Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

BYLAWS
OF
HABITAT FOR HUMANITY OF
SOUTHERN SANTA BARBARA COUNTY, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

December 6, 1999
Revised July 20, 2007, January 10, 2009, February 15, 2011, October 8, 2018,
October 2025

ARTICLE 1: NAME, FORM OF ORGANIZATION, AND PURPOSES

SECTION 1. NAME . The name of this corporation is Habitat for Humanity of Southern Santa Barbara County, Inc.

SECTION 2. NONPROFIT AND EXEMPT STATUS

The corporation is organized as a nonprofit corporation under the California Nonprofit Corporation Act and as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Benefit Corporation law for charitable and religious purposes.

SECTION 3. NO MEMBERS

The corporation shall have no members, as that term is defined in California Corporation Code Section 5056. Any action which would otherwise require approval by a majority of all members or approval by all members shall require only approval of the Board of Directors. All rights which would otherwise vest under the California Nonprofit Public Benefit Corporation Law in members shall vest in the Board of Directors.

SECTION 4. GENERAL PURPOSES

The purposes for the corporation, as stated in the articles of incorporation, are as follows:

A. To demonstrate the love of Jesus Christ. We undertake our work to demonstrate the love and teachings of Jesus, acting in all ways in accord with the belief that God's love and grace abound for all, and that we must be "hands and feet" of that love and grace in our world. We believe that, through faith, the miniscule can be multiplied to accomplish the magnificent, and that, in faith, respectful relationships can grow among all people.

B. To focus on shelter. We have chosen to create opportunities for all people to live in decent, durable shelter. We put faith into action by helping to build, renovate or preserve homes, and by partnering with others to accelerate and broaden access to affordable housing as a foundation for breaking the cycle of poverty.

C. To advocate for affordable housing. We promote decent, affordable housing for all, and we support the global community's commitment to housing as a basic human right. We will advocate for just and fair housing policy to eliminate the constraints that contribute to poverty housing. And, in all of our work, we will seek to put shelter on hearts and minds in such powerful ways that poverty housing becomes socially, politically, and religiously unacceptable.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

D. To promote dignity and hope. We believe that no one lives in dignity until everyone can live in dignity. We believe that every person has something to contribute and something to gain from creating communities in which all people have decent, affordable places to live. We believe that dignity and hope are best achieved through equitable, accountable partnerships.

E. To support sustainable and transformational development. We view our work as successful when it transforms lives and promotes positive and lasting social, economic, and spiritual change within a community; when it is based on mutual trust and fully shared accomplishment; and when it demonstrates responsible stewardship of all resources entrusted to us.

F. 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 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 or for any purposes of the 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

G. 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 under the state of California Nonprofit Corporation Law.

SECTION 5. GEOGRAPHIC SERVIC AREA

The geographic service area of affiliate's activities include: Southern Santa Barbara County.

SECTION 6. AFFILIATION WITH HABITAT FOR HUMANITY INTERNATIONAL

The Organization, being a particular affiliate of Habitat for Humanity International ("HFHI"), recognizes that it is a party to the U.S. Affiliation Agreement (as amended from time to time) and commits to work in partnership with Habitat for Humanity International to accomplish the Habitat ministry of building homes, communities, and hope.

ARTICLE 2: OFFICES

A. Principal office

~~The~~ principal office of the corporation shall be located in **Santa Barbara County, CA** at the address designated in the most recent annual report filed with the California Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.4 of Article VII.

B. Registered office and agent

The registered office of the corporation is required by law to be maintained in the state of **California** and 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.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

C. Other offices

The corporation may have offices at such other places within the state of **California** as the board of directors from time to time may determine, or as the affairs of the corporation may require.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 1. POWERS

A. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Without prejudice to the general powers set forth in Article 3, Section 1.A above, the Board (or any designated committee as deemed appropriate) shall have the power to do the following:

a. Appoint and remove, at the pleasure of the Board, all Directors, Officers, trustees, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and determine their obligations to the corporation.
b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting.
c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
d. Establish and enforce all corporate policies and procedures for the direction and operation of the corporation.
e. Approve the annual budgets.
f. Prepare of have prepared, and approve Board minutes, resolutions, financial reports and other documents required of the Board.
g. Approve mergers with other organizations, consistent with applicable law and these Bylaws.
h. Approve resolutions for signatures on bank and investment accounts and sale of securities.
i. Hire an independent auditor and accept audit reports.
j. Make special requests for funds.
k. Establish committees for any specific purpose within the authority of the Board and appoint directors and other such persons thereto as are deemed appropriate by the Board. All such committees shall report their actions and recommendations to the Board.

SECTION 2. NUMBER AND TERMS

The authorized number of directors of the corporation shall be a range with not less than eleven (11) nor more than twenty-one (~~21~~). The exact number of authorized directors shall be fixed within those limits, and may be changed, by a resolution of the Board of Directors. The Board of Directors shall consist of three classes of approximately equal size, with the term of each class ending in consecutive years to the extent possible. Each director shall serve for a term of three (3) years and until his or her successor is elected and qualified or until such director's earlier death, resignation, incapacity to serve, or removal. A director shall not be eligible for re-election to the Board of Directors for more than three, three-year consecutive terms – for a total of 9 years. A prior director may be elected after a one-year hiatus is completed. Directors must be individual residents of the State of **California**.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

SECTION 3. ELECTION OF DIRECTORS

Directors shall be elected by the Board of Directors. Nominations for new directors may also be made by directors from the floor, or via virtual 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 4. RESIGNATION OF DIRECTORS

Except as provided below, a director may resign by delivering written notice to the Board of Directors, Chairperson or Secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective 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. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

SECTION 5. REMOVAL OF DIRECTORS

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of the California Nonprofit Public Benefit Corporation Law. In addition, the Board may declare vacant the office of a director who (a) is absent from three or more regular Board meetings per fiscal year without being expressly excused by the Chairperson/ President of the Board, (in which case, such non-participating director may be asked to voluntarily submit their resignation to the Board to avoid such a vote of removal at the request and election of the Executive Committee), or (b) is removed by a vote of sixty-six percent (66%) of the number of directors present at a duly held meeting at which a quorum is present, with or without cause.

SECTION 6. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, delegates, agents,and employees of the corporation.

(c) Meet at such times and places as required by these Bylaws;

(d) Register their email addresses and mailing address(es) with the Secretary of the corporation. Notices of meetings will be emailed to them at such addresses shall be valid notices thereof.

SECTION 7. QUALIFICATIONS OF DIRECTORS

1. Each Director, in order to qualify for office, must:

   (a) Have a sincere interest in the work of the corporation;

   (b) Attend at least 80% of scheduled monthly meetings of the Board of Directors (unless excused);

   (c) Be willing to accept the responsibilities of the position;

   (d) Annually complete all board member compliance activities, agreements, trainings, and covenant documents to support the purposes of Habitat for Humanity of Southern Santa Barbara County.

2. The Board shall have its membership, to the extent possible, reflect the community's demographics.

3. No more than one third (1/3) of the Board shall consist of public officials or employees of any HUD

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

participating jurisdiction or State Recipient of funds.

4. Successfully satisfy a criminal background check in the United States; may not be a registered sex offender and the treasurer must satisfy credit check requirements.

SECTION 8. DIRECTOR COMMITMENT

1. In addition to the duties set forth in Section 3 of this Article each Director shall:

(a) Punctually attend and participate in all Board meetings and assigned Committee meetings.

(b) Be willingly and actively engaged with the organization through at least one opportunity such as: serving on a committee, taskforce, volunteer, event attendance, or provide expertise as assigned by the Board.

2. When considering whether to nominate Directors for reelection at the annual meeting, each Director shall take into account each Director's performance and engagement as measured against the criteria set forth in Section 7.1. No Inactive Director shall be eligible for reelection

SECTION 9. ABSENCES

1. If a Director must miss a Board meeting, that Director shall inform the Board of their impending absence and communicate all information for which they were responsible in advance of the meeting. Such absences shall be designated excused. Any absence from a Board meeting that is not communicated in advance or for which necessary information is not communicated shall be designated unexcused.

2. If a Director anticipates an extended period of inability to actively participate in the activities of the Board, they may request a leave of absence ("Leave"). Such a Leave, if approved by the Board, exempts the Director from any responsibility to the Board for the duration of the Leave, and all absences during the Leave shall be considered excused.

SECTION 10. VACANCIES

A. A vacancy or vacancies on the Board shall occur in the event of:

a. the death, resignation, or removal of any Director;

b. the increase of the authorized number of Directors; or

c. the failure of the Board, at any meeting of the Board at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting, or by failure to elect the full authorized number of Directors for any other cause.

B. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211, or (3) a sole remaining Director. Nominations for the vacancy shall be made by the Directors from the floor, or via virtual meeting.

C. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION 11. COMPENSATION

Directors shall serve without remuneration; however, the Board may authorize the corporation to reimburse a Director for expenses actually incurred by the Director in the conduct of the affairs of the corporation.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

SECTION 12. DIRECTOR CONFLICT OF INTEREST AND ANNUAL DISCLOSURE REQUIREMENTS

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 a 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 party to the transaction (c) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

A conflict of interest transaction is not voidable on the basis of 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 Directors' 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 the 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 neither direct nor indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section.

Each Director shall execute a Board-adopted conflict of interest disclosure form on an annual basis. Annual disclosures of any existing or potential conflicts of interest shall be made at the time of the annual meeting, and will be renewed upon the annual renewing of the Board Member Agreement. The Board of Directors and Staff will adhere to the approved conflicts of interest policy as approved by the Board.

SECTION 13. PLACE OF MEETINGS

All meetings of the Board of Directors shall be held at any place within the affiliate boundaries of Southern Santa Barbara County, California that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the corporation. Any Board meeting may be held virtually, subject to Section 22 of this Article 3.

SECTION 14. REGULAR MEETINGS

A. Regular meetings, including the annual meeting, of Directors shall be held at least six times per year, according to a schedule approved by the Board of Directors.
B. The annual meeting of Directors shall be held on a date within 120 days of the close of the fiscal year. .The Board of Directors shall elect Directors during this meeting.

SECTION 15. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson/ President of the Board, the Chief Executive Officer, the Secretary, or by a majority of Directors.

SECTION 16. 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 have been fixed by the Board; otherwise, regular meetings must be preceded by at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation, to each Director of date, time, and place. Special meetings of the Board of Directors must be preceded by at least four (4) days' notice by first-class mail

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation, to each Director of the date, time, place, and purpose of the meeting. The notice for a regular of special meeting need not specify the purpose of the meeting. However, any Board action to remove a Director 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 Directors' meeting or unless notice is waived pursuant to Waiver of Notice requirements.

SECTION 17. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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 to action.

SECTION 18. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no official action shall be taken by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 19. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors. Notwithstanding the immediately preceding sentence, a higher vote may be required by the Articles of Incorporation or Bylaws of this corporation. In addition, provisions of the California Nonprofit Public Benefit Corporation Law, including those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), may require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 20. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson / President of the Board, or, if no such person has been so designated or, in his or her absence, by one of the following officers, in descending order of priority: the Vice Chairperson/ President, the Secretary, or the Treasurer. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Board meetings shall be governed by *Robert's Rules of Order Revised* as long as they are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 21. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action and if, subject to Corporations Code Section 5224(a), the number of Directors in office constitutes a quorum. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233(a) of the Corporations Code or a "common Director" as described in Corporations Code Section

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

5234(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §5233(d)(1) or (d)(2) are established or the provisions of Corporations Code §5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the non-interested or noncommon Directors or in other records of the corporation; and (iii) the non-interested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

SECTION 22. MEETING VIA COMMUNICATIONS EQUIPMENT

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(1) Each member participating in the meeting can communicate concurrently with all other members.

(2) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

SECTION 23. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 24. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term in used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this Article 3, Section 24, shall have the same meaning as in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly determine under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Board. At that meeting, the Board shall determine under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Directors present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article 2, Section 24 of these Bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before the final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 25. INSURANCE FOR CORPORATE AGENTS

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of appropriate insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6: CEO DUTIES

SECTION 6. DUTIES OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the employees and officers, other than the officers who are Directors, on a day-to-day basis. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

The Chief Executive Officer may sign, as may 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 signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law or these bylaws to be otherwise signed and executed.

ARTICLE 7: BOARD OFFICERS

SECTION 1. ROSTER OF OFFICERS

The officers of the corporation shall consist of the following:

(a) Chairperson/ President of the Board;

(b) Vice President;

(c) Secretary; and

(d) Treasurer.

The corporation may have any other officers as the Board shall by resolution determine. No more than one (1) of the four (4) principal offices may be held by the same person.

SECTION 2. SELECTION OF OFFICERS

Each of the officers of the corporation shall be selected and appointed by the Board of Directors at the regular annual meeting. All Officers shall serve a term of one (2) years, with a maximum of two (2) consecutive terms.

SECTION 3. SUBORDINATE OFFICERS

The Board shall appoint such other officers or agents as they may deem desirable. Such subordinate officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

SECTION 4. REMOVAL AND RESIGNATION

Any officer, or subordinate officer, may be removed, either with or without cause, by the Board of Directors by a two-thirds vote, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chief Executive Officer, such vacancy may be filled temporarily by appointment by the Executive Committee until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF CHAIRPERSON/ PRESIDENT OF THE BOARD

The Chairperson/ President of the Board shall preside over all meetings of the Board of Directors, and shall perform such other duties as may be assigned in these Bylaws or by action of the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

The Vice President may perform the duties of the Chairperson/ President at a time when the Chairperson/ President is unable to perform those duties. The Board may also designate a Vice President as “Chairperson/ President Elect” to indicate the Board’s intention to nominate that person for the Presidency at the next Annual Meeting.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. Minutes may be retained electronically.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors of the corporation.

The Secretary shall sign such instruments as may require signature.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

SECTION 9. DUTIES OF TREASURER

The Treasurer shall: (a) oversee all funds and securities belonging to the corporation and receive, deposit, or disburse the same under the direction of the board of directors; (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 the 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 of directors; and, (e) in general, perform all duties incident to the office of Treasurer and such other duties as maybe assigned from time to time by the Board of Directors.

SECTION 10. COMPENSATION

To the extent the officers of the corporation are also simultaneously serving as Directors, such officers shall not be compensated for their services as such. The Chief Executive Officer is paid staff and not a member of the Board of Directors. Other officers who are not acting Directors may be compensated as determined by the Board.

ARTICLE 8: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the corporation who are Directors, plus at least one additional Director appointed by a majority vote of the Directors. Except as set forth below, the Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board.

The Board of Directors may not delegate to the Executive Committee the following:

(a) The election or removal of Directors.
(b) The amendment or repeal of Bylaws or the Articles of Incorporation, or the adoption of new Bylaws.
(c) The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable.

(d) The appointment of committees of the Board or the members thereof.

(e) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

(f) Approval of the annual budget.

(g) Any final action on matters that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board.

SECTION 2. SPECIFIC RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall have the following responsibilities:

The Chairperson/ President of the Board of Directors shall serve as the chair of the executive committee and shall preside at all of its meetings. The executive committee may exercise the authority of the Board of Directors at such times as the Board is not in session. The Executive Committee shall make decisions by a simple majority of Executive Committee members. The Executive Committee shall perform the below functions:

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

Performance & Compensation of CEO

Directly supervise the Chief Executive Officer, including support, review, providing and encouraging participation in education and development opportunities related to job functions, direct compensation, and benefits, as appropriate.

Finance and budget functions

In performing this function, the Executive Committee shall oversee: (i) the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation; (ii) the preparation of an annual revenue and expense budget for submission to the full board of directors; (iii) monitoring of the implementation of the budget; and (iv) when necessary, make recommendations to the Board of Directors regarding adjustments to the budget.

Strategic and long-range planning functions

In performing this function, the committee shall work with the CEO to: (i) coordinate the strategic and long-range planning activities and (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes, and goals.

Nominations

Executive Committee shall be responsible for identifying and recruiting prospective Directors of the corporation and shall present a slate of nominees for election as directors. The Committee shall also present a slate of nominees for election as principal officers of the corporation and may make recommendations for chairpersons of the operating committees.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its decisions outside of regular board meetings.

Section 3. Other Committees

(a) Composition and Authority
(1) Board Committees shall be comprised solely of Directors.
(2) A Board Committee shall have the authority to act on behalf of the Board of Directors to the extent and within the limitations specified in the resolution or charter adopted by the Board for that committee.
(3) Board Committees may invite persons other than Directors to attend meetings, provide advice, or assist in their work, provided that such persons shall not have voting rights.

(b) Standing (Fixed) Committees
(1) In addition to the Executive Committee, the Corporation shall maintain at minimum a **Finance Committee** and an **Investment Committee**, each governed by its own charter or policy statement, which shall be approved by the Board of Directors.

(c) Financial Oversight Committees
The Finance Committee and Investment Committee together form the Corporation's structure for financial oversight. Both report directly to the Board of Directors and coordinate as needed to ensure the fiscal health and sustainability of the organization.

(1) The **Finance Committee** shall:
(i) Oversee the implementation and administration of policies and procedures for handling and accounting for

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

the finances of the Corporation;
(ii) Partner with staff to prepare an annual revenue and expense budget for submission to the full Board of Directors;
(iii) Monitor the implementation of the approved budget and annual audit; and
(iv) When necessary, make recommendations to the Board of Directors regarding adjustments to the budget.

(2) The **Investment Committee** shall:
(i) Be governed by a Board-approved Investment Policy Statement;
(ii) Oversee the Corporation's investment strategy, performance, and relationship with the Outsourced Chief Investment Officer ("OCIO"); and
(iii) Review and recommend investment-related actions to the Board of Directors.

(3) **Reporting and Responsibilities under Financial Oversight:**
(i) **Board of Directors:** Holds ultimate fiduciary responsibility and final decision-making authority for all financial and investment matters.
(ii) **Investment Committee:** Oversees investment strategy, performance, and OCIO relationship; reports directly to the Board.
(iii) **Finance Committee:** Oversees budgeting, spending, and liquidity; coordinates with staff and the Investment Committee to ensure financial sustainability; reports directly to the Board.

(d) Creation and Dissolution of Committees
(1) The creation or dissolution of any Board Committee shall require approval by formal resolution of the Board of Directors.
(2) The Corporation may, from time to time, establish such additional committees as may be necessary to carry out the mission and work of the organization.

(e) Additional Committees and Taskforces
(1) The Executive Committee may recommend the formation of additional committees or taskforces and charge such bodies with specific duties, subject to approval by the Board of Directors.
(2) Such committees shall exist for the duration and purpose specified by the Board and may be dissolved upon completion of their assigned tasks or at the discretion of the Board.

(f) Non-Board Committees and Taskforces
(1) Non-Board Committees and Taskforces shall require approval by the Board of Directors and may include the following:
(i) **Advisory Committees**, which may have open membership, including taskforces formed for temporary, project-focused, or finite objectives. Advisory Committees shall include the word "Advisory" in their title and shall not exercise the authority of the Board.
(ii) **Operating Committees**, which may include both Directors and non-Directors, and are formed to advance strategic or operational objectives of the Corporation. Operating Committees shall not exercise the authority of the Board.

SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES

The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Committee chairs may from time to time at the request of the Chairperson/ President, provide updates and/or a report to the full Board of Directors for awareness or action by the Board.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

ARTICLE 9: GENERAL PROVISIONS

SECTION 1. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

A. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

B. Financial Controls. The Board of Directors shall adopt, from time to time, financial controls, policies and procedures designed to protect the integrity of the corporation's finances.

C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select

SECTION 2. CORPORATE RECORDS, REPORTS, AND SEAL

A. Maintenance of Corporate. Records The corporation shall keep at its principal office or electronic system of record, in the State of California:

1. Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

3. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

B. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

C. Directors Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

D. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

E. Annual Report. The Board shall cause an annual report, to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

F. Annual Statement of Specific Transactions to Directors. This corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which there was a direct or indirect material financial interest on the part of any Director or officer of the corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest).

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIVE HUNDRED DOLLARS($500).

Any statement required by this Subsection shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

SECTION 3. FISCAL YEAR. The fiscal year of the corporation shall begin on the first of July and end on the thirtieth of June in each year.

SECTION 4. AMENDMENT OF BYLAWS.

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by action of the Board of Directors.

SECTION 5. AMENDMENT OF ARTICLES.

The Articles of Incorporation may be amended by action of the Board of Directors, except that this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

SECTION 6. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS. No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

A. Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational and scientific 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 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 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 the 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 **California** Nonprofit Public Benefit Corporation Law.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

B. No Loans to or Guarantees for Directors. The corporation may not lend money to or guarantee the obligation of a Director or officer of the corporation, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

Docusign Envelope ID: 7E4AB3F2-B338-49FB-9745-39792CAAB43F

ARTICLE 10: IRREVOCABLE DEDICATION

The assets of Habitat for Humanity of Southern Santa Barbara County are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed pursuant to Article 15 below, or, if such distribution is not permissible under applicable law, to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

This will include, but not be limited to, any real property owned by the corporation and not yet sold to homeowner partners.

ARTICLE 11: DISSOLUTION OF CORPORATE ASSETS

Upon the dissolution or winding up of Habitat for Humanity of Southern Santa Barbara County, its assets remaining after payment, or provision for payment, of all debts and liabilities of Habitat for Humanity of Southern Santa Barbara County, shall be distributed to its parent non-profit organization, Habitat for Humanity International, Americus, Georgia, which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under section 50 l (c)3 of the Internal Revenue Code.

Bylaws Adopted by the Board of Directors of Habitat for Humanity of Southern Santa Barbara County on the 22 day of October, 20 25.

Signed DocuSigned by: Tony Morain B01151FC250D4FE...

(print or type in full name of Board Secretary) Tony Morain.