

# **Amended and Restated Bylaws of Habitat for Humanity of San Antonio, Inc.**

## **Article I Name and Location**

- Section 1. The name of this corporation shall be Habitat for Humanity of San Antonio, Inc.
- Section 2. The principal address shall be 311 Probandt, San Antonio, Texas 78204.
- Section 3. Offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

## **Article II Purpose**

The objective and purpose for which this corporation is formed is to implement the gospel of Jesus Christ by working in partnership with economically disadvantaged families to build modest, decent housing and to create safe, supportive neighborhoods in which we might live as well as those additional objectives stated in Article V of the Certificate of Formation, formerly known as the Articles of Incorporation, of Habitat for Humanity of San Antonio.

## **Article III Board of Directors**

- Section 1. The activities of the corporation shall be carried out by a self-perpetuating Board of Directors (no Directors are appointed by any government or public official). The Board of Directors shall consist of not less than three members nor more than fifteen members. The directors shall be divided into three classes, with terms expiring at different times, and will be elected at the annual meeting for three year terms. Directors may be elected at meetings other than the annual meeting, however all term expiration days will fall on an annual meeting date regardless of the month elected. The directors shall be eligible for reelection. No more than three terms may be served consecutively. In the event a Director cannot serve his or her full term, the Board of Directors can fill that vacancy for the unexpired term. Directors shall serve without compensation.
- Section 2. Honorary members of the board of directors may be appointed to the board with the approval of the majority vote by the board of directors and will serve with no vote. Honorary members shall have all privileges of membership except those of voting and holding elective office.
- Section 3. The regular meeting of the Board of Directors shall be held on the third Tuesday of each odd numbered month from January through September and the first Tuesday of December with the first Tuesday in December being the annual meeting.

Section 4. A special meeting of the Board of Directors may be called by the chair, and in his or her absence or incapacity, by the vice chair, or by a majority of the board. The purpose for the special meeting must be given in the call and no other business can be transacted.

Section 5. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the members of the board attending in person or by telephone, and a majority of such quorum shall decide any questions that may properly come before the meeting. A majority of those present at any meeting shall have power to adjourn the meeting to a future time and place.

Section 6. Officers of the corporation shall be elected by the Board of Directors at the regular annual meeting as hereinabove provided. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term.

Section 7. The chair shall appoint at least three members of the Board of Directors annually to serve as the Board Nominating Committee. The Board Nominating Committee will review prospective board member applications and nominate individuals to serve as members of the board. At the regular annual meeting the committee shall nominate a slate of officers to serve for the following year. The Board Nominating Committee is also responsible to perform new board member orientation and mentoring.

Section 8. In addition to the officers provided thereafter, the Board of Directors may create other offices and employ such personnel as in its discretion it deems necessary to accomplish the purposes for which the corporation was created and to authorize the payment of such salaries as it deems necessary to the personnel and agents effectuating said corporate purposes.

Section 9. The Board of Directors may appoint from its own membership or from persons not on the board such committees to assist it in the discharge of its duties as it may deem advisable.

Section 10. If any Board Member misses two consecutive meetings without communicating the reason for the absences to the Board Chairperson, Vice Chairperson Secretary, or President, the Member will be automatically removed from the Board of Directors.

Section 11. At least one third (1/3) of the members of the Board of Directors shall consist of persons living in low income communities or persons who are elected representatives of low income neighborhood organizations.

Section 12. The Board of Directors shall not elect more than the lesser of, a) one-third (1/3) of its members, or b) 3 of its members, from individuals who will also be serving as an employee of any governmental entity or a publically elected official during their term as a board member.

## **Article IV**

### **Officers**

Section 1. The officers of the corporation shall be a chairperson of the board, vice chairperson of the board, secretary, and treasurer. Such officers shall be elected for one year and shall hold office until reelected or a successor elected. The treasurer shall be a person with financial expertise.

Section 2. The chair shall preside at all directors meetings; shall have the general supervision over the affairs of the corporation and over the other officers, and shall perform all such other duties as are incident to his or her office.

Section 3. It shall be the duty of the vice chairperson to assume the duties of the chairperson in the chairperson's absence or incapacity.

Section 4. A President is employed by the corporation. He or she shall be the chief executive officer of the corporation, and shall be responsible to the Board of Directors for carrying out the day-to-day operational activities of the corporation.

Section 5. The secretary shall keep the minutes of the meeting and shall perform such other duties as are properly required by the Board of Directors.

Section 6. The treasurer shall be responsible for oversight of the budget, financial statements, investing, and other accounting matters. The treasurer is the primary contact with the independent audit firm and shall be the chairperson of the Finance Committee of the Board of Directors. Other finance committee members are appointed by the Board Chairperson in consultation with the treasurer.

Section 7. The funds of the corporation shall be deposited in such banks or trust companies as the directors shall designate and shall be withdrawn upon the check or order of an officer duly designated by the Board of Directors.

Section 8. The Board shall have an Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and one other member of the Board appointed by the Chairperson to conduct business matters of the Board that may require resolution between scheduled Board meetings. A quorum of the Executive Committee shall consist of three members. A unanimous vote of those present shall decide any questions brought before the Committee. Meetings of the Executive Committee may be called by the Chairperson or Vice-Chairperson. Decisions made by the Executive Committee will be reviewed and ratified at the next scheduled Board meeting.

## Article V Amendments

These by-laws may be amended by a majority vote of members of the Board of Directors. No amendment shall be voted on until the same has first been presented at a meeting of the Board of Directors and after notice of said proposed amendment, with a copy thereof, has been mailed, delivered, or electronically transmitted to each director not less than five days prior to such meeting.

These Amended and Restated By-laws are hereby approved and adopted by the Board of Directors on this 22nd day of September, 2015.

Signed: \_\_\_\_\_

  
David M. Evans, Chairperson, Board of Directors