

PIKES PEAK HABITAT FOR HUMANITY, INC.

Adopted 8/1/1994
Amended 8/1/2004
Amended 12/4/2006
Amended 8/1/2011
Amended 6/6/2016

BYLAWS

ARTICLE I

Purpose

The purpose of Pikes Peak Habitat for Humanity, Inc. shall be to engage in any lawful activity to promote the welfare of low-income persons who have inadequate housing by making low-cost housing available to such persons. In order to accomplish this purpose, Pikes Peak Habitat for Humanity, Inc. shall be permitted to do any or all of the following:

- A. To implement the gospel of Jesus Christ, by working with economically disadvantaged people without regard to or consideration for any individual's gender, sex, pregnancy, race, color, national origin, ancestry, creed, religion, age, physical or mental disability, genetic information, marital status, sexual orientation, transgender status, military status, and any other basis protected by federal, state or local law, to help them create a better human habitat in which to live and work
- B. To witness to the gospel of Jesus Christ through loving acts and the spoken and written word.
- C. To build or rehabilitate low-cost housing and sell or repair such housing on a no-profit basis.
- D. To cooperate with other benevolent and charitable organizations to develop better habitats for economically disadvantaged people.
- E. To engage in fund-raising and social ventures to accomplish the above activities.

ARTICLE II

Terminology

Hereafter in this document, Pikes Peak Habitat for Humanity, Inc. shall be referred to as "the Corporation."

ARTICLE III

Offices

The Corporation shall have and continuously maintain in the State of Colorado, a registered office and registered agent whose office is identical with such registered office as required by

the Colorado Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado.

ARTICLE IV

Membership

The Corporation shall have members who shall be eligible to vote at the annual meeting and other open meetings. Members are defined as:

- A. Members of the Board of Directors.
- B. The adult members of Partner Families.
- C. Donors of money or materials.
- D. Volunteers.
- E. Sponsors (one vote per organization)

ARTICLE V

Board of Directors

1. Number, Tenure and Qualifications. The Corporation shall be controlled and administered by a Board of Directors which shall consist of not fewer than twelve (12) nor more than eighteen (18) members. The number of directors may be changed by amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. None of the directors shall be paid staff of the Corporation or of any organization receiving financial support from the Corporation. The qualifications to be a director are:

- A. Have a commitment to the mission and goals of the Corporation;
- B. Be willing to sign the covenant of support for the purposes and objectives of Habitat for Humanity;
- C. Be willing and able to contribute financially to the Corporation;
- D. Be willing to commit the time and effort necessary to achieve the mission and goals of the Corporation;
- E. Be eighteen (18) years of age or older at the time of election.

2. Officers. The Officers of the Board of Directors shall be composed of a president, vice president, secretary, and treasurer, and others that the existing Board approves by a two-thirds vote of assent. Officers shall be elected by the Board of Directors after each annual meeting. The Nominating Committee shall present a slate of nominees. Nominations may also be made from the floor. All nominees 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, removal, incapacity to serve, or until such officer's successor is elected. 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. A director may hold only one Office at a time. The duties of the Officers shall be:

- A. President. The President shall be the Chairman of the Board of Directors 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 President and such other duties as may be prescribed from time to time by the Board of Directors.

- B. 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, 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 the Board of Directors.
- C. 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 records and of the corporate seal, if any, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature and; (f) 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.
- D. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and, subject to the control of the Board of Directors: (a) have responsibility for all funds and securities belonging to the Corporation and disburse the same; (b) oversee the keeping of full and accurate accounts of the finances of the Corporation; (c) cause such returns, reports, and/or schedules as may be legally required to be prepared and filed in a timely manner; (d) develop and present for approval of the Board of Directors an annual budget for the Corporation; (e) cause a true balance sheet (statement of 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 (f) 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.

3. Term of Office. The Board of Directors shall consist of two classes of approximately equal size. One class, on a rotational basis, shall be elected each year at the Annual Meeting. The term of office shall be from July 1 through June 30 of the second year. Each director shall serve for a term of two (2) years and until his or her successor is elected, or until such director's earlier death, resignation, incapacity to serve, or removal. Unless elected to complete the remaining term of a prior board member under paragraph 8 of this Article the

terms of directors elected during the year shall begin with the ratification of their election at the next Annual Meeting. Notwithstanding the preceding, approximately one half of the Board of Directors first elected under these Bylaws shall be elected for an initial term of one (1) year and until his or her successor is elected, or until such director's earlier death, resignation, incapacity to serve, or removal. A duly elected director shall not be eligible for re-election to the Board of Directors if he or she has served three (3) consecutive two (2) year terms. Upon expiration of a director's term of office, the director shall then be ineligible to again serve as a director for a period of one (1) year commencing at the expiration of the final term.

4. Compensation. Each member of the Board of Directors shall serve without compensation, however, the Board may authorize the Corporation to reimburse a director for expenses actually incurred by the director in the conduct of the affairs of the Corporation.

5. Voting. At all meetings of the Board of Directors each director shall have one (1) vote. The president will not vote on issues unless there is a tie vote among the members present of the Board of Directors.

6. Resignation of Directors. Any member of the Board of Directors may resign at any time, such resignation to be made in writing and delivered to any Officer and to take effect immediately.

7. Removal of Directors. Any member of the Board of Directors may be removed---with or without cause--at a meeting of the Board of Directors called expressly for that purpose, provided that the members present constitute a quorum. Removal shall be accomplished by a two-thirds vote. In addition, a director may be removed by the affirmative vote of two-thirds of the directors then in office for failing to attend three (3) consecutive, regular meetings of the Board of Directors.

8. Vacancies. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors, from candidates recommended by the nominating committee. Upon the resignation, death or removal of any member of the Board, a new member will be elected by a majority vote of the Board of Directors to complete the remaining term of said Board member.

9. Presumption of Assent. A member of the Board of Directors who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file a written dissent confirming his dissent to such action with the secretary within five (5) days of the meeting.

10. Meetings of the Board. The Board of Directors shall meet regularly, at such times and places as the Board may determine. All meetings of the Board of Directors shall be open to members of the Corporation. However, only Board members may vote on issues at meetings of the Board of Directors. Also, the Board of Directors may vote to meet in executive session, temporarily closing the meeting to those who are not directors.

11. Notice of Meeting. No notice need be given of any regular meeting of the Board, so long as it is at a place and time as previously established. Notice of a special Board meeting shall be given at least five (5) days prior to such meeting by written notice delivered personally or

sent by fax, email or by mail at the address of each director as reflected in the records of the Corporation.

12. Quorum. A quorum shall be accomplished if a majority of the Board members are in attendance. A quorum shall be necessary for the transaction of business at all meetings of the directors. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding that sufficient directors have withdrawn so that those remaining no longer constitute a quorum.

13. Manner of Acting. The passage of motions of all issues shall be accomplished by a majority of those members in attendance, except as otherwise provided in these Bylaws.

14. Action by Directors Without a Meeting. Except as otherwise provided in these Bylaws any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written notice setting forth the action to be taken is transmitted to all directors and signed by a majority of the directors. E-mail may constitute written consent. Such written consent shall be inserted in the minutes of the board as if it were the minutes of a Board meeting.

15. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- A. Each director participating in the meeting can communicate with all of the other directors concurrently;
- B. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the board;
- C. Each director communicating by telephone, electronic video screen, or other communications equipment is positively identified.

A director participating in a meeting in this manner is deemed to be present in person at the meeting.

16. Duties of Directors. Each Director is expected to perform the following duties to the best of their ability:

- A. Regularly attend and participate in meetings of the Board of Directors and in an annual retreat;
- B. Provide support to the staff of the Corporation in the execution of their duties;
- C. Be an emissary of the Corporation in the community;
- D. Regularly participate in the fundraising activities and events of the corporation;
- E. Perform or provide support to tasks as from time to time may be requested by the President of by the Board.

17. 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 the 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 violable 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 a vote 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 the transaction in good faith reasonably believe that the transaction is fair to the Corporation. For 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 no 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 herein above provided.

18. Executive Director of the Corporation. The board of directors shall cause to be hired an Executive Director, who shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, have overall responsibility for the routine management of the affairs of the Corporation. The Executive Director shall report to the Board of Directors and work closely with the President of the Board. 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.

19. Professional Staff. The board of directors may authorize and appoint additional professional staff to execute the functions of the Corporation.

ARTICLE VI

Annual Meeting

1. An Annual Meeting will take place during the last quarter of each fiscal year.
2. An election of approximately one-half of the entire Board of Directors for the Corporation will take place at the Annual Meeting.
3. Members of the Corporation shall be notified in writing of the Annual Meeting at least 14 days in advance.
4. Any members may request an absentee ballot from the secretary for election of the new Board of Directors up to the day prior to the Annual Meeting. Any absentee ballot will be included in the count of members in attendance if it is returned prior to the vote for the new Board of Directors.

5. A quorum shall be accomplished by the presence of a majority of the Board of Directors for the corporation.
6. The passage of motions on all other issues, unless otherwise stated in the Bylaws, shall be accomplished by a majority of those members in attendance, assuming a quorum has been accomplished. Email and telephonic provisions shall not apply to voting actions at the annual meeting.
7. A Nominating Committee of at least three (3) persons shall prepare a slate of members to be considered for the new Board of Directors in advance of the Annual Meeting.

ARTICLE VII

Committees of the Board

1. The following STANDING committees shall be established: Executive Committee, Resource Development, Finance, Family Selection & Services, Construction, Faith Relations, Governance, and ReStore.
2. Special committees may be created by the president alone or in coordination with the rest of the Board of Directors.
3. Standing Committees and other special committees shall meet as needed to complete the work of the Corporation. These meetings may be held without a written notification to the membership.
4. The position of chairperson of each standing or special committee may be filled by a member of the Board of Directors of the Corporation.
5. The president or his/her designee shall be an ex-officio member of all standing and special committees.
6. Committees of the Board shall report directly to the Board of Directors and receive direction from the Board.
7. Committee Operations and Records. Each committee shall elect their chairpersons each year within thirty (30) days of the annual meeting with such election subject to approval by the Board. The name of the chairperson and all the names of committee members are forwarded to the Board for information and to foster Board support and knowledge. Members join committees with the approval of the committee chair; if there is no chair, they join with the approval of the President. Committees must have enough members to fulfill their functions. Committee chairpersons, or a representative, are 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, and seeking approval of actions proposed by their committees requiring Board approval. Committees shall perform the functions described below and such other functions as the Board of Directors may provide. Each committee shall publish minutes of all committee meetings recording the date, time, and attendance at each meeting and the actions and decisions taken. Such minutes shall be maintained by the Corporation.

8. Executive Committee. The executive committee of the Corporation will be comprised of the president, vice president, secretary, and treasurer, who shall be the principal officers of the Corporation, and up to three (3) additional directors appointed by the president, 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 president or his designee 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 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 and/or when rapid action is deemed essential. The Executive Committee coordinates activities of the Corporation and focuses issues for action by the Board of Directors. 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 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 of the Corporation; and, (ii) monitor and evaluate the performance of the Corporation with respect to the achievement of its mission, purposes, and goals.

9. Resource Development. This committee works with the Staff to plan and conduct activities/events to raise funds and solicit contributions and donations for the Corporation. The Committee creates fundraising strategies and works with the Staff on publicizing events.

10. Finance. This committee coordinates the financial activities of the Corporation. It maintains the financial records, handles donor contributions and pledges, and oversees the mortgage origination and servicing processes. The Committee is responsible for a yearly budget and recommends and provides oversight of financial policies, generates financial reports, and works with the Resource Development Committee and ReStore Committee to secure funds. The Treasurer is the chairperson.

11. Family Selection & Services. This committee drafts selection criteria for Board approval, develops application and other forms, holds public meetings to inform applicants about the selection process and qualifications, evaluates applicants, and recommends families to the Board of Directors for approval as prospective homeowners. This committee also provides a communication link between the Corporation and homeowners. It provides help to new homeowners with the process of becoming a homeowner, budgeting, construction choices, media interviews, keeping track of sweat equity hours, and the fundamentals of homeownership.

12. Construction. This committee supports planning and scheduling the actual construction/rehabilitation of homes. It oversees the development of lots and the building of each home and coordinates donations of time and materials.

13. Faith Relations. This committee provides a communication and action link between Habitat and covenant and faith institutions. It fosters and maintains the relationships with existing faith partners and it constantly seeks out new faith relationships and provides help to them with becoming a partner in the mission of Habitat.

14. Governance. This Committee shall manage overall board development. Its responsibilities include determining the priorities for board composition, being responsible for identifying and recruiting prospective directors of the Corporation and presenting a slate of nominees for election as directors at the annual meeting. Committee responsibilities also include organizing

orientation for new board members, organizing ongoing education for the entire board, and oversee board evaluation activities. The Committee shall also present a slate of nominees for election as principal officers of the Corporation.

15. ReStore. This committee coordinates the finances and operations of the Pikes Peak Habitat ReStore in partnership with the Finance Committee. The committee is responsible for developing a yearly budget for inclusion in the organization's overall budget, a strategic plan, ReStore operations policies and procedures and presenting these to the Board of Directors for ratification as required.

ARTICLE VIII

Indemnification

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, officer, employee or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

ARTICLE IX

General Provisions

1. Contracts. Any two authorized members of the Board of Directors, or the Executive Director, may enter into any contract or execute any instrument in the name of and on behalf of the Corporation provided contracts exceeding \$50,000 must be preauthorized by a majority vote of the Board of Directors. The execution of any contract shall not bind the corporation to an indebtedness greater than that set forth in a resolution vote of Directors.

2. Checks, Drafts, Etc. All checks, drafts or other orders for payments of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Executive Director, and another person if the Board of Directors deems necessary per the approved policy.

3. Deposits. The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate.

4. Transfer of Corporation Property. Any sale or transfer of any real estate, or any other property standing in the name of the Corporation shall be valid only after the approval of the Board of Directors.

5. Financial Reports. The books of the Corporation shall be closed at the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors. At the discretion of the Board of Directors, the Corporation may engage an independent certified public accountant to audit or review the financial statements.

6. 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.

ARTICLE X

Fiscal Year

The Fiscal Year of the Corporation shall begin on July 1st and end on June 30th of the following year.

ARTICLE XI

Corporate Seal

The corporate seal shall be in such form as approved by the Board of Directors. The impression of the seal may be made and attested by any two designated members of the Board of Directors for the authentication of contracts or other papers requiring the seal.

ARTICLE XII

Corporate Books and Records

Pursuant to the statutes, the books and records of the Corporation shall be kept at such place designated by the Board of Directors.

ARTICLE XIII

Audit

An audit of the records of the Board of Directors shall be performed at least once every two years.

ARTICLE XIV

Parliamentary Authority

The latest edition of ROBERT'S RULES OF ORDER shall serve as the basis for governing the Corporation unless an alternative procedure has been specified in this set of Bylaws.

ARTICLE XV

Amendments to the Bylaws

All Bylaws of the Corporation shall be subject to alteration or replacement by two-thirds vote of the Board of Directors or by two-thirds vote of the members at the Annual Meeting, provided a quorum is present. Those changes made by the Board during the year shall be ratified at the Annual Meeting by a two-thirds vote, provided a quorum is present. The Bylaws shall be reviewed not less than every other year.

ARTICLE XVI

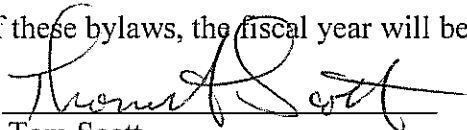
Dissolution of the Corporation

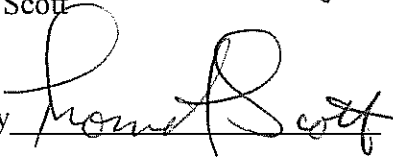
In the event of dissolution of the Corporation, the Board of Directors shall--after paying of making provision for the payment of all liabilities of the Corporation---dispose of all of the assets of the Corporation directly to Habitat for Humanity International, Inc. to designated Fund for Humanity.

ARTICLE XVII

Temporary change of fiscal year

At adoption of these bylaws, the fiscal year will be considered to have begun January 1, 1994.

SIGNED BY: 
Tom Scott

OFFICER: Secretary  DATE SIGNED: June 6, 2016

