

**BYLAWS OF GLOBAL IMPACT HOMES  
(A Washington State Nonprofit Corporation)**

**PREAMBLE**

Global Impact Homes has a mission to create positive relationships across borders through building homes and better communities for those in need.

**ARTICLE I - NAME, FORM OF ORGANIZATION AND PURPOSES**

Section 1.1 Name. The name of the corporation is Global Impact Homes, A Nonprofit Corporation

Section 1.2 Status. This corporation is organized as a nonprofit corporation under the Washington Nonprofit Corporation Act and as a tax exempt supporting organization under Sections 501(c)(3) of the Internal Revenue Code, as amended. This corporation is a public benefit corporation and shall have perpetual duration and succession.

Section 1.3 Members. The corporation shall have no members.

Section 1.4 Purposes. The purposes for which the corporation is organized, as stated in its articles of incorporation, are as follows:

- (a) To support and benefit the work of projects throughout the world pertaining to economically disadvantaged people to help them to create a better home dwelling and community buildings;
- (b) 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, to 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 these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made or 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" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- (c) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop better home dwellings and community buildings for economically disadvantaged people.

**ARTICLE II - OFFICES**

Section 2.1 Principal Office. The principal office of the Corporation shall be located in the State of Washington. The Board of Directors is granted full power and authority to change the principal office from one location to another, upon filing of such notices as may be required by law.

Section 2.2 Other Offices. The Board of Directors may establish other offices, either within or outside the State of Washington, as the business of the Corporation may require.

### **ARTICLE III - BOARD OF DIRECTORS**

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

Section 3.2 Composition, Number, Terms and Qualifications.

(a) Composition. The board of directors shall consist of:

(1) Individuals who support the purposes of Global Impact Homes. They may be former or present board members or employees, representatives of donor organizations, or others.

(b) Number. The authorized number of directors of the corporation shall not be less than three (3) nor more than seven (7), as the board of directors shall determine from time to time.

(c) Term. The term of office shall be for a minimum term of one (1) year to a maximum of three (3) years. The board of directors will determine the length of terms at the annual meeting. A director may be elected to fill a partial year term.

(d) Qualifications. To be eligible for election to the board an individual must, (a) support the purposes of Global Impact Homes, and (b) possess skills and experience relevant to the purposes and activities of the board.

Section 3.3 Election of Directors. Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the board of directors at its annual meeting. Nominations may be made by directors prior to or during the meeting. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Resignation of Directors. A director may resign by delivery of written notice to the board of directors, president, or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.5 Removal of Directors. A director may be removed without cause by a majority vote of fifty-one percent (51%) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the board of directors.

Section 3.6 Vacancies. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy; provided, that if the

directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, or until the end of the unexpired term that such director is filling, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.7 No Compensation. The board of directors shall not permit compensation of directors for their services as such.

#### **ARTICLE IV - MEETINGS OF DIRECTORS**

Section 4.1 Meetings. Meetings of the board of directors may be held within or outside of the state of Washington, at such place as the board of directors may determine from time to time.

(a) Regular Meetings. There shall be at least one regular annual meeting each year of the board of directors. These will be held for the purpose of electing directors, appointing officers, approving a budget for the upcoming year, and transacting other business.

(b) Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or fifty-one percent (51%) of the directors then in office.

Section 4.2 Notice of Meetings. Regular meetings of the board of directors may be held without notice if the date, time, and place of the meeting previously had been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written. However, any board action that would require approval by the board of directors, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at a director's meeting or unless notice is waived pursuant to Section 4.3 below. Oral notice is effective when communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director when it is addressed to the director's address shown in the corporation's current list of directors.

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 law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected action.

Section 4.4 Quorum. A quorum of the board of directors consists of a majority of the directors in filled board positions immediately before a meeting begins.

Section 4.5 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the vote of a greater number of directors is required by law or by these bylaws.

Section 4.6 Meeting Via Communication Equipment. The board of directors may permit any or all directors to participate in a 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 4.7 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken 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 4.8 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors 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 4.9 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 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 as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors 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 that 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 of 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, secretary, treasurer, and such other officers as are appointed by the board of directors from time to time. No more than one (1) of the three (3) principal offices may be held by the same person.

Section 5.2 Appointment and Term. The principal officers of the corporation shall be appointed by the board of directors at its annual meeting. Nominations may be made by directors before or during the meeting. Each officer shall hold office for a minimum period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies, whichever is first. The president must be on the board of directors. A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and Removal. An officer may resign at any time by delivering 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 of directors accepts the future effective date, the board of directors 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 of directors may remove any officer at any time with or without cause.

Section 5.4 Contract Rights of Officers. The appointment 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 contracts, if any, with the officer.

Section 5.5 President. The president shall be the chief executive officer or executive director of the corporation and, subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, 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 of directors to some other officers 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 of directors and shall preside at all meetings of the board of directors. 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 of directors.

Section 5.6 Secretary. The Secretary shall keep accurate records of the proceedings of all meetings of the Board and members. In the absence of the Secretary, the presiding officer may appoint another director, officer, or member as acting secretary of the meeting. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.

Section 5.7 Treasurer. The Treasurer shall have overall responsibility for all corporate funds, and shall perform, or cause to be performed, the following: keeping of full and accurate accounts of all financial records of the Corporation; deposit of monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; disbursement of funds when proper to do so; and making financial reports as to the financial condition of the Corporation

to the Board of Directors. The Treasurer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

Section 5.8 Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors or the President may from time to time prescribe. In absence of the President, the Vice President shall perform the duties of the President, and shall have all the powers of, and be subject to all the restrictions upon, the President.

## **ARTICLE VI - COMMITTEES**

Section 6.1 Board Committees in General. The board of directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Committees of the board shall be composed of individuals currently serving as duly elected and qualified directors of the corporation and other such individuals as may be appointed by the Executive Committee. Each committee of the board shall have at least one director, who shall 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 directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the board of directors, 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 schedule regular meetings. To the extent specified or authorized by the board of directors 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 sale, pledge or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, 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 three principal officers of the corporation and up to three (3) additional directors appointed by the president, to serve in such capacity until the next annual meeting of the board of directors; provided, that the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The president shall serve as chairperson of the Executive Committee and shall preside at all its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the Executive Committee may exercise the authority of the board of directors at such times as the board is not in session. In addition, the Executive Committee shall perform the functions described below:

(a) 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.

(b) Finance and Budget Functions. In performing this 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 of directors; (iii) monitor the implementation of the budget; and, (iv) when necessary, make recommendations to the board of directors regarding adjustments to the budget.

(c) Resource Development Function. The committee shall be responsible for coordinating the raising of funds and developing the resources needed to conduct the business of the corporation.

The tasks to be coordinated by the committee shall include fund-raising and development campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors.

## **ARTICLE VII - GENERAL PROVISIONS**

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the board of directors 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 of directors. The corporation shall provide at least seven (7) 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 a majority 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 the following 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 of directors (see Section 5.7 regarding duties of the treasurer). At the discretion of the board of directors, 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 of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the Executive Committee and any other committees of the board of directors. 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 Washington Nonprofit Corporation 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 applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax 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 of directors without being restricted to the class of investments which a director

or trustee is or may hereafter be permitted by law to make similar restriction; provided, that no action 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 Internal Revenue Code, as amended.

Section 7.7 Checks and Drafts. All checks, drafts or other orders for the 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 of directors.

Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or to 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 articles of incorporation. 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 Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Washington Nonprofit Corporation Act.

Section 7.9 No Loans To or Guarantees For Directors. The corporation may not lend money to or guaranty the obligation of a director or officer 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 who was wholly successful, on the merits or otherwise, 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. 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 of directors 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 Bylaw Amendments The Board of Directors of the Corporation shall have the authority to adopt, amend and repeal the Bylaws of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation which is not inconsistent with the Articles of Incorporation, or the laws of the State of Washington.

Section 7.12 Dissolution. The Corporation may be dissolved upon the approval of a majority of the directors. Any distribution of the assets of the Corporation shall be made in a manner consistent with the tax status of the Corporation at the time of such dissolution.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF  
GLOBAL IMPACT HOMES ON THE 26TH DAY OF JUNE, 2024.