

Habitat for Humanity

Of Merced County, Inc.

Bylaws

Adopted

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Bylaws of Habitat for Humanity of Merced County, Inc.

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Preamble

Habitat for Humanity of Merced County, 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.

Article I

Name, Form of Organization, and Purposes

Section 1.1 Name. The name of the corporation is Habitat for Humanity of Merced County, Inc.

Section 1.2 Nonprofit and Tax Exempt Status. The corporation is organized as a nonprofit corporation under the California 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 which the corporation is organized, as stated in its articles of incorporation, are as follows:

- (a) To witness to and implement the Gospel of Jesus Christ in California and throughout the United States and the world by working with economically disadvantaged people to help them to 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 human habitat for economically disadvantaged people;

- (c) To communicate the Gospel of Jesus Christ by means of the spoken and written word;
- (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 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 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,
- (e) Exclusively to 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, and under the California Nonprofit Corporation Act.

Article II

Offices

Section 2.1 Principal Office. The principal office of the corporation shall be located in Merced County, California at the address designated in the most recent annual report filed with the California 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. ¹

Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of California 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.²

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. ³

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-four (24), as the board of directors shall determine from time to time. The board of directors shall consist of two classes of approximately equal size. One class, on a rotational basis, shall be elected each year. Each director shall serve for a term of two (2) 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 half on the initial board of directors shall be elected for an initial term of one (1) year and until a 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 two (2) year terms or for a partial term of more than one (1) year and two (2) full two (2) year terms. The board of directors may waive this provision with a 2/3 majority. Directors must be individual residents of the State of California.⁴

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 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.⁵

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.⁶

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 two (2) consecutive, regular meetings of the board of directors without having requested to be excused.⁷

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, 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.⁸

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 Merced County, California, 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 on the first Saturday during November of each year, or at such other time as the board of directors may determine.⁹

Section 4.3 Regular Meetings. Additional regular meetings of the board of directors shall be held at 7:00 p.m. on the second Tuesday of each month (except December) during the year, or at such other times as the board of directors may determine.¹⁰

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 Merced County, California.¹¹

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, 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 directors' 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.¹²

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 to action.¹³

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.¹⁴

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.¹⁵

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 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.¹⁶

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.¹⁷

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.¹⁸

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 hereinabove provided.¹⁹

Article V

Officers

Section 5.1 Number. The officers of the corporation shall consist of a president, 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.²⁰

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. No person may be appointed to serve for more than three (3) successive terms in the office of president or in the office of 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.²¹

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.²²

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 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 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 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 by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal if the board deems one necessary at a future date, and affix the corporate seal if one exists at a future date 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.²³

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 secretaries, in the order of their length of service as assistant secretaries, unless otherwise determined by the board of directors, shall perform the duties of the secretary and, when so acting, shall have all 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 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 expenses, 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 5.10 Assistant Treasurers. In the absence of the treasurer or in the event of the death, inability, or refusal to act of the treasurer, the assistant treasurers, 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 the 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 foregoing sections shall not be compensated for their services as such.

Section 5.12 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 may 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 Administration Committee established by these bylaws. Committees of the board shall be composed solely of individuals currently serving as duly elected and qualified directors of the corporation. Each committee of the board shall have two 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 scheduled 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.²⁴

Section 6.2 Administration Committee. The Administration committee, which is a committee of the board, shall consist of the four 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 Administration committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the Administration committee may exercise the authority of the board of directors at such times as the board is not in session. In addition, the Administration committee shall perform the functions described below.

- (a) Finance and Budget Functions. In performing these functions, the Administration 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 Resources Functions. In performing these functions, the Executive 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. In performing these functions, the Administration 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 Non-Board Committees in General. The board of directors may create one or more non-board committees, in addition to the Nominating committee and the operating committees established by these bylaws, and delegate non-board functions to such committees. 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.²⁵

Section 6.4 Nominating Committee. The Nominating committee shall consist of four (4) members, no more than two (2) of whom currently shall be directors of the corporation. 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 board of directors on an annual basis, to serve until the next annual meeting of the board. A vacancy on this committee may be filled by 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 principal officers of the corporation and may make recommendations for chairpersons of the operating committees.

Section 6.5 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. Operating committee chairpersons 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 committees shall perform the functions described below and such other functions as the board of directors may provide.

- (a) Fund-Raising Committee. The Fund Raising committee 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.
- (b) Public Relations Committee. The Public Relations committee 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, and publishing of a periodic newsletter.
- (c) Family Partnership Committee. The Family Partnership committee 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.
- (d) Family Nurture Committee. The Family Nurture committee 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.
- (e) Site Selection Committee. The Site Selection committee 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 Building Committee to evaluate the suitability of potential sites prior to acquisition.
- (f) Building Committee. The Building committee 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, soliciting professional help and donations of building materials, coordinating volunteers and supervising construction.
 - (g) Volunteer Committee. The Volunteer committee shall be responsible for recruiting and providing volunteers to provide the human resources necessary to complete the projects and fundraising tasks of the organization. The committee shall work in conjunction with the building and the fund raising committees to insure there are enough qualified volunteers to complete all building and fund raising tasks
 - (h) Church Relations Committee. The Church Relations committee shall be responsible for establishing and maintaining partnerships with churches within Merced County. Habitat for Humanity was created to demonstrate the love and teachings of Jesus Christ, so it is natural that the church—Christ’s body in the world—should be a primary partner in habitat’s work. The most successful habitat for Humanity Affiliates are those with strong church support. Churches have proven to be Habitat’s most reliable and long-term partners.
 - (i) Finance Committee. The Finance Committee shall be responsible for overseeing the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation; preparing an annual revenue and expense budget for submission to the full board of directors; working closely with the Fund-Raising committee to coordinate development of the resources needed to meet the revenue goals of the budget; monitoring the implementation of the budget; and, when necessary, making recommendations to the board of directors regarding adjustments to the budget.

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. The board of directors has determined that a corporate seal is not necessary at this time.²⁶

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.²⁷

Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on 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). In the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.²⁸

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 California 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: (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 (3) 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.²⁹

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 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 7.7 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 payment 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 members, trustees, 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 California 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.³⁰

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 to indemnify such individual against liability incurred in the proceeding.³¹

¹ Rev. Model Nonprofit Corp. Act §§ 1.40(26), 16.01(e), 16.22(a)(3) (1987).

² Rev. Model Nonprofit Corp. Act §§ 2.02(a)(3), 5.01-.04 (1987).

³ Rev. Model Nonprofit Corp. Act § 8.01(b) (1987).

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- ⁴ Rev. Model Nonprofit Corp. Act §§ 8.02, .03, .05 (1987).
- ⁵ Rev. Model Nonprofit Corp. Act § 8.05 (1987).
- ⁶ Rev. Model Nonprofit Corp. Act § 8.07 (1987).
- ⁷ Rev. Model Nonprofit Corp. Act § 8.08 (1987).
- ⁸ Rev. Model Nonprofit Corp. Act §§ 8.05(c), .11 (1987).
- ⁹ Rev. Model Nonprofit Corp. Act § 8.20(a) (1987).
- ¹⁰ Rev. Model Nonprofit Corp. Act § 8.20(a) (1987).
- ¹¹ Rev. Model Nonprofit Corp. Act §§ 8.20(a), .22(d) (1987).
- ¹² Rev. Model Nonprofit Corp. Act §§ 1.41, 8.22 (1987).
- ¹³ Rev. Model Nonprofit Corp. Act § 8.23 (1987).
- ¹⁴ Rev. Model Nonprofit Corp. Act § 8.24(a) (1987). This provision of the Model Act permits the quorum requirement to be as low as one-third (1/3) of the number of directors in office, but in no event less than two (2) directors.
- ¹⁵ Rev. Model Nonprofit Corp. Act § 8.24(b) (1987).
- ¹⁶ Rev. Model Business Corp. Act § 8.24(d) (1984). The Revised Model Nonprofit Corporation Act (1987) does not have a comparable provision.
- ¹⁷ Rev. Model Nonprofit Corp. Act § 8.20(c) (1987).
- ¹⁸ Rev. Model Nonprofit Corp. Act § 8.21 (1987).
- ¹⁹ Rev. Model Nonprofit Corp. Act § 8.31 (1987); see also *id.* § 8.13 (optional section of the Model Act requiring the board of directors to be composed of a financially disinterested majority).
- ²⁰ Rev. Model Nonprofit Corp. Act § 8.40 (1987).
- ²¹ Rev. Model Nonprofit Corp. Act § 8.43 (1987).
- ²² Rev. Model Nonprofit Corp. Act § 8.44 (1987).
- ²³ Rev. Model Nonprofit Corp. Act § 8.40(b) (1987).
- ²⁴ Rev. Model Nonprofit Corp. Act § 8.25 (1987).

²⁵ Rev. Model Nonprofit Corp. Act ¶ 8.25 Official Comment (1987).

²⁶ Rev. Model Nonprofit Corp. Act ¶ 3.02(2) (1987).

²⁷ Rev. Model Nonprofit Corp. Act ¶ 10.20 (1987). Under the Revised Model Act, an amendment must be approved at least by a majority of the directors in office at the time the amendment is adopted.

²⁸ Rev. Model Nonprofit Corp. Act ¶ 16.01(b) (1987).

²⁹ Rev. Model Nonprofit Corp. Act ¶ 16.01 (1987); I.R.C. ¶ 6104(e).

³⁰ Rev. Model Nonprofit Corp. Act ¶ 8.32 (1987).

³¹ Rev. Model Nonprofit Corp. Act §§ 8.50-.58 (1987).