

HABITAT FOR HUMANITY OF NORTH CENTRAL CONNECTICUT, INC.

AMENDED AND RESTATED BYLAWS

2023 Revision

ARTICLE I

General

These Amended and Restated Bylaws ("***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, Inc. (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 (the "***Board***") 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. 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.

Section 4.3. ***Election and Term of Directors.*** As provided in the Certificate of Incorporation, the Directors, shall be divided into three (3) classes as evenly as possible to establish a staggered Board. At each annual meeting of the Board, the Board 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 Director 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 possible.

No Director shall serve more than three (3) consecutive three (3) year terms, unless they have had an intervening year in which they were not a Director.

Section 4.4 ***Removal of Directors.*** Except as may otherwise be provided in the Certificate of Incorporation any one (1) 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 their 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 States 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, or other form of wireless communication, or by mail 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 them of the meeting unless at the beginning of such meeting, or promptly upon their 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 (1) 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 (1) 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 Director's 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 (1) or more members of the Board 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 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 by resolution may designate from amongst its Board members one (1) 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 (2) or more members. A majority of the members of any such committee shall constitute a quorum, except when a committee consists of two (2) members, then one (1) 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 may appoint one (1) or more Directors as alternate directors of any committee to replace any absent or disqualified Director during the Director's 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 ("***CRNSCA***").

Section 5.4 ***Executive Committee.*** The Board of Directors shall have an Executive Committee consisting of the persons serving as President, Vice President, Secretary and Treasurer of the Corporation and the persons serving as the Board President and Chief Executive Officer of Habitat of Humanity of North Central Connecticut, 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 CRNSCA. 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 (2) days' notice of the date, time and place of the meeting, by the President or by any two (2) members of the Executive Committee.

Section 5.5 ***Audit Committee.*** At the discretion of the Board of Directors, at its annual meeting, may designate an Audit Committee, which shall consist of three (3) or more Directors and including but not limited to outside audit firm representatives and other participants that may be deemed necessary.

Section 5.6 ***Governance Committee.*** The Board, at its annual meeting, shall designate a Governance Committee, which shall consist of three (3) 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 (3) or more Directors. The responsibilities of the Nomination and Governance Committee shall be stated in the committee's charter, as approved by the Board.

ARTICLE VI

Officers, Agents and Employees

Section 6.1 ***Officers; Eligibility.*** The Board shall elect a President and Vice President, Secretary, Treasurer, and such other officers as determined by the Board. 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 they are appointed and until their 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 or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board 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, its Chairman (if any), or the Secretary of the Corporation.

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

- A. President. 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 them, or specifically required to be performed by them, by these Bylaws, by the Board of Directors or by law. In general, the President shall consult with and advise the Chief Executive Officer, if any, with respect to the achievement of the mission of the Corporation. If there is no Chief Executive Officer, the President shall assume the duties of the 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 their 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 and such other powers as the Board 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.
- C. Secretary. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board 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 they shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by their signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by their signature.
- D. Treasurer. The Treasurer will offer guidance to ensure fiscal planning, decision-making, and oversight at a governance level. Their principal duties are to: assist in the analysis of the annual budget and its presentation to the board for review;

ensure that the appropriate monthly or quarterly financial statements are reviewed by the Finance Committee and presented to the board; ensure that the board regularly monitors the organization's financial performance and alerts it to any important discrepancies between planned and actual figures; ensure that the organization maintains the appropriate financial books and records and that these are accurate and up-to-date; ensure that government tax filings and remittances are submitted on a timely basis; meet with the external auditor annually, or more often if needed. They 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 **Chief Executive Officer.** The Chief Executive Officer shall serve at the pleasure of the Board. The Chief Executive Officer shall have general supervision over the business of the Corporation, subject to the control of the Board. The Chief Executive Officer shall be an ex-officio member of all committees. The Chief Executive Officer shall see that all orders and resolutions of the Board are carried into effect. In general, the Chief Executive Officer shall perform other duties as may from time to time be assigned to them, or specifically required to be performed by them, by these Bylaws, by the Board or by law. The annual compensation review process of the Chief Executive Officer 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 employment of the Chief Executive Officer shall be independent of the performance evaluation process conducted annually. If there is no Chief Executive Officer, pursuant to the Emergency Succession Plan, the Acting Chief Executive Officer, shall assume the duties, but not the compensation, of the Chief Executive Officer.

Section 6.6 **Agents and Employees.** The Board 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 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 has 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, indemnify any current or former employee or agent of the Corporation against all liabilities, expenses, judgments, fines and amounts paid in settlement, actually and reasonably 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 deems appropriate. Notwithstanding anything in the preceding sentences in this Section 8.2 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 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 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 Chief Executive Officer, and another officer of the Corporation.

Section 9.5. **Amendments to Bylaws, severability and waiver.** Subject to the notice requirement of Section 4.7, 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 (2) days prior to the date of the meeting. The invalidity of any provision of these bylaws does not affect the validity of the remaining provisions, and for this purpose these bylaws are severable. The members of the Board may waive the two (2) days' notice or the operation of any other provision of these bylaws by unanimous consent if that action is not prohibited by law.

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.

Adopted by the Board of Directors _____ this day of ____ 2023.