibited Activities. As a 501(c)3 corporation, no part of the corporation's earnings shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, unless authorized by the Board for reasonable compensation for services rendered or to make payments in furtherance of purposes set forth in these bylaws. No activities shall be conducted by the corporation which are not permitted for 501(c) 3 corporations by the Internal revenue Code or the New Hampshire Nonprofit Corporation Act.

Section 7.9 Loans and Guaranties For Directors. The corporation shall not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.10 Indemnification. The corporation may indemnify or reimburse directors, officers, trustees, or agents for such costs, expenses, and liabilities as may be sustained by such indemnified parties as a consequence of their relationship with the corporation.