

BY- LAWS FOR

Rebuilding Together of South Lake County, Inc. (formerly known as Christmas in September* of South Lake County, Inc.)

Adopted July 14, 2008

Article I- Name

The name of this organization shall be **Rebuilding Together of South Lake County, Inc.**

Article II- Public Benefit Corporation

Section 1 **Rebuilding Together of South Lake County, Inc.** is a Public Benefit Corporation as defined in the Indiana Code, Title 23, Article 17, NONPROFIT CORPORATIONS and shall have all powers and authority of a Corporation authorized and existing under and pursuant to the provisions of the **Indiana Nonprofit Corporation Act of 1991**, and all Acts amendatory or supplemental to said Act.

Section 2 Funds managed by or contributed to the Corporation shall be used in such a way as to meet the purposes outlined under Article III, so as to meet and maintain the eligibility requirements of the Internal Revenue Code under sections 501(c)(3); 501(a)(1),(2)or (3); 170; 2055; and 2422.

Article III- Mission

Section 1 The Corporation has been established to assist low and moderate income homeowners, located within the Corporation's defined geographical area, with emphasis given to the elderly and individuals with disabilities, to provide assistance to maintain their homes and real property used as their personal primary residence.

Section 2 Geographical areas to be served; Town of Merrillville; Town of Cedar Lake, Town of Lowell, and the City of Crown Point, along with the areas of the adjacent townships.

Article IV- Purpose

Section 1 The Corporation's purpose is to establish working relationships with area businesses, service organizations, social clubs, governmental agencies, and foundations, to staff with volunteers' services when possible, and fund with donations the maintenance and rehabilitation of client(s)' property.

- Section 2 The Corporation shall select client(s) with properties through a process which includes soliciting applications through poor relief, social service agencies, church groups, etc., and then reviewing and inspection of their premises, to meet Corporation guidelines and eligibility.
- Section 3 The Corporation services client(s) through volunteers during a one selected date event that rotates yearly between the communities as established in these bylaws under geographical boundaries.

Article V- Members

- Section 1 The Board of Directors shall issue invitations to various business, community, and governmental organizations serving the South Lake County before the Annual Meeting each year. Those organizations that accept the membership shall respond by designating a Membership Representative for the Annual Meeting. No consideration shall be charged to become a Member. Each organization or entity accepting the invitation to become a Member and sending a Member Representative shall have one vote in all matters put before the Members at the Annual Meeting.
- Section 2 Member organizations shall be allowed to appoint a proxy for the member Representative by submitting a written letter to the Secretary of the Board of Directors notifying them of the proxy before a vote at the Annual Meeting.
- Section 3 A designated Proxy shall have all the rights of a Member Representative including the right to attend the annual meetings, make motions, deliberate, and vote on all motions brought before the Corporation. The only right that a proxy shall not have is the right to be nominated to the Board of Directors.

Article VI- Annual Meeting

- Section 1 The Corporation shall convene the Annual Meeting once a year.
- Section 2 All members shall be noticed either electronically or through the mail.
- Section 3 A simple majority of members present at the Annual Meeting shall constitute a quorum.
- Section 4 The Annual Report shall be presented to the members during the Annual Meeting.
- Section 5 The Board of Directors for the next year shall be elected during the Annual meeting.
- Section 6 Any other business properly brought before the Members at the Annual Meeting.

Article VII- Board of Directors

Section 1 The Business of the Corporation shall be controlled by the Board of Directors. The Members or their designated Proxy shall elect the Board of Directors at the Annual Meeting. The Board shall be made up of at least 15 members but not more than 19. Each Member representative shall have one vote for each Director elected at the Annual Meeting, by the then present Member Representatives or their Proxy.

Section 2 The Directors shall be selected from the available Member Representatives of the Corporation. The directors will be selected in the following ratio from the following sectors of the membership:

Businesses serving South Lake County	6 members
Governmental Entities within the Service Area	5 members
<u>Community Organizations</u>	<u>4 members</u>
TOTAL	15 members

Section 3 Additional Directors shall be allowed in increments of two (2) people up to a maximum of nineteen (19) Directors

Section 4 The ratio shall be maintained if the actual number of the Board exceeds 15.

Article VIII-Board of Director Meetings, Notices, Quorum

Section 1 Immediately following the Annual Meeting, the elected Board Of Directors shall convene the Directors Annual Meeting for the purpose of electing the Officers of the Corporation to serve for the following year. The Nominating Committee shall present a slate of Officers, and if there are no other nominations from the floor, a single vote of acceptance is authorized. Nominations for positions can be made from the floor by the Member Representatives, or the current Directors. Nominees from the floor must be present at the Directors Annual Meeting to reject or accept the nomination.

Section 2 The following Officers shall be elected by the Board of Directors at the Annual Directors Meeting: a President, Vice-President, Secretary, and Treasurer.

Section 3 The Board of Directors shall meet monthly, or as needed and determined by the Board. Notices shall be sent to every Board member either electronically or by regular postal service. Meetings may be cancelled due to lack of business. Meetings may be held telephonically, if all Board Members are invited to participate and a majority does not object to conducting business via telephone.

Section 4 A Quorum shall be a simple majority of the then elected Board of Directors.

Section 5 A chairman shall be selected as the first order of business at each meeting. The presiding chair shall not have voting privileges except in the case of a tie vote.

Article IX- Officers

Section 1 President: The President shall take direction from the Board of Directors. The President shall be responsible to carry out the policies and programs designated by the Board of Directors. He shall sign all agreements entered into by the Corporation at the direction of the Board. He shall be responsible for the day-to-day operation of the Corporation and coordination of all the administrative requirements placed on the Corporation as a matter of law. He shall coordinate all submittals necessary for a corporate entity including but not limited to; tax reports, corporate filings, liability insurance policies, audits, Annual Report, and other Corporation business matters.

Vice-President: The Vice President shall assist the President and in the absence of the President shall assume the duties of the President. The Vice-President shall serve as the chair and reporting member of the Public Relations Standing and Fundraising Committees.

Secretary: The Secretary shall act as the Recording Secretary at all Board of Directors Meetings and insure that accurate minutes of all proceedings are taken; the secretary may record the meetings for accuracy. The Secretary shall then prepare abbreviated written minutes for submission to the Board Of Directors review, amendment or correction and approval. It will be the duty of the Secretary to maintain the records of the Corporation, and the recorded and written minutes of the Board of Directors. The Secretary will also prepare copies of all agendas and packets of information to provided to the Directors prior to each Board Of Directors meetings, along with notices and cancellations, and maintain all Corporation communications and files. The secretary shall provide the annual update to the Corporation letterhead and envelopes.

Treasurer: The Treasurer shall be responsible to prepare and maintain all the financial records of the Corporation. The Treasurer shall also prepare and report from time to time to the Board of Directors the financial condition of the Corporation. The Treasurer shall also be responsible to report to the Board on any and all financial matters as requested. The Treasurer shall maintain ledgers on all checking accounts, and provides documents and information for all Corporate Financial transactions and business matters.

Section 2 Each Officer shall be elected for a one (1) year term, or until the next Annual Meeting. An individual may not hold a specific Officer position for no more than three full consecutive terms. An Individual may be an Officer for more than three terms, if they hold positions as different Officers. An Individual may not be elected, or hold more than one officer position in the Corporation at any given time. If for any reason an Officer resigns or is unable to perform the duties of his Office as defined above, it shall be the duty of the presiding Chairman to report the resignation or incapacity to the Board of Directors. The Board of Directors shall elect an interim Officer to complete the short Term. Such a short term shall not be counted as a full term under this section.

Article X- Committees

Section 1. Standing Committees: There shall be six (6) Standing Committees made up of an Officer and no less than two Board of Directors, and other persons deemed necessary to accomplish committee goals and objectives. The Officer shall serve as chair.

1. Fundraising: The Fundraising Committee is responsible to seek donations to operate the Corporation and provide the necessary monies for work on client's properties through in-kind services, grants, and contributions.
2. Logistics: The Logistics Committee is responsible for the set-ups of the morning session, food arrangements, and site facilities for morning session, busing, parking, and site waste removal issues.
3. House Selection: The House Selection Committee is responsible for receiving and reviewing of all applications, performing reviews of applicant information and verifying minimum compliance standards for financial need, income levels and corporate ability to serve.
4. House Inspection: The House Inspection Committee is responsible for coordinating home inspections to develop the initial list of construction activities and cost for each of the homes selected in a given year.
5. Community Committee: The Community Committee is a Committee made up of local activists, previous Rebuilding Together recipients, civil organization representatives, social service organization representatives and a Rebuilding Together Board of Director Member Appointed to Chair. The responsibility of the Community Committee is local outreach activities including but not limited to finding applicants, finding community projects, fundraising, volunteers and public relations.
6. Public Relations: The Public Relations Committee helps all of the other committees with letters, press releases, and mailings. This committee is also responsible for the annual brochure, and the various event press releases throughout the year.

Section 2. Ad-Hoc Committees

There shall be two (2) ad-hoc committees made up of three Directors as appointed by the Board of Directors.

1. Nominating: The Nomination Committee shall present to the Board of Directors a slate of candidates for the next Board of Directors thirty (30) days prior to the Annual Meeting. The Nominating Committee shall also present a slate of candidates for Officers thirty (30) days prior to the Annual Directors Meeting.

2. Investigating Committee: The Investigating Committee shall upon request of an Officer or Board Of Directors member investigate any alleged impropriety and report to the Full Board its findings and recommendation, if additional action is recommended.

Section 3. Committees Of Necessity

Committee(s) of necessity can be established by the President, and/or by resolution of the Board Of Directors, on an as needed basis for specific and special reasons or occurrences as the President and/or Board deems necessary. Typically, Necessity Committees are needed for emergency or very special reasons that cannot now be foreseen. This committee is usually titled for a specific purpose.

Articles XI- Vacancies

Vacancies on the Board of Directors caused by resignation or absence shall be filled by a vote of the Board of Directors from the rolls of the Member Representatives of the Corporation.

Article XII- Fiscal Year

The fiscal year for the Corporation shall begin on January 1 of every year, and end on December 31 of every year.

Article XIII- Non-discrimination

The Corporate Mission strictly prohibits any discrimination practices. The Corporation Membership, Member Representatives, Board of Directors, Officers, and volunteers by associating with the Corporation, agree to abide by the Corporation Non Discrimination Policy and to treatment of all peoples regardless of age, sex, race, religion, ethnic background, handicap, or disabilities as equals and with respect. The Ad Hoc Investigating Committee should investigate any suspected impropriety or Discrimination and the findings shall be reported directly to the Board of Directors for immediate action.

Article XIV- Standards of Conduct

Section 1 It is the responsibility of every Board member to act in the best interest of the Corporation.

Section 2 The Board of Directors shall have the right to investigate the character of the individual Directors, in instance where a Director's conduct tends to injure the good name of the Corporation, disturbs its well being, or otherwise hampers its work. If a charge is brought against a Director's character or conduct, the Chairman shall request that the Ad-Hoc Committee investigate and report upon the matter.

Section 3 Upon report, investigation and review, the Board of Directors shall have the right to remove a Director or Officer for cause, in the best interest of the Corporation.

Article XV- Disclosure of Conflicts of Interest

Any Director who has a potential or actual conflict of interest with any client, contractor, individual, or organization, that proposes to transact some type of business or vote with the Corporation shall disclose what they perceive as the conflict to the Board of Directors, prior to or as soon as practical the conflict or possible conflict involving the matter or party is brought to the floor. Upon disclosure, it shall be up to the Board to determine if a conflict exists between the Director and a party with an issue before the Board of Directors, if the Board should find a conflict, it should then ask the Director to abstain from involving themselves in the discussion and the votes on any motions which may arise out of that issues discussion. If it should be discovered during a discussion of an issue, that such a conflict of interest exists, the member must declare their conflict of interest, such declaration must be clearly noted in the minutes, and the member must abstain from the remainder of the discussion and any resulting voting.

Article XVI- Liability

No Officer, Member, Director, or volunteer shall contract or incur any debt on behalf of this Corporation, or otherwise render it liable, unless authorized to do so by the Board Of Directors.

Article XVII – Members Limited Liability

Pursuant to IC 23-17-7-6, a member of the Corporation is not personally liable for the acts or debts of the corporation. A member of a corporation is not personally liable for the acts or debts of the corporation. However, the member may become personally liable because of the member's own acts or conduct.

The Corporation shall insure and defend at the Corporations sole cost and expense the Members, Board Of Directors, Officers, and other staff and volunteers, against general liability of the Corporation and maintain Officers and Directors insurance, as well as General Business Liability Insurance to insure the Members and individuals associated with the Corporation from personal liability for all Corporate debts and negligence, but not their intentional tortuous acts.

Article XVIII- Parliamentary Authority

Roberts Rules of Order, Revised, shall be the parliamentary authority except when the rules are inconsistent with these Bylaws.

Article XIX- Amendments

These Bylaws may be amended by a majority vote at any meeting of the Board at which a quorum is present, provided said proposed amendment(s) has been read at the regular or annual meeting prior to its submission for vote by the Board, and such proposed amendment(s) is sent with the notice of the meeting at which the vote is to be taken.

Article XX- Dissolution

In the event of a dissolution of the Corporation, and in the event that no successor organization is created as a result of such a dissolution, all assets of the Corporation that may exist at that time are to be distributed first to such Not-For Profit funding source(s), or their successor(s), as originally made the allocation or grants to the Corporation. If no such source then exists, or there are no such situated remaining assets, such assets shall be donated to a local Not-For-Profit Organization that also serves the needy of the South Lake County Area.

Article XXI- Adoption

These bylaws shall take effect when adopted by the Board of Directors of **Rebuilding Together of South Lake County, Inc.**