



BYLAWS OF
LEWISTON-CLARKSTON PARTNERS HABITAT FOR HUMANITY

ARTICLE ONE
NAME, INCORPORATION, MEMBERSHIP

Section 1. The name of this organization shall be Lewiston-Clarkston Partners Habitat for Humanity.

Section 2. This organization shall be incorporated as a nonprofit organization under the laws of the State of Washington.

Section 3. Participation in the affairs of the corporation shall be open to concerned persons under the direction of the Board of Directors. An annual meeting of the corporation shall be held in January of each year, with day, time, and place to be determined by the Board of Directors. Special meetings may be called at the discretion of the Board of Directors. Only directors will have voting privileges.

ARTICLE TWO
STATEMENT OF PURPOSE

Section 1. The purpose of this organization is to carry on the ministry of Jesus Christ among God's people in the Asotin County, Washington and Nez Perce County, Idaho area through the process of building decent homes for people in poverty who are unable to own a home through other means. These residences may be single or multi-family, new homes or remodeled homes, depending upon availability and reasonableness of cost. The homes will be made available to selected families through non-profit, no-interest mortgages.

This ecumenical organization will be a cooperative effort of people from various socioeconomic backgrounds.

Section 2. In performance of these purposes this corporation shall have and enjoy all rights and powers granted a nonprofit corporation organized and existing under the laws of the State of Washington.

ARTICLE THREE
MANAGEMENT

Section 1. The business and property of the corporation shall be managed by a board of not less than ten (10), nor more than twenty (20) directors. Salaried staff members will be ex-officio non-voting members of the Board of Directors.

Section 2. The directors of the corporation shall be elected by a majority vote of the directors of the corporation at the annual meeting of the corporation. Nominators will be encouraged to include proportionate representation of men and women, racial groups, ethnic groups, and church denominations.

Section 3. The term of office of the directors of the corporation shall be for three (3) years or until their successors are elected and qualified. An exception is made for the initial election of the original board of directors, who shall be elected or staggered terms so that one half of the board fill terms that expire at the end of one year. Directors may be reelected for a second consecutive term, but there must be a lapse of one year before serving a third term.

Section 4. The Board of Directors shall meet at least once a month to manage the affairs of the corporation.

Section 5. Each member of the Board of Directors shall have one (1) vote. Voting by proxy shall not be allowed. A majority of the members of the board shall constitute a quorum.

Section 6. Any director may be removed from office by two-thirds (2/3) vote at any regular or special meeting of the corporation. Notice of the proposed removal must be given to such director at least twenty (20) days prior to the voting, stating the cause for the proposed removal.

Section 7. Any vacancy occurring on the Board of directors shall be filled by a person chosen by a majority vote of the remaining directors. Such appointee shall serve until the next annual meeting of the corporation.

Section 8. The members of the Board of Directors shall elect from their members the following officers: Chairperson, Vice-Chairperson, Secretary and Treasurer. Officers shall serve one-year terms, and may be re-elected for as many terms as they are members of the board.

Section 9. Directors will receive no financial compensation for their services as directors.

Section 10. Any director may be removed using Article Three Section 6 who misses two (2) consecutive meetings, or four (4) meetings within a year without prior approval from board chairperson.

ARTICLE FOUR
RESPONSIBILITIES AND AUTHORITY OF THE BOARD OF DIRECTORS

The responsibilities and authority of the Board of Directors are as follows:

Section 1. To stimulate, help create, encourage and aid the work of Lewiston-Clarkston Partners Habitat for Humanity.

Section 2. To elect the officers of this corporation.

Section 3. To authorize the establishment and termination of committees including standing committees.

Section 4. To review and authorize the annual budget, to approve changes in that budget during the program year, to be responsible for the raising of the budget.

Section 5. To Provide for proper auditing of the financial report and records of the treasurer and provide his/her bond.

Section 6. To be responsible for maintaining a formal relationship with the International Habitat for Humanity organization.

Section 7. To employ necessary staff; to approve personnel policies, salary ranges and benefits for all staff; and to determine broad policies and priorities to guide the work of the staff.

Section 8. To fill any vacancies that may occur on the Board of Directors, office, or position by electing person(s) to fill the unexpired term of the vacant position.

Section 9. To review and authorize all changes in the Bylaws of the corporation.

Section 10. To assume all other responsibilities which may, from time to time, be necessary to the effective operation of this corporation.

Section 11. To attend all meetings as reasonably possible. If a board member is not able to attend, notice must be given to the board chairperson in advance. If a board member must miss a meeting, but is not able to contact chairperson, it is the missing member's responsibility to contact chairperson within a week after missed meeting.

ARTICLE FIVE
DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson shall supervise all activities of the corporation, shall preside over all meetings of the Board of Directors and all public meetings, shall execute all authorized deeds, bonds, contracts, and other obligations of the corporation, shall appoint all committees, establishing special committees as deemed necessary, shall call special meetings and preside over the meetings, and shall perform all other duties directed by the Board of Directors.

Section 2. Vice-Chairperson. The Vice-Chairperson shall act for the chairperson in the absence of the chairperson, shall have the power to execute all authorized deeds, bonds, contracts, or other obligations of the corporation, and shall perform such other duties as the Board of Directors may direct.

Section 3. Secretary. The Secretary shall keep permanent records of the meetings, shall maintain a roster of board members, shall sign with the chairperson, or in the chairperson's absence, with the vice-chairperson, all deeds, bonds, contracts and other obligations in behalf of the corporation, as directed by the Board of Directors.

Section 4. Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the corporation, shall pay all obligations by the corporation when payment is authorized, shall maintain bank accounts in depositories designated by the Board of Directors; shall render a monthly report of receipts and disbursements of the corporation to the Board of Directors, and when required, special accountings; and shall make budgetary recommendations for the approval of the Board of Directors. Checks drawn on corporate accounts will require two signatures.

ARTICLE SIX
ADVISORY BOARD

Section 1. Citizens of the Asotin County, Washington and Nez Perce County, Idaho community, who hold positions or possess information, abilities, or experience which could be helpful to the corporation, may be invited to serve on an advisory board, in recognition of their special contributions, but not requiring attendance at regular meetings. These person will not be members of the Board of Directors, and will not have a vote.

ARTICLE SEVEN
STANDING COMMITTEES

Section 1. The Board of Directors shall establish such standing committees as it may deem necessary, and as suggested by the international organization of Habitat for Humanity, for the effective, continuing operation of the corporation, including the following:

- (a) Family selection;
- (b) Site selection/Building;
- (c) Fund raising;
- (d) Public relations;
- (e) Volunteers;
- (f) Family support.

Section 2. Chairpersons for standing committees shall be elected at the annual meeting of the corporation. Interim vacancies shall be filled by the Board of Directors, for terms to last until the next annual meeting. The term of chairpersons shall be for one year. Chairpersons may be reelected for two consecutive terms, but shall not be reelected for a third term until after a lapse of at least one-year.

Section 3. The term of members of standing committees shall be one year. Members may be appointed for consecutive terms.

Section 4. Each standing committee shall have at least one member who is also a member of the Board of Directors of the Corporation.

Section 5. Standing committees shall report at the monthly meetings of the Board of Directors.

ARTICLE EIGHT RULES OF PROCEDURE

Section 1. Roberts Rules of order, latest edition, shall be the governing parliamentary law of this organization, except as otherwise provided in the constitution or future amendments to these bylaws.

ARTICLE NINE AMENDMENTS

Section 1. These bylaws may be amended or repealed and new bylaws adopted by a two-thirds (2/3) vote of a quorum of the Board of Directors. Notice of the exact changes shall be submitted in writing to board members at least thirty (30) days prior to the meeting at which a vote is taken.

ARTICLE TEN NOMINATING COMMITTEE

Section 1. A nominating committee, for the purpose of the nominating members of the Board of Directors and Chairpersons to standing committees, will consist of one (1) member of the Board of Directors and one (1) member of each of the Standing committees elected by those committees.

SECRETARY'S CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS: I, the undersigned, the duly elected acting Secretary of Lewiston-Clarkston Partners Habitat for Humanity, a Washington non-profit corporation, do hereby certify:

That the within and foregoing bylaws were adopted as the bylaws of said Corporation on the 11th day of June, 2012, and the same do now constitute bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of June 2012.

Secretary