

## The Official Bylaws of



### ARTICLE I - NAME, PURPOSE & CONSTRAINTS

**Section 1:** The name of the organization shall be **Bahamas Habitat**.

**Section 2:** **Bahamas Habitat** is organized as a nonprofit charitable organization, exclusively for charitable, scientific and educational purposes including the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

**Section 3: Building Sustainable Communities through Partnership:** *Bahamas Habitat's purpose is to promote and development nonsectarian "servant leaders" with a global world view through supporting the work of Bahamas Methodist Habitat, an outreach program of the Bahamas Conference of The Methodist Church, by providing educational, economic, community, and spiritual development programs that improves the lives of Bahamians.*

**Section 4:** Barring Lobbying. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE II – MEMBERSHIP

**Section 1:** There shall be no Members or Membership for Bahamas Habitat's board of directors or the organization as a whole.

### ARTICLE III - ANNUAL MEETING

**Section 1:** Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 2:** Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

**Section 3:** Notice. Notice of each meeting shall be given to each voting member, by electronic or postal mail, not less than two weeks before the meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1:** Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the corporation, and delegate responsibility for day-to-day operations to the President/Executive Director and committees. The Board shall have up to 25 and not fewer than 15 members. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, 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 purposes set forth in these articles of incorporation. The board members will receive no compensation other than for reasonable expenses.

**Section 2:** Meetings. The Board shall meet at least twice a year, at an agreed upon time and place.

**Section 3:** Board Elections. Election of new directors or election of current directors to successive terms will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4:** Nomination and Confirmation. Bahamas Habitat will solicit nominations for election to its Board of Directors from the Board of Directors of Bahamas Methodist Habitat or its successor organization. As a courtesy, those elected to serve on the Bahamas Habitat Board of Directors shall be confirmed by the Board of Directors of the Bahamas Methodist Habitat upon their election.

**Section 5:** Terms. All Board members shall serve 2 year terms, but are eligible for re-election.

**Section 6:** Quorum. A quorum must be attended by at least 50 percent of the Board members before business can be transacted or motions made or passed.

**Section 7:** Notice. An official Board meeting requires that each Board member have written notice, by electronic or postal mail, two weeks in advance.

**Section 8.** Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary, and Treasurer. Their duties are as follows:

(a) The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

(b) The Vice-Chair will chair committees on special subjects as designated by the board.

(c) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out

meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained. As Secretary he/she shall make a report at each Board meeting.

(d) The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 8:** Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 9:** Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10:** Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

## **ARTICLE V - COMMITTEES**

**Section 1:** Committee Creation: The Board may create committees as needed. The Board Chair appoints all committee chairs.

**Section 2:** Executive Committee. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3:** Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

## **ARTICLE VI – EMPLOYEES & CONTRACTORS**

**Section 1:** Employees & Contractors. The Executive Committee may appoint permanent employee(s) or contract with external organizations or individual to manage the

corporations to day-to-day operations, coordinate and oversee programs and/or projects, contract and/or hire other permanent or contract employees, assist the Board in fulfilling the organization's mission (Article I, Section 2), and any other reasonable and expected duties designated by the Board.

**Section 2:** Authority to Contract. The Chairperson shall have the authority to negotiate and approve contracts for services with vendors, partners, and/or contract service providers on behalf of the corporation. He/she shall provide the Treasurer with copies of all contracts and report to the Board of Directors on their contents and results at each meeting of the board.

**Section 3:** Employees & Compensation. The Chairperson shall consult with the Board of Directors in the hiring and fixing of compensation of any and all employees or contract providers which he/she in their discretion may determine to be necessary for the conduct of the business of the organization.

### ARTICLE VII- AMENDMENTS

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.


### ARTICLE VIII – DISTRIBUTION UPON DISSOLUTION

**Section 1:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes.

**Section 2:** Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

These Bylaws were approved at a meeting of the Board of Directors of Bahamas Habitat on July 31, 2007.

Acknowledgement of Approval:

	7/31/07		7/31/07
_____ President	_____ Date	_____ Secretary	_____ Date