

BYLAWS OF HABITAT FOR HUMANITY TEXAS, INC.

Adopted:

March 17, 2005

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Preamble

Habitat for Humanity Texas supports the efforts of the state’s local Habitat for Humanity affiliates as they work to build simple, decent homes across Texas by providing resource development, training and technical assistance, disaster preparedness and response and legislative advocacy. Habitat Texas will form partnerships with groups with purposes consistent with our own.

Article I

These bylaws constitute the code of rules adopted by Habitat for Humanity Texas (the “Corporation”) for the regulation and management of its affairs.

Article II - Purpose

The purposes for which the Corporation is organized, as stated in its Articles of Incorporation, are as follows:

- a) To witness to and implement the gospel of Jesus Christ in Texas and throughout the United States and the world by supporting and benefiting the work of affiliate projects of Habitat for Humanity International, Inc., which affiliate projects are working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
- b) To cooperate with other charitable organizations which are working to develop a better human habitat for economically disadvantaged people;
- c) To communicate the gospel of Jesus Christ by means of the spoken and written word;
- d) To enable an expanding number of persons in all walks of life to participate in this ministry;
- e) 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,

- f) To support and benefit Habitat for Humanity International, Inc. and the affiliates of Habitat for Humanity International, Inc., now existing or hereafter established in Texas (the “Affiliates”) by seeking gifts, grants and support which shall be held, administered and disposed of to support and benefit the Affiliates or Habitat for Humanity International, Inc.

Habitat for Humanity Texas is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation shall be and is a non-profit corporation under the laws of the State of Texas.

Article III - Board of Directors

Section 3.1 General Powers and Authority of the Board.

The Board of Directors (“Directors”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Nonprofit Corporation Act, the Articles of Incorporation and these bylaws.

Section 3.2 Duties. Composition, Number, Terms, and Qualifications.

Duties

Each Director shall familiarize himself or herself with, then exercise, the legal responsibilities of Duty of Care, Duty of Obedience and Duty of Loyalty. These duties include basic responsibilities of support and governance.

- Support
 - Raising resources to ensure needs are met;
 - Bringing contacts to the organization;
 - Acting as ambassadors to the community.
- Governance
 - Protecting the public interest;
 - Exercising fiduciary responsibilities;
 - Selecting the executive director and assessing his/ her performance;
 - Ensuring compliance with legal and tax requirements;
 - Evaluating the organization's work.

Composition

The Board of Directors shall consist of the follow types of directors:

1. **Affiliate Directors** actively serve on the Board of Directors or on staff of an affiliate. If an Affiliate Director leaves his or her position in the affiliate before the end of his or her Habitat Texas term, the Director remains an Affiliate Director until the next annual meeting when elections may be held to adjust the ratio of Affiliate Directors to Community Directors, if necessary.

2. **Community Directors** may volunteer at an affiliate, but are not employed by, nor are they on the board of, an affiliate.

Number

The Board of Directors shall consist of not more than eighteen (18) or fewer than five directors. Twenty-five percent of the board shall be Affiliate Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to fewer than three Directors.

Terms

Directors shall serve terms of two years and may succeed himself or herself in their position for three (3) full terms for a combined six years of service (or two full terms and a partial term of more than one (1) year). A minimum of one year must pass before being eligible for another term.

Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

Section 3.3 Election of Directors

Elections for Directors filling expired terms shall be held at the annual meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose.

The Nominations Taskforce shall present a slate of nominees for election and determine the number of directorships to be filled, endeavoring to ensure directorships are equally divided in terms of length of service and staggered years. Nominations may also be made by directors from the floor. The top vote-getters for the number of seats available shall be deemed elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of Directors

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section 3.5 Removal of Directors

Any Director may be removed for failing to attend two (2) regular meetings of the Board of Directors in a year or may be removed without cause, at any time, by a two-thirds vote of the entire Board of Directors at a Regular or Special Meeting called for that purpose.

Section 3.6 Filling Vacancies

Vacancies shall be filled at the discretion of the board and as soon as practical by a majority vote of the remaining members of the Board of Directors, though less than a quorum. The Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated (i.e., the new term does not begin on the date of the election). Any Director may make nominations to fill vacant directorships.

Section 3.7 No Compensation.

Directors shall not receive any salary or other compensation for their services. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

Section 3.8 Qualifications.

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, sexual orientation or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

Article IV - Meetings of the Board of Directors

Section 4.1 Place of Meetings

Regular and Special Meetings of the Board of Directors will be held at any location in Texas that the President may designate.

Section 4.2 Annual Meeting

The annual meeting of the Board of Directors, for the purpose of electing directors, electing officers, approving a budget for the year, and transacting other business, shall be held on or before the second Tuesday in June of each year, or at such other time as the Board of Directors may determine.

Section 4.3 Regular Meetings

Regular meetings of the Board of Directors shall be held no less than three times a year, or more frequently as determined by the Board of Directors.

Section 4.4 Special Meetings

Special Meetings may be called by the President or any three Directors. An orientation meeting will be held near the beginning of each term for the new members of the Board of Directors.

Section 4.5 Notice of Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone or electronic communication no less than seven days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than three days' notice prior to the meeting, with the exception of special meetings held to amend the Articles of Formation or bylaws, for which a 30-day written notice by mail or email shall be required specifying the proposed amendment (Exhibits to these bylaws may be changed at any time by a majority vote of the board).

Section 4.6 Waiver of Notice.

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director

objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 4.7 Quorum.

A quorum of the Board of Directors consists of a majority of the directors in office when the meeting is called to order provided that in no event shall a quorum consist of fewer than three (3) directors. At board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by a provision of these bylaws.

Section 4.8 Meeting via Communication Equipment

The Board of Directors shall permit directors to participate in a regular meeting through audio-conference, video-conference, or by any other electronic conferencing without physical attendance as long as a quorum of directors are physically present. All Board members attending meetings by electronic conferencing shall be entitled to vote as if they were personally and physically present at the meeting site so long as a physical quorum is present, but their votes shall be recorded by the Secretary as done by electronic attendance.

With the exception of Special Meetings called to amend the Articles of Formation or these bylaws, the Board of Directors may conduct Special Meetings via electronic communications as long as a majority of the Board of Directors approves the special meeting. Any action taken at this special meeting shall be recorded in the minutes at the next regular board meeting.

Section 4.9 Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless such director's dissent or abstention from the action taken is entered in the minutes of the meeting.

Section 4.10 Action without Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing, including email, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board and shall be included in the record of the minutes.

Section 4.11 Proxy Voting

Proxy voting is not permitted.

Section 4.12 Rules of Procedure

The proceedings and business of the Board of Directors shall be guided by Robert's Rules of Parliamentary Modified Procedure unless otherwise provided herein.

Article V - Officers

Section 5.1 Roster of Officers

The Corporation shall have a President, Vice President of Governance, Vice President of Finance and Audit, Vice President of Affiliate Affairs, Vice President of Strategy and Alliances, and Secretary. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors.

The immediate Past President shall serve as an officer for one year after leaving the office of President, unless term limits prevent it

An officer may hold more than one officer position with the exception of the Secretary.

The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. At least two (2) officers must be Affiliate Directors. An officer elected as an Affiliate Director may complete his or her term as an officer in the event he or she becomes ineligible to serve as an Affiliate Representative (i.e., no longer is employed by, or serves on the board of, an affiliate).

Section 5.2 Appointment and Term

All officers shall serve one-year terms. The Nominations Taskforce shall present a slate of nominees for appointment. Nominations may also be made from the floor. The election of officers shall be conducted at the annual meeting of the Board of Directors.

All nominees for the principal offices must be directors. No person may be appointed to serve for more than four (4) successive terms in the same office.

Section 5.3 Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

Section 5.4 Resignations and Removal

An officer may resign at any time by delivering notice to the corporation. A resignation is effective and a vacancy recorded when the notice is received unless the notice specifies a future effective date. The Board of Directors may remove by two-thirds vote any officer at any time with or without cause.

Section 5.5 Duties of Officers

Each Officer shall ensure the business of the Corporation under their purview (as indicated in Exhibit A – Board Organizational Chart) and the responsibilities described in Article VI are accomplished.

President

- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order Modified Procedure.
- The President shall appoint all chairs with ratification from the Board, serve as an ex-officio member of all standing taskforces, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, in collaboration with the Executive Director and with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

Vice President of Governance

- The Vice President of Governance shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The Vice President of Governance shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
- Other duties as assigned. See Exhibit B.

Vice President of Finance and Audit

- The Vice President – F&A and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Vice President – F&A signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Vice President – F&A, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- The Vice President – F&A shall review a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- The Vice President – F&A shall hire an independent auditor and arrange for the auditor to present the audit's findings to the entire board of directors.

Vice President of Affiliate Affairs

Duties as assigned. See Exhibit B.

Vice President of Strategy and Alliance

Duties as assigned. See Exhibit B.

Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- The Secretary shall take or ensure that minutes of all meetings of the committees and Board of Directors are taken and shall keep copies of all minutes at the principal office of the Corporation.

- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed and made available for inspection by any board member.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President of Governance shall perform the functions of the Secretary.

Article VI - Organizational Structure

Section 6.1 Executive Committee

The President, Vice President of Governance, Vice President of Finance & Audit, Vice President of Affiliate Affairs, Vice President of Strategy and Alliance and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in emergencies or when deemed appropriate by the President. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

The Board of Directors from time to time shall review and approve the organizational chart and attach to these bylaws as Exhibit A – Board Organizational Chart. This organizational chart shall guide the Board in the operations of the Corporation. In general, the following structure shall be considered.

(1) *Fundraising and Development*

Each Board Member shall support the fundraising and development of the Corporation and participate, as directed by the Board, in fundraising events, solicitations, or other as determined by the Board.

(2) *Taskforces*

The business of the corporation shall be completed under the guidance of various taskforces. Taskforces are designed to come together for a specific purpose or task with a specific timeframe to complete the task as needed by the Board as a whole or in support of staff, and may report to the board or staff, depending on the function of the taskforce. Board members may serve on multiple taskforces.

Employees of the Corporation and members of the community may be volunteered to serve as taskforce members. The Vice President shall appoint a chair of the taskforce, which may be a self-appointment, another board member, or a community member.

Taskforces shall meet upon call of the Board of Directors or the Vice President of the respective area, review the activities of the Corporation in the respective areas, and make recommendations to the Board of Directors or staff. The Chair of each taskforce shall ensure that minutes of the taskforce meetings are taken and present a copy of the minutes to the Secretary following the meeting. Taskforce meetings shall be open to all members of the Board of Directors.

Article VII - Executive Director

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors of reasonable and justified compensation. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and Corporation.

Article VIII - Code of Ethics

The Corporation's directors and employees will comply with the Corporation's Code of Ethics (including Conflict of Interest Policy and Whistleblower Policy), adopted by a resolution of the Board and included in the Policies and Procedures Handbook.

Each Board Director shall annually sign a statement acknowledging the Code of Ethics is understood and agreed upon.

Article IX - 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 the 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.

Section 9.1 Insurance

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

Section 9.2 Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 9.3 Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interest. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

Article X - Operations

Section 10.1 Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed by the President and Vice President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be approved by a resolution of the Board of Directors.

Section 10.2 Disbursement of Funds

Non-budgeted financial transactions with a value of \$4,000 or more shall require advanced majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. Original documentation shall be submitted to the Vice President of Finance. In all other transactions, the Executive Director or Vice President of Finance may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$25,000.00 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two of the following: the Executive Director, President, Vice Presidents or Secretary.

The Board shall only approve compensation based on similarly-situated tax-exempt organizations or current compensation surveys with the minutes stating the method used to determine reasonable compensation arrangements.

Section 10.3 Procurement Policy

The Corporation shall abide by its procurement policies adopted by resolution of the Board of Directors and set forth in the Policies and Procedures Handbook under Financial Safeguards.

Section 10.4 Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings. The Secretary will keep the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 10.5 Registered Office and Agent.

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 through filing with the Texas Secretary of State's office.

Section 10.6 Fiscal Year.

The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Section 10.7 Audit

The Corporation shall have an annual audit to be completed within six months of the close of each year for the previous fiscal year in years when more than \$50,000 was received.

Section 10.8 Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 10.9 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 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 the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

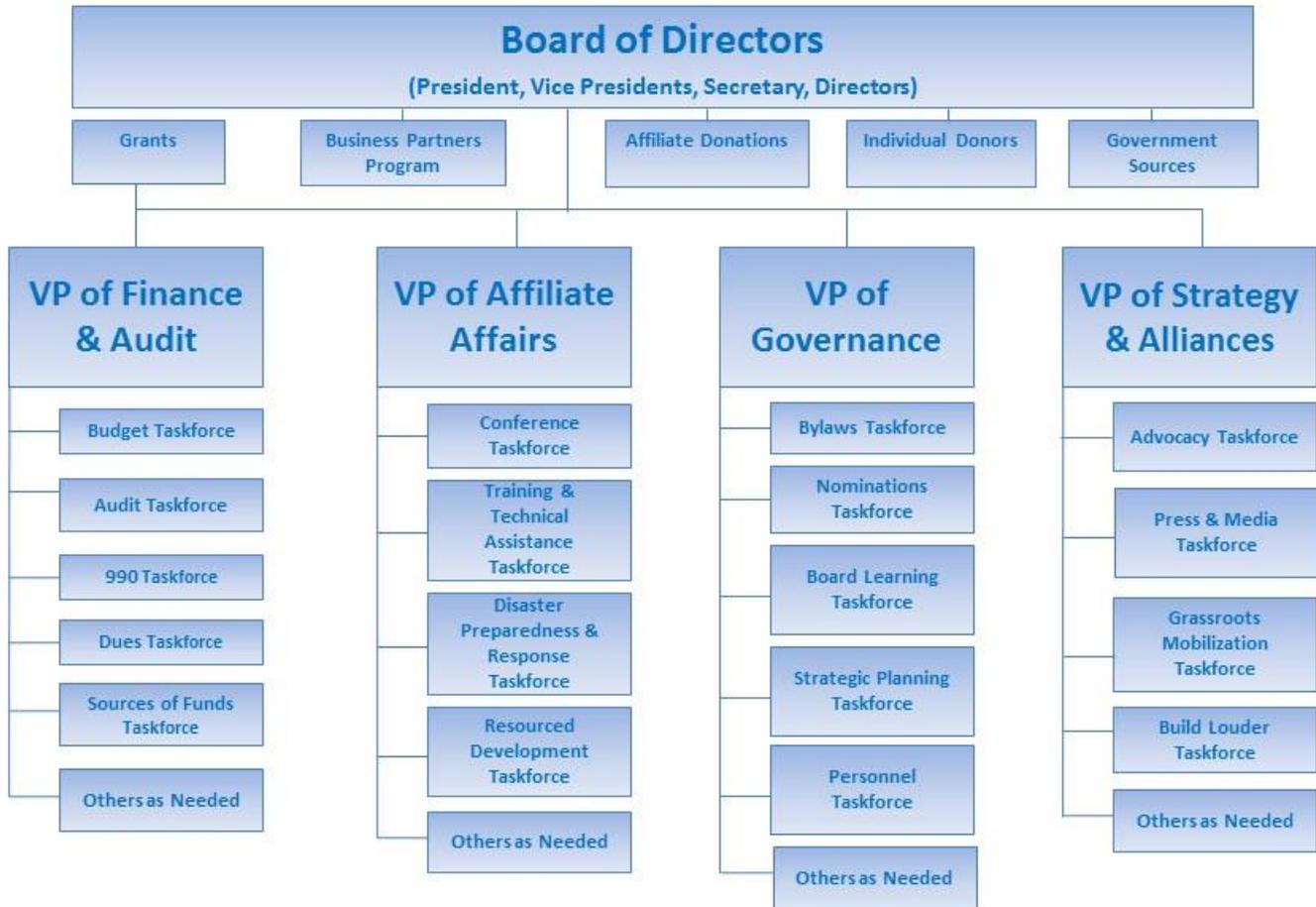
APPROVED BY ACTION OF THE BOARD OF DIRECTORS OF HABITAT FOR HUMANITY TEXAS, Inc. AT ITS MEETING ON June 7, 2016.

Attested: _____

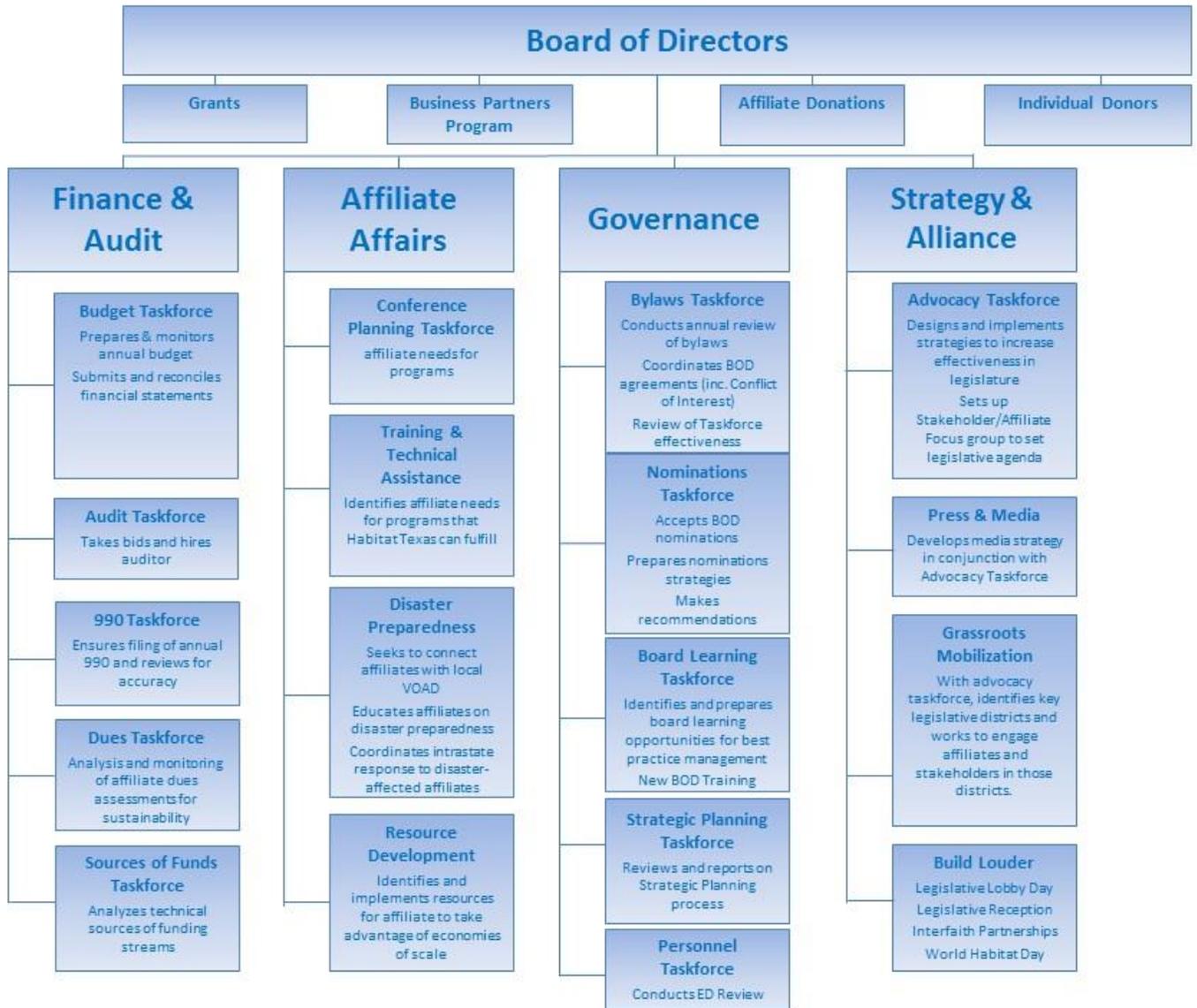
By: _____
Secretary

Exhibit A – Functions of Standing Committees

Habitat Texas Board of Directors Organizational Chart



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Exhibit B – Duties of Officers

Vice President of Governance

- The Vice President of Governance shall conduct periodic reviews of the bylaws and evaluate the Board Organizational Chart (Exhibit A) for effectiveness, making recommendations to the Board for updates.
- The Vice President of Governance shall identify needs for learning opportunities for board members in order to ensure the organization operates with the highest level of good governance practices.
- The Vice President of Governance shall be responsible for implementation of strategic planning and ensure the strategic plan's goals are monitored with status reports given to the entire board on a regular basis.

Vice President of Finance and Audit

- The Vice President – F&A will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident and typical to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Vice President – F&A shall give to the Corporation, as deemed necessary by the Board of Directors and paid for by the Corporation, a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation--in the case of his or her death, resignation, retirement, or removal from office--all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors.
- The Vice President – F&A, with approval by resolution of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Vice President – F&A shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

Vice President of Affiliate Affairs

- The Vice President of Affiliate Affairs shall ensure activities involving Habitat affiliates are performed.

Vice President of Strategy and Alliance

- The Vice President of Strategy and Alliance shall ensure activities that relate to organizations outside the Habitat family, including advocacy, are performed.

Secretary

- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.