

BYLAWS  
of  
HABITAT for HUMANITY-NORTH ST. LOUIS COUNTY

Preamble

Habitat for Humanity-North St. Louis County shall seek to sponsor specific projects in habitat development globally, starting with the construction of modest but adequate housing, and to associate with other groups functioning with purposes consistent with those listed below, namely:

- A. Habitat for Humanity seeks to give witness to the Christian gospel by working in partnership with God's people in need to create a decent habitat in which to live and work. The aim is to create an environment of hope, dignity, and a truly human existence for all people. Wherever possible, we cooperate with other agencies that have similar purposes, and we seek an ever-expanding company of persons to participate in the ministry.
- B. To work in cooperation with other agencies and groups which have a kindred purpose, especially with the parent body, the International Habitat for Humanity, Inc., with headquarters in Americus, GA.

ARTICLE I

OFFICES, CORPORATE SEAL

Section 1.01. Registered Office. The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation; or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota, reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This corporation shall have no corporate seal.

ARTICLE II

MEMBERS: MEETINGS, PROPERTY RIGHTS

Section 2.01. Members and Meetings. The Articles of Incorporation of this corporation provide that the only members of the Board of Directors of this corporation shall be the only members of this corporation, and that such persons shall have voting rights only as directors and shall have no voting rights as members. Accordingly, there shall be no meetings of the members of this corporation.

Section 2.02. Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

## ARTICLE III

### BOARD of DIRECTORS

Section 3.01. General Powers. The property, affairs, and business of this corporation shall be managed by the Board of Directors. The Board of Directors shall establish a formal system of recommendations for carrying out the general programs of the corporation. Insofar as possible, the Board of Directors shall be ecumenically, socially, and economically diverse, and shall represent a cross section of the North St. Louis County population. The Board of Directors shall be a working Board of Directors, with each Director expected to actively work on one or more committees and to give regular attendance at meetings of the Board of Directors.

Section 3.02. Number, Qualifications, and Term of Office. The number of directors shall be not less than twelve (12), but no more than twenty-five (25). Each director shall be a natural person and, except as provided in Section 3.03, infra, shall hold office until the annual meeting of the directors three (3) years after his or her election and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided. No Board member shall serve more than two consecutive terms.

Section 3.03. Election of Directors at First Annual Meeting. At the first Annual Meeting of Directors, the Directors named in the Articles of Incorporation shall elect a Board of Directors composed of three (3) classes of roughly equal size. The members of the first class shall hold office for a term of one (1) year; the members of the second class shall hold office for a term of two (2) years; the members of the third class shall hold office for a term of three (3) years. At all annual elections thereafter, one class of Directors shall be elected by the members for a term of three (3) years to succeed the class of Directors whose terms then expire.

Section 3.04. Subsequent Election of Directors. Except as provided in Section 3.03 above with respect to Directors elected at the first annual meeting, Directors shall be elected for three (3) year terms by the Board of Directors at the annual meeting. Each director shall cast one vote for each open position on the Board. Candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

Section 3.05. Ex Officio Directors. The Corporation may have ex-officio directors. Ex-officio directors shall not have any voting rights or privileges. These ex-officio directors shall be appointed at the discretion of the Board.

Section 3.06. Organization. At each meeting of the Board of Directors. the President of this corporation or, in his or her absence, the Vice-President of this Corporation or, in his or her absence, a Chairperson chosen by a majority of the directors present, shall preside. The Secretary of this Corporation or, in his or her absence, any person whom the Chairperson shall appoint, shall act as secretary of the meeting.

Section 3.07. Resignation. Any director of this corporation may resign at any time by giving written notice to the President, the Vice-President, or to the Secretary of this Corporation. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the office of this corporation to whom such

written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.08. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner displaced.

Section 3.09. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.10. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times a year.

Section 3.11. Annual Meetings. The annual meeting of the Board of Directors shall be held in the first quarter of each calendar year for the purpose of electing the directors and officers of this corporation, reviewing the written reports of the officers, and for the transaction of such other business as shall come before the meeting. Notice of such meetings shall be given as provided below in Section 3.12 for special meetings of the Board of Directors, unless excused in accordance with section 3.13. The notice of such meeting need not specify any purpose of the meeting other than the fact that it is the annual meeting.

Section 3.12. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President, the Vice-President, or by any five (5) of the other directors. Notice of each such special meeting shall be mailed to each director, addressed to his or her at his or her last known residence or usual place of business according to the last available corporate records, at least ten (10) but not more than thirty (30) days before the day on which the meeting is to be held, excluding the day of the meeting, or be delivered to him or her personally or by telephone, not later than one (1) day before the day on which the meeting is to be held, excluding the day of the meeting. Each such notice shall state the time, place, and purpose of the meeting.

Section 3.13. Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 3.14. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, at least one-third (1/3) of the total number of directors (but in any event not less than six (6), one of whom shall be an officer) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Conduct of the meeting shall be governed by Roberts Rules of Order.

Section 3.15. Removal of Directors. Any Director may be removed, either with or without cause, at any time, by a vote of two-thirds (2/3) majority of the total number of Directors, at a special meeting of the Board of Directors called for the purpose. Any vacancy in the Board of Directors caused by a removal under this section shall be filled in the manner specified in Section 3.08.

Section 3.16. Proxies. Proxies shall not be allowed or used.

#### ARTICLE IV

Section 4.01. Number. The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officer as may be appointed by the Board of Directors. No more than one office may be held by the same person.

Section 4.02. Election, Term of Office, and Qualifications. All officers shall be directors of this corporation and shall be elected by the Board of Directors at the annual meeting, or at a special meeting called for the purpose of filling a vacancy in an office because of death, resignation, removal, or any other cause, and, except in the case of officers appointed in accordance with the provisions of Section 4.10 below, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. No person shall serve as President more than two (2) consecutive full terms.

Section 4.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, to the Vice-President, or to the Secretary of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, Vice-President, or Secretary of this corporation; and, acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any officer may be removed, either with or without cause, by a vote of not less than two-thirds (2/3) of the total number of directors, at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present at such meeting.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 4.06. President. The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of

this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

Section 4.07. Vice-President. The Vice-President shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice-President shall succeed to his or her powers and duties.

Section 4.08. Secretary. The Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatement thereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and the Vice-President; and, in general, shall perform all duties usually incident to the offices of the Secretary.

Section 4.09. 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; (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 President or the board of directors.

Section 4.10. Other Officers, Agents, and Employees. This corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.11. Bond. The Board of Directors of this corporation shall from time to time determine which, if any, officers of this corporation shall be bonded and the amount of each bond.

## ARTICLE V

### EXECUTIVE COMMITTEE

Section 5.01. Number, Qualifications, Term of Office. The Board of Directors may, by resolution adopted by a majority of the total number of directors, establish an Executive Committee of the Board of Directors of this Corporation and appoint three (3) or more directors to serve on such Executive Committee, one of whom shall be the President of this corporation. Only persons who are directors of this corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person automatically shall cease to be a member of the Executive Committee of this corporation.

Section 5.02. Powers. Except for the power to amend the Articles of Incorporation and the Bylaws of this corporation, which power is expressly reserved solely to the Board of Directors of this corporation as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of this corporation in the management of the property, business, and affairs of this corporation in the intervals between the meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

Section 5.03. Meetings. If an Executive Committee is established, it shall hold such regular or other periodic meetings, and special meetings called by the President as may be necessary and appropriate, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee.

Section 5.04. Quorum and Manner of Acting. One-Half (1/2) of the total number of members of the Executive Committee (but not less than two [2]) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.05. Recording of Meetings. In the absence of the Secretary to record the proceedings of any meeting of the Executive Committee, the President shall prepare a detailed summary of any action taken at such meeting and submit the summary to the Secretary for recording within three (3) days after such meeting.

## ARTICLE VI

### ADDITIONAL COMMITTEES

Section 6.01. Nominating and Governance Committee. The Board of Directors shall establish a standing nominating and governance committee for the purpose of nominating individuals for election as directors and officers, and for the purpose of monitoring the board's performance and recommending ways to enhance its effectiveness. The nominating and governance committee shall be comprised of three (3) to five (5) members, with the majority of the members being board members. The President of the Board of Directors shall serve as an ex-officio member of the nominating and governance committee. The chairman and

the members of the nominating and governance committee shall be appointed by the President of the Board, and approved by the Board of Directors.

Section 6.02. Other Board Committees. To assist with the execution of its responsibilities, the Board of Directors may establish an audit and finance committee, a funds development committee, and a strategic planning committee. The chairman and the members of these committees shall be appointed by the President of the Board, and approved by the Board of Directors.

Section 6.03 Program Committees. The Board of Directors shall establish a community relations committee, a family selection committee, a family support committee, a site selection committee, a construction committee, and any other committee it deems necessary to carry out its mission. The Executive Director is responsible for the performance of all program committees. Program committee chairmen are appointed by the Executive Director and approved by the Board President. The Board of Directors is responsible for the policies of the Corporation. Program committees may recommend policies or changes to current policies.

## ARTICLE VII

### FINANCIAL MATTERS

Section 7.01. Books and Records. The Board of Directors of this corporation shall cause to be kept:

- (1) Records of all Proceedings of the Board of Directors and the Executive Committee, if any; and
- (2) Such other records and all books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 7.02. Documents kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

- (1) Records of all proceedings of the Board of Directors and the Executive Committee, if any;
- (2) All financial statements of this corporation; and
- (3) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

Section 7.03. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Treasurer shall cause the records and books of account of this corporation to be audited, at least once in each fiscal year, and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

Section 7.04. Reimbursement. The Board of Directors of this corporation may at any time and from time to time, by resolution adopted by a majority of the directors who are present at the meeting, provide for the payment or reimbursement of expenses incurred by any director, officer, agent, or employee of this corporation for personal services rendered to this corporation, or for any expenses necessarily paid or incurred by any such director, officer, agent, or employee, but only if and to the extent that the performance of such services or the incurrence of such expenses is directly in furtherance of the purposes of this corporation as set forth in the Articles of Incorporation, and

the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

Section 7.05. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and shall end on the last day of June.

Section 7.06. Execution and Delivery of Contracts or Other Instruments. The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 7.07. Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agents or agents, employee or employees of this corporation in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 7.08. Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, foundations, or other depositories as the Board of Directors may select.

#### ARTICLE VIII

##### WAIVER of NOTICE

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notices may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

#### ARTICLE IX

##### AUTHORIZATION WITHOUT A MEETING

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing, signed by all of the directors, or by all of the members of the Executive Committee, as the case may be.

#### ARTICLE X

##### AMENDMENTS

The Board of Directors may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provisions that could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments or an entire revision or restatement of the Articles of Incorporation or Bylaws, either

- (1) may be submitted and voted upon at: a single meeting of the Board of Directors and be adopted at such meeting, a quorum being



present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the directors who are present at the meeting, unless a greater vote is otherwise required by some other provision of the Articles of Incorporation or Bylaws, or

(2) may be adopted, in accordance with Article VIII above, by a writing signed by all of the directors of this corporation.

## Changes to Bylaws

Article III, Section 3.02: The number of members of the board of directors will be 12 to 20 (February 9, 1996)

Article IV, Section 4.01: No more than one office can be held by the same person (February 9, 1996)

Article VI, Section 6.02: The standing committees will be Public Relations/Development, Site Selection, Family Selection, Family Nurture, and Building. (February 9, 1996)

Article VII, Section 7.05: The fiscal year of the corporation shall begin on the first day of July and shall end on the last day of June. (December 2, 1999)

Article III, Section 3.02: The number of directors shall be not less than twelve (12), but no more than twenty-five (25). (December 4, 2003)

Article III, Section 3.04: Each director shall cast one vote ~~by secret ballot~~ for each open position on the Board. (February 7, 2008)

Article III, Section 3.05: Ex-officio ~~officers~~ directors shall not have any voting rights or privileges. These ex-officio ~~members~~ directors shall be appointed at the discretion of the board. (February 7, 2008)

Article III, Section 3.14: Except as otherwise provided by statute or by these Bylaws, at least one-third (1/3) of the total number of directors (but in any event not less than ~~five (5)~~ six (6), one of whom shall be an officer) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. (February 7, 2008)

Article VI, Section 6.01: The Board of Directors shall establish a standing Nominating Committee for the purpose of nominating individuals for election as directors or officers. (February 7, 2008)

Article III, Section 3.15: Removal of Directors Any Director may be removed, either with or without cause, at any time, by a vote of two-thirds (2/3) majority of the total number of Directors, at a special meeting of the Board of Directors called for the purpose. ~~Any Director who has missed one-half (1/2) or more of the meetings of the Board of Directors in the one-year period preceding the annual meeting shall be automatically removed from the Board of Directors unless elected at the annual meeting.~~ Any vacancy in the Board of Directors caused by a removal under this section shall be filled in the manner specified in Section 3.08. (April 14, 2011)

~~Article VI, Section 6.01. Nominating Committee. The Board of Directors shall establish a standing Nominating Committee for the purpose of nominating individuals for election as directors or officers. The Nominating Committee shall be comprised of not less than three (3) directors. Section 6.02. Standing and Ad-Hoc committees. The corporation shall have such standing and ad hoc committees as may be designated by the Board of Directors. Persons who are not members of the Board of Directors may be appointed and serve on such committees. The Chairman of the Committee or other Committee member designated by the Committee shall become an ex-officio member of the Board of Directors, at the discretion of the Board of Directors. The standing committees will be~~

~~Public Relations/Development, Site Selection, Family Selection, Family Nurture, and Building.~~

Section 6.01. Nominating and Governance Committee. The Board of Directors shall establish a standing nominating and governance committee for the purpose of nominating individuals for election as directors and officers, and for the purpose of monitoring the board's performance and recommending ways to enhance its effectiveness. The nominating and governance committee shall be comprised of three (3) to five (5) members, with the majority of the members being board members. The President of the Board of Directors shall serve as an ex-officio member of the nominating and governance committee. The chairman and the members of the nominating and governance committee shall be appointed by the President of the Board, and approved by the Board of Directors.

Section 6.02. Other Board Committees. To assist with the execution of its responsibilities, the Board of Directors may establish an audit and finance committee, a funds development committee, and a strategic planning committee. The chairman and the members of these committees shall be appointed by the President of the Board, and approved by the Board of Directors.

Section 6.03 Program Committees. The Board of Directors shall establish a community relations committee, a family selection committee, a family support committee, a site selection committee, a construction committee, and any other committee it deems necessary to carry out its mission. The Executive Director is responsible for the performance of all program committees. Program committee chairmen are appointed by the Executive Director and approved by the Board President. The Board of Directors is responsible for the policies of the Corporation. Program committees may recommend policies or changes to current policies. (November 10, 2011)

~~Section 4.09. Treasurer and Bookkeeper. The Treasurer and Bookkeeper shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts and disbursements; shall receive, and give receipt for moneys payable to the corporation from any source whatsoever; shall deposit all moneys, drafts, and checks in the name of, and to the credit of this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefore; shall render to the President, the Vice-President and the directors, whenever required, an account of all his or her transactions as Treasurer and Bookkeeper and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform, all duties usually incident to the office of the Treasurer and Bookkeeper.~~

Section 4.09. 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; (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 President or the board of directors. (October 10, 2013)