

**BYLAWS
OF
WYOMING VALLEY HABITAT FOR HUMANITY, INC.**

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**Adopted
03/23/2015**

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ARTICLE I
NAME, FORM OF ORGANIZATION AND PURPOSES

Section 1.1 Name.

The name of the corporation is Wyoming Valley Habitat for Humanity, Inc.

Section 1.2 Nonprofit and tax exempt status

The corporation is organized as a nonprofit corporation under the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time, and as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended.

Section 1.3 No members

The corporation shall have no members.

Section 1.4 Purposes

The purposes for the corporation, are as follows:

- (a) To focus on shelter. We have chosen, as our means of manifesting God's love, to create opportunities for all people to live in decent, durable shelter. We put faith into action by helping to build, renovate or preserve homes, and by partnering with others to accelerate and broaden access to affordable housing as a foundation for breaking the cycle of poverty.
- (b) To advocate for affordable housing and to do justice, to love mercy and to walk humbly with God, we promote decent, affordable housing for all, and we support the global community's commitment to housing as a basic human right. We will advocate for just and fair housing policy to eliminate the constraints that contribute to poverty housing. And, in all of our work, we will seek to put shelter on hearts and minds in such powerful ways that poverty housing becomes socially, politically and religiously unacceptable.
- (c) To promote dignity and hope. We believe that no one lives in dignity until everyone can live in dignity. We believe that every person has something to contribute and something to gain from creating communities in which all people have decent, affordable places to live. We believe that dignity and hope are best achieved through equitable, accountable partnerships.
- (d) To support sustainable and transformational development. We view our work as successful when it transforms lives and promotes positive and lasting social, economic and spiritual change within a community; when it is based on mutual trust and fully shared accomplishment; and when it demonstrates responsible stewardship of all resources entrusted to us.
- (e) 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 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 these 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 purposes 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

- (f) 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 under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

Section 1.5 Geographic Service Area

The geographic service area of affiliate's activities include: That portion of Luzerne County, Pennsylvania designated on the attached Exhibit "A."

Section 1.6 Affiliation with Habitat for Humanity International

The Organization, being a particular affiliate of Habitat for Humanity International ("HFHI"), recognizes that it is a party to the U.S. Affiliation Agreement (as amended from time to time) and commits to work in partnership with Habitat for Humanity International to accomplish the Habitat ministry of building homes, communities, and hope.

ARTICLE II OFFICES

Section 2.1 Principal office

The principal office of the corporation shall be located in Luzerne County Pennsylvania at the address or within reasonable proximity of the address designated in the most recent annual report filed with the Commonwealth of Pennsylvania secretary of state. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.4 of Article VII.

Section 2.2 Registered office and agent

The registered office of the corporation is required by law to be maintained in the Commonwealth of Pennsylvania and may, but need not, be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

Section 2.3 Other offices

The corporation shall have offices at such other places within the Commonwealth of Pennsylvania as the board of directors from time to time may determine, or as the affairs of the corporation may require.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 General powers and authority of the board

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of the board of directors.

Section 3.2 Number, term, and qualifications

The authorized number of directors of the corporation shall be not less than eleven (11) nor more than twenty-one (21), as the board of directors shall determine from time to time. Each director shall serve for a term of two (2) years and until his or her successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. Directors elected after the initial terms shall be elected for a term of two (2) years. A duly elected and qualified director shall not be eligible for reelection to the board of directors for more than four (4) two-year terms, or such additional term or terms upon the affirmative vote of two-third of the full Board of Directors.

Section 3.3 Election of directors

Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at the annual meeting of the board of directors. The nominating committee shall present a slate of nominees as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of directors

A director may resign by delivering written notice to the board of directors, President or Secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.5 Removal of directors

A director may be removed without cause by the affirmative vote of the majority of the directors then in office. In addition, a director may be removed by affirmative vote of a majority of the directors then in office, if the director has three unexcused absences in a year from regular meetings of the board of directors.

Section 3.6 Vacancies

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy at its discretion by the affirmative vote of a majority of all the directors remaining in office. Absent any express condition to the contrary at the time of election, a director elected to fill a vacancy shall hold office until the end of the unexpired term that such director is filling, or, if earlier, until such director's death, resignation, removal or disqualification. However, if the board so provides at the time the vacancy is filled, the board of directors may elect a

director to fill a vacancy until the next annual meeting of the board of directors or or until such director's successor is elected and qualifies.

Section 3.7 President and Vice-President

The President shall preside at all meetings of the board of directors and perform other duties as may be prescribed from time to time by the board. The Vice-President of the board of directors, in the absence of the President, or in the event of death, inability or refusal to act of the President, shall preside at all meetings of the board.

Section 3.8 No compensation

The board of directors shall not permit compensation of directors for their services as such.

**ARTICLE IV
MEETINGS OF DIRECTORS**

Section 4.1 Place of meetings

All meetings of the board of directors shall be held in at the corporation's headquarters in or within reasonable proximity of Wilkes-Barre, Pennsylvania or at such place as the board of directors may determine.

Section 4.2 Annual meeting

The annual meeting of the board of directors, for the purpose of electing directors and officers, approving a budget for the year, and transacting other business, shall be held on the third Monday of May of each year, or at such other time as the board of directors may determine.

Section 4.3 Regular meetings

Additional regular meetings of the board of directors shall be held at **5:30 P.M.** on the third Monday of each month, but excepting the months of July and December, of each year, or at such other time as the board of directors may determine.

Section 4.4 Special meetings

Special meetings of the board of directors may be called by or at the request of the President or twenty percent (20%) of the directors then in office. Such meetings must be held at the corporation's headquarters in or within reasonable proximity of Wilkes-Barre, Pennsylvania or at such place as the board of directors may determine.

Section 4.5 Notice of meetings

Regular meetings of the board of directors may be held without notice if the date, time and place of the meeting previously have been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of date, time and place, but not the purpose, of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions

may be given by any usual means of communication and may be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner.

Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received, (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or, (c) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.6 Waiver of notice

A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.7 Quorum and Voting

A quorum of the board of directors consists of a majority of the directors currently in office.

Section 4.8 Manner of acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the vote of a greater number of directors is required by law or these bylaws. A director may not vote or act by proxy at any meeting of directors.

Section 4.9 Presumption of assent

A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) 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 not available to a director who votes in favor of the action taken.

Section 4.10 Meeting via communications equipment

The board of directors may permit any or all directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating for substantially the entire duration of a meeting by this means is deemed to be present in person at the meeting. The director who desires to participate by the means set forth in this paragraph shall provide no less than two (2) business days' advance written notice to the President or Executive Director of his or her intent and the specific means of his or her participation.

Section 4.11 Action without meeting

Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section thus has the effect of a meeting vote and may be described as such in any document. For the purpose of this paragraph, a director may submit a written consent by electronic mail, provided that the director shall promptly send the original executed written consent to the President by first class mail, postage prepaid. Notwithstanding the foregoing, submission of a written consent by electronic shall be deemed thereupon to be the director's authorization for the action set forth in the written consent so submitted.

Section 4.12 Director conflict of interest transactions

A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is strictly prohibited, except to the extent as may be set forth in the corporation's then existing "Conflict of Interest Policy" statement on file with the corporation.

**ARTICLE V
OFFICERS**

Section 5.1 Number

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, and such assistant secretaries, treasurers and other officers as are elected by the board of directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person.

Section 5.2 Election of Officers

Except as provided in this Section 5.2 relating to vacancies, officers shall be elected by the board of directors at the annual meeting of the board of directors. The nominating committee shall present a slate of nominees as officers. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of officers shall be by secret ballot.

All nominees for the President, Vice President, Secretary, and Treasurer positions must be members of the board of directors. Each officer shall hold office for a period of the earlier of: (A) two (2) years; or (B) such officer's death, resignation, or removal, or until such officer's successor is elected. A director may continue to hold office upon the affirmative vote of two-thirds (2/3ds) of the board of directors then in office if there is no replacement officer willing to serve in the officer's present capacity. No person may be elected to serve for more than three (3) successive terms in the office of President or in the office of Vice-President. No person may be elected to serve for more than six (6) successive terms in the office of Secretary or in the office of Treasurer. The board of directors may elect assistant secretaries, assistant treasurers and other officers at such time or times as the need may arise, in the manner prescribed for other officers in this Section 5.2.

A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and removal

An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future effective date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.

Section 5.4 Contract rights of officers

The election of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the officer.

Section 5.5 Executive Director

The Executive Director shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The board of directors shall appoint the Executive Director and approve any compensation and benefits for the Executive Director.

Duties of the Executive Director shall include: (a) hiring, supervising and firing employees, according to board established job descriptions and policies, (b) coordinating the activities of the operating committees; (c) representing the corporation in the community; (d) overseeing the building projects of the corporation; (e) supervising the administrative functions of the corporation; and, (f) in general, performing such other duties incident to the office of Executive Director and other such duties as may be assigned from time to time by the board of directors. The Executive Director may not serve on the board of directors or any board committee, except in a non-voting, *ex-officio* capacity.

The Executive Director may sign, as may the Secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts, or other instruments

which lawfully may be executed on behalf of the corporation, except where signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law or these bylaws to be otherwise signed and executed.

Section 5.6 Secretary

The Secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the executive committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require signature, unless otherwise provided in these bylaws; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the board of directors.

Section 5.7 Treasurer

The Treasurer shall: (a) have supervision of all funds and securities belonging to the corporation and shall supervise the deposit or disbursement of the same under the direction of the board of directors; (b) supervise the keeping of full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors; and, (e) in general, perform all duties incident to the office of Treasurer and such other duties as maybe assigned from time to time by the President or the board of directors.

Section 5.8 No compensation

With the exception of the Executive Director, the principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

ARTICLE VI COMMITTEES

Section 6.1 Board committees in general

The board of directors may create one or more committees of the board, in addition to the executive committee established by these bylaws. Committees of the board shall be composed solely of individuals currently serving as duly elected and qualified directors of the corporation. Each committee of the board shall consist of at least two directors, who shall be appointed by the President and approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board of directors, shall not apply to committees of the board and their members. A committee of the board may not however: (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (c)

elect, appoint or remove directors or fill vacancies on the board or on any committee of the board or, (d) adopt, amend or repeal the articles of incorporation or any bylaws.

Reasonable notice of all meetings shall be given to all committee members depending on the context of the meeting so called.

Section 6.2 Executive committee

The executive committee, which is a committee of the board, shall consist of the principal officers of the corporation and up to three (3) additional directors appointed by the President, to serve in such capacity until the next annual meeting of the board of directors, provided that the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The President of the board of directors shall serve as the President of the executive committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the executive committee may exercise the authority of the board of directors at such times as the board is not in session. In addition, the executive committee shall perform the functions described below.

(a) Finance and budget functions

In performing this function, the committee shall: (i) oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation and any audits relating thereto; (ii) prepare an annual revenue and expense budget for submission to the full board of directors; (iii) monitor the implementation of the budget, and (iv) when necessary, make recommendations to the board of directors regarding adjustments to the budget.

(b) Human resources functions

In performing this function, the committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.

(c) Strategic and long range planning functions

In performing this function, the committee shall: (i) coordinate the strategic and long range planning activities and (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes and goals.

Section 6.3 Additional board committees

Each additional board committee herein listed shall consist of four (4) members to serve in such capacity until the next annual meeting of the board of directors. A vacancy on any of these committees may be filled at any time. Members of additional board committees may be appointed to successive terms.

(a) Nominating committee

The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for election as directors at the annual

meeting. The committee shall also present a slate of nominees for election as principal officers of the corporation and may make recommendations for chairpersons of the operating committees. The current President may not be a member of this committee.

Section 6.4 Operating committees

Within thirty (30) days after the annual meeting each year the Chairperson of the board shall appoint a chairperson of each of the operating committees described below. The names of the chairpersons so appointed must be approved by a majority of all the directors in office when the action is taken. A vacancy occurring in the position of an operating committee chairperson shall be filled in like manner, upon appointment by the Chairperson and approval by the board of directors. The chairperson of each operating committee, in consultation with the Chairperson, shall appoint the members of the committee. New members of the operating committees may be appointed at any time. Operating committee chairpersons shall be members of the board of directors who shall be expected to attend the regular meeting of the board of directors for the purpose of reporting on the work of their committees, receiving direction and guidance from the board, and seeking approval of actions proposed by their committees which require board approval. The operating committees shall perform the functions described below and such other functions as the board of directors may provide. A chairperson of a committee shall be a member of the board of directors.

(a) Family selection, support and church relations committee

(i) This committee shall be responsible for drafting and updating the selection criteria, recruiting applicants, screening applications, interviewing applicants, and recommending applicants to the board of directors for approval as prospective homeowners.

(ii) This committee shall also be responsible for providing Habitat homeowners and prospective homeowners with a mutual support system, educational opportunities, and a forum for discussions pertaining to homeownership, all for the purpose of helping families to attain home ownership and become independent.

(iii) The committee will seek as well to strengthen the support of the affiliate's work by gaining volunteers, prayer, and financial resources from all community churches. The church relations committee will be the liaison between the affiliate and the faith community, facilitating communication and developing partnerships.

(b) Resource development and fundraising committee

This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the corporation. The tasks to be coordinated by the committee, in

partnership with the full board, shall include fund-raising campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors. This committee shall emphasize and promote the importance of Christian stewardship in the servicing of donors and supporters.

(c) Site Selection and Building Committee

This committee shall be responsible for targeting the areas or areas of the community in which the projects of the corporation shall be developed, investigating and researching the availability of property, and recommending property to the board of directors for acquisition. The committee shall work in conjunction with the building committee to evaluate the suitability of potential sites prior to acquisition. This committee shall be responsible for planning and implementing the construction projects of the corporation and maintenance instructions for all partner families. The tasks to be directed by this committee shall include developing or obtaining house plans, soliciting appropriate professional construction services when needed, developing lists of needed building materials and assisting in obtaining these, developing a building schedule, coordinating volunteers, and supervising construction and maintenance instructions for all partner families.

(d) ReStore Committee

This committee shall act as a sounding board for the manager and staff to discuss general ReStore issues.

(e) Public Relations Committee

This committee shall assist with media releases, publicity, event marketing, website development and maintenance and social media.

ARTICLE VII GENERAL PROVISIONS

Section 7.1 Corporate seal

The corporate seal shall be in such form as the board of directors may from time to time determine.

Section 7.2 Fiscal year

This fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Section 7.3 Financial reports

The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors. In the discretion of the board of directors and subject to the requirements of any state laws, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.4 Corporate minutes and records

The corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and, if practical, a record of all actions taken by any committee of the board of directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by an individual, copies of: (i) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns); provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.5 Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 7.6 Checks and drafts

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors provided that any check, draft or other order for the payment of a non-budgeted amount in excess of five hundred dollars (\$500) shall require two (2) authorized signatures.

Section 7.7 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 the 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 Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time].

Section 7.8 No loans to or guaranties for directors

The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.9 Indemnification

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 extant 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 by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

ARTICLE VIII DISSOLUTION & WINDING UP

Section 8.1 Winding Up.

In the event that dissolution and/or winding up of Wyoming Valley Habitat for Humanity, Inc. is necessary, the Board shall oversee such process and ensure compliance with all relevant provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time and other applicable state and federal laws.

Section 8.2 Assets.

Upon dissolution of Wyoming Valley Habitat for Humanity, Inc., the assets of Wyoming Valley Habitat for Humanity, Inc. are permanently committed to a tax-exempt organization for purposes set forth in its Articles of Incorporation and Bylaws. In the event of dissolution, the assets, after payments of debt, will be, as determined by the board of directors, given, transferred, donated, or assigned to (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or (ii) any other organization(s) which itself has tax-exempt status under the Section 501(c)(3) of the Internal Revenue Code and whose mission is similar to the mission of Wyoming Valley Habitat for Humanity, Inc..

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Section 9.1 Amendments

These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The corporation shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) vote of the directors.

Adopted by the Board of Directors of _____ on the _ day of _____, 20__.

**Signed _____
(print or type in full name of Board Secretary)_____.**