

HARTFORD AREA HABITAT FOR HUMANITY, INC.

AMENDED AND RESTATED BYLAWS

(As adopted by the Board of Directors on December 3, 2019)

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ARTICLE 1: 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 Hartford Area Habitat For Humanity, Inc. (the “Corporation”).

ARTICLE 2: 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 3: 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 4: BOARD OF DIRECTORS

Section 4.1 – Power of Board and Qualifications 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 evening as possible to establish a staggered Board. At each annual meeting of the 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 the 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 his or her predecessor's term would have expired.

Section 4.7 – Meetings of the 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 of the Board or a 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 provided 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 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 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 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 5: COMMITTEES

Section 5.1 – Committees. The Board of Directors by resolution may designate from among its members one or more committees. The creation of a committee and the appointment of Directors to it shall be approved by the greater of: (i) a majority of all the Directors in office when the action is taken, or (ii) 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 the 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 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 (the "CRNCA").

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 person serving as Chief Executive Officer of the Corporation, the appointment of whom shall be approved in accordance with Section 5.1 of this Article 5. 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, these bylaws, or the CRNCA. The vote of a majority of the members present at a meeting at which 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 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 Finance Committee shall be stated in the committee’s charter, as approved by the Board of Directors.

ARTICLE 6: OFFICERS, AGENTS, AND EMPLOYEES

Section 6.1 – Officers; Eligibility. The Board of Directors shall elect a President, 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 he 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 the 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 President (if any), or the Secretary of the Corporation.

Section 6.4 – Powers and Duties of Officers.

Section 6.4.1 – 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 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 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.

Section 6.4.2 – 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 of the President under such circumstances. The Vice President shall perform such other duties and have 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.

Section 6.4.3 – 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.

Section 6.4.4 – 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 – Chief Executive Officer. The Chief Executive Officer shall serve at the pleasure of the Board of Directors. The Chief Executive Officer shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The Chief Executive Officer shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the 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 compensation and terms of employment of the Chief Executive Officer shall be determined at least annually by the Board of Directors. The Board will meet in executive session to evaluate the Chief Executive Officer's performance and decide upon the annual salary of the Chief Executive Officer. If there is no Chief Executive Officer, the President shall assume the duties, but not the compensation, of the Chief Executive Officer. The Chief Executive Officer shall be an ex-officio member of all committees.

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 officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE 7: DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

Section 7.1 – Policy. The Corporation shall adopt policies and procedures to assure that any potential “Director’s Conflicting Interest Transaction,” as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential “Excess 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 the requisite disclosure, determinations, and voting by Directors of the Corporation as provided in 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 his or her 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 changes shall be made by the Director or officer in writing as they occur.

ARTICLE 8: 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 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 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 CRNCA and it is ultimately determined that the individual has not met the relevant standards of conduct required by the Certificate of Incorporation or by the CRNCA. 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 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 8.2 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. If 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 made 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 9: 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 the 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 basis 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 an amount equal to or greater than \$25,000.00 shall require the signatures of the Chief Executive Officer and President.

Section 9.5 – Amendments to Bylaws. Subject to the notice requirements 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.