

**AMENDED AND RESTATED
BYLAWS
OF
PIKES PEAK HABITAT FOR HUMANITY, INC.**

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THESE BYLAWS (these "*Bylaws*") are made as of the 6th day of August, 2018, by the party signing this Agreement on the signature page attached hereto, as the Secretary of Pikes Peak Habitat for Humanity, Inc., a Colorado non-profit corporation (the "*Corporation*").

ARTICLE I
OFFICES

The principal office of the Corporation shall be located at 2802 N. Prospect Street, Colorado Springs, Colorado 80907. The Board of Directors may from time to time designate another location as the principal office. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate from time to time. The Corporation shall continuously maintain in Colorado a registered agent and a registered office.

ARTICLE II
MEMBERS AND DIRECTORS

Section 1. *Designation.* The Corporation shall be managed by a Board of Directors, who shall each have one (1) vote in the conduct of the affairs of the Corporation. There shall not be any members of the Corporation.

The provisions for the appointment or election of Directors, the term of office thereof, and the provisions for meetings of Directors shall be as hereafter set forth in Article III relating to Directors.

Section 2. *Property Interest of Directors.* No Director of the Corporation shall have any right, title, or interest in or to any real or personal property or other assets of the Corporation during its existence, or upon the dissolution of the Corporation.

Section 3. *Non-Liability for Debts.* The private property of the Directors shall be exempt from execution or other liability for any debts of the Corporation and no Director shall be liable or responsible for the debts or liabilities of the Corporation.

ARTICLE III
BOARD OF DIRECTORS

Section 1. *General Powers.* The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. *Performance of Duties.* A director of the Corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs i, ii and iii of this Section 2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups whose information, opinions, reports, and statements a director is entitled to rely upon are:

- (i) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (ii) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- (iii) A committee of the Board of Directors upon which he or she does not serve, which committee the director reasonably believes merits confidence.

Section 3. *Number, Election, Tenure; Qualifications; Removal.*

(i) *Number.* The number of directors of the Corporation shall be fixed from time to time by the Board of Directors, provided that the number of directors shall not be less than six (6) nor more than eighteen (18). Within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors.

(ii) *Election.* Directors shall be elected by the affirmative vote of a majority of the directors at each annual meeting of the Board of Directors.

(iii) *Tenure.* Each director shall serve for a term of two (2) years. Each director's term shall commence upon his or her election and qualification. Each director's term shall be deemed to expire on the date of the applicable annual meeting of the Board of Directors, upon the election and qualification of his or her successor. No director shall serve more than three (3) consecutive two (2)-year terms. A director who has served three (3) consecutive two (2)-year terms may not be elected again to serve as a director until not less than two (2) years have passed since the end of the third such term.

(iv) *Qualifications.* Directors need not be residents of the State of Colorado. No director shall be a paid staff member of the Corporation or of any organization receiving financial support from the Corporation. Additionally, each director shall:

- (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; and

(e) Be eighteen (18) years of age or older at the time of his or her election.

(v) *Removal.* Directors shall be removable in the manner provided by the Colorado Revised Nonprofit Corporation Act.

Section 4. *Regular Meetings.* The annual meeting of the Board of Directors shall be held at during the last quarter of each fiscal year of the Corporation or at such other time as the Board of Directors may determine, for the purpose of electing directors and officers and the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. If there are two or fewer directors, any director may call a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 6. *Notice.* Reasonable notice of any special meeting (which need not in any event exceed two (2) days) shall be given by mail, e-mail, telecopy, or telephone to each director at his or her last known business or residence address. If mailed, such notice is effective at the earliest of: (i) the date received; or (ii) five days after mailing. If notice is given by e-mail, such notice shall be deemed to be given when the e-mail is shown as delivered to the receiving party. If notice is given by telecopy, such notice shall be deemed given when sent if the sending telecopier receives automatic notice the telecopy has been received, otherwise such notice shall be deemed given when received by the receiving telecopier. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the meeting because it is not lawfully called or convened. Except as required by law, the purpose of any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 7. *Quorum and Manner of Acting.* A majority of the number of directors fixed in accordance with Section 3 of this Article III shall constitute a quorum of the Board of Directors and, except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Voting by proxy shall not be allowed.

Section 8. *Presumption of Assent.* A director of the Corporation who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to all action taken at the meeting unless his or her dissent as to a specific action shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent as to a specific action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation within five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. *Committees.*

(i) *Formation.* The Board of Directors shall, by resolution adopted by a majority of the number of directors fixed in accordance with Section 3 of this Article III, designate from among its members the following committees: (a) Executive Committee, (b) Resource Development Committee, (c) Finance Committee, (d) Family Selection & Services Committee, (e) Construction Committee, (f) Faith Relations Committee, (g) Governance Committee, and (h) ReStore Committee. The standing committees set forth in the foregoing sentence shall have the composition, powers and duties set forth in Article IV, below. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed in accordance with Section 3 of this Article III, designate from among its members one or more other committees. The president shall be an ex-officio member of all committees.

(ii) *Authority.* Each committee may, to the extent provided in these Bylaws or in the resolution of the Board of Directors forming such committee, and except as may be limited by statute, exercise any of the authority of the Board of Directors. Such delegation of authority shall not relieve the Board of Directors or any member thereof from any responsibility imposed by law.

(iii) *Meetings; Notice.* Regular meetings of any such committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, such notice may be given by mail, e-mail, telecopy, or telephone to each director.

(iv) *Classifications; Reporting.* The following committees shall be "**Governance Committees**": (a) Executive Committee, (b) Governance Committee, and (c) Finance Committee. Each Governance Committee shall report directly to the Board of Directors and shall receive direction from the Board of Directors. The following committees shall be "**Operational Committees**": (A) Resource Development Committee, (B) Family Selection & Services Committee, (C) Construction Committee, (D) Faith Relations Committee, and (E) ReStore Committee. Each Operational Committee shall report directly to the executive director of the Corporation and shall receive direction from the executive director of the Corporation. Notwithstanding the foregoing, (I) each Operational Committee shall regularly report its activities to the Board of Directors and (II) each member of an Operational Committee shall comply with all of his or her duties and responsibilities as a director in conducting all of his or her activities as a member of such Operational Committee.

Section 10. *Meetings by Telecommunication.* Any director may participate in a regular or special meeting by, or the Board of Directors or any committee may conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting; provided that each director participating by such means is positively identified. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 11. *Informal Action by Directors.* Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, or counterparts thereof, setting forth the action so taken, shall be signed by a majority of the directors, or a majority of the committee members, entitled to vote with respect to the subject matter thereof. Email may constitute written consent. Such written consent shall be inserted in the minutes of the Board of Directors or committee as if it were the minutes of a Board of Directors or committee meeting. Prompt notice of the taking of an action without a meeting by less than unanimous written consent shall be given to those directors who have not consented in writing.

Section 12. *Resignation and Vacancies.* Any director may resign at any time by giving written notice to the president or secretary of the Corporation. Such resignation shall take effect when the notice is received by the Corporation unless the notice specifies a later effective date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a vacancy occurs in the Board of Directors, the remaining directors, even if less than a majority, may elect a successor director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office at a regular meeting or at a special meeting called for that purpose. A director chosen to fill a vacancy or a newly created directorship shall hold office until his or her successor is elected, qualified and commences his or her term; or until such director's earlier death, incapacity, resignation or removal.

Section 13. *Compensation.* Each director shall serve without compensation; provided, however that the Board of Directors may authorize the Corporation to reimburse a director for expenses actually incurred by the director in the performance of his or her duties as a director.

Section 14. *Duties of Directors.* Each director is expected to perform the following duties to the best of his or her ability:

- (i) Regularly attend and participate in meetings of the Board of Directors and in an annual retreat;
- (ii) Provide support to the staff of the Corporation in the execution of their duties;
- (iii) Be an emissary of the Corporation in the community;
- (iv) Regularly participate in fundraising activities and events of the Corporation; and

(v) Perform or provide support to tasks as from time to time may be requested by the president.

ARTICLE IV STANDING COMMITTEES

Section 1. *Executive Committee.* The executive committee of the Corporation will be comprised of the president, vice president, secretary, and treasurer and up to three (3) additional directors. The president, or the president's designee shall serve as the chairperson of the executive committee. The executive committee shall coordinate activities of the Corporation and focus issues for action by the Board of Directors. In addition, the executive committee shall:

(i) oversee the implementation and administration of policies and procedures relating to volunteers and employees of the Corporation; and

(ii) (a) coordinate the strategic and long-range planning activities of the Corporation; and, (b) monitor and evaluate the performance of the Corporation with respect to the achievement of its mission, purposes, and goals.

Section 2. *Resource Development Committee.* This committee creates fundraising strategies and works with the Corporation's staff to publicize, plan and conduct fundraising activities and events.

Section 3. *Finance Committee.* This committee maintains the financial records, handles donor contributions and pledges, and oversees the mortgage origination and servicing processes for the Corporation. This committee is responsible for preparing a yearly budget for the Corporation 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 of this committee.

Section 4. *Family Selection & Services Committee.* This committee drafts family selection criteria for Board of Directors approval, develops application and other related 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 new homeowners with information about the process of becoming a homeowner, budgeting, construction choices, media interviews, keeping track of sweat equity hours, and the fundamentals of homeownership.

Section 5. *Construction Committee.* 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.

Section 6. *Faith Relations Committee.* This committee provides a link between the Corporation 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 partners in the mission of the Corporation.

Section 7. *Governance Committee.* This committee shall determine the priorities for Board of Directors composition, identify and recruit prospective directors and present a slate of nominees for election as directors at the annual meeting. Committee responsibilities also include organizing orientation for new directors, organizing ongoing education for the entire Board of Directors, and overseeing Board of Directors evaluation activities. This committee shall also present a slate of nominees for election as officers of the Corporation.

Section 8. *ReStore Committee.* This committee coordinates the finances and operations of the Pikes Peak Habitat ReStore(s) in partnership with the Finance Committee. It is responsible for developing a yearly ReStore budget, a ReStore strategic plan, and ReStore operation policies and procedures and presenting these to the Board of Directors for ratification.

ARTICLE V OFFICERS

Section 1. *Officers.* The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The officers shall be natural persons twenty-one years of age or older. Any two or more offices may be held by the same person. These officers shall be elected annually at the annual meeting of the Board of Directors. Each officer shall hold office until the first of the following to occur: the time at which his or her successor shall have been duly elected and shall have qualified; his or her death or incapacity; or the time at which his or her resignation or removal is effective. Unless otherwise determined by the Board of Directors, officers of the Corporation shall serve without compensation.

Section 2. *Resignation, Removal and Vacancies.* An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer may be removed by the Board of Directors, or by the executive committee, or by another officer if so specified in these Bylaws or by the Board of Directors, whenever in his, her or its judgment the best interests of the Corporation will be served thereby.

Section 3. *President.* Subject to the control of the Board of Directors, the president 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 signing 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. 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.

Section 4. *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 perform such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5. Secretary. The secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notice of meetings of the Board of Directors or any committee thereof and (ii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors. The Board of Directors and any committee may designate a person other than the secretary or an assistant secretary to keep the minutes of their respective meetings.

Section 6. Treasurer. The treasurer shall (i) have custody of, and when proper may pay out, disburse or otherwise dispose of, all funds and securities of the Corporation which may have come into his or her hands; (ii) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (iii) enter or cause to be entered regularly in the books of the Corporation kept for that purpose full and accurate accounts of all moneys received or paid or otherwise disposed of by him or her; and (iv) in general perform all duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors or the president.

Section 7. Additional Officers. The Corporation shall have such other officers, including, but not limited to, one or more additional vice-presidents, assistant treasurers, and assistant secretaries, as the Board of Directors may from time to time deem advisable. Unless otherwise specified by the Board of Directors, all such officers shall be elected and shall hold office in accordance with Section 1 of this Article V. Such officers shall perform all the duties normally incident to their offices and shall perform such other duties as may be assigned from time to time by the Board of Directors or the president.

ARTICLE VI CHECKS AND DEPOSITS

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the executive director of the Corporation or such officer or officers, agent or agents or the Corporation as shall from time to time be determined by resolution of the Board of Directors, in each case, in such manner as shall be determined by resolution of the Board of Directors.

Section 2. Deposits. All funds of the Corporation not otherwise employed may be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI INDEMNIFICATION

Section 4. *Directors and Officers.* The Corporation shall indemnify directors and officers of the Corporation in their capacities as directors and officers pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law as the same exists or may hereafter be amended. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the Corporation in accordance with Colorado law for expenses incurred in advance of any proceeding's final disposition.

Section 5. *Insurance.* The Corporation may purchase and maintain insurance for itself and on behalf of any person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

Section 6. *Non-Exclusivity of Rights.* The foregoing rights of indemnification and insurance shall not be exclusive of, or in any manner limit, other rights to which any director or officer may be entitled as a matter of law, or to the extent not prohibited by law, by a contract approved by the Board of Directors.

ARTICLE VII MISCELLANEOUS

Section 1. *Waiver of Notice.* Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before, at or after the time stated therein, shall be deemed the equivalent of giving such notice.

Section 2. *Seal.* The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. *Fiscal Year.* The fiscal year of the Corporation shall begin on the first day of July and end on the last day of the next June, unless otherwise determined by resolution of the Board of Directors.

Section 4. *Amendments.* The Bylaws may be altered, amended or repealed by the vote of two-thirds (2/3) of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting called for this purpose, provided a quorum is present.

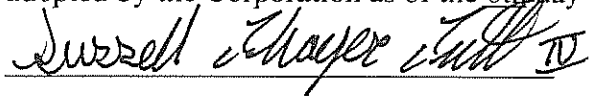
Section 5. *No Loans to or Guarantees for Directors.* The Corporation may not lend money to or guarantee the obligation of a director or officer of the Corporation, but the borrower shall remain liable for any loan or guarantee made in violation of this section.

Section 6. *Audit.* An audit of the records of the Board of Directors shall be performed not less often than once every two (2) years.

Section 7. *Dissolution.* In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or 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, Inc.; provided, however that, if, at the time of such dissolution, Habitat for Humanity, Inc. (i) does not exist, (ii) is not an organization qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “*Code*”), contributions to which are deductible under section 170(c)(2) of the Code, or (iii) has, in the determination of the Board of Directors significantly deviated from its mission as construed as of the date these Bylaws were adopted, then all assets remaining after paying or making provision for the payment of all liabilities of the Corporation shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation and qualified as exempt under section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code, which organization shall be designated by the Board of Directors of the Corporation consistent with the purposes of the Corporation.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of twelve (12) pages, including this page, constitute the Amended and Restated Bylaws of Pikes Peak Habitat for Humanity, Inc., adopted by the Corporation as of the 6th day of August, 2018.



Russell Thayer Tutt IV, PPHFH Secretary,