

# BYLAWS

## Article I

### NAME

The name of the corporation is Habitat for Humanity of Missoula, Inc., and its principal office shall be located in the County of Missoula.

## Article II

### PURPOSE

Habitat for Humanity of Missoula is a nonprofit, ecumenical Christian housing ministry. Habitat for Humanity builds simple, decent and affordable homes in partnership with those in need. Habitat for Humanity sells houses at no profit, through interest-free loans. Our purpose also includes education and community building.

## Article III

### VOLUNTEERS AND TITHING

#### Section 1 *Volunteers*

Individuals may become volunteers of the corporation regardless of their race, color, religion, gender, sexual orientation, handicap, familial status or national origin. Volunteers shall be concerned individuals who represent community organizations, businesses, public agencies, and themselves individually, whose interests and objectives are consistent with the purposes and intended outcomes of this corporation as set forth in the Articles of Incorporation, Bylaws, or otherwise duly adopted policies of the Corporation.

#### Section 2 *Tithing*

Habitat for Humanity of Missoula will contribute a tithe of undesignated cash donations to the global partnership of Habitat for Humanity International as an expression of solidarity.

## Article IV

### BOARD OF DIRECTORS

#### Section 1 *Board of Directors*

The Corporation shall be governed by a Board of Directors and all corporate powers and the business of the corporation shall be exercised by or under the authority of the Board.

## Section 2 *Number of Board of Directors Members*

The Board of Directors shall consist of not fewer than twelve and not more than twenty-one members who are committed to fulfilling Habitat for Humanity of Missoula's mission.

## Section 3 *Terms of Office and Elections*

Board members shall be elected for terms of three years. Election of members to the Board of Directors shall be by a majority vote of the Board of Directors. Elections may be held at any meeting of the Board of Directors. The three-year term of membership shall commence on the first day of the month following the annual meeting of the Board where the member was elected to the Board of Directors. If elected at a meeting other than the annual meeting, the member's three-year term begins on the first day of the month following the next annual meeting. The term shall expire on the last day of the month in which the third annual meeting of the Board following his or her election shall occur. For vacancies see Section 7 listed below. No Board Member shall serve more than two consecutive three-year terms, or seven years total if the Board Member started during the course of the year.

## Section 4 *Removal of Members of the Board of Directors*

Members of the Board of Directors of the Corporation may be removed without cause by a vote of two-thirds of all the then existing members of the Board of Directors of the Corporation. Any member who shall miss 3 consecutive meetings without a reasonable excuse and prior notice to the President of the Board of Directors or the Executive Director for such absenteeism is automatically removed from the board for such absenteeism. Such a removed board member may be reinstated by a two-thirds vote of all members of the Board of Directors.

## Section 5 *Compensation*

No member of the Board of Directors shall receive compensation for any service he or she may render to the corporation. However, any member or volunteer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

## Section 6 *Nominations of members to the Board of Directors*

The Executive Committee or the President of the Board of the Directors shall recommend member nominations for the board to consider.

## Section 7 *Vacancies*

In the event of death, resignation or removal of a member of the Board of Directors, his or her successor shall be nominated for election by the Executive Committee or the President of the Board of Directors. Election of the new member shall occur an appropriate meeting of the Board and a majority vote is needed for election. Unless elected at the annual meeting, the new member's term shall run the remainder of the year until the first day of the month following the next annual meeting at which time a regular three-year term shall commence.

Section 8      *Resignation*

Any member of the board of Directors may resign by sending a resignation in writing to the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Article V

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1      *Time and Place of Meetings*

All meetings of the Board of Directors shall be held at such suitable locations within Missoula County, Montana, as may be selected by the Board. At least six meetings shall be held each year. The meetings shall be scheduled for the convenience of the members of the Board of Directors.

Section 2      *Annual Meeting*

There shall be an annual meeting of the Directors of this corporation held during January of each year. In the event such meeting is omitted during January, the President, First Vice President, Second Vice President, Secretary, or Treasurer may call an annual meeting as soon thereafter as may be conveniently convened. Notice of the annual meeting shall be given to all members at least seven days before the meeting. The notice shall include an agenda of business to be transacted at the annual meeting.

Section 3      *Special Meetings*

Special meetings of the Board of Directors of the corporation may be called by the President of the Board of Directors, or by the Executive Committee, or by a majority of the Board of Directors. Notice of such meetings shall be given to all members at least two days before the meeting. The notice shall state the purpose or purposes for which the special meeting is called.

Section 4      *Quorum*

For all meetings of the Board of Directors of the Corporation, a majority of the sitting Board of Directors immediately prior to that meeting shall constitute a quorum for the transaction of business.

Section 5      *Voting Procedures*

Each member of the Board of Directors shall be entitled to one vote on any matter submitted to the Board. All questions shall be decided by a vote of the majority of the Board of Directors present and voting at a meeting at which a quorum is present, except as otherwise

provided by law or by these Bylaws. No voting by proxy shall be permitted. Meeting minutes shall contain a record of all motions voted upon. A telephonic or e-mail vote may occur when previously agreed upon by a majority of the members of the Board of Directors at a meeting of the Board of Directors. Telephonic and e-mail votes shall be used for specifically approved purposes only. A member of the Board of Directors shall be designated to administer the vote and upon the conclusion of the vote the results, including an attribution of the individual votes, shall be published to the entire Board of Directors by e-mail or written correspondence. The results of the vote shall be recorded in the minutes of the next meeting of the Board of Directors.

## Article VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 1 *Powers*

The Board of Directors is hereby vested with all the powers possessed by the corporation itself so far as this delegation of authority is not inconsistent with the laws of the State of Montana or with the Articles of Incorporation of the corporation.

The Board of Directors shall have the power to:

- (a) Manage and control the property, business and affairs of this corporation;
- (b) Designate those officers, agents or employees who shall be empowered to draw by check or otherwise upon the funds of the corporation;
- (c) Delegate powers and duties to persons and committees appointed by it;
- (d) Establish salaries and expense allowances for all corporate employees and consultants.
- (e) Buy such property, both real and personal, as it shall consider necessary or advisable to carry out the objectives of this corporation;
- (f) Sell, let, mortgage, exchange, or otherwise dispose of or deal in any part or all of the property, both real and personal of this corporation, for the purpose of effecting the objectives and purposes of this corporation;
- (g) Borrow money for any of the purposes of the corporation; and
- (h) Receive or take advantage of any grant which is consistent with the objectives and purposes of the corporation.
- (i) Take any other action necessary to carry out the purpose of the Corporation.

Section 2     *Duties*

The Board of Directors shall have the duty to:

(a) Keep a complete record of all its acts, meetings, and corporate affairs as well as the monthly written reports from committees; and

(b) Supervise all officers, agents and employees of this corporation, and ensure that their duties are properly performed.

## Article VII

### OFFICERS AND THEIR DUTIES

The officers of this corporation shall be President, First Vice President, Second Vice President, Secretary, and Treasurer, who shall at all times be the members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 1     *Election of Officers*

Following the election of the Board of Directors at the annual meeting, the Board of Directors shall elect from their membership a President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 2     *Term*

The officers shall hold office for a period of one year unless reelected.

Section 3     *Special Appointments*

The Board may elect such officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4     *Resignation and Removal*

Any officer may be removed from office by two-thirds vote of all directors.

Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5     *Vacancies*

In the event of death, removal, or resignation of any officer, the Executive Committee shall nominate a successor who shall be elected by the Board of Directors to fill the remainder of the term.

Section 6      *Multiple Offices*

No two offices may be held by the same person, except special offices created pursuant to Section 3 of this Article.

Section 7      *Duties*

The officers shall have the following duties:

(a) **PRESIDENT:** The President shall preside at all meetings of the Board of Directors and of the members of the corporation; shall see that the orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other written instruments of the corporation. If the President is not available, the First or Second Vice President can sign all leases, mortgages, deeds, and other written instruments of the corporation.

(b) **FIRST VICE PRESIDENT:** The First Vice President shall act in the place and stead of the President in the event of his or her absence or inability or refusal to act, and shall exercise and discharge such other duties regularly carried out by the President.

(c) **SECOND VICE PRESIDENT:** The Second Vice President shall act in the place and stead of the President in the event of the absence or inability or refusal to act of both the President and First Vice-President, and shall exercise and discharge such other duties regularly carried out by the President.

(d) **SECRETARY:** The Secretary shall be responsible for keeping the record of the votes and keeping the minutes of all meetings and proceedings of the Board; keeping the corporate seal of the corporation and affixing it on all papers requiring said seal; serving notice of meetings of the Board; keeping appropriate current records showing the members of the Board of Directors of the corporation together with their addresses; and exercising and discharging such other duties as required by the Board.

(e) **TREASURER:** The Treasurer shall work with the designated staff and Finance Committee to prepare the annual budget and then present the proposed annual budget to the Board for approval. The Treasurer shall assure that all checks are signed as approved and review an annual statement of income and expenditures to be presented to the Board at its regular annual meeting and be made available to each of the members of the Board of Directors upon request. The Treasurer will request, with the approval of the Board, an annual audit of the corporate books to be made by a public accountant at the completion of each fiscal year.

Section 8      *Limitation on Expenditures*

Without written resolution authorizing said expenditure by the Board of Directors, no officer or Director of the Board shall pay out funds of this Corporation except in compliance with the current Procurement Policy.

Section 9      *Executive Committee*

The composition the Executive Committee shall consist of the officers of the Board, together with any other members of the Board of Directors of the Board the President shall deem appropriate. When in session, the Executive Committee shall supervise the affairs of the Corporation, and it shall execute the policies and decisions of the Board. All actions taken by the Executive Committee will be in the best interest of the entire membership of the Board. The Executive Committee will report all actions it takes between Board meetings to the next meeting of the Board of Directors.

## Article VIII

### COMMITTEES

#### Section 1 *Standing Committees*

The standing committees of this corporation shall be the Executive, Community Support, Public Relations, Church Relations, Finance, Volunteer, Family Support, Family Selection, Building, Audit, and Site Selection.

#### Section 2 *Other Committees*

The corporation shall have other such committees and subcommittees as from time to time may be authorized and prescribed and defined by the Board of Directors. Decisions of these committees must be ratified by the Board of Directors in accordance with adopted policies and procedures.

## Article IX

### BOOKS AND RECORDS

Books, records, papers and meeting minutes of the Board of Directors and standing committees shall be available for inspection by the Board of Directors, volunteers, and public upon request.

## Article X

### CORPORATE SEAL

The corporate seal shall be a logo of the Habitat of Humanity of Missoula, Inc., or a reasonable facsimile thereof.

## Article XI

### AMENDMENTS

These Bylaws may be amended by the Board of Directors at any regular or special meeting upon a majority vote of a quorum. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

## Article XII

### FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June every year, except that the first fiscal year shall begin on the date of incorporation.

## Article XIII

### DISSOLUTION

The corporation is not organized for profit, and no part of the net earning of the corporation shall inure to the benefit of any private shareholder or individual. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation only to organizations operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Code, as the Board of Directors shall determine. Any and all such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for which purposes or to such organization or organizations said Court shall determine, which are organized and operated exclusively for such purposes.