Sample Bylaws

BYLAWS

The Fuller Center for Housing, Inc. of _____

[Date]

PREAMBLE

The Fuller Center for Housing of _____, Inc., a Covenant Partner of The Fuller Center for Housing, Inc., is a nonprofit organization, faith driven and Christ centered, with the specific mission of addressing issues of substandard housing for God's people in need within its service area through the construction of new houses and/or the rehabilitation of existing houses.

ARTICLE I - NAME, FORM AND PURPOSES

Section 1.1 Name. The name of the organization is The Fuller Center for Housing of _____, Inc. (the corporation).

Section 1.2 Status. The corporation is organized as a nonprofit corporation under the [*State*] Nonprofit Corporation Act (the act) and as a tax exempt supporting organization under Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the code). The corporation is a public benefit corporation and shall have perpetual existence.

Section 1.3 Members. The Corporation shall have no members.

Section 1.4 Purposes. The purposes for which the corporation is organized are as follows:

(a) To witness to and implement the Gospel of Jesus Christ in [*State*] and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat for economically disadvantaged people; and

(b) To communicate the Gospel of Jesus Christ by means of the spoken and written word and loving acts; and

(c) To support The Fuller Center for Housing, Inc., its Covenant Partners, and other charitable organizations which are working to develop a better human habitat for economically disadvantaged people; and

(d) To receive, maintain, and accept as assets of the corporation any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm trust, or corporation, and be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of the Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" for any purposes other then the "charitable purposes" which would jeopardize the status of the Corporation, an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the [*State*] Nonprofit Corporation Code;

ARTICLE II OFFICES

Section 2.1 Principal and Other Offices. The principal office of the corporation shall be located in [*City, State*], at the address designated in the most recent annual report filed with the [*State*] Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII. The corporation may have other offices at such other places within the State of [*State*] or elsewhere as the board from time to time may determine, or as the affairs of the corporation may require.

Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of [*State*] may, but need not be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

ARTICLE III - BOARD OF DIRECTORS (THE BOARD)

Section 3.1 General Powers and Authority of the Board of Directors. All corporate powers shall be exercised by the board or under its authority, and the affairs of the corporation shall be managed under its direction.

Section 3.2 Number and Term.

(a) Number. The number of members of the board of the corporation shall not be fewer than three nor more than twenty.

(b) Term. A member of the board shall serve for until such time as he or she resigns from the board or is removed as described in Section 3.6.

Section 3.3 Election of Directors. Members of the board shall be elected, appointed or otherwise designated by a majority vote of the board.

Section 3.4 Resignation of Directors. A director may resign by delivering written notice to the board, president or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later date.

Section 3.5 Removal of Directors. A director may be removed without cause by the vote of two-thirds of the directors then in office.

Section 3.6 Vacancies. If a vacancy occurs on the board, the vacancy will be filled by the board.

Section 3.7 Compensation. Directors shall not be compensated for their services as members of the board.

ARTICLE IV - MEETINGS OF DIRECTORS

Sect**ion 4.1 Meetings.** All meetings of the board shall be held in [*State*] at such a place as the board may determine or outside of [*State*] with the unanimous approval of the board.

(a) Annual Meeting The annual meeting of the board, for the purpose of electing officers, approving a budget and transacting other business, shall be held on the Saturday on or next after the 15th day of April of each year, or at such other time as the board may determine.

(b) Regular Meetings Regular meetings of the board shall be at such times as the board may determine, but at least twice annually.

(c) Special Meetings Special meetings of the board may be called by or at the request of the president or one-third of the directors then in office.

Section 4.2 Notice of Meetings. Annual and regular meetings of the board must be preceded by at least two weeks written notice to each director of the date, time and place but not necessarily of the agenda for the meeting. Meeting agendas, including the minutes, will be sent to each director not less than two days before each annual and regular meeting.

Special meetings of the board must be preceded by at least one week's notice of the date, time, place and agenda for the meeting. Such notice may be given by any usual means of communication and may be oral or written.

Section 4.3 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law or these bylaws objects to lack of notice and does not hereafter vote for or assent to the objected-to action.

Section 4.4 Quorum. A quorum of the board consists of a majority of the directors in office immediately before a meeting begins, provided that in no event shall a quorum consist of fewer than two directors.

Section 4.5 Proxies. At all meetings of the board each director may vote in person or by proxy. All proxies shall be in writing and filed with the president or secretary of the corporation at or before the time of such meeting. Facsimile or e-mail copies of proxies will be accepted. Proxies may be given only to other directors. Every proxy shall be revocable and shall automatically cease upon the attendance of the director who submitted the proxy. No proxy shall extend beyond a period of sixty days and proxies need not be notarized.

Section 4.6 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of the majority of directors present is the act of the board unless the vote of a greater number of directors is required by law or these bylaws.

Section 4.7 Meeting Via Communication Equipment. The board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.8 Presumption of Assent. A director of the corporation who is present at a meeting of the board or a committee of the board when corporate action is taken is deemed to have assented to the action unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.9 Action without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the board may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 4.10 Director Conflict of Interest Transactions A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner or is a party to the transaction, or (b) another entity of which the director is a

director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance or hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and (b) the directors approving the transaction in good faith reasonably believe the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

ARTICLE V - OFFICERS

Section 5.1 Number. The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such other officers as are named by the board from time to time. One individual may hold any two of the offices of vice president, treasurer and secretary. The president shall hold only that office.

Section 5.2 Election and Term. The officers of the corporation shall be elected by the board at its annual meeting. An officer may be reelected without limitation of the term.

Section 5.3 Resignation and Removal. An officer may resign at any time by delivering written notice to the corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the board accepts the future effective date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board may remove any officer at any time with or without cause.

Section 5.4 Contract Rights of Officers. The election of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's rights, if any, with the officer.

Section 5.5 President. The president shall be the chief executive officer of the corporation and, subject to the control of the board, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other officer of the corporation so authorized by the board, any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the board to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the board and shall preside at all meetings of the board. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board.

Section 5.6 Vice President. In the absence of the president, or in the event of the death, inability or refusal to act as the president, the vice president, unless otherwise determined by the board, 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. The vice president shall also serve as vice chairperson of the board and, in the absence of the president, or in the event of the death, inability or refusal to act of the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the board.

Section 5.7 Secretary. The secretary shall: (a) prepare or cause to be prepared minutes of all meetings of the board and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of the secretary and such other duties as may be assigned from time to time by the president or the board.

Section 5.8 Treasurer. The Treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or distribute the same under the direction of the board; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the board.

Section 5.9 Compensation. The officers of the corporation described in the foregoing sections shall not be compensated for their services as such, but may be compensated for other services to the corporation.

Section 5.10 Executive Director. The board may appoint an executive director who shall be the chief operating officer of the corporation and, subject to the control of the board, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the board and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) supervising the administrative functions of the corporation; and (d) in general, performing such other duties as may be assigned from time to time by the president or the board. The board shall approve compensation and benefits for the executive director. The executive director may not be elected to serve on the board.

ARTICLE VI - COMMITTEES

Section 6.1 Board Committees in General. The board may create one or more committees of the board, in addition to the Executive Committee, established by these bylaws. The majority membership of committees of the board shall be individuals currently serving as duly elected and qualified directors of the corporation. Each committee of the board shall have two or more directors, who shall volunteer or be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the board or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (c) elect or remove directors or fill vacancies on the board or on any committee of the board; or (d) adopt, amend or repeal the articles of incorporation or any bylaws.

Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the corporation.

The president shall serve as chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board, the Executive Committee may exercise the authority of the board at such times as the board is not in session. In addition, the Executive Committee shall perform the functions described below:

(a) Finance and Budget Functions: In performing these function, the committee shall: (i) oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation; (ii) prepare an annual revenue and expense budget for submission to the full board; (iii) work closely with the Fundraising Committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and (v) when necessary, make recommendations to the board regarding adjustments to the budget.

(b) Human Resources Functions: In performing this function, the committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.

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

(d) Corporate Oversight Function: In performing these functions the committee shall be empowered by the Board of Directors to perform such duties as are necessary to advance the purposes of the Corporation between meetings of that Board.

Section 6.3 Non-board Committees in General. The board may create one or more non-board committees, in addition to the nominating committee and the operating committees established by these bylaws, and delegate non-board functions to such committees. Non-board committees may include both directors and individuals who are not directors of the corporation. Non-board committees may not exercise the authority of the board.

ARTICLE VII - GENERAL PROVISIONS

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the board may from time to time determine.

Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the board. The corporation shall provide at least seven days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.3 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds of the directors in office at the time the amendment is adopted.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Section 7.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board at the first meeting following the end of the fiscal year. (See Section 5.8 regarding the duties of the treasurer.) At the discretion of the board, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its board, a record of all actions taken by directors without a meeting and a record of all actions taken by the Executive Committee and any other committee of the board. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) its most recent annual report delivered to the secretary of state as required by the act. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required by law, the corporation shall make available for inspection by any individual, during regular business hours, copies of: (i) any application filed with and any letter or document issued by the Internal Revenue Service with respect to the exempt status of the corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns) provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the board without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction, provided that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the code.

Section 7.7 Checks and Drafts. All checks, drafts or other orders for payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3) and 509(a)(3) of the code. The corporation shall be operated, supervised, or controlled by it board of directors. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the code, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the code, or any corresponding section of any future federal tax code; or (iii) a corporation organized and existing under the act.

Section 7.9 Loans To or Guaranties for Directors. The corporation shall not lend money to or guarantee the obligation of a director of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section 7.10 Indemnification. The corporation shall indemnify a director in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding, provided that such a director was not grossly negligent in the administration of his or her duties, which negligence was the cause of the proceeding. An officer of the corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation, the board may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

Section 7.11 Insurance. All insurance policies relating to the corporation shall be authorized by the board. All policies of insurance shall be written by insurance carriers duly authorized and licensed to do business in the State of [*State*]v with A. M. Best's rating of "A," if reasonably available, or if not reasonably available, the most nearly equivalent rating.

Adopted this ___ day of _____, 20__ by unanimous action of the Board of Directors.

_____

[Name] , Secretary