

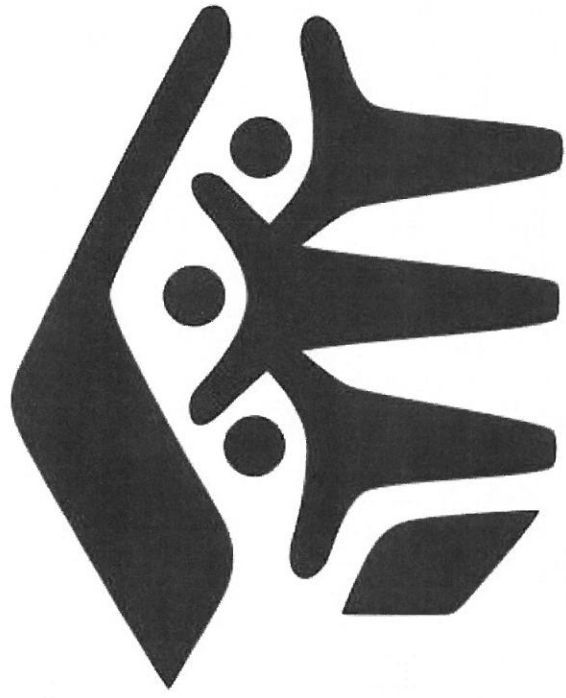
Habitat for Humanity of North Central CT
Board Meeting
June 6th 5:30-7:30pm

AGENDA

- Devotion and Introduction
- Budget Presentation and Vote-Cornelius (Accounting Department)
- Consent Agenda-Anne Hamilton
- Governance Update (Bylaws, Conflict of Interest)
- Work Groups Updates
 - Affordability-Anne Hamilton
 - ReStore-Monica Blanco
 - Serving More Families-Sharon Cheek
- Strategic Plan Update and Discussion
 - 35th Anniversary-April Hansley
 - Construction Sustainability Review-Kris McKelvie
 - Outreach and ABWK interest in Tolland County, Tracy Thomas
 - Volunteer Engagement for FY 2024-Ryan Gorecki
 - Development Engagement for FY 2024-Suzanne Feola
 - Tolland Overall Update, Jim Beland
- Executive Session

Habitat 2.0 and ReStore will be on the September agenda

BUDGET REVIEW AND VOTE



Habitat[®] for Humanity[®]

North Central Connecticut

Budget Report Package

Habitat for Humanity North Central Connecticut

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Fiscal Year 2024

Budget Narrative

The proposed budget includes the following:

- Begin construction of Hartford 6 (Barbour-duplex, Clark, Nelson, Westland and Capen) will start and complete in FY24.
- Begin infrastructure of Burnside 10- will begin in FY24 but will be spread through three fiscal years 24-26.
- Continued expansion into Tolland County focusing on Vernon, Tolland, Bolton and Somers for repairs and outreach.
- Continued operation of two ReStore in Bloomfield and Vernon
- Strategic goal to serve 50 families per year

Revenue and Development:

- HFHNCC will begin Fiscal Year 2024 with roughly two million (2M) in cash.
- ReStore Revenue projected to be 1.48M. No change in 2024 due to market changes and inflation.
- Development budget is roughly the same with only an increase for public money

	FY24	FY23
Business Donations	\$1,025,000	\$1,200,000
Foundation Grants	\$180,000	\$175,000
Faith Schools United Way & Other	\$45,000	\$40,000
Individual Donations	\$255,000	\$325,000
Special Events	\$275,000	\$0
Public Grants	\$1,500,000	\$750,000
Subtotal Total Donations & Grants	\$3,280,000	\$2,490,000

Home Closings	6	10
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- Tentatively approved mortgage sales to PeoplesBank for the Hartford 5 properties

Staff/Payroll

Three percent cost of living increase for all staff.

Positions are all filled except for one position in development (individual engagement)

Budget FYE 6/30/2024	Projected FYE 6/30/2023	Budget FYE 6/30/2023
Current Year Construction Hard Costs		
NEW HOMES SOLD		
1 Barbour		
2 Clark		
3 Nelson		
4 Capen		
5 Westland		
	\$707,000	\$1,512,533
		\$1,604,200
		1 Rainbow Rd
		2 Rainbow Rd
		3 Rainbow Rd
		4 Rainbow Rd
		4 315 Capitol
		5 69 Enfield
		5 152 Enfield
		6 Tryon Farms
		1 62 Vineland
REHABS SOLD		
RECYCLES SOLD		
		Recycle 1 T80
		Recycle 2 T80

[illegible]

BOOK PROFIT & LOSS

HOME SALES & MORTGAGES

Home Sales	1,500,000
Cost of Homes Sold	-810,000
Cost of Land	-10,000
Gain/Loss on Home Sales	680,000
Est. Mtge. Discounting on Current Year Sales	-450,000
Est. Imputed Interest on All Mortgages Held	380,000
Loss on Home Sales and Mortgages	610,000

DEVELOPMENT & OPERATIONS

Development	1,780,000
Public Grant Revenue	1,500,000
Department Expenses	-2,478,719
Development & Operations Net Income	801,281

RESTORE

ReStore Revenue	1,480,000
ReStore Expenses	-1,291,656
ReStore Net Income	188,344

Income /- Loss from Operations

Income /- Loss from Operations	1,599,625
Gain on Sale of Mortgages	262,500

NET BOOK INCOME \ -LOSS

1,862,125

	PROJECTED FYE 6/30/2023	BUDGET FYE 6/30/2023	
	1,325,037	1,905,000	
	-1,340,435	-1,401,200	
	-172,098	-203,000	
	-187,496	300,800	
	-254,080	-571,500	
	380,000	400,000	
	-61,576	129,300	
	1,942,159	1,740,000	
	0	750,000	
	-1,941,609	-2,199,154	
	550	290,846	
	1,328,284	1,480,000	
	-1,388,590	-1,268,738	
	-60,306	211,262	
	-121,332	631,408	
	241,300	149,100	
	119,968	780,508	

MORTGAGE SALES

2024	
1	300,000
2	300,000
3	300,000
4	300,000
5	300,000
	1,500,000
	x.70
	1,050,000

	BUDGET	PROJECTED	BUDGET
	FYE 6/30/2024	FYE 6/30/2023	FYE 6/30/2023
Development & Operations Net Income	801,281	15,570	661,192
ReStore Net Income	188,344	146,391	211,262
Non- Home & Mortgage Revenue	989,625	161,961	872,454
Current Year Construction Hard Costs	-707,000	-1,512,533	-1,604,200
Land & Rehab Acq. Cost & Other Capital Costs	-180,000	-411,000	-229,000
Mortgage Receipts from Homeowners	600,000	986,576	720,000
Loan Principal Payments	-90,000	-110,000	-120,000
Non- Cash Book Expenses (Depreciation)	118,774	111,876	118,774
	-258,226	-935,081	-1,114,426
Cash Flow from Operations	731,399	-773,120	-241,972
Mortgage Sales to CHFA/Other	1,050,000	872,200	525,000
Fiscal Year Cash Flow	1,781,399	99,080	283,028
Cash Beginning of Year	1,549,518	1,450,438	1,216,139
Projected End of Fiscal Year Cash Balance	3,330,917	1,549,518	1,499,167

1,761,486

CONSENT AGENDA

HABITAT FOR HUMANITY NORTH CENTRAL CONNECTICUT
MEETING OF THE BOARD OF DIRECTORS

FEBRUARY 7, 2023

IN PERSON

5:30 PM

PRESENT: BELOW, BATES, CHEEKS, FARQUHARSON, FLOYD, GUIDRY,
HAMILTON, HERNANDEZ, PALACIOS, SCHILKE

ABSENT: BLANCO, CARABASE, SYMONETTE

STAFF: MOODY,

Devotions were led by Ellen.

Karraine introduced Nikisha Farquharson and Wendy Palacios, the newly elected members of the board.

She also presented Jim Beland, the new chief operating officer, who has just joined us.

A motion to accept the Minutes was made and passed unanimously.

CEO's report:

1. Karraine reported that the golf tournament will be held July 21 at Hartford Golf Club, and board members are encouraged to serve on the committee. She is still looking for sponsors. This year, board members are invited to come by for drinks. She is hoping to organize a firepit to burn mortgages of our long-time owners. The tournament is organized around foursomes; it is difficult to play at the HGC if not a member, so the venue may attract players.
2. Development: Our goal this year is \$100,000. We are looking for more referrals to possible donors. There is media training available for anyone who would like help in making a pitch for Habitat.
3. Governance: By Law Amendments
4. **Jennifer moved and Don seconded a motion to amend the Section 6.5 language pertaining to the compensation of the CEO:**

The annual compensation review process of the CEO shall begin no later than the end of the first week of July after the fiscal calendar year end and be reviewed, voted on and approved by the date of the September Board of Directors meeting. The Board will meet in executive session to evaluate the Chief Executive Officer's performance based upon

the evaluation document and corresponding salary increase range as attached within the appendix of these bylaws. The terms of the employment of the Chief Executive Officer shall be independent of the performance evaluation process conducted annually.

The motion was approved unanimously.

5. Board Build Days:
Women Build: May 6- April 15 (Contribution is \$200)
October 14
6. Karraine is working with People's Bank to acquire our mortgages; it will pay 80 cents on the dollar for all eight properties, totaling \$1.8 million. We expect this to occur between April and June. Certificates of Occupancy are scheduled, Risley and South Glastonbury are expected to close in February, and the four Windsor properties and Cleveland Avenue in April, Burnside Ave. at the end of February, and Capitol Avenue on March 30. We will not close any more properties in 2023 but will be concentrating on building walls for East Hartford.

There will be a break in construction in June, and in July we hope to be building in EH and in Hartford.

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There is a concern that the appraised values of our houses have increased substantially: In Windsor, for example, the houses appraised at \$337,000; It cost \$200,000 to build them. (Eversource paid for the infrastructure.) This raises the possibility of our clients being priced out of the market. In the past, we could give first and second mortgages, the ability of the owners fit into a niche, and we could convey the property at the full appraisal amount. Now, we will need to grant second mortgages to maintain the ratio of income-to housing costs, or 29-30% of family income. We may have to change our model and shift to smaller houses or to condos.

Historically, condos can be affordable, but as the market goes up, condos are less valuable and they seem overpriced. We are faced with the challenge of how to manage this; there are no tax abatements available.

Should we go back to homeowners' associations, the way we did on South Marshall Street? (they were somewhere between single family housing and condos)

We have an obligation to maintain a presence in Hartford - either through new construction or rehabs.

Coming up:

Junior Achievement event to honor Karraine April 4 with the Spirit of Hope award.

We need to get working on our task forces:

1. Affordability: How to keep our houses affordable to the new buyers of our houses. Shared equity means a lower profit for the original buyers, but may be a better model.
2. Bloomfield ReStore purchase/lease: Mr. Gunderson, the owner, seems interested in selling. We invested \$800,000 in capital improvements, including \$200 in environmental, heating and windows. Should we buy it?
3. Serving More Families. How can we accomplish this?

A MOTION TO ADJOURN at 7:30 was made by Don, seconded by Jennifer. It passed unanimously.

Respectfully Submitted,

Anne M. Hamilton,
Board Secretary

HABITAT FOR HUMANITY NORTH CENTRAL CONNECTICUT

MEETING OF THE BOARD OF DIRECTORS

APRIL 7, 2023

IN PERSON

5:30 PM

PRESENT: BELOW, BATES, CHEEKS, FARQUHARSON, FLOYD, HAMILTON, HERNANDEZ, PALACIOS, SCHILKE, SYMONETTE

STAFF: MOODY,

Crystal led devotions.

Karraine recounted several significant events:

- Capitol Avenue veteran's rehab was completed, and a dedication held.
- Plans for the 35th Anniversary Celebration, to be held June 15, are underway. Invitations are being sent out. It will take place at our East Hartford site, rain or shine.
- Golf tournament: last year was our most successful event. All board members are urged to attend.
- Women Build: Starting the first week in May; it is fully subscribed.
- Board members should be receiving their "scoreboards" showing events they have attended and referrals they have made. Call April if there are any discrepancies.
- All board members are encouraged to make more referrals and increase their giving.
- The Anniversary celebration will include the burning of several mortgages which have been paid off.

A motion to accept the Minutes was made by Crystal and seconded by Don. The motion passed unanimously.

REPORTS:

1. Affordability task force:

Our families earn between \$38,000-\$40,000 to \$80,000. Most could not qualify for a conventional mortgage – the most expensive house they could buy would cost \$150,000, but our houses cost more than that. Fortunately, in Tolland, where prices/values are higher, the town is amenable to our building simpler, "starter homes."

2. ReStore: Our original 10-year lease is coming up for renewal in 2024, followed by two additional five-year lease renewals. There are environmental issues on the site – but we have also invested \$500,000 in renovating it. One significant issue is that the roof needs replacement.

The issue is should we renew the lease? The rent is \$6,700 per month. The owner has been very generous; the question is whether he will give us a good price if we want to buy it. So: the issue is: purchase at end of lease, or extend it.

3. How do we serve more families?
 - With Brush With Kindness
 - Through the financial literacy program, which can groom and prepare families for homeownership. We need to count these people among those we have helped.

We held an AIM meeting in Tolland to publicize the Brush with Kindness program and encourage word-of-mouth publicity. We can piggyback with other organizations, and we have to overcome the reluctance of people to let people into their houses to do the repairs.

Jim Beland, the CFO, has been reaching out to Tolland organizations and meeting with Senior Centers and religious groups in an effort to get our name known more widely.

CEO's Report:

Karraine reported that Habitat International is determined to move to a federation model, in which fund raising and budgets would be centralized: all our money would go to Georgia, and they would have budgetary control of our affiliate. International wants all affiliates to turn over their donor records for fund raising purposes. This would mean that we would be a part of HFHI and lose our autonomy. Karraine has joined with other Connecticut affiliates to oppose this; she declined to sign a second petition in opposition on the grounds that it was too assertive. The response from International is that they plan to defer the implementation of the federal model. About 15 states are objecting and Karraine predicts a confrontation over the issue.

A motion was made by Cheryl and seconded by Don to adopt the following resolution:

NOW, THEREFORE, BE IT RESOLVED THAT THE CHIEF EXECUTIVE OFFICER IS HEREBY AUTHORIZED TO TAKE ALL PRUDENT AND NECESSARY STEPS TO HAVE AN APPLICATION SUBMITTED TO CHFA UNDER ITS HOUSING TAX CONTRIBUTION PROGRAM FOR 2023.

The resolution was unanimously adopted, and the secretary signed a certification to that effect.

A motion was made by Steve and seconded by Ellen to go into Executive Session at 7:20. The motion was unanimously approved.

A motion was made by Steve and seconded by Ellen to leave Executive Session at 7:35. It was unanimously approved.

Respectfully submitted,

Anne M. Hamilton

MINUTES OF THE MEETING OF THE EXECUTIVE COMMITTEE
HABITAT FOR HUMANITY NORTH CENTRAL CONNECTICUT

MAY 16,2023

9 AM BY ZOOM

PRESENT: Below, Floyd, Hamilton, Hernandez

STAFF: MOODY

Karraine reported that all plans have been made for the 35th Anniversary Celebration on June 15. The lot is being cleared and gravel added for parking. In case of rain, Goodwin College is available. There will be live music. Sally, the event planner who helped with the 25th Anniversary, is helping again, along with April and Amber.

Staff changes: Janae, from Family Services, has completed college and has accepted another position.

After a discussion of the budget proposed for FY 2023-2024 during the Finance Committee meeting proceeding this meeting, a motion was made and passed to accept the proposal.

Ellen moved to accept the proposed budget and recommend it to the full board. Anne seconded the motion, which passed unanimously.

Respectfully submitted,

Anne M. Hamilton

Board Secretary

BYLAW AMENDMENT

HABITAT FOR HUMANITY OF NORTH CENTRAL CONNECTICUT, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I

General

These Amended and Restated Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the "***Certificate of Incorporation***") of Habitat for Humanity of North Central Connecticut, (the "***Corporation***").

ARTICLE II

Offices

The principal office of the Corporation shall be located within the State of Connecticut, at such place as the Board of Directors shall from time to time designate.

ARTICLE III

Membership

Section 3.1. ***Members.*** The Corporation shall have no members and the Corporation shall operate under the management of its Board of Directors.

ARTICLE IV

Board of Directors

Section 4.1. ***Power of Board and Qualification of Directors.*** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. A Director need not be a resident of the State of Connecticut.

Section 4.2. ***Number of Directors.*** The number of Directors constituting the entire Board of Directors shall be not fewer than twelve (12) nor more than twenty five (25). The number of Directors constituting the Board of Directors shall be the number prescribed by the Directors within the foregoing range. The number of Directors may be increased or decreased by action of the Board of Directors.

Section 4.3. ***Election and Term of Directors.*** As provided in the Certificate of Incorporation, the Directors, shall be divided into three classes as evenly as possible to establish a staggered Board. At each annual meeting of the Board of Directors, Board of Directors, Board of Directors shall elect Directors as follows:

The Directors of the Corporation shall be classified, as to their term of office, into three (3) classes, as nearly equal in number as possible, designated, "Class I", "Class II" and "Class III", so that the term of office of one class of Directors shall expire each year. At each annual meeting of the Board of Directors of the Corporation successors to the class of Directors whose terms of office expire at such annual meeting shall be elected to hold office for a term of three (3) years and until their successors shall be elected and shall qualify. If the number of Directors is changed by the Board of Directors in accordance with the Bylaws, any increase or decrease shall be apportioned among the classes of Directors so as to maintain the number of Directors in each class of Directors as nearly equal as possible.

No Director shall serve more than three (3) consecutive three (3) year terms, unless he or she has had an intervening year in which he or she was not a Director.

Section 4.4 **Removal of Directors.** Except as may otherwise be provided in the Certificate of Incorporation any one or more of the Directors may be removed with or without cause at any time by action of two-thirds (2/3) vote of the Board of Directors of the Corporation. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 4.5. **Resignation.** Any Director may resign at any time by delivering written notice to the Board of Directors, its President, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.6. **Newly-Created Directorships and Vacancies.** Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by (i) the Board of Directors or (ii) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the annual meeting at which this or her predecessor's term would have expired.

Section 4.7. **Meeting of Board of Directors.** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. Special meetings of the Board of Directors may be called at any time by the President, or the majority of the Directors.

Regular and special meetings of the Board of Directors may be held at any place in or out of the State of Connecticut. Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in the written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A Director may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.8. ***Quorum of Directors and Voting.*** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the number of Directors prescribed in accordance with Section 4.2 shall constitute a quorum and, except as otherwise provide by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 4.9 ***Action without a Meeting.*** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Directors consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors. Voting by proxy is not permitted.

Section 4.10. ***Meetings by Conference Telephone.*** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.11. ***Compensation of Directors.*** The Corporation shall not pay any compensation to Directors other than to the President and Chief Executive Officer, who is an ex officio member of the Board for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board.

ARTICLE V

Committees

Section 5.1 ***Committees.*** The Board of Directors by resolution may designate from among its Board members one or more committees. The creation of a committee and the appointment of Directors to it shall be approved by the greater of (a) majority of all the Directors in office when the action is taken or (b) the number of Directors required by Section 4.7 to take action. Each committee shall have two or more members. A majority of the members of any such committee shall constitute a quorum, except when a committee consists of two members, then one member shall constitute a quorum. Any such committee shall have and may exercise the powers of the Board of Directors in the management of the business, property and affairs of the Corporation, as shall be provided by these bylaws or in the resolution of the Board constituting the committee, to the maximum extent permitted by law. All committees shall keep records of their acts and proceedings and report the same to the Board of Directors as and when required. The Board of Directors may appoint one or more directors as alternate directors of any committee to replace any absent or disqualified director during the directors absence or disqualification.

Section 5.2. ***Committee Rules*** Sections 4.7, 4.8, 4.9 and 4.10 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 5.3. ***Service on Committees.*** Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

Section 5.4. ***Executive Committee.*** The Board of Directors shall have an Executive Committee consisting of the person serving as President, Vice President, Secretary and Treasurer of the Corporation and the person serving as the Board President and Chief Executive Officer of Hartford Area Habitat of Humanity, Inc. the appointment of whom shall be approved in accordance with Section 5.1 of this Article V. A majority of the members of the Executive Committee shall constitute a quorum. Any vacancy on the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall exercise all powers of the Board of Directors between the meetings of said Board except as otherwise provided in the Certificate of Incorporation of the Corporation, these bylaws or the Connecticut Revised Nonstock Corporation Act. The vote of a majority of members present at a meeting at which a quorum is present shall be the act of the Executive Committee. Regular meetings of the Executive Committee shall be held without notice at such time and place as may be determined from time to time by resolution of the Executive Committee. Special meetings of the Executive Committee may be called at any time upon at least two days' notice of the date, time and place of the meeting, by the President or by any two members of the Executive Committee.

Section 5.5 ***Audit Committee.*** The Board of Directors, at its annual meeting, shall designate an Audit Committee, which shall consist of three or more directors. The responsibilities of the Audit Committee shall be stated in the committee's charter, as approved by the Board of Directors.

Section 5.6 ***Governance Committee.*** The Board of Directors, at its annual meeting, shall designate a Governance Committee, which shall consist of three or more directors. The responsibilities of the Nomination and Governance Committee shall be stated in the committee's charter, as approved by the Board of Directors.

Section 5.7 ***Finance Committee.*** The Board of Directors, at its annual meeting, shall designate a Finance Committee, which shall consist of three or more directors. The responsibilities of the Nomination and Governance Committee shall be stated in the committee's charter, as approved by the Board of Directors.

ARTICLE V

Officers, Agents and Employees

Section 6.1 ***Officers; Eligibility.*** The Board of Directors shall elect a President and Vice President, Secretary, Treasurer, and such other officers as determined by the Board of Directors. Any officer may serve simultaneously as a Director of the Corporation. An officer duly authorized by the Board of Directors may appoint one or more officers.

Section 6.2 ***Term of Office and Removal.*** Each officer shall hold office for the term for which her or she is appointed and until his or her successor has been appointed and qualified. All officers (unless appointed by another duly appointed officer) shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Directors or by the appointing officer at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 6.3 ***Resignation.*** Any officer may resign at any time by delivering written notice to a Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, its Chairman (if any), or the Secretary of the Corporation.

Section 6.4 ***Powers and Duties of Officers.***

- A. The President shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of The President and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law. In general, the President shall consult with and advise the President and Chief Executive Officer, if any, with respect to the achievement of the mission of the Corporation. If there is no President and Chief Executive Officer, the President shall assume the duties of the President and Chief Executive Officer, The President, shall be an ex-officio member of all committees.
- B. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Board of Directors shall determine which of them shall so perform the duties such other powers as the Board of Directors may from time to time prescribe by standing or special resolution or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. Secretary. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

- D. **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 6.5 ***President and Chief Executive Officer.*** The President and Chief Executive Officer shall serve at the pleasure of the Board of Directors. The President and Chief Executive Officer shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The President and Chief Executive Officer shall be an ex-officio member of all committees. The President and Chief Executive Officer shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the President and Chief Executive Officer shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law. The annual compensation review process of the CEO shall begin no later than the end of the first week of July after the fiscal calendar year end and be reviewed, voted and approved by the date of the September Board of Directors meeting. The Board will meet in executive session to evaluate the Chief Executive Officer's performance based upon the evaluation document and corresponding salary increase range as attached within the appendix of these bylaws. The terms of the employment of the Chief Executive Officer shall be independent of the performance evaluation process conducted annually. If there is no President and Chief Executive Officer, pursuant with the Emergency Succession Plan, the Acting President and Chief Executive Officer, shall assume the duties, but not the compensation, of the President and Chief Executive Officer.

Section 6.6 ***Agents and Employees.*** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.7 ***Compensation of Officers, Agents and Employees.*** The Corporation may pay compensation in reasonable amounts to officers, agents and employees for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined.

The Board may require efforts, agents or employees to give security for the faithful performance of their duties.

ARTICLE VII

Director's Conflicting Interest Transactions

Section 7.1 ***Policy.*** The Corporation shall adopt policies and procedures to assure that any potential "Directors' Conflicting Interest Transactions," as that term is defined in Section 33-1127 of the Connecticut General Statutes or any potential "Express Benefit Transaction" involving a "Disqualified Person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after Sections 33-1129 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service. The procedures shall prohibit violation of the above state and federal statutes and regulations.

Section 7.2 ***Disclosure; Annual Review of Policy.*** The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their appointment, each Director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office, and copies shall be distributed to all Board members for their reference. These statements shall be updated annually and any additions or other charges shall be made by the Director or officer in writing as they occur.

ARTICLE VIII

Indemnification

Section 8.1. ***Indemnification.*** To the fullest extent permitted by law, the Corporation shall indemnify any current or former Director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any current or former employee or agent of the Corporation against all liabilities, expenses, judgments, fines and amounts paid in settlement, actually and reasonable incurred by

such individual, in connection with any threatened pending or completed action, suit or proceeding brought by or in the right of the Corporation or otherwise, to which such individual was or is a party or is threatened to be made a party by reason of such individual's current or former position with the Corporation or by reason of the fact that such individual is or was serving, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity. Notwithstanding anything in the preceding sentence to the contrary, the Corporation shall be required to indemnify a Director, officer or employee in connection with a proceeding commenced by such Director, officer or employee only if (i) the commencement of such proceeding by the Director, officer or employee was authorized by the Board of Directors or (ii) such proceeding was brought to establish or enforce a right of indemnification under the Certificate of Incorporation or the bylaws of the Corporation. Any lawful repeal or modification of this Article, or the adoption of any provision inconsistent herewith by the Board of Directors of the Corporation shall not, with respect to a person who is or was a Director, officer or employee of the Corporation, adversely affect the indemnification or advance of expenses to such person for any liability stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 8.2. **Advance of Expenses.** The Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a current or former Director or officer of the Corporation who is or was a party to a proceeding because the individual is or was a director or officer, if the individual delivers to the Corporation: (i) a written affirmation of the individual's good faith belief that the individual has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated under a provision of the Corporation's Certificate of Incorporation; and (ii) the individual's written undertaking to repay any funds advanced if the individual is not entitled to mandatory indemnification under the CRNSCA and it is ultimately determined that the individual has not met the relevant standard of conduct required by the Corporation's Certificate of Incorporation or by the CRNSCA. The Corporation, in its discretion, may advance funds to any current or former employee or agent of the Corporation upon such terms and conditions as the Board of Directors deems appropriate. Notwithstanding anything in the preceding sentences in this Section 2 to the contrary, the Corporation shall be required to advance expenses to a Director, officer, employee or agent in connection with a proceeding commenced by such individual only if (i) the commencement of such proceeding by the individual was authorized by the Board of Directors or (ii) such proceeding was brought to establish or enforce a right of indemnification under the Certificate of Incorporation or the bylaws of the Corporation. Any lawful repeal or modification of this Section or the adoption of any provision inconsistent herewith by the Board of Directors shall not, with respect to a person who is or was a Director, officer, employee or agent of the Corporation adversely affect the indemnification or advance of expenses to such person for any liability

stemming from acts or omissions occurring prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 8.3. **Notice; Selection of Counsel.** In the event that any Director, officer, employee or agent demands indemnification hereunder as a result of any proceeding, the individual shall provide the Corporation with notice of such proceeding and shall make available to the Corporation all information in the individual's possession that reasonably relates to such proceeding. The Corporation shall have the right, but not the obligation, to control the defense of the Director, officer, employee or agent for whom the Corporation advances expenses in connection with such proceeding and by counsel acceptable to the Corporation. In the event that the Corporation shall elect to exercise such right to control such defense, the individual shall have the right to participate in such defense through counsel of the individual's choice at the individual's sole expense. No proceeding shall be settled or compromised by the individual without the consent of the Corporation.

ARTICLE IX

Miscellaneous

Section 9.1. **Fiscal Year.** The fiscal year of the Corporation shall be from July 1 to June 30.

Section 9.2. **Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3. **Books and Records.** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their business addresses. The books of the Corporation shall be maintained in accordance with generally accepted accounting principles on an accrual bases and the Corporation's financial statements shall be audited each fiscal year. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.4. **Funds.** The funds of the Corporation shall be deposited in such banks or trust companies as the Board shall designate and shall be withdrawn only upon check or order of the Treasurer or as the Treasurer may designate from time to time, the President and Chief Executive Officer, or another officer of the Corporation. Any check

in excess of \$750.00 shall require the signature of the Treasurer or the President and Chief Executive Officer, and another officer of the Corporation.

Section 9.5. ***Amendments to Bylaws.*** Subject to the notice requirement of Section 3.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, provided that notice of such amendment was mailed to the Board members at least two days prior to the date of the meeting.

Section 9.6. ***References.*** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended.

To the Board of Directors:

The attached copy of a resolution passed by the Board of Directors deals with Habitat for Humanity North Central Connecticut, Inc. policy on conflicts of interest and ethics. As a matter of practice we require the statements to be filed annually. Please become familiar with the policy and respond to the statement below. If your response is negative, please separately describe each exception resulting in your negative response.

I have read and understand the Board resolution dealing with the Habitat for Humanity North Central Connecticut, Inc's policy on conflicts of interest and ethics. To the best of my knowledge and belief:

A. I am in compliance with such policy

Signature

Printed Name

Date

B. I am not in compliance with such policy (explanation attached)

Signature

Printed Name

Date

Please return to:

Karraine V. Moody
Chief Executive Officer
Habitat for Humanity North Central Connecticut, Inc.
P.O. Box 1933
Hartford, CT 06144-1933

CONFLICT OF INTEREST & ETHICS POLICY

RESOLVED: That the Board of Directors of Habitat for Humanity North Central Connecticut, Inc. hereby assigns to the Audit Committee the following duties and responsibilities in the area of Conflict of Interest and Ethics:

1. To implement the long-standing policy of Habitat for Humanity North Central Connecticut, Inc.

That the board members and other employees of the organization should avoid any situation which does or may involve a conflict between their personal interest and the interest of Habitat for Humanity North Central Connecticut, Inc.; and

That it is in the best interest of Habitat for Humanity North Central Connecticut, Inc. that continuing efforts be made to determine whether any such conflicts of interest do now, or might in the future, exist and, if so, to see that the conflicts are eliminated and/ or that the interest of Habitat for Humanity North Central Connecticut, Inc. are properly protected; and

That all board members and other employees of Habitat for Humanity North Central Connecticut, Inc. should be alert and diligent to avoid situations or transactions involving conflicts of interest, and where such conflicts of interest do exist, to report the same to Habitat for Humanity North Central Connecticut, Inc. to the end that the interest of Habitat for Humanity North Central Connecticut, Inc. may be properly protected; and

That such board members and other employees of Habitat for Humanity North Central Connecticut, Inc. should bear in mind that counsel has advised the Board that a "conflict of interest" might exist in any situation in which the individual may be in position to use his position with Habitat for Humanity North Central Connecticut, Inc. for personal gain to the possible detriment of Habitat for Humanity North Central Connecticut, Inc., whether or not detriment to Habitat for Humanity North Central Connecticut, Inc. actually results;

2. To cause the Chief Executive Officer of Habitat for Humanity North Central Connecticut, Inc., at least annually, to transmit to all board members and such other employees as may be designated by the Board President, a letter which shall confirm in all respects to the intent of this resolution, inquiring whether any such board members, officers or other employees are involved in conflict of interest situations or transactions;
3. To cause all such board members, and other employees promptly to report to the Chief Executive Officer of Habitat for Humanity North Central Connecticut, Inc. any situation presently existing, or which shall in the future exist, which might involve a conflict of interest as above defined; and to cause the Chief Executive Officer of Habitat for Humanity North Central Connecticut, Inc. promptly to transmit all such conflict of interest which may be reported to it, and in any case which shall be deemed appropriate by the committee, report the matter to the Board which will review such report and vote on the action that should be taken in the absence of any board member who may be implicated in such alleged conflict of interest.

HABITAT FOR HUMANITY OF NORTH CENTRAL CONNECTICUT

Current Board Members:	Joined	End of Term	Class Term
Jesse Carabase Joined in 2014	2014	2023	I
David Symonette Joined in 2014	2014	2023	I
Anne Hamilton Joined in 2015	2015	2024	II
Steven Hernandez Joined in 2015	2015	2024	II
Crystal Floyd Joined in 12/2018	2018	2027	III
Sharon Cheeks Joined in 12/2018	2018	2027	III
Ellen Below Joined in 2020	2020	2029	IV
Donald Bates Joined in 2020	2020	2029	IV
Jennifer Guidry Joined in 2020	2020	2029	IV
Monica Blanco Joined in 2021	2021	2030	V
Daniel Schilke Joined in 2021	2021	2030	V
Wendy Palacios; Joined 2023	2023	2032	VI
Nakisha Farquarson Joined 2023	2023	2032	VI

STRATEGIC PLAN

Performance Metrics

OUTCOME PRIORITIES

PERFORMANCE MEASURES

Strategic Theme 1: Build Community Impact

TARGETS

Increased and sustained affordable homeownership in prioritized neighborhoods, in alignment with the HPH Housing Program Guiding Principles.

	Year 1: July 1, 2021 - June 30, 2022	Year 2: July 1, 2022 - June 30, 2023	Year 3: July 1, 2023 - June 30, 2024	3 Year Targets
# Homes Completed (new, rehab, recycle)	8	8	10	26
# Critical Home Repair	8	10	10	28
# A Brush with Kindness	14	15	20	49
# Individuals Completing 1+ elective FFC	15	20	20	55
Total Families Served	45	53	60	158
% Surveyed Households reporting Habitat has improved their quality of life. Next survey in 2023.		100%		100%

Strategic Theme 2: Build Sector Impact

All Habitat stakeholders are meaningfully engaged in support of Habitat's programs and activities.

	Quarterly accountability in board meetings	Quarterly accountability in board meetings	Quarterly accountability in board meetings	
Green building and Sustainability.				
	80% Energy star rated homes, repairs, rehabs	80% Energy star rated homes, repairs, rehabs	80% Energy star rated homes, repairs, rehabs	80% Energy star rated homes, repairs, rehabs
	Establish paper use and recycling baseline	20% reduction of paper, 20% increase in recycling from Year 1	20% reduction of paper, 20% increase in recycling from Year 2	36% reduction in paper and 36% increase in recycling from 2022
	Service % increase year over year	Service % increase year over year	Service % increase year over year	
Partner with other community based organizations to support affordable housing.				

Performance Metrics (continued)

OUTCOME PRIORITIES

Strategic Theme 3: Build Societal Impact

PERFORMANCE MEASURES

TARGETS

01 Habitat homeowners are engaged in the civic life of their communities.

% Habitat households with 1+ active Habitat Ambassador. Ambassadors attend non-Habitat events and serve as a voice for civic engagement.

Year 1:
July 1, 2021 -
June 30, 2022

Year 2:
July 1, 2022 -
June 30, 2023

Year 3:
July 1, 2023 -
June 30, 2024

3 Year
Targets

02 Habitat serves as a leading voice in growing awareness of housing as a critical foundation for breaking the cycle of poverty.

Relevant housing coalitions, campaigns, and conversations (as determined by the Staff and Board) with Habitat representation.

YOY % Increase

YOY % Increase

YOY % Increase

Mobilize volunteers as hearts, hands and voices for the cause of adequate, affordable housing

Learning Journey to MA Affordable Housing Alliance and establish plan.

First session of Habitat homeowners with CT legislators

Year over year increase

Strategic Theme 4: Build A Sustainable Organization

03 Affiliate activities are monitored to support continuous improvement.

Execution on the Board Governance Checklist.

Execution on the Board Accountability Dashboard

Departments and activities meeting annual goals. The meeting (or exceeding) of budgetary and other financial goals.

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

Quarterly accountability in board meetings

04 Affiliates Revenue Development Plan supports strategic priorities.

The adherence to the Habitat Best Practices and Annual Policy Review - Next one due in 2023
The execution of the 2021-2024 Resource Development Plan that includes approaches, measures, and targets tailored to specific stakeholder groups

100% Adherence

100% Adherence

100% Adherence

100% Adherence

100% Adherence

Board of Directors Goal

Board Referrals

Board Development Activity

Individual Board Member Giving

Capital Campaign 2021-2026

Restore net income (Bloomfield)

Restore net margin (Bloomfield)

\$2,025 M

\$100,000

Minimum 1

100% at 1 or above

3% Increase YOY

TBD

211,000

17.60%

\$2.3M

\$115,000

Minimum 1

100% at 1 or above

3% Increase YOY

TBD

217,800

18%

\$2.6M

\$130,000

Minimum 1

100% at 1 or above

3% Increase YOY

TBD

233,700

19%

\$6,925,000

\$345,000

Minimum 3

100% at 1 or above

100% at 1 or above

9.3% increase over 3 Yrs.

\$5M total by 2026

662,500

18%

HARTFORD AREA HABITAT FOR HUMANITY

STRATEGIC VISION 2021-2024