



Habitat for Humanity of Missoula Bylaws

BYLAWS OF HABITAT FOR HUMANITY OF MISSOULA, INC.

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ARTICLE I
NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name.

The name of the corporation is Habitat for Humanity of Missoula, Inc.

Section 1.2 Nonprofit and tax exempt status

The corporation is organized as a nonprofit corporation under the Montana 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 Montana Nonprofit Corporation Act.

Section 1.5 Geographic Service Area

The geographic service area of affiliate's activities include: Missoula County, State of Montana.

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 Missoula County, Montana at the address designated in the most recent annual report filed with the Montana Secretary of state. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.4 of Article VII.

Section 2.2 Registered office and agent

The registered office of the corporation is required by law to be maintained in the state of Montana and 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.

Section 2.3 Other offices

The corporation shall have offices at such other places within the state of Montana 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 eight (8) and no more than thirteen (13), as the Board of Directors shall determine from time to time. A duly elected and qualified director shall not be eligible for reelection to the Board of Directors for more than two consecutive three-year terms, or for a partial term of more than one (1) year and one full three (3) year term. Each director shall hold office for a period of three (3) years, or until such director's successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. Directors elected after the initial terms shall be elected for a term of three years; except a director shall hold office for a period of one (1) or two (2) years if deemed necessary by the nominating committee and approved by a majority of the existing Board of Directors. No director may be elected to serve for more than (6) successive years. Directors must be individual residents of the state of Montana living in Missoula County.

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 as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of directors

A director may resign by delivering written notice to the Board of Directors, Chairperson 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 if said member failed to meet the following requirements:

- (a) Directors shall comply with signed Board Member Commitment Form
- (b) Directors are required to attend no less than three-quarters (3/4) of the Board of Directors' meetings in a calendar year, unless specifically excused by Board Chair.
- (c) Directors are required to serve on at least one (1) operating committee as mandated by Section 6.4, unless specifically excused by the majority vote of the Board members.

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 by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. Absent any express condition to the contrary at the time of election, a director elected to fill a vacancy shall hold office until the end of the

unexpired term that such director is filing, or, if earlier, until such director's death, resignation, removal or disqualification.

Section 3.7 Chairperson and Vice-Chairperson

The President of the Board of the Directors shall preside at all meetings of the Board of Directors and perform other duties as may be prescribed from time to time by the board. The Vice-President of the Board of Directors, in the absence of the President, or in the event of 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.

Section 3.9 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 a 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 party to the transaction. A conflict of interest transaction is not voidable on the basis of 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 directors' interest are disclosed or known to the board of 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 the 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 neither direct nor 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.

ARTICLE IV MEETINGS OF DIRECTORS

Section 4.1 Place of meetings

All meetings of the board of directors shall be held in Missoula County, Montana, or 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 and officers, and transacting other business, shall be held on the Third Thursday of January 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 on the third Thursday of each month of each year, or at such other time 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 directors then in office. Such meetings must be held within Missoula County, Montana.

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 have been fixed by the Board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of 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 or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (c) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.6 Waiver of notice

A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.7 Quorum and Voting

A quorum of the Board of Directors consists of a majority of the directors currently in office immediately before a meeting begins; at least one third (1/3) of the directors must be present to continue a meeting once it starts.

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. A director may not vote or act by proxy at any meeting of directors.

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.

Section 4.10 Meeting via communications equipment

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

Section 4.11 Action without meeting

Action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting, if a written consent to such action is signed or transmitted via e-mail electronically by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the Board or such committee. 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 thus has the effect of a meeting vote and may be described as such in any document.

ARTICLE V OFFICERS

Section 5.1 Number

The officers of the corporation shall consist of a President, Vice-President, 2nd Vice-President, Secretary, Treasurer, and such assistant secretaries, treasurers and other officers as are elected by the board of directors from time to time. No more than one (1) of the five (5) principal offices may be held by the same person.

Section 5.2 Election of Officers

Except as provided in this Section 5.2 relating to vacancies, officers 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 as officers. 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, currently holding office, so demands, the election of officers shall be by secret ballot.

All nominees for the President, Vice-President, 2nd Vice-President, Secretary, and Treasurer positions 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. No person may be elected to serve for more than four (4) successive terms in the office of President, Vice-President, 2nd Vice President, Secretary or in the office of Treasurer. The Board of Directors may elect assistant secretaries, assistant treasurers and other officers at such time or times as the need may arise, in the manner prescribed for other officers in this Section 5.2.

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 effective unless the notice specifies a future effective date. If a resignation is made effective at a future effective 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 election 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 officer.

Section 5.5 President (chair)

The President, shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise the management of the corporation in accordance with these bylaws.

The President may sign, as may 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 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 or these bylaws to be otherwise signed and executed.

The President shall serve as the Chair 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 Secretary

The Secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the executive committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require 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 Chairperson or the Board of Directors.

Section 5.7 Assistant secretaries

In the absence of the Secretary or in the event of 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 Chairperson or the Board of Directors.

Section 5.8 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 maybe assigned from time to time by the Chairperson or the Board of Directors.

Section 5.9 Assistant treasurers

In the absence of the Treasurer or in the event of death, inability, or refusal to act of the Treasurer, the assistant treasurers, in the order of their length of 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 Chairperson or the Board of Directors.

Section 5.10 No compensation

The officers of this corporation shall not be compensated for their services as such.

Section 5.11 Authority to bind

The financial authority of the Officers and the Executive Director shall be as determined and directed by the Board of Directors, provided such authority shall be limited to the dollar authority set by the Board. Any two (2) officers of the corporation may legally bind the corporation.

ARTICLE VI COMMITTEES

Section 6.1 Board committees in general

The Board of Directors may create one (1) or more 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 consist of at least two directors, who shall be appointed by the Chairperson and 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. 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 principal officers of the corporation and up to two (2) additional directors appointed by the Chairperson, 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 Chairperson of the Board of Directors shall serve as the Chairperson of the executive 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 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) *Human resources 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.

(b) *Strategic and long range planning functions*

In performing this function, the committee shall: (i) coordinate the strategic and long range planning activities and (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes and goals.

Section 6.3 Additional board committees

Each additional board committee herein listed shall consist of three (3) members to serve in such capacity until the next annual meeting of the board of directors. A vacancy on any of these committees may be filled at any time. Members of additional board committees may be appointed to successive terms.

(a) *Nominating committee*

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 election as principal officers of the corporation and may make recommendations for chairpersons of the operating committees. The current President may not be a member of this committee.

(b) *Finance committee*

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) monitor the implementation of the budget, and (iv) when necessary, make recommendations to the board of directors regarding adjustments to the budget.

(c) *Audit committee*

Oversee the selection and performance of the affiliates outside auditors and provide a plan for oversight of the organization. In addition the committee is responsible for (a) recommending to the Board of Directors hiring independent auditors on three year contracts (b) reviewing the organizations code of conduct and ethics procedures (c) review audit findings annually and make recommendations for changes to the Board of Directors (d) Review “whistleblower” protections (e) Evaluate effectiveness of independent auditors and audit committee.

Section 6.4 Non-board committees in general

The board of directors may create one or more non-board committees, in addition to 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.

Section 6.5 Operating committees

New chairs and members of the operating committees may be appointed at any time. Operating committee chairpersons shall be expected to report on the work of their committees monthly to the Board of Directors, 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) Family services committee

This committee shall be responsible for drafting and updating the selection criteria, recruiting applicants, screening applications, interviewing applicants, and recommending applicants to the board of directors for approval as prospective homeowners. In addition, this 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 homeownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent.

(b) Community support committee

This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the corporation. The tasks to be coordinated by the committee, in partnership with the full board, shall include fund-raising campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors.

(c) Faith relations committee

The faith relations committee will seek to strengthen the support of the affiliate's work by gaining volunteers, prayer, and financial resources from all community churches. The church relations committee will be the liaison between the affiliate and the faith community, facilitating communication and developing partnerships.

(d) Building committee

This committee shall be responsible for planning and implementing the construction projects of the corporation. The tasks to be directed by this committee shall include developing or obtaining house plans, soliciting appropriate professional construction help when needed, developing lists of needed building materials and assisting the resource development committee in obtaining these, developing a building schedule and coordinating volunteers, and supervising construction. In addition this committee shall be responsible for investigating and researching properties brought to them for potential purchase. The committee shall work to evaluate the suitability of potential sites prior to acquisition.

(e) Volunteer Support

This committee is responsible for creating and implementing a program to recruit, manage and appreciate Habitat volunteers. Activities of this committee include developing and maintain volunteer contacts with individuals and groups throughout the community, meeting Habitat's need for volunteers for committees, events, building construction etc., and ensuring a good experience for volunteers with the organization.

**ARTICLE VII
GENERAL PROVISIONS**

Section 7.1 Corporate seal

There shall be no corporate seal of the corporation.

Section 7.2 Fiscal year

This fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

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. In the discretion of the Board of Directors and subject to the requirements of any state laws, the corporation may engage an independent certified public accountant 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, as required by the Montana 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 an individual, copies of: (i) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns); provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.5 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 Three Thousand dollars (\$3,000) 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 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 the 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 Montana Nonprofit Corporation Act.

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 guarantee 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 extant 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.

Section 7.10 Executive Director

The board shall hire and Executive Director who shall be responsible for the operations of the organization. The board shall establish the necessary qualifications and conditions of employment and shall fix the powers and salary of the Executive Director. The Executive Director shall be deemed to be an employee of the organization and shall report to and be accountable to the Board of Directors.

Section 7.11 Support staff

The board may authorize the Executive Director to hire staff as required for the efficient operation of the organization. The Executive Director, in consultation with the Board, shall determine the number and qualifications of the employees, the conditions of employment and the salary to be paid and benefits to be awarded. Any such employee shall be deemed and employee of the organization and shall be accountable to the Executive Director.

ARTICLE VIII DISSOLUTION & WINDING UP

Section 8.1 Winding Up.

In the event that dissolution and/or winding up of Habitat for Humanity of Missoula is necessary, the Board shall oversee such process and ensure compliance with all relevant provisions of the Montana State law and other applicable state and federal laws.

Section 8.2 Assets.

Upon dissolution of Habitat for Humanity of Missoula, the assets of Habitat for Humanity of Missoula 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 (i) 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 (ii) 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 Habitat for Humanity of Missoula.

**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 seven (7) days' written notice to the Board of Directors 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 Habitat for Humanity of Missoula on the
20th day of February, 2014.

Signed _____
(print or type in full name of Board Secretary) Alexis Willey