

AMENDED AND RESTATED

BYLAWS

Habitat for Humanity Central Arizona

PREAMBLE

Habitat for Humanity Central Arizona supports the mission and purposes of Habitat for Humanity International as it seeks to work in cooperation with God’s people who are in need of decent, affordable housing, to build and repair houses in which they may live and thrive with their families. Habitat for Humanity Central Arizona seeks to work with volunteers and sponsors from all walks of life who are dedicated to the ministry.

ARTICLE 1 - NAME AND FORM OF ORGANIZATION

Section 1.01 Name The name of this Arizona corporation is Habitat for Humanity Central Arizona (the “Corporation”) and the territory in Arizona that the Corporation covers includes all of Maricopa County and portions of Pinal County.

Section 1.02 Status. The Corporation is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act and as a tax-exempt supporting organization under Section 501(c)(3) of the Internal Revenue Code, as amended. The Corporation is a public charity and shall have perpetual duration and succession.

Section 1.03 No Members. The Corporation shall have no members.

ARTICLE 2 - OFFICES

Section 2.01 Principal Office. The principal office for the transaction of the business of the Corporation (“principal executive office”) is located in Maricopa County, Arizona. The Board of Directors may change the principal executive office from one location to another.

Section 2.02 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE 3 - PURPOSE AND OBJECTIVES

Section 3.01 Purposes. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Arizona Nonprofit Corporation Act for charitable and religious purposes. The philosophy that guides the activities of this Corporation is derived from the Holy Bible in general, and from the expressed words and works of Jesus Christ, in particular. As representative of God’s love, this Corporation will share resources and work together with members of this community who lack adequate housing, to help them obtain ownership of modest, affordable dwellings, or assist with necessary home repairs and renovations. This Corporation acknowledges the local, national and international concepts of Habitat for Humanity International. It upholds the belief that God will operate through His people to support its program.

Section 3.02 Objectives. To accomplish the purpose stated above, this Corporation shall:

- a) Form a local ecumenical Board of Directors organized in accordance with the state laws governing nonprofit organization;
- b) Build or renovate dwellings to be sold at no profit and no interest to selected recipients, and complete repairs for selected recipients through our home repair, emergency home repair and neighborhood revitalization programs
- c) Establish clear guidelines for the fair and nondiscriminatory selection of recipient families or individuals, and prepare a plan for public solicitation of applications for housing;
- d) Develop a list of expectations for participation by the recipient families such as: contractual agreements, down payment, process payment, “sweat equity”, and community responsibility;
- e) Make sure homes are adequate yet within the ability of the families to pay;
- f) Put all income from repayment of loans into a revolving fund for the Corporation to build or renovate more houses, acquire land, pay for land development costs, repay debt, and fund management and general expenses;
- g) Keep accurate financial records that are open for review and have them audited annually;
- h) Develop a plan for ongoing fund raising;
- i) Annually tithe to Habitat for Humanity International;
- j) Witness to and implement the gospel of Jesus Christ in Arizona and throughout the United States and the world by working with economically disadvantaged people to help them create a better habitat in which to live and work;
- k) Cooperate with other organizations, , which are working to develop a better habitat for economically disadvantaged people;
- l) Communicate the Gospel of Jesus Christ by means of the spoken and written word and as demonstrated by our actions and interactions with others
- m) 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 the Corporation’s 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 of the charitable organization 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

- n) Exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended under the Arizona Nonprofit Corporation Act.

ARTICLE 4 - CORPORATE AND FINANCIAL RECORDS

Section 4.01 Corporate Records. In its offices, the Corporation shall keep as records:

- a) A record of actions taken by the Board and by the Executive Committee;
 - b) Articles of Incorporation and all amendments;
 - c) Bylaws and all amendments;
 - d) A complete list of the addresses and terms of office of its Directors and Officers;
- and

The most recent Annual Report delivered to the Corporation Commission as required by the Arizona Nonprofit Corporation Act.

Section 4.02 Annual Budget. The Budget and Finance Committee in consultation with the President and CEO shall propose an annual budget for the following fiscal year to be submitted to the Board of Directors for approval in June of each year.

Section 4.03 Expenditures. Expenditures shall be made in accordance with the approved annual budget unless otherwise authorized by the Board of Directors. All checks and other orders for payment of money which total \$10,000 or more and which are issued in the name of the Corporation, shall be signed either by the President/CEO, the Chief Operating Officer, The Chief Strategy Officer, Chief Development Officer and one Board Officer, or by two Board Officers. All checks and other orders for payment of money which total less than \$10,000 and which are issued in the name of the Corporation shall be signed by either by the President/CEO, the Chief Operating Officer, The Chief Strategy Officer, Chief Development Officer or by one Board Officer.

Section 4.04 Accounts. All receipts and expenditures shall be processed within the framework of standard accounting practices acceptable to Habitat for Humanity International, adopted by the Budget and Finance Committee and approved by the Board of Directors.

Section 4.05 Fiscal Year. The fiscal year of the Corporation is July 1 of each year through June 30 of the next year.

Section 4.06 Financial Reports. The Treasurer or his or her representative, shall make financial reports, when available to the Board of Directors at its regularly scheduled meetings. The books of the Corporation shall be closed at the end of each fiscal year (June 30) with financial statements prepared and submitted by the Treasurer to the Board of Directors.

Section 4.07 Annual Audit. The Board of Directors shall provide for an annual audit by an independent Certified Public Accountant.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.01 Minimum Requirements of Directors. Directors need to be residents of the State of Arizona. In order to qualify, each candidate for Director shall demonstrate a willingness to:

- a) support the affiliate's mission and goals;
- b) accept the principles of Habitat for Humanity International's Covenant;
- c) attend and participate in Board meetings and in retreats;
- d) participate in orientations and ongoing education;
- e) actively serve on at least one of the operating Committees;
- f) represent the Corporation within the community in civic and social groups; and
- g) contribute financially to the Corporation.

Section 5.02 Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 5.03 Number. The number of elected Directors shall be not less than nine (9) nor more than forty-two (42). Within that range the Board of Directors may fix the exact number of elected Directors. Any reduction in the authorized number of elected Directors shall not be cause for removing any Director prior to the expiration of his or her term of office.

Section 5.04 Term and Staggering. Except as provided below, Directors shall serve for a three (3) year term, to coincide with the Corporation's fiscal year. Directors shall be elected in June of each year, but may also be elected at any regularly stated Board meeting throughout the year. Directors elected in June shall serve for a three (3) year term, commencing July 1 of the year of election and terminating on June 30 of the third (3rd) year thereafter. Directors elected at any Board meeting held from January through May of each year shall serve from the first day of the month following election until June 30 of the fourth (4th) year thereafter, notwithstanding that such term exceeds three (3) years. Directors elected at any Board meeting held from July through December of each year shall serve from the first day of the month following election until June 30 of the third (3rd) year thereafter; notwithstanding that such term is less than three (3) years. Every second consecutive term shall be for a three (3) year term.

- a) The Board of Directors may adjust the terms of Directors periodically in order to maintain an evenly staggered Board of Directors. Vacancies in the various classes may be filled at the annual Board of Directors' meeting or at any other time during the year.
- b) A Director may serve no more than two (2) consecutive full terms but may be elected again after a one (1) year interval. If a Director has been elected to serve out the remaining term of a resigning or removed Director, such Director may, in addition to serving the remaining term, serve two (2) additional consecutive full terms, provided that in no event shall any Director serve for more than seven (7) consecutive years.

Section 5.05 Procedures for Selection of Directors-Vacancies. Vacancies shall be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole

remaining Director. Notwithstanding anything else in these Bylaws, no Director may leave office when the Corporation would then be left without a duly appointed and acting Director or Directors in charge of the affairs of the Corporation.

Section 5.06 Termination/Removal. Membership on the Board of Directors shall end:

- a) Automatically on written resignation, death or legal incapacity of a Director, or
- b) By vote of two-thirds (2/3) of the Directors then serving (other than the Director being removed) upon the failure of a Director to meet the requirements of a Director including those set forth in Section 5.01, or
- c) For any other reason upon the vote of three-fourths (3/4) of the Directors then serving (other than the Director being removed).

Section 5.07 Compensation. Directors shall serve without remuneration; however, the Board of Directors may authorize the Corporation to reimburse a Director for expenses actually incurred by the Director in the conduct of the affairs of the Corporation.

Section 5.08 Restriction on Interested Directors. No more than 30% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) a person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, father-in-law, or mother-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. No full-time employees of the Corporation shall be entitled to serve as Directors.

ARTICLE 6

MEETINGS OF BOARD OF DIRECTORS

Section 6.01 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held during the month of June at such date, time and place as may be fixed by the Board of Directors. Regular stated meetings shall also be held at such date, time and place as may be fixed by the Board of Directors. At the annual meeting officers of the Board of Directors shall be elected; the budget for the upcoming fiscal year shall be submitted for review and approval; and the various members and volunteers should be recognized. The main purpose of the annual meeting is to summarize the activities of the Corporation for the previous year and to present the goals and mission of the Corporation for the following year and vision for the future.

Section 6.02 Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or if so requested by any three (3) Directors. The person or persons calling a special meeting shall fix the time and place of the meeting.

Section 6.03 Notice of Meeting. Notice of the annual and regular meetings of the Board of Directors meetings may, but need not, be given. Notice of a special Board of Directors' meeting shall be given at least four (4) days prior to such meeting, by written notice to each Director delivered personally or sent by mail or electronic mail at the address of each Director as

disclosed on the records of the Corporation. If mailed such notice shall be deemed given when deposited in the United States mail, with first class postage prepaid. Any Director may waive notice of any meeting. The business to be transacted at the special meeting shall be specified in the notice of such meeting.

Section 6.04 Meeting by Telephone. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.05 Quorum and Voting; Proxy Voting. A majority of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or these Bylaws.

- a) A member of the Board may attend the meeting in person or telephonically, or the member may appoint the Secretary of the Corporation or another Board member as a proxy to vote or otherwise act for the member. Designation of a proxy shall be done in writing (including by electronic mail) to the Secretary or other Board member. Any Board member receiving a proxy from another Board member shall advise the Secretary at the commencement of the Board meeting, and the Secretary shall similarly advise the Board at such meeting of any proxies received. All members present by proxy shall be counted in calculation of a quorum.
- b) A Board member's proxy may be revoked in writing at any time prior to the Board meeting to which the proxy applies, and a Board member's attendance at a Board meeting in person or telephonically shall be deemed a revocation of any previously-issued proxy for that meeting.
- c) The granting of a proxy may not be conditioned upon a vote for or vote against any matter before the Board, and a proxy holder shall vote for, vote against, or abstain from voting on any matter before the Board as the proxy holder sees fit, as to the proxy holder's own vote and the votes of any Board members for whom the Board member holds a proxy.

Section 6.06 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before its commencement about the lack of adequate notice.

Section 6.07 Presumption of Assent. A Director of the Corporation who is present at the meeting of the Board of Directors or a Committee of the Board when corporate action is taken is deemed to have assented to the action taken unless

- a) such Director's dissent or abstention from action taken is entered in to the Minutes of the meeting; or

- b) 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 unavailable to a Director who votes in favor of the action taken.

Section 6.08 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.09 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were present at the time of the adjournment.

Section 6.10 Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent; and shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consent shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE 7 - OFFICERS

Section 7.01 Offices. The Officers of this Corporation shall be Board Chair, Vice Chair, Secretary and Treasurer. The President/CEO shall be a nonvoting Officer.

Section 7.02 Election and Terms. Officers shall be nominated and elected at the annual meeting of the Board of Directors, except for the President/CEO, who shall be elected as provided in Article 9. The Board Chair, Vice Chair, Secretary and Treasurer shall serve a term of one (1) year and may be re-elected for one (1) additional year but may not serve longer than two (2) consecutive years. The foregoing Officers shall hold office until election of their successors. The President/CEO shall serve as provided in Article 9.

Section 7.03 Duties. The Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

Section 7.04 Resignation of Officers. An Officer may resign at any time by delivering written notice to the Corporation at its known place of business. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. Any Officer may be removed by the Board of Directors at any time, with or without cause.

ARTICLE 8 – OFFICER DUTIES

Section 8.01 Board Chair. The Board Chair shall preside at all meetings of the Board of Directors and Executive Committee; perform such other duties as may be deemed necessary or recommended by the Board of Directors; and may be a member of all committees except the Nominating Committee.

Section 8.02 Vice Chair. The Vice Chair shall assist the Board Chair in the performance of the prescribed duties, assume the duties of the Board Chair in the absence of that Officer, and perform such other duties as may be assigned by the Board Chair. If so appointed pursuant to these Bylaws, the Vice Chair may also be entitled to be a member of any committees.

Section 8.03 Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors and all unanimous written consents of the Board of Directors in one (1) or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of any seal of the Corporation, (d) when requested or required, authenticate any records of the Corporation, and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors. In the absence of the Secretary or as may be requested by the Board of Directors, a secretary pro tempore may be chosen by the Directors as appropriate to perform the duties of the Secretary.

Section 8.04 Treasurer. The Treasurer or its designees as approved by the Board of Directors shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such bank, trust companies, or other depositories as shall be selected by the Board of Directors or any proper Officer, (c) keep full and accurate accounts of receipts and disbursements in books and records of the Corporation, and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board Chair or by the Board of Directors. The Treasurer will render to the Board of Directors at proper times an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law.

Section 8.05 Other of Officers. Such other Officers and assistant Officers as may be deemed necessary, including any Vice Chairs, may be appointed by the Board of Directors and shall perform those duties prescribed by the Board of Directors. If specifically authorized by the Board of Directors, an Officer may appoint one (1) or more other Officers or assistant Officers. The same individual may simultaneously hold more than one (1) office in the Corporation.

ARTICLE 9 - PRESIDENT/CEO

Section 9.01 Purpose. The purpose of this position is to provide primary leadership for the staff and organization of the Corporation. The President/CEO acts as the Board of Directors' agent in accomplishing the purpose, mission and principles of the Corporation. The President/CEO is the primary spokesperson to the community, communicating the Corporation's vision of making decent shelter a matter of conscience and action.

Section 9.02 Election and Removal. The President/CEO is elected by the Board of Directors. The President/CEO may be removed by the Board of Directors at any time, with or without cause.

Section 9.03 Duties. The President/CEO shall perform the following duties:

- a) Preparing a proposed annual budget. The proposed budget should be submitted to the Executive Committee for review and further recommendations and finally submitted for approval and adopted by the Board of Directors.
- b) Implementing all Board of Directors' policies and administration of all day-to-day operational, financial and business affairs.
- c) In consultation with the Executive Committee, hiring and supervising all Corporation employees and discharge of Corporation employees.
- d) Working with and consulting with the Board Chair and deciding what items have to be submitted to the Board of Directors for approval.
- e) Keeping the Board of Directors informed on all material corporate matters.

ARTICLE 10 - EXECUTIVE COMMITTEE

Section 10.01 Composition. There shall be an Executive Committee consisting of the elected Officers of the Board of Directors and the immediate past-chair (who shall be a nonvoting member of the Executive Committee) and any others as selected by the Board Chair and approved by the Board of Directors. The President/CEO of the Corporation shall also be a nonvoting member of the Executive Committee.

Section 10.02 Authority. The Executive Committee is authorized to transact the business of the Corporation between regular Board of Directors' meetings, making decisions which cannot wait for regular Board of Directors' meetings. Reports of actions taken shall be made at the next regular Board of Directors' meeting. Minutes of the Executive Committee must be kept. However all major financial, legal or administrative changes must be submitted for approval to the Board of Directors at a regular or specially called meeting.

Section 10.03 Annual Meeting. The Executive Committee plans and conducts the annual meeting of the Board of Directors.

ARTICLE 11 – ADVISORY BOARD

Section 11.01 Appointment of Advisory Board. The organization may create an Advisory Board, which shall provide advice and counsel to the President and CEO and the Board of Directors. The Advisory Board shall consist of no more than twenty (20) members. The initial members, Chair and Vice Chair of the Advisory Board shall be selected by the President/CEO and ratified by the Board of Directors. Thereafter, a nominating committee composed of at least three (3) current members of the Advisory Board shall be appointed annually by the then Chair of the Advisory Board. The nominating committee shall nominate persons to fill vacancies in the Advisory Board and to be appointed as Chair and Vice Chair of the Advisory Board. The then current members of the Advisory Board shall elect new members and the Chair and Vice Chair in June of each year, with terms beginning in July of each year. Vacated and unfilled positions may be filled at any time during the year by the then current members of the Advisory

Board **Section 11.02 Qualifications for Appointment.** The qualifications for appointment to the Advisory Board are:

- a) A sincere interest in the work of the Corporation;
- b) A willingness to attend at least two meetings each year and
- c) A commitment to assist in accomplishing the mission and goals of the Corporation.

Section 11.03 Terms and Removal. Each member of the Advisory Board shall serve for a three (3) year term and may serve only two (2) consecutive terms. Advisory Board members shall follow the same Terms and Staggering as a regular board member. The Chair and Vice Chair shall serve for a one (1) year term and may serve an additional one (1) year term. Any member of the Advisory Board may be removed with or without cause upon a majority vote of the Board of Directors.

Section 11.05 Duties of Chair and Vice Chair. The Chair shall conduct the business of the Advisory Board meetings, work with the President/CEO and Board Chair to prepare meeting agendas and report to the Board of Directors after each scheduled Advisory Board meeting. The Vice Chair shall conduct the business of the Advisory Board meetings in the absence of the Chair and is the successor to the Chair position.

ARTICLE 12 - COMMITTEES

Section 12.01 Creation of Committees. The Board of Directors shall create the Committees established in these Bylaws and any others deemed necessary to carry out the policies and programs of the Corporation. Each duly elected Director shall be a member of at least one committee; and each committee shall have at least one duly elected Director as a member.

Section 12.02 Nominating Committee: The Nominating will consist of five (5) members of the Board of Directors who have completed at least one (1) year of service on the Board of Directors. The Nominating/Board Development Committee members shall be elected at the annual Board of Directors' meeting or in the event of a resignation, appointed by the Board Chair to finish the resigning members term. The members of the Nominating/Board Development Committee shall choose their own chair by majority vote.

Section 12.03 Finance Committee. The Finance Committee shall review all financial statements and reports, approve decisions to obtain bank loans, interact with the outside auditors, assure adequate insurances are in place to protect the Corporation, its Employees, Officers and Directors, and monitor preparation of all financial plans and forecasts. The Finance Committee shall be chaired by the Board Treasurer. .

Section 12.04 Audit Committee. The Audit Committee will consist of the combined members of the Executive Committee and the Finance Committee and will be chaired by the Board Treasurer. The Audit Committee shall review and analyze the financial statements and audit for the previous year and submit their findings and recommendations to the Board of Directors.

Section 12.05 Standing Committees. There shall be twelve (12) standing committees. Each shall be chaired by either a duly elected Director or by a staff member who will be appointed by the Board Chair in consultation with the Executive Committee.

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| (a) Family Selection | (g) Volunteer Support |
| (b) Family Partnership | (h) Personnel/HR |
| (c) Development | (i) Marketing/PR |
| (d) Nominating | (j) ReStore |
| (e) Faith Relations | (k) Legal |
| (f) Construction/Architecture | (l) Tithe/HFHI Build |

Section 12.06 Appointment to Standing Committees. Members of each standing committee shall be appointed by the committee chair. Members of committees may be members of the Board of Directors or other persons who are not members of the Board of Directors.

Section 12.07 Ad Hoc Committees. The Board of Directors by resolution may from time to time designate ad hoc committees for specific purposes. The resolution designating the committee shall state its purpose and provide for its termination. Ad hoc committees may also be established by the Board Chair at his/her discretion.

Section 12.06 Responsibilities-Generally.

- a) Each committee Chair is required to attend Board of Directors' meetings when requested by the Board of Directors.
- b) A designated Board of Directors' member shall be present at all regularly scheduled committee meetings, if possible.
- c) All committees are directly accountable to the Board of Directors and shall report to the President/CEO and the Executive Committee.
- d) A written summary or minutes of all standing committee meetings shall be kept and submitted to the Board of Directors for deposit with the Secretary.

ARTICLE 13 - LIMITATION OF LIABILITY

Section 13.01 Limitation of Liability. The Board of Directors, Officers, and the members of the Advisory Board shall be immune from personal liability with respect to all acts done and actions taken in good faith within the scope of their authority. The private property of the Board of Directors, Officers and members of the Advisory Board shall be exempt from debts and other liabilities of the Corporation.

Section 13.02 Conflict of Interest. The Board of Directors shall adopt a policy regarding transactions between the Corporation and interested persons, including but not limited to the sale, lease or exchange of property to or from interested persons and the Corporation, the lending or borrowing of monies to or from interested persons by the Corporation or the payment of compensation by the Corporation for services provided by interested persons. For the purposes of this Article, "interested person" means any director, officer, or member of a committee with board delegated powers, or any person in a position to exercise substantial influence over the

affairs of the Corporation, who has a direct or indirect financial interest in the transaction under consideration.

ARTICLE 14 - INDEMNIFICATION

The Corporation shall indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Section 10-3851 of the Arizona Nonprofit Corporation Act. If the Arizona Nonprofit Corporation Act is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and Officers, the Corporation shall indemnify its existing and former Directors and Officers to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as amended. Any repeal or modification of this Article 16 shall not adversely affect any right or protection of any existing or former Director or Officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE 15 - AMENDMENTS OF BYLAWS

The Bylaws may be amended or added to at any meeting by a two-thirds (2/3) vote of the Directors then serving provided a one (1) month notice of the proposed changes has been given to the Board of Directors in writing, and that copies of these proposed changes have been sent to Directors along with the notice of the meeting at which they are to be voted on.

Certified a true and correct copy of the Bylaws was adopted on the 7th day of December, 2016, by the Board of Directors of Habitat for Humanity Central Arizona, and have not been since amended or repealed and are the current bylaws of the Corporation

January 20, 2017

_____, Corky Silver, Board Chair

_____, Jason Barlow, President/CEO

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