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**BYLAWS OF  
RICHMOND AND WESTMORELAND COUNTIES  
HABITAT FOR HUMANITY, INC.**

Amended by Board of Directors, July 26, 2011

**ARTICLE I  
NAME, FORM OF ORGANIZATION AND PURPOSE**

**Section 1.1 Name.** The name of the corporation is Richmond and Westmoreland Counties Habitat for Humanity, Inc.

**Section 1.2 Nonprofit and Tax Exempt Status.** The corporation is organized as a nonprofit corporation under the Virginia Nonprofit Corporation Code and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

**Section 1.3 No Members.** The corporation shall have no members.

**Section 1.4 Purposes.** The purposes for which the corporation is organized, as stated in its articles of incorporation are as follows:

- a) a) To witness to and implement the Gospel of Jesus Christ in Richmond and Westmoreland Counties and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- b) b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
- c) c) To communicate the Gospel of Jesus Christ by means of the spoken and written word; [top](#)
- d) d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered and disposed of exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and in accordance with and pursuant to the provisions of these articles of incorporation: but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- e) e) 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 and under the Virginia Nonprofit Corporation code.

## ARTICLE II OFFICES

**Section 2.1 Principal Office.** The principal office of the corporation shall be located in Richmond or Westmoreland County at the address designated in the most recent annual report filed with the Virginia Secretary of the Commonwealth. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII.

**Section 2.2 Other Offices.** The corporation may have offices at such other places within the State of Virginia as the board of directors from time to time may determine, or as the affairs of the corporation may require.

**Section 2.3 Registered Office and Agent.** The registered office of the corporation required by law to be maintained in the State of Virginia may, but not need, 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.

## 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. [top](#)

**Section 3.2 Number, Term and Qualifications.** The authorized number of directors of the corporation shall be not less than twelve (12) or more than twenty-four (24), as the board of directors shall determine from time to time. The board of directors shall consist of two classes of approximately equal size. One class, on a rotational basis, shall be elected each year. Each director shall serve for a term of two (2) years beginning February 1 and ending January 31, and until his or her successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve, or removal. Notwithstanding the preceding, one half of the initial board of directors shall be elected for an initial term of one (1) year and until a successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. A duly elected and qualified director shall not be eligible for re-election to the board of directors if he or she as served three (3) consecutive two (2) year terms or for a partial term of more than one (1) year and two (2) full two (2) year terms. Directors must be individual residents of the State of Virginia.

**Section 3.3 Election of Directors.** Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at the annual meeting of the board of directors. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive a majority 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, president, or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a

resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

**Section 3.5 Removal of Directors.** A director may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the board of directors.

**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 may fill the vacancy; provided, that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, if the board of directors so provides at the time the vacancy is filled, or until the end of the unexpired term that such director is filling, or until such director's death, resignation, removal, or disqualification, or until such director's successor is elected and qualified.

**Section 3.7 Chairperson and Vice Chairperson.** The president of the corporation shall serve as the chairperson of the board of directors and shall preside at all meetings of the board of directors and perform such other duties as may be prescribed from time to time by the board. The vice president shall serve as vice chairperson of the board of directors and, in the absence of the president, or in the event of the death, inability or refusal to act of the president, shall preside at all meetings of the board.

**Section 3.8 No Compensation.** The board of directors shall not permit compensation of directors for their services as such. [top](#)

## **ARTICLE IV MEETINGS OF THE DIRECTORS**

**Section 4.1 Place of Meetings.** All meetings of the board of directors shall be held in Richmond or Westmoreland County, Virginia, at such place as the board of directors may determine.

**Section 4.2 Annual Meeting.** The annual meeting of the board of directors, for the purpose of electing directors, appointing officers, and transacting other business, shall be held in January of each year, the date to be determined by the board of directors.

**Section 4.3 Regular Meetings.** Regular meetings of the board of directors shall be held monthly during the year, on a day and at a time deemed most suitable for the board of directors.

**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 Richmond or Westmoreland County, Virginia. [top](#)

**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 (2) days notice to each director of the date, time and place, but not the purpose of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days notice to

each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensive manner. Written notice, if in a comprehensible form, is effective at the earliest of the following; (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

**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 or assent to the objected action. [top](#)

**Section 4.7 Quorum.** A quorum of the board of directors consists of at least one-third (1/3) of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than two (2) directors.

The presiding officer will indicate if the meeting has a quorum and the secretary will record in the meeting minute's the names of directors absent and attending the Board of Director's meeting.

**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.

**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 to transacting business at the meeting; or (b) such director's assent 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 a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. [top](#)

**Section 4.11 Action Without Meeting.** Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action

taken, signed by each director and included in the minutes filed with corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**Section 4.12 Director Conflict of Interest Transaction.** 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 the purpose of this section, a director has an indirect interest in a transaction if; (a) another entity in which the director has a material interest or in which the director is a general partner is a party of the transaction, or (b) another entity of which the director is a director, officer or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the note of the board of directors or a committee of the board if; (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and (b) the directors approving it in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict or interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or committee, who has 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 not direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinafter provided. [top](#)

## **ARTICLE V OFFICERS**

**Section 5.1 Number.** The officers of the corporation shall consist of a president, vice president, secretary, treasurer and such assistant secretaries, treasurers and other officers as are appointed by the board of directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person.

**Section 5.2 Appointment and Terms.** The principal officers of the corporation shall be appointed by the board of directors at its annual meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may be made from the floor. All nominees for the four (4) principal offices must be members of the board of directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve for more than three (3) successive terms in the office of president or in the office of vice president. No person may be appointed to serve for more than six (6) successive terms in the office of secretary or in the office of treasurer. The board of directors may appoint assistant secretaries, assistant treasurers and other officers at such time or times as need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

**Section 5.3 Resignation and Removal.** An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If a resignation is made effective at a future date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause. [top](#)

**Section 5.4 Contract Right of Officers.** The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

**Section 5.5 President.** The president shall be the chief executive officer of the corporation and subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the board of directors and shall preside at all meetings of the board of directors. The president shall, in general, perform all duties incident to the office of the president and such other duties as may be prescribed from time to time by the board of directors.

**Section 5.6 Vice President.** In the absence of the president, or in the event of the death, inability or refusal to act of the president, the vice president, unless otherwise determined by the board of directors, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also serve as vice chairperson of the board of directors and, in the absence of the president, or in the event of the death, inability or refusal to act of the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or board of directors. [top](#)

**Section 5.7 Secretary.** The secretary shall; (a) cause to be prepared minutes of all meetings of the board of directors and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the board of directors.

**Section 5.8 Assistant Secretaries.** In the absence of the secretary or in the event of the death, inability or refusal to act of the secretary, the assistant secretaries, in the order of their length of service as assistant secretaries, unless otherwise determined by the board of directors, shall perform the duties of the secretary and when so acting, shall have all the powers of and be subject to all the restrictions upon the secretary. They shall perform such duties as may be assigned to them by the secretary, the president, or the board of directors.

**Section 5.9 Treasurer.** The treasurer shall; (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the board of directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities, and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses and changes in fund balance), functional expenses and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the board of directors. [top](#)

**Section 5.10 Assistant Treasurer.** In the absence of the treasurer or in the event of the death, inability or refusal to act of the treasurer, the assistant treasurers, in the order of their 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 president, or the board of directors.

**Section 5.11 No Compensation.** The principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

**Section 5.12 Executive Director.** The board of directors may appoint an executive director, who shall be the chief operating officer of the corporation and subject to the control of the board of directors, with overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the board of directors and shall work closely with the president of the corporation. Duties of the executive director shall include; (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) overseeing the building projects of the corporation; (d) supervising the administrative functions of the corporation; and (e) in general, performing such other duties as may be assigned from time to time by the president or the board of directors. The board of directors may approve compensation and benefits for the executive director. The executive director may not be elected to serve on the board of directors. [top](#)

## **ARTICLE VI COMMITTEES**

**Section 6.1 Board Committee in General.** The board of directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Committees of the board shall have at least one duly elected and qualified director of the corporation who will serve as the interface to the board of directors. The creation of a committee by the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board of directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the board of directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however; (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of

the corporation's assets; (c) elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or, (d) adopt, amend or repeal the articles of incorporation or any bylaws.

**Section 6.2 Executive Committee.** The Executive Committee, which is a committee of the board, shall consist of the four (4) principal officers of the corporation and up to three (3) additional individuals appointed by the president, to serve in such capacity until the next annual meeting of the board of directors; provided, the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The president shall serve as the chairperson of the 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 time as the board is not in session. In addition, the Executive Committee shall perform the functions described below. The budget for the fiscal year July 1 through June 30 shall be presented in the July Board meeting.

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- a) a) **Finance and Budget Functions.** In performing this function, 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) work closely with the Fundraising Committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and (v) when necessary, make recommendations to the board of directors regarding adjustments to the budget.
- b) b) **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.
- c) c) **Strategic and Long Range Planning Functions.** In performing this function, the committee shall; (i) coordinate the strategic and long range planning activities of the corporation; and (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes and goals.

**Section 6.3 Non-Board Committees in General.** The board of directors may create one or more non-board committees, in addition to the Nominating Committee and the operating committees established by these bylaws, and delegate non-board functions to such committees. Non-board committees may include both directors and individuals who are not directors of the corporation. Non-board committees may not exercise the authority of the board.

**Section 6.4 Nominating Committee.** The Nominating Committee shall consist of four (4) members, no more than two (2) of whom shall currently be directors of the corporation. Retiring and former directors of the corporation shall be encouraged to consider serving on this committee. The current president may not be a member of this committee. The committee members shall be appointed by the board of directors on an annual basis, to serve until the next annual meeting of the board. A vacancy on this committee may be filled by the board of directors at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principal officers of the corporation and may make recommendations for chairpersons of the operating committees. [top](#)

**Section 6.5 Operating Committees.** Within thirty (30) days after the annual meeting each year, the president shall appoint a chairperson of each of the operating committees described below. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the board of directors. A vacancy occurring in the position of an operating committee chairperson shall be filled in a like manner, upon appointment by the president and ratification by the board of directors. New members of the operating committees may be appointed at any time. Each director of the corporation shall serve on at least one (1) of the operating committees. Operating committee chairpersons shall be expected to attend the regular meetings of the board of directors for the purpose of reporting on the work of their committees, receiving direction and guidance from the board and seeking approval of actions proposed by their committees which require board approval. The operating committees shall perform the functions described below and such other functions as the board of directors may provide.

- a) a) **Fundraising 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 this committee shall include fundraising campaigns, grant proposal writing, special fundraising events and cultivation of major donors. This committee shall emphasize and promote the importance of Christian stewardship in the servicing of donors and supporters.
- b) b) **Church and Public Relations Committee.** This committee shall be responsible for educating and informing the public regarding the mission and purposes of the corporation, the need for better and more affordable housing in certain areas and the steps being taken to meet this need. The tasks to be coordinated by this committee shall include public speaking, communicating with the news media and publishing of a periodic newsletter. [top](#)
- c) c) **Family Selection Committee.** This committee shall be responsible for drafting the selection criteria and application forms, screening applications, interviewing applicants and recommending applicants to the board of directors for approval as prospective homeowners.
- d) d) **Family Nurture Committee.** 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 home ownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent.
- e) e) **Site Selection Committee.** This committee shall be established when need arises for additional land acquisition. Then it will be responsible for targeting the area or areas of the community in which the projects of the corporation shall be developed, investigating and researching the availability of property and recommending property to the board of directors for acquisition. The committee shall work in conjunction with the Building Committee to evaluate the suitability of potential sites prior to acquisition.
- f) f) **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 obtaining house plans, soliciting professional help and donations of building materials, coordinating volunteers and supervising construction.

## **ARTICLE VII GENERAL PROVISIONS**

**Section 7.1 Corporate Seal.** The corporate seal of the corporation shall be in such form as the board of directors may from time to time determine.

**Section 7.2 Amendments.** These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The corporation shall provide at least seven (7) days written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

**Section 7.3 Fiscal Year.** The fiscal year of the corporation shall start on July 1 and end on June 30.

**Section 7.4 Financial Reports.** The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors (see Section 5.9 regarding duties of the treasurer). At the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements. [top](#)

**Section 7.5 Corporate Minutes and Records.** The corporation shall keep as permanent records minutes of all meeting of its board of directors, a record of all actions taken by the directors without a meeting and a record of all actions taken by the Executive Committee and any other committees of the board of directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) its most recent annual report delivered to the Secretary of the Commonwealth, as required by the Virginia Nonprofit Corporation Code. 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 individual, copies of (i) any application filed 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 7.6 Investments.** The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. [top](#)

**Section 7.7 Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors; provided, that any check, draft or other order for the payment of an amount in excess of Two Hundred Fifty Dollars (\$250.00) shall require two (2) authorized signatures.

**Section 7.8 Prohibited Activities.** The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, trustee, 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 payment and distributions in furtherance of the purposes set forth in the 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 engage in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are tax 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 Virginia Nonprofit Corporation Code. [top](#)

**Section 7.9 No Loans to or Guaranties for Directors.** The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

**Section 7.10 Indemnification.** The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. An officer of the corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because an 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. [top](#)