

**Bylaws
Habitat for Humanity
Of La Plata County
Amended 2010**

Preamble

Habitat for Humanity is concerned about inadequate housing in our community, in our nation and in the world. We seek to sponsor specific projects for low-income housing development. We seek to work in cooperation with other agencies and groups that have a kindred purpose, and we seek to recruit persons to participate in this endeavor.

Habitat for Humanity of La Plata County is affiliated with Habitat for Humanity International, and is operated in accordance with the Covenant established between the two organizations. We recognize that Habitat is a Christian principled organization.

**Article I
Purpose and Formation**

Section 1 Purpose The purpose of this corporation is to provide economically disadvantaged people with a better environment in which to live and work. More specifically, to build or rehabilitate low-cost living quarters and to sell those quarters to deserving people at no profit and no interest. In doing so, the organization hopes to develop a sense of involvement in the community by bringing together people from all economic levels to work with the economically disadvantaged to achieve these objectives.

Section 2 Name The name of the corporation is Habitat for Humanity of LaPlata County, Inc.

Section 3 Formation The corporation is organized as a nonprofit corporation under the Colorado Nonprofit Corporations Act and is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 4 Members The Corporation shall have no members.

**Article II
Directors**

Section 1 General Powers The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2 Number and Classes The authorized number of directors of the Corporation shall be not less than 8 nor more than 13, as the Board of Directors shall determine from time to time.

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 years and until his or her successor is elected and qualified.

Section 3 Chair of the Board Will be elected by the Directors from their number at any meeting of the Board. The Chair shall preside at all meetings of the Board of Directors, unless they turn that duty over to the Executive Director if one exists, and perform such other duties as may be directed by the Board.

Section 4 Election of Directors Directors will fill vacancies on the Board on recommendation of the Executive Committee, acting as a Nominating Committee. New Directors shall be elected by a majority of the Board, and may be re-elected for one additional consecutive term. After not serving for a period of two consecutive years, a Director may once again serve in accordance with these provisions.

Section 5 Resignation A Director may resign at any time, or may be removed by a vote of no less than two Thirds of the entire Board of Directors.

Section 6 Removal A Director who is absent without cause from three consecutive regular (not special) meetings of the Board is considered to have resigned from the Board. The Director so removed may be reinstated by a vote of no less than two thirds of the entire Board.

Section 7 Vacancy A vacancy may be filled for a Director's remaining term by a simple majority of the Directors present at a regular scheduled or special meeting of the Board that has been called for that purpose

Article III Meetings of Directors

Section 1 Annual Meeting The annual meeting of the Board of Directors, for the purpose of electing Directors, appointing officers, approving a budget for the year, and transacting other business shall be held in May/June of each year or at such other time as the Board of Directors may determine.

Section 2 Regular Meeting The Board of Directors must have at least 4 regular meetings annually during the calendar year. In addition, the Board of Directors may provide, by resolution, the time and place, for holding additional regular meetings. Meeting held by email are allowed and voting may be completed in the same manner.

Section 3 Notice of Meetings Regular meetings of the Board of Directors may be held without further notice after the calendar has been posted for the year.

Section 4 Special Meetings The person or persons calling a special meeting of the Board of Directors, shall, at least five (5) days before the meeting, give notice thereof by the usual means of communication (email, phone or mail). Such notice need not specify the purpose of the meeting.

Section 5 Quorum Attendance of a majority of the Directors of the Corporation shall constitute a quorum for the transaction of business at a regular or special meeting.

Section 6 Informal Action by Board of Directors Action taken by a majority of the Directors without meeting is nevertheless Board action if written consent to the action in question is signed by or approved via email, phone or mail by the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Meetings by email are valid meetings.

Article IV Officers

Section 1 Number The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. In addition to the officers provided herein, the Board of Directors may create other offices and employ such personnel as in its discretion it deems necessary to accomplish the purpose and objectives of the corporation. Any two or more offices may not be held by the same person.

Section 2 Election and Term The principal officers of the corporation shall be appointed by the Board of Directors. Each officer shall hold office for a period of one (1) year. 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. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Directors. The officers of the Corporation shall serve without compensation.

Section 3 Resignation and Removal An officer or agent may resign at any time by delivering notice to the Corporation. The board of directors may remove any officer at any time with or without cause.

Section 4 President The President shall be the principal executive officer of the Corporation and subject to the control of the board of directors. He/she shall serve as an ex-officio member of each of the committees established and shall direct, coordinate and assist in the activities of those committees. He/she shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the Corporation.

Section 5 Vice-President In the absence 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.

Section 6 Secretary The Secretary shall keep accurate records of the proceedings of all meetings of the Board of directors. He/she shall give all notices required by law and by these By-Laws.

Section 7 Treasurer The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The Treasurer chairs the Finance Committee, and is responsible for the Committee's actions to maximize income or other benefits from the funds and other assets available to the Corporation.

Article V Staff

Section 1 Executive Director If appointed, an Executive Director shall serve as an authorized agent of the Board of Directors to do business for the Corporation, shall serve as the primary administrative officer of the Corporation, and shall in turn appoint such members of the staff as may be authorized by the Board of Directors and shall supervise and direct their activities subject to such limitations, policies or directives as may be prescribed by the Board of Directors.

Article VI Standing Committees

Section 1 – Establishment: The Board of Directors shall establish certain committees to concentrate upon, and carry out in conjunction with staff, various aspects of the Corporation's goals.

Section 2 – Chair: A chair of each committee shall be elected by its members. At least one Board Member shall serve as a liaison on each committee.

Section 3 – Members: The members should have a familiarity or expertise with the area of concern of their committee. Each committee shall consist of no less than three members.

Section 4 – Executive/Nominating Committee: This committee will be comprised of the Officers of the Board of Directors along with the Executive Director, if one exists. This committee shall also serve as the Nominating Committee to make recommendations to the Board for new Directors. This committee will also ensure all operating policies and procedures provide the appropriate controls and environment for our employees and the Corporation. The President shall serve as the chair.

Section 5 – Fund Raising Committee: This committee shall be responsible for developing, coordinating, and executing the raising of funds needed to conduct the business of the Corporation. The committee will determine the number and timing of events as well as coordinating the Direct Mail program. Annually, the Committee will prepare a fund raising calendar and associated budget for Board approval. This committee’s focus will be the La Plata County community at large.

Section 6 – Finance Committee: This committee will provide oversight of the Corporation’s financial resources. Monthly will review staff prepared operating results and identified variances to the operating budget. Maintain a monthly rolling forecast and cash flow analysis for dissemination to the Board. Review alternative financing programs in order to increase our building capacity. Recommend adjustments in operations to the Board to ensure the budgeted operating net income is met or exceeded. Ensure that all funds in excess of current needs are maintained in insured interest bearing accounts. Maintain positive relationships with banking and lending institutions. Assist staff annually in preparing the operating budget. The Treasurer will chair this committee.

Section 7 – Construction Committee: This committee shall be responsible for planning and implementing the construction projects for the Corporation. This committee will develop and maintain positive relationships with other builders and suppliers to ensure we maximize the quantity and quality of donated materials. This committee will also solicit for and coordinate all volunteer construction workers as well as assist selected family members in fulfilling their sweat equity requirements. Advise feasibility of implementing alternative building programs as may be suggested by the Board. Annually prepare a construction calendar and proposed construction budget for Board approval.

Section 8 – Family Services Committee: This committee will have 2 primary functions; selecting appropriate families for our programs and providing our prospective homeowners with a mutual support system. This committee will follow HFHI selection guidelines adjusted for the La Plata County community. This will include the application process (community outreach, forms, screening, interviewing) as well as recommending applicants to the Board for approval as prospective homeowners.

This committee will also be responsible for providing existing HFHLPC 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 break the poverty cycle and become independent.

Section 9 – ReStore Committee: This committee will periodically review the ReStore operations and make recommendations to the Executive Director for

improving its net contribution to the Corporation. The committee will assist the staff in developing a volunteer and donor base.

Section 10 – Land/Building Acquisition Committee: This committee will develop relationships with real estate agencies and landholders to ensure that the Corporation maintains an inventory of buildable lots. The committee will recommend to the Board potential parcels and assist in negotiating favorable terms. To the extent that the Corporation needs a more permanent operating location, recommend potential sites and assist in negotiating favorable terms.

Section 11 – Public Relations Committee: This committee shall be responsible for educating and informing the public regarding the mission of HFHLPC. The committee will ensure the public persona of HFHLPC is represented in pertinent media releases and assist in event promotion. Church relationships are integral to our mission and this committee will be responsible for maintaining relationships with local congregations. The committee will also assist in the quarterly newsletter and developing marketing collateral.

Section 12 – Addition or Deletion: All committees function with the approval of the Board of Directors and may be deleted or added based on the needs of the Corporation.

Article VII Legal Standards Of Conduct For All Directors

Section 1 Powers All corporate powers are exercised by or under the authority of the Board, and the affairs of the Corporation are managed under the direction of the Board. Each director must meet the following legal standards of conduct:

Section 2 Duty of Care A director must discharge his or her duties in good faith and with the degree of diligence, prudence and skill which ordinarily prudent persons would exercise under similar circumstances in similar positions and in a reasonable manner expected to be in the best interest of the Corporation.

Section 3 Act in Good Faith Directors may act in good faith by relying on financial information provided and represented to them to be correct by the Corporation's Executive Director, if one exists, its auditors, or its Treasurer. This subjective standard is based on the background, experience, knowledge, qualifications and expertise of each Director, and looks at how a reasonable person would act in a similar situation.

Section 4 General Duties The Duty of Care also requires a Director to be attentive to Corporate business; to rely reasonably and properly on information supplied by Board committees, officers, employees and volunteers; to delegate management activities properly; and to comply with good business practices.

Attention to Corporate business requires a director to be active and informed in directing the affairs of Habitat. Reliance on information provided to a Director is deemed reasonable if the Director has made inquiry in good faith into the accuracy and veracity of the information.

Article VIII Financial Transactions

Section 1 Investments The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors provided, however, 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 the exemption under section 503 or Section 507 of the Internal Revenue code and its regulations as they now exist or as they may be hereafter amended.

Section 2 Contracts The officers of the Corporation are authorized to enter into contracts on behalf of the Corporation. Other Directors or paid staff may be authorized by the Board of Directors to enter into contracts or to otherwise commit the Corporation to action. All contracts will be presented to the Board of Directors for their information.

Section 3 Funds Funds of the Corporation shall be deposited in financial institutions selected by the Finance committee, with the approval of the Board of Directors.

Section 4 Insurance The Board of Directors shall procure and maintain adequate liability and casualty insurance on the property of the Corporation. The Board of Directors shall also procure and maintain liability insurance for the acts of its Directors.

Section 5 Audit The Board of directors shall have an audited annual report of the performance of the Corporation. This audit shall be conducted, and the report prepared, by an independent Certified Public Accountant selected by the Finance committee.

Article IX Indemnification

Section 1 Indemnity 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. 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 to indemnify such individual against liability incurred in the proceedings.

Article X Amendments

Section 1 Amendment These By-laws may be amended by:

1. Approval at a properly constituted meeting of the Board of Directors, by a vote of no less than two-thirds of the Directors.
2. Ratification of the amendments, without modification, at the next regularly scheduled meeting of the Board of Directors.

Section 2 No amendment may contain any provision inconsistent with the law or the Articles of Incorporation.

Article XI Fiscal Year

Section 1 Fiscal Year The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time and is currently July 1 to June 30 of any given year.



The following amendment to the HFHLPC Bylaws - Amended January 2006 is recommended:

Article VI Standing Committees

Section 1 – Establishment: The Board of Directors shall establish certain committees to concentrate upon, and carry out in conjunction with staff, various aspects of the Corporation’s goals.

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