

**AMENDED AND RESTATED
BY-LAWS
OF
HOUSATONIC HABITAT FOR HUMANITY, INC.**

(effective as of 22nd November, 2010)

ARTICLE I

Purpose

Housatonic Habitat for Humanity, Inc. shall seek to sponsor specific projects in habitat development in its service area, starting with the construction or renovation of modest but adequate housing and shall engage in any such other activities consistent with its Articles of Incorporation, to wit:

1. To serve our mission of working in partnership to build homes for the inadequately sheltered, thereby creating self-reliant families and enriched communities.
2. To implement our mission statement by cooperating with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people.
3. It shall be the business of the corporation to transact any business or promote any purpose which may be lawfully carried on by a corporation in the State of Connecticut, including, but not limited to receiving maintaining and accepting as assets of Housatonic Habitat for Humanity, Inc., 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 of 1986, as amended, and in accordance with and pursuant to the provisions of these By-laws, 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 other than a "charitable purpose" which would jeopardize the status of Housatonic Habitat for Humanity, Inc. as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code of 1986, as amended, and
4. 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 of 1986, as amended, and under the Nonstock Corporation Act of the State of Connecticut.

Meeting held in the third year following the election of such class (or until their successors are elected and qualified), with a separate class of Directors to be elected at the Annual Meeting each year. The total number of Directors shall be allocated equally (as nearly as practicable) among the three classes. A Director may not serve more than two (2) consecutive terms.

SECTION 4.05. Vacancies. Any vacancy that occurs if a director dies, resigns, is removed, or if the number of directors is increased, may be filled by act of the Board. Any Director elected to fill a vacancy shall hold office until the expiration of the term of the class of the Director being replaced, the class of the Director as determined by the Board for new Board seats or until such Director's successor is elected and qualified.

SECTION 4.06. Removal of Directors. A Director may be removed, with or without cause, by a two-thirds vote of the entire Board. Notice of the proposed removal shall be given to the Director in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board. Among the grounds for removal with cause shall be the unexcused failure to attend three consecutive regular meetings of the Board. The President shall determine whether an absence is excused.

SECTION 4.07. Resignation. A Director may resign at any time by delivering written notice of resignation to the Secretary. If no effective date is stated, the resignation shall be effective upon receipt and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.08. Executive Director. From such time as there is an Executive Director, who is the chief administrator of the Corporation, such Executive Director shall sit on the Board *ex officio*, but shall not be counted in determining a quorum, and shall not have a vote. The Executive Director is accountable to the full Board.

SECTION 4.09. Meetings of the Board. The Board shall meet at least once annually during each calendar year. Reasonable notice of the date, time and place of each such meeting shall be communicated to each Director, by the President, by person, mail, telephone, voice mail or other electronic means a minimum of four (4) days prior to the meeting; provided that no notice need be given of any meeting held in accordance with a schedule of regular meetings distributed to and approved by the Directors. The Annual Meeting shall be held in June of each year at such time and place as the President of the Board shall designate unless the Board shall designate another time. Special meetings of the Board of Directors may be called by the President or by one-third of the Board, with not less than ten (10) days notice, which shall state the purpose therefor. An emergency meeting of the Board may be called when a quorum of the Board cannot be readily assembled because of some catastrophic event. Notice of the emergency meeting may be communicated by person, mail, telephone, voice mail or other electronic means. Meetings of the Board shall be chaired by the President, or, in the President's absence, by such other Director designated by the President. Except for meetings held in executive session, any interested person is invited to attend any meeting

(b) Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as the Board or the President shall prescribe.

(c) Treasurer. The Treasurer shall oversee the custody of all funds and securities of the Corporation, keeping books of accounts and shall submit all vouchers, receipts, records and other paper, for annual audit. The Corporation may obtain, at its expense, bonds for the Treasurer and such other officers as the Board shall designate, for the faithful performance of their duties, in such sum and with such surety as the Board shall determine.

(d) Secretary. The Secretary shall record all votes and minutes of all meetings in a book to be kept for such purpose. The Secretary shall give or cause to be given all notices in accordance with the provisions of these By-Laws or as required by law, and shall perform such other duties as are incidental to the office. The Secretary may hold more than one office in the Corporation.

SECTION 5.04. Additional Offices. In addition to the offices provided herein, the Board may create other offices and employ such personnel or agents as in its discretion it deems necessary to accomplish the purposes for which the Corporation was created and may authorize payment of such salaries or other remuneration as it deems necessary to the personnel and agents effecting said corporate purposes.

SECTION 5.05. Removal of Officers. All officers hold their offices at the discretion of the Board and can be removed from office at any time by a act of the Board. Removal from office shall not mean removal from the Board unless the corresponding procedure for the removal of a Director is also followed.

SECTION 5.06. Vacancies. Any vacancy which may occur in any of the elective offices shall be filled by act of the Board. Such elected officer shall serve until the next annual election of officers or until a successor has been duly elected.

SECTION 5.07. Resignations. An officer may resign at any time by delivering written notice of resignation to the Secretary. If no effective date is stated, the resignation shall be effective upon receipt and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI

Committees of the Board

SECTION 6.01. Standing Committees. The standing committees of the Corporation shall be:

(a) Site Selection and Construction. The Site Selection and Construction Committee is responsible for assessing and proposing potential sites for housing, and recommending design and construction policies. It contacts governments, individuals, churches and businesses as potential donors of sites, and develops a land bank of

- (v) supporting each committee with marketing, advertising and media relations as requested by the committee, and;
- (vi) setting the procedure for the electronic communication and collection of volunteer, donor, and community constituent information.

(e) Finance. The Finance Committee will draw up fiscal safeguards and be responsible for budget, audit, and insurance matters.

SECTION 6.02. Additional Committees and Subcommittees. The Board or the President may establish or appoint additional committees, or reassign the duties of committees, from time to time as may be necessary to carry out the work of the Corporation. Each committee may elect to appoint subcommittees from time to time as may be necessary.

SECTION 6.03. Committee Leaders. The Executive Director with the approval of the President shall appoint committee leaders of all standing committees. Persons who are not Directors may serve as committee leaders with the consent of the Executive Director and the President. Committee leaders shall serve for a one-year term to be renewed at the Annual Meeting.

SECTION 6.04. Accountability. All committees are accountable to the Executive Director and the full Board.

ARTICLE VII

Coverage Area

SECTION 7.01. Area Covered. The geographical area covered by the activities of the Corporation shall be the following communities in Connecticut: Bethel, Bridgewater, Brookfield, Danbury, Gaylordsville, New Canaan, New Fairfield, New Milford, Newtown, Redding, Ridgefield, Roxbury, Sherman, Washington, Weston and Wilton.

ARTICLE VIII

Indemnification

To the extent permitted by law, 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 proceeding. An officer or employee of the Corporation who is not a Director is entitled to indemnification to the same extent 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

SECTION 9.06. Dissolution. In the event of dissolution of the Corporation, any residual assets after the satisfaction of all liabilities shall be distributed in accordance with the applicable provisions of the Articles of Incorporation.

SECTION 9.07. Amendments of By-laws. These By-laws may be amended by an affirmative vote of two-thirds of the members of the Board at any regular or special meeting, provided that notice of such amendments is mailed and/or hand delivered to each Director at least fourteen (14) days prior to the date of the meeting.

Adopted by the Board at the regular meeting of 22nd November, 2010

Richard Wenzel, President and Secretary