

BY-LAWS

OF

NEW ALBANY-FLOYD COUNTY HABITAT FOR HUMANITY, INC.

a Not-For-Profit Corporation

PREAMBLE for New Albany-Floyd County Habitat For Humanity, Inc. shall seek to sponsor specific projects in habitat development, starting with the construction of modest but adequate housing, and to associate with other groups functioning with purposes consistent with those listed below, namely:

1. To witness to the gospel of Jesus Christ throughout the world by working in cooperation with God's people in need to create a better human habitat in which to live and work.
2. To witness to the gospel of Jesus Christ by working in cooperation with other agencies and groups which have a kindred purpose;
3. To witness to the gospel of Jesus Christ through loving acts and the spoken and written word; and
4. To witness to the gospel of Jesus Christ by enabling an expanding number of persons from all walks of life to participate in the ministry.

ARTICLE I

Name

The name of the Corporation is New Albany-Floyd County Habitat for Humanity, Inc., a Not-For-Profit Corporation (hereinafter referred to as "Habitat")

ARTICLE II

Purposes

The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended ("the Code", all

references to which shall include the corresponding provision of any future United States revenue law), and shall have no power to take any action or to administer, distribute or disburse any of its funds or property except in conformity herewith, and these purposes are more particularly described as follows:

A. To witness to and implement the Gospel of Jesus Christ throughout Indiana and the United States by working with economically disadvantaged people to help them create a better habitat in which to live and work.

B. To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people throughout the world.

C. To Communicate the Gospel of Jesus Christ by means of the spoken and written word.

D. 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 in accordance with and pursuant to the provisions of the 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 an exempt organization under Section 501 (c) (3) of the Code or for any purpose other than charitable purposes.

E. To 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, and under the Indiana Non-Profit Corporation Act.

F. This corporation is a public benefit corporation.

G. Under no circumstances shall any of the property or assets of Habitat at any time go, or be distributed to, any officer or member thereof.

H. In the event of the dissolution of Habitat and failure of the Board of Directors to act, all property and assets of Habitat shall be and become the property of International Habitat for Humanity, Americus, Georgia, its successors and assigns, and no formal instruments of assignment or transfer shall be required of the officers or Board of Directors of Habitat.

ARTICLE III

Membership in the Corporation

Section 1. Eligibility. Membership in the Corporation shall be open to any person eighteen (18) years or older who is a resident of Indiana. Any person who serves on the Corporation's Board of Directors, or any Board of Advisors named by the Board of Directors, shall thereby be deemed a member of the Corporation.

Section 2. Admission to Membership. Any person may apply for membership in the Corporation by signing the membership list, thus evidencing agreement with the Corporation's purposes and covenant. The Board of Directors of the Corporation shall take action upon all such applications for membership.

Section 3. Rights, Preferences, Limitations and Restrictions of Members. Each member of the Corporation agrees to abide by the By-Laws of the Corporation and all other rules and regulations adopted by the Board of Directors. Any member who shall fail to comply with the requirements of the By-Laws or the rules and regulations made pursuant thereto shall, if the Board of Directors by majority vote so determine, forfeit his membership and any and all rights and interest in the Corporation and its property. A member may be removed from his membership in the Corporation by the following procedure:

(a) Not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination, and the reason for the expulsion, suspension, or termination shall be provided to the member by written notice sent by first class mail mailed to their last known address as provided to the secretary of the assistant secretary of the Corporation as shown on the voting list.

(b) The member shall be given the opportunity to be heard, if requested, either orally or in writing not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board of Directors or their designated representatives who will sit to decide whether the proposed

expulsion, termination, or suspension should or should not take place.

Section 4. Classes of Members and Voting. The Corporation shall have one class of members and each member shall be entitled to one vote on each matter submitted to a vote of the members, except as otherwise provided by law.

Section 5. Resignation and Removal. Any member may resign from membership by filing a written resignation with the Secretary of the Corporation.

Section 6. Voting List. The Secretary of the Corporation, shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote by the Articles of Incorporation which may be inspected by any member, for any proper purpose, at any reasonable time.

Section 7. Membership Dues. There shall be no membership dues.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. The Organizational Meeting of the members will be held in 1990. Thereafter, an Annual Meeting of the members shall be held each year, within six months after the close of the fiscal year of the Corporation beginning in the year 1991, with the exact date, time and place of the meeting to be established by the Board of Directors, for the purpose of electing Directors, and for the transaction of such other

business as may property be transacted.

Section 2. Special Meetings. Special meetings of members may be called by the President; by a majority of the Board of Directors; or by written petition signed by not less than one-tenth (1/10) of all members authorized to vote by the Articles of Incorporation.

Section 3. Place of Meeting. The Board of Directors may designate any place within Floyd County, Indiana, as the place of meeting for any Annual Meeting or Special Meeting of the members.

Section 4. Notice of Meeting. Written notice stating the place, day, and hour of any meeting of members, except for such regular meetings as may from time to time be established, shall be delivered by person or mail to each member of not fewer than five (5) not more than thirty (30) days before the date of such meeting, at the address for each member which appears on the records of the Corporation. Notice shall be delivered or mailed by the Secretary or by the officer or persons calling the meeting. The purpose or purposes of the meeting shall be stated in the notice. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person.

Section 5. Informal Action Taken By Member. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote

with respect to the subject matter thereof.

Section 6. Quorum. Twenty percent (20%) of the number of persons eligible to vote as members, or fifteen (15), whichever is less must be present at any meeting of members to constitute a quorum.

Section 7. Proxies. Members shall cast their votes in person and proxies shall not be permitted.

ARTICLE V

Board of Directors

Section 1. General Powers. The business, property and affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. Each Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

Section 2. Number and Classification of Directors. At the first Annual Meeting of the members, the members shall elect an eighteen (18) member Board of Directors, composed of three classes of five (5) persons each. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years. At all annual elections thereafter five Directors shall be elected by the members for a term of three years to succeed the Directors whose terms then expire. Directors may be re-elected.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so selected to fill a vacancy shall remain a Director until his or her successor has been elected by the members, who may make such election at their next Annual Meeting or at any Special Meeting duly called for that purpose and held Pursuant thereto.

Section 4. Regular Meetings. An Annual Meeting of the Board of Directors shall be held each year, within six months after the close of the fiscal year of the Corporation, the exact date thereof to be fixed by resolution of the Board of Directors, for the purpose of electing Officers to serve until the next Annual Meeting of the Board of Directors and for the transaction of such other business as may properly be transacted. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by, or at the request of the President, or any four (4) Directors.

Section 6. Notice of Meeting. Notice of any meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail to each Director at his or her address as shown by the record of the Corporation, or by telephone notice. Notice of any meeting of the Board of Directors may be waived in writing or by

attendance in person. The purpose of any Special Meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 7. Place of Meeting. Any place within our outside of the State of Indiana, may be designed as the place of meeting for any Regular or Special Meeting of the Board of Directors.

Section 8. Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the entire Board of Directors are present at said meeting; a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 9. Manner of Acting. The acts of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law.

Section 10. Action by Unanimous Consent in Lieu of Meeting. Action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if prior to such action, written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 11. Removal of Directors. Any Director may be removed from office, with or without cause, at a Special Meeting

of the members of the Corporation called expressly for that purpose, by a majority vote of the members entitled to vote thereon.

Section 12. Proxies. Directors shall cast their votes in person and proxies shall not be permitted.

Section 13. Member Attendance. All members have the right to attend meetings of the Corporation's Board of Directors, provided that the Board of Directors may exclude members (except those necessary to carry out the purpose of the meeting) from any portion of a meeting in which any of the following is planned and placed on the agenda: (a) discussion of pending or threatened litigation; (b) discussion of the purchase of real property until the time a contract to purchase has been signed, if confidentiality is required for competitive reasons; (c) interviews with or discussion of prospective employees or applicants for purchase of homes; and (d) discussion of job performance of individual employees.

Section 14. No Compensation. The Board of Directors shall not permit compensation of Directors for their services as such.

ARTICLE VI

Officers

Section 1. Officers. The Officers shall consist or a President, Secretary, Treasurer, and such other officers (including Chairperson of the Board, one or more Vice Presidents, one or more Assistance Secretaries, and one or more

Assistant Treasurers) as the Board of Directors may from time to time determine.

Section 2. Qualification. Any two or more offices may be held by the same person, except that the duties of the President, the Secretary, and the Treasurer shall not be performed by the same person.

Section 3. Election, Tenure and Removal. The Officers shall be elected by the Board of Directors at their annual meeting of the Board of Directors and until their successors shall have been duly elected and qualified. Officers may be re-elected. The Board of Directors may remove any officer without without cause.

Section 4. President. The President shall have the authority and the duty to manage the affairs of the corporation. The President shall serve as the chairperson of all meetings of the members and the Board of Directors, and shall have general supervision over the affairs of the Corporation and the other officers. Further, the President shall have such other powers and perform such other duties as are delegated by the Board of Directors or as are incidental to the office.

Section 5. Secretary. The Secretary shall have custody of the minutes and membership records of the corporation, shall keep the minutes of all meetings of the members and of the Board of Directors, shall give such notice as may be required for all such meetings and shall have such other powers and perform such other duties as are delegated by the Board of Directors or as are

incidental to said office.

Section 6. Treasurer. The Treasurer shall keep correct and complete books of account in accordance with the accounting method adopted by the Board of Directors, showing the financial condition of the Corporation and the results of its operations. The Treasurer shall have custody of all monies, securities, and other certificates evidencing intangible personal property belonging to the corporation. The Treasurer shall upon request furnish statements of the current financial condition and the current results of operations of the corporation to the Board, and shall have such other powers and perform other duties as are delegated to him or her by the Board of Directors or as are incidental to said office.

Section 7. Other Officers. All other officers shall have such powers and perform such duties as are delegated to them by the Board of Directors.

Section 8. Delegation of Authority. In the case of the absence or incapacity of any officer, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate any or all of the duties or powers of such officers to any other officer or to any director or to any other person.

ARTICLE VII

Committees

Section 1. General. The Board of Directors may designate either standing or ad hoc committees, all of which shall be

accountable to the full Board of Directors. Committee chairpersons shall be appointed by the President. Unless provided in such a resolution, the members of each such committee shall be members of the Corporation. The Chairperson of each such committee shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 2. Site Selection Committee. The purpose of the Site Section Committee is to find building sites or existing homes for renovation in consultation with the Family Section and Building Committees and to recommend such sites or buildings to the Board of Directors for purchase. The committee will accomplish the purchase of selected and approved sites or buildings.

Section 3. Family Selection Committee. The purpose of the Family Section Committee is to develop guidelines for the Board of Directors for recruiting and selecting applicants to purchase homes. Using such guidelines the committee will select applicants for approval by the Board of Directors. The committee will counsel and guide the selected family in matters relating to home ownership both during the building of the house and after their purchase of it.

Section 4. Building Committee. The purpose of the building Committee is to select floor plans or renovation schedule in consulting with the Family Section Committee, to prepare a

budget, and appoint a project director for each home for approval by the Board of Directors. The committee shall monitor the progress of the home, recruit volunteers and arrange for their effective utilization, see that projects remain within budget, and report progress to the Board of Directors.

Section 5. Publicity Committee. The purpose of the Publicity Committee is to facilitate church and individual participation in Habitat, to raise awareness of Habitat in the local community, and to recruit new members for Habitat.

Section 6. Financing Committee. The purpose of the Financing Committee is to raise funds, material, and secure non-interest loans.

Section 7. Work Crew Committee. The purpose of the Work Crew Committee is to recruit volunteer workers to assist with building efforts of this corporation and other Habitat affiliates.

Section 8. Church Relations Committee. The purpose of the Church Relations Committee is to generate support among the local churches for the work of Habitat.

ARTICLE VIII

Advisors to the Corporation

The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation.

ARTICLE IX

Miscellaneous Provisions

Section 1. Contracts and Instruments. The Board of Directors may authorize any two officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Corporation acting through any two officers as shall from time to time be so authorized by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings and actions of the members, the Board of Directors and all committees established by the Board of Directors. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Section 5. Amendments. These By-Laws may be altered, amended, or repealed and By-Laws may be adopted by the Board of Directors, provided that the By-Laws may at no time be

inconsistent with law or the Articles of Incorporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each calendar year.

Section 7. Indemnification. Except in relation to matters as to which an individual is adjudged to have acted, or failed to act, in bad faith, the Corporation shall indemnify any director or officer of the Corporation, or former director or officer, or any person who may serve or has served at its request as a director, trustee or officer of another corporation, partnership, trust or other entity or enterprise, against expenses actually incurred by him or her, including legal fees and amounts said in settlement of any final judgment, in connection with any action, suit, prosecution, or proceeding, whether civil, criminal or administrative, and any appeal therefrom, in which he or she is made or threatened to be made, a party by reason of being or having been a director, trustee, or officer. The Corporation is authorized to obtain insurance to cover its duty to so indemnify its officers and directors.

Section 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 these articles of incorporation. 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 any 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 Indiana Nonprofit Corporation Act.

Section 9. No Loans to or Guaranties For Directors. The corporation may not lend money to or guarantee the obligation of the directors or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

I hereby certify that the foregoing were adopted as the By-

Laws of New Albany-Floyd County Habitat for Humanity, Inc., this
____ day of _____, 1995.

Secretary

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