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**BYLAWS  
OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

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

**Section 1.1 Name.**

The name of the corporation is Habitat for Humanity of Greater Baton Rouge, Inc. (the "Corporation").

**Section 1.2 Nonprofit and Tax Exempt Status.**

This Corporation is organized as a non-profit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

**Section 1.3 Members.**

The Board of Directors shall be the members of the Corporation, and shall exercise all of the rights and powers of the members pursuant to La. R.S. 12:217(C), as it may be amended.

**Section 1.4 Purposes.**

The Corporation's purposes, as stated in Article III of the Articles of Incorporation, are as follows:

(a) To build and rehabilitate houses with volunteer support in partnership with God's people in need throughout and surrounding the Greater Baton Rouge area;

(b) To work in cooperation with Habitat for Humanity International, Inc. and with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To reach out and enable an expanding number of people from all walks of life to participate in this effort;

(d) To respond to the prophetic call for justice as well as to the teachings of Jesus by working together to serve the community in need throughout the world; and

(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 the provisions of the

Articles of Incorporation and these Bylaws; 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 of the 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.

## **ARTICLE II** **OFFICES**

### **Section 2.1 Principal Office.**

The principal office of the Corporation shall be located in Baton Rouge, Louisiana at the address designated in the most recent annual report filed with the Louisiana Secretary of State. The Corporation shall maintain at its principal office a copy of the corporate records.

### **Section 2.2 Registered Office and Agent.**

The registered office of the Corporation is required by law to be maintained in the State of Louisiana, but need not be identical with the principal office. The Corporation shall maintain a registered agent whose name and address is on file with the Louisiana Secretary of State. The Corporation may change its registered office or registered agent from time to time in the manner required by law.

### **Section 2.3 Other Offices.**

The Corporation may have offices at such other places within the State of Louisiana, as the Board of Directors from time to time may determine, or as the affairs of the Corporation may require.

## **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 (hereinafter the “Board of Directors” or “Board”).

### **Section 3.2 Number, Term, and Qualifications.**

The authorized number of directors of the Corporation shall be not less than twelve (12) nor more than twenty-four (24), as the Board of Directors shall determine from time to time. Each director shall serve a term of two (2) years, ending at the end of the second year unless elected for an additional term under the provision of Article III, Section 3.3 of these Bylaws. No director shall serve more than three (3) consecutive terms following which he or she shall remain

off the Board of Directors for at least one (1) term before election to another term. Each director shall serve until his or her successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. Directors must be individual residents of the State of Louisiana.

**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 a meeting called for the election of directors. The nominating committee shall present a slate of nominees as directors at the meeting prior to the election meeting. In addition, nominations may be made by directors from the floor. Those persons who receive a plurality 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 so long as 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 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 of Directors may fill the vacancy, in accordance with Section 3.3.

**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 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 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.

**ARTICLE IV**  
**MEETINGS OF DIRECTORS**

**Section 4.1 Place of Meetings.**

All meetings of the Board of Directors shall be held 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 approval of the annual budget, and transacting other business, shall be held at such date and time as the Board of Directors may determine.

**Section 4.3 Regular Meetings.**

The regular meeting of the Board of Directors shall be held at 4:30 pm on the third Monday of each month of each year, or at such other time as the president of the Board may determine.

**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 at such date, time, place and purpose as stated in the notice of special meeting.

**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 five (5) days notice to each director of 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 maybe oral or written. However, any Board action to remove a director or to approve a matter that would require approval by Board of Directors, 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 comprehensible manner. Written notice, is effective at the earliest of the following (a) when received; (b) three (3) days after it is deposited in the United States mail, as evidenced by the postmark, if mailed correctly or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (c) by email when sent and notification that recipient has received the email; or (d) by fax when the fax transmission verification is printed. Written notice is deemed correct if sent to the director's physical address, email address, or fax number on file with the secretary of the Corporation.

**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 for or assent to the objected to action.

**Section 4.7 Quorum.**

A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; provided, that in no event shall a quorum consist of fewer than four (4) directors.

**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 or the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent 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 an annual, 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.

**Section 4.11 Action Without Meeting By Unanimous Written Consent.**

Action required or permitted by law, by the Articles of Incorporation, 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 take, signed by each director and included in the minutes filed with the 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 thus has the effect of a meeting vote and maybe described as such in any document.

**Section 4.12 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 a 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 voidable on 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 vote of the Board of Directors or a committee of the Board if: (a) the material facts of the transaction and the directors' 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 the 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 hereinabove provided.

**ARTICLE V  
OFFICERS**

**Section 5.1 Number.**

The officers of the Corporation shall consist of a president, vice president, secretary, treasurer, 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 Term.**

The principal officers of the Corporation shall be appointed by the Board of Directors at the election meeting. The Nominating committee shall present a slate of nominees for appointment.



Nominations may also 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 in the same office for more than 2 consecutive terms. The Board of Directors may appoint other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the Corporation maybe 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 received by the Corporation unless the notice specifies a future effective date. If a resignation is made effective at a future effective 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 future effective date. The Board of Directors may remove any officer at any time with or without cause.

### **Section 5.4 Contract Rights 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 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 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 meeting of the Board. 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 5.6 Vice President.**

In absence of the president, or in 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 serve as vice chairperson of the Board of Directors an, 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 maybe assigned from time to time by the president or the Board of Directors.

**Section 5.7 Secretary.**

The secretary shall: (a) cause to be prepared minutes of all meetings of the Board of Directors and 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 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 Treasurer.**

The treasurer shall: (a) cause full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; (b) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (c) 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, (d) in general, perform all duties incident to the office of treasurer and such other duties as maybe assigned from time to time by the president or the Board of Directors.

**Section 5.9 No compensation.**

The principal officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

**Section 5.10 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, have 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 president or the Board of Directors. The Board of Directors approves compensation and benefits for the executive director. The executive director may not be elected to serve on the Board of Directors.

**ARTICLE VI**

## COMMITTEES

### **Section 6.1 Board Committees 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 be composed of individuals currently serving as directors of the Corporation or individuals appointed by the Board of Directors to serve as a member of a particular committee. Each committee of the Board shall have two or more directors, who shall be appointed by and serve at the pleasure of the Board. The creation of a committee of 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 the Bylaws of the Corporation.

### **Section 6.2 Executive Committee.**

The Executive Committee, which is a committee of the Board, shall consist of the four principal officers of the Corporation (president, vice-president, treasurer and secretary), past president of the Board, and up to three (3) additional directors appointed by the president, to serve in such capacity until the expiration of the term of the officers 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 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 times as the Board is not in session. In addition, the Executive Committee shall perform the functions described below.

(a) Finance and Budget Functions.

In performing this function, the Executive Committee shall work with the Finance Committee: (i) to oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the Corporation; (ii) to review the annual revenue and expense budget for submission to the full Board of Directors; and (iii) when necessary, make recommendations to the Board of Directors regarding adjustments to the budget.

(b) Human Resources Functions.

In performing this function, the Executive Committee shall work with the Human

Resource Committee and shall oversee the implementation and administration of policies and procedures relating to volunteers and employees of the Corporation.

(c) Strategic and Long Range Planning Functions.

In performing this function, the Executive Committee shall: (i) coordinate the strategic and long range planning activities of the Corporation; (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.

Within thirty (30) days after the election meeting or the creation of the committee, the president shall appoint a chairperson of each of the non-Board committees. A vacancy occurring in the position of a non-Board committee chairperson shall be filled in like manner, upon appointment by the president. The chairperson of each non-Board committee, in consultation with the president, shall appoint the members of the committee. New members of the non-Board committees may be appointed at any time. Each non-Board committee shall have no less than one (1) Board member on it. The Board member(s) serving on the non-Board committee is expected to attend the regular meeting 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 non-Board committees shall perform the functions as the Board of Directors may provide.

**Section 6.4 Nominating Committee.**

The Nominating Committee shall consist of at least four (4) members, three-quarters (3/4) of whom shall be current 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. Within thirty (30) days after the election meeting, the president shall appoint a chairperson of the Nominating Committee. A vacancy occurring in the position of the Nominating Committee chairperson shall be filled in a like manner, upon appointment by the president. The chairperson of the Nominating Committee, in consultation with the president, shall appoint the members of the committee. The committee members shall be approved by the Board of Directors on an annual basis to serve until the next election meeting of the Board. Members of the Nominating Committee may be appointed to successive terms. The committee shall identify and recruit prospective Directors of the Corporation and shall present a slate of nominees for election of Directors at the meeting prior to the election meeting or at such time a vacancy occurs. 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 non-Board committees.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

#### **Section 7.1 Corporate Seal.**

The corporate seal 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 present a copy of the proposed amendment to the Board at the meeting prior to the one at which the amendment will be approved. Any amendment must be approved by an affirmative vote of sixty (60%) of the members of the Board of Directors present in office at the time the amendment is adopted.

#### **Section 7.3 Fiscal Year.**

This fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

#### **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. The Corporation shall engage an independent certified public accountant to audit or review the financial statements.

#### **Section 7.5 Corporate Minutes and Records.**

The Corporation shall keep as permanent records minutes of all meetings 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 conversation 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 Louisiana Secretary of State, as required by the Louisiana Nonprofit Corporation. The minutes and record 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 an individual, copies of: (i) any application filed with any letter or other

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

**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 three thousand dollars (\$3,000) 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 members, trustees, 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 payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation of the Corporation. 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 engaged 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 the future tax code; (ii) a corporation, contributions to which are 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 Louisiana Nonprofit Corporation Law.

**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 guarantee 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 extant 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 indemnity and such individual against liability incurred in the proceeding.

**FIRST AMENDMENT TO THE  
BYLAWS  
OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

The Board of Directors (the “*Board*”) of Habitat For Humanity of Greater Baton Rouge, Inc. (the “*Corporation*”), after holding a properly noticed special meeting of the Board on the \_\_\_ day of June, 2018 (the “*Effective Date*”) at which a quorum was present and receiving the affirmative vote of at least sixty (60%) of the members of the Board present in office at the time of such meeting, hereby adopts the following First Amendment to the Bylaws of Habitat for Humanity of Greater Baton Rouge, Inc. (this “*First Amendment*”), to be effective as of the Effective Date:

RECITALS:

**A.** Prior to the Effective Date, the Board was governed by those certain Bylaws of the Corporation dated effective as of the 21<sup>st</sup> day of September, 2010 (the “*Bylaws*”).

**B.** The Board now desires to amend the Bylaws for the purposes of providing that (i) no more than two (2) of the four (4) principal offices may be held by the same person, and (ii) in the event that there is a vacancy in an office prior to the end of the term for such office, then a member of the Board (a “*Director*”) may be appointed to serve in such office for the remainder of the term even if such Director has previously served in such office for two (2) consecutive terms.

NOW THEREFORE, in consideration of the forgoing, the Board hereby adopts the following amendments to the Bylaws:

**1. Amendment to Section 5.1.** Section 5.1 of the Bylaws is hereby amended by deleting the last sentence of Section 5.1 and replacing it with the following sentence:

“No more than two (2) of the four (4) principal offices may be held by the same person.”

**2. Amendment to Section 5.2.** Section 5.2 of the Bylaws is hereby amended by deleting the fourth sentence of the second paragraph of Section 5.2 and replacing it with the following sentence:

“No person may be appointed to serve in the same office for more than two (2) consecutive terms; *provided, however*, that in the event that there is a vacancy in an office prior to the end of the term for such office, then notwithstanding the forgoing, a Director may be appointed to serve in such office for the remainder of the term even if such Director has previously served in such office for two (2) consecutive terms.”

**3. Effective of Amendment.** Except as modified pursuant to this First Amendment, the provisions of the Bylaws of the Corporation shall remain in full force and effect.



**SIGNATURE PAGE TO  
FIRST AMENDMENT TO THE  
BYLAWS  
OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

I hereby certify that this First Amendment to the Bylaws of Habitat For Humanity of Greater Baton Rouge, Inc. (the “*Corporation*”), has been duly adopted by the Board of Directors of the Corporation on the Effective Date.

By: \_\_\_\_\_  
Name: Lynn Clark  
Title: Executive Director

ATTEST:

By: \_\_\_\_\_  
Name: Jordan B. Monsour  
Title: President