

**BYLAWS  
OF  
LEXINGTON HABITAT FOR HUMANITY**

TABLE OF CONTENTS

ARTICLE I

*Name, Form of Organization and Purposes*

Section 1.1 Name	3
Section 1.2 Nonprofit and tax-exempt status	3
Section 1.3 No members	3
Section 1.4 Purposes	3

ARTICLE II

*Offices*

Section 2.1 Principal office	3
Section 2.2 Registered office and agent	3
Section 2.3 Other locations	3

ARTICLE III

*Board of Directors*

Section 3.1 General powers and authority of the Board	4
Section 3.2 Number, term and qualifications	4
Section 3.3 Election of directors	4
Section 3.4 Resignation of directors	4
Section 3.5 Vacancies	5
Section 3.6 No compensation	5

ARTICLE IV

*Meetings of Directors*

Section 4.1 Place of meetings	5
Section 4.2 Annual meeting	5
Section 4.3 Regular meetings	5
Section 4.4 Special meetings	5
Section 4.5 Notice of meetings	5
Section 4.6 Attendance at meetings	6
Section 4.7 Quorum	6
Section 4.8 Manner of acting	6
Section 4.9 Meeting via communications equipment	6
Section 4.10 Action without meeting	6
Section 4.11 Director conflict of interest transactions	6

ARTICLE V

***Officers***

Section 5.1 Number	7
Section 5.2 Appointment and term	7
Section 5.3 Resignation and removal	8
Section 5.4 Chair	8
Section 5.5 Vice Chair	8
Section 5.6 Secretary	8
Section 5.7 Treasurer	8
Section 5.8 No Compensation	8
Section 5.9 Chief Executive Officer	8
Section 5.10 Authority	9

ARTICLE VI

***Committees***

Section 6.1 Board committees in general	9
Section 6.2 Executive committee	9
Section 6.3 Standing committees	10
Section 6.4 Operating committees	10
Section 6.5 Committee Action	10

ARTICLE VII

***General Provisions***

Section 7.1 Amendments	11
Section 7.2 Fiscal year	11
Section 7.3 Limitation of liability	11
Section 7.4 Indemnity and insurance	11
Section 7.5 Legal	12

---

## ARTICLE I

### *Name, form of organization and purposes*

#### **Section 1.1 Name.**

The name of the Corporation is Lexington Habitat for Humanity, Inc.

#### **Section 1.2 Nonprofit and tax exempt status**

The Corporation is organized as a nonprofit Corporation under the Kentucky Revised Statutes and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. Any and all powers, duties and authority in these Bylaws or the Corporation's Articles of Incorporation shall be interpreted in a manner to ensure compliance with same.

#### **Section 1.3 No members**

The Corporation shall have no members.

#### **Section 1.4 Purposes**

The purposes for which the Corporation is organized are stated in the articles of incorporation.

The mission of the organization is to serve as a nonprofit, ecumenical Christian ministry that cultivates partnerships with families in need, sponsors, and volunteers to advocate for, develop, build, and make repairs for the purpose of increasing simple, decent, affordable housing and safe communities in Fayette County, Kentucky. Lexington Habitat works within the framework of Christian principles to bring people from all walks of life together, without discrimination, in order to create a stronger, more caring community. Further, as an affiliate of Habitat for Humanity International, Inc. ("International"), the Corporation seeks to implement International's vision of a world where everyone has a decent place to live in Fayette County, Kentucky and supports global building projects.

## ARTICLE II

### *Offices*

#### **Section 2.1 Principal office**

The principal office of the Corporation shall be located in Lexington, Kentucky at the address designated in the most recent annual report filed with the Commonwealth of Kentucky Secretary of State. The Corporation shall maintain at its principal office a copy of the corporate records required by the Kentucky Nonprofit Corporation Act and to allow for directors to fulfill their fiduciary duties to the Corporation.

#### **Section 2.2 Registered office and agent**

The registered office of the Corporation is required by law to be maintained in the Commonwealth of Kentucky 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.

#### **Section 2.3 Other locations**

The Corporation shall have locations at such other places within Lexington, Kentucky as the Board of Directors from time to time may determine, or as the affairs 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 Number, term, and qualifications**

The authorized number of directors of the Corporation shall be not less than 15 nor more than 21 voting members, as the Board of Directors shall determine from time to time. Each director shall serve for a term of four (4) years. A duly elected and qualified director shall not be eligible for election to the Board of Directors for more than two (2) consecutive four-year terms. The Executive Committee of the Board of Directors may amend term limits as needed to balance the make-up of the Board.

All members of the Board of Directors are expected to accept the obligations of Board membership as delineated in a Statement of Understanding for the Board of Directors, as modified from time to time by the Board of Directors, a copy of which is attached hereto as **Exhibit A**. Each director will be asked to execute such Statement of Understanding as a condition to being appointed as a director.

The Chair of the Board may appoint non-voting, ex-officio members.

The Board of Directors may elect former directors as non-voting, Directors Emeriti/ae. Qualifications for such office will normally include distinguished service over a considerable period of time.

Each director has certain responsibilities, including a duty of care and a duty of loyalty. The duty of care means that a director will remain reasonably informed of the activities of the Corporation, will participate in the decisions of the Board, and will do these things in good faith and with the care of an ordinarily prudent person in similar circumstances. The duty of loyalty requires that a director always act in the best interests of the Corporation, avoid conflicts of interest, and does not take advantage of corporate opportunities.

#### **Section 3.3 Election of directors**

Except as provided in Section 3.5 below relating to vacancies, directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The Board Development Committee shall determine the number of directors to be elected and present a slate of nominees as directors. 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 or Removal of directors**

A director may resign by delivering written notice to the Board of Directors, its Chair, Secretary, or CEO 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.

A director may be removed without cause by the vote of two-thirds (2/3) of the directors at duly noticed meeting at which a quorum is present. In addition, a director may be removed by affirmative vote of a majority of the directors then in office for failing to meet the obligations set forth in the Statement of Understanding referenced in Section 3.2.

### **Section 3.5 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 only 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, unless the Board provides otherwise at the time the vacancy is filled.

### **Section 3.6 No compensation**

The Board of Directors shall not permit compensation of directors for their services as such. Provided, however, at the discretion of the Board of Directors, individual directors may be reimbursed in an amount determined by the Board for expenses actually and reasonably incurred by them in the performance of their duties.

## **ARTICLE IV**

### *Meetings of Directors*

#### **Section 4.1 Place of meetings**

All meetings of the Board of Directors shall be held in Lexington, Kentucky at such place as the Board of Directors may determine.

#### **Section 4.2 Annual meeting**

The annual meeting of the Board of Directors, for the purpose of electing directors and officers, approving a budget for the fiscal year and transacting other business, shall be held at such time as the Board of Directors may determine.

#### **Section 4.3 Regular meetings**

The Board will have at least three (3) additional regular meeting of the Board of Directors to be held at such times as the Board of Directors may determine.

#### **Section 4.4 Special meetings**

Special meetings of the Board of Directors may be called by or at the request of the Chair or (20%) of the directors then in office.

#### **Section 4.5 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 has been fixed by the Board; otherwise, regular meetings must be preceded by at least seven (7) days' notice to each director of 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, place and purpose of the meeting.

In the event that proper notice is not given, any director may waive notice of a meeting and the attendance at a meeting by a director without objection shall be deemed a waiver of any notice.

Notice required by the foregoing provisions may be given by any usual means of communication and may be oral, electronic or written.

---

**Section 4.6 Attendance at meetings**

Directors failing to meet board meeting attendance obligations as set forth in the Statement of Understanding may be asked by the Executive Committee to resign. Any member of the Executive Committee shall have the authority to approve or disapprove requests to be excused.

**Section 4.7 Quorum**

A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than two (2) directors.

**Section 4.8 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, the Articles of Incorporation or these Bylaws. In all matters of procedure not otherwise herein provided for, Roberts' Rules of Order, latest revised edition, shall prevail in all meetings of the Board of Directors and committees. The Chair of the Board of directors, or of a committee, shall serve as parliamentarian in the event that reference to Roberts' Rules of Order is required.

All meetings of the Board of Directors are open to the public. The Board may go into closed session to deal with personnel issues; litigation strategy and any matter involving attorney-client privilege; discussions concerning the purchase or sale of property; and other matters deemed by the Executive Committee to be treated as confidential. The purpose of the closed session shall be publicly disclosed, but materials pertaining to that purpose can be treated as confidential.

**Section 4.9 Meeting via communications 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 4.10 Action without meeting**

If a matter requiring Board approval is of such urgency and importance, as determined by the Chair, the Chair may authorize an electronic vote on such matter between regularly-scheduled Board meetings. In such circumstance, the Chair shall electronically advise all directors of the issue, providing sufficient detail to enable the directors to make an informed decision. Directors shall have two (2) days to cast a vote electronically and the matter shall be approved only upon the unanimous approval of all directors. For any matter approved by electronic vote, the matter shall be identified, the results noted, and the electronic records attached to the minutes of the following Board meeting.

**Section 4.11 Director conflict of interest transactions**

The Corporation will adopt a written conflict of interest policy. Directors shall avoid even the appearance of a conflict of interest that could undermine the interests of the Corporation. 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.

A conflict of interest transaction is not voidable on 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 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. 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 hereinabove provided.

Directors shall not accept a gift valued at more than fifty dollars (\$50.00) from any individual or company doing business with the Corporation or seeking to do business with the Corporation.

No director or staff, or a member of such director or staff member's immediate family, shall be eligible to be a direct recipient of Corporation services, including homebuyer and critical repair services. Application may be permitted after a waiting period of at least one year since Board membership or employment has terminated. Such an applicant would receive no special treatment. Immediate family members and staff are defined in the Corporation's policy and procedures documents. Nothing in this section shall be construed as prohibiting a staff member from becoming an immediate family member of a person or family that is the current recipient of services placing such staff member's job in jeopardy.

No person or immediate family member of a person that is the direct recipient of Corporation services and who has an outstanding obligation on a loan that was made in connection with such services shall be eligible to serve as a director. If a director should become an immediate family member of any such person or family, the director shall resign. Once any outstanding loan obligation of a person referenced in the two preceding sentences is satisfied, that person and immediate family members shall be eligible to serve as a director.

## **ARTICLE V**

### *Officers*

#### **Section 5.1 Number**

The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, Treasurer, Chief Executive Officer and such other officers as are appointed by the Board of Directors from time to time. No more than one of the four principal offices may be held by the same person.

#### **Section 5.2 Appointment and term**

The principal officers of the Corporation, being the Chair, Vice Chair, Secretary, and Treasurer shall be appointed by the Board of Directors at its annual meeting. The Board Development Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor.

All nominees for the (4) four principal offices must be members of the Board of Directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation, removal or until such officer's successor is elected and qualifies.

No person may be appointed to serve for more than two (2) consecutive terms in the office of Chair or in the office of Vice Chair. No person may be appointed to serve for more than six (6) successive terms in the office of Secretary or in the office of Treasurer.

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**

A principal officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future effective 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 Chair**

The Chair shall be the chief officer of the Board and, subject to the control and direction of the Board of Directors, generally supervise the affairs and business of the Board. The Chair shall serve as the Chair of the Board of Directors and shall preside at all meetings of the Board of Directors and the executive committee and shall be an ex-officio member of all committees. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as may be prescribed from time to time by the Board of Directors.

### **Section 5.5 Vice Chair**

The Vice-Chair shall assist the Chair in the performance of all duties and assume responsibility in the Chair's absence. If the office of Chair becomes vacant for any reason, the Vice Chair shall become Chair for the remainder of that year.

### **Section 5.6 Secretary**

The Secretary, under the direction and control of the Board of Directors, shall ensure true and accurate minutes of all acts and proceedings of the Board of Directors are kept.

### **Section 5.7 Treasurer**

The Treasurer shall have the authority and responsibility for the safe-keeping of funds and securities of the Corporation. The Board of Directors shall establish policy guidelines for the conduct of the financial affairs of the Corporation.

### **Section 5.8 No compensation**

The officers of the Corporation described in the foregoing sections, but excluding the CEO, shall not be compensated for their services as such. Provided, however, at the discretion of the Board of directors, individual officers may be reimbursed in an amount determined by the Board for expenses actually and reasonably incurred by them in the performance of their duties.

### **Section 5.9 Chief Executive Officer (CEO)**

The Corporation shall employ a Chief Executive Officer (CEO) who shall be responsible for the administrative management of the affairs and programs of this Corporation. The CEO shall have full discretionary power to execute and effect the Bylaws, policies and directives of the Board of Directors, provided however, the CEO shall not take the following action without the prior authorization of the Board of Directors:

- a) The sale or divest of any real property, except in the ordinary course in connection with the provision of services, when the value of any sale or divestment exceeds \$100,000.00;
- b) The purchase of any real property, personal property, or services whose total cost exceeds \$100,000;
- c) The filing or settlement of any lawsuit, arbitration or other legal proceedings, except for any foreclosure action and for any claim against the Corporation for which the Corporation is insured and, except for any deductible, the settlement will be funded by an insurance policy; and



- d) The Corporation undertaking any activities outside its purpose.

The CEO shall report on a regular basis to the Chair. The Board of Directors shall be responsible for hiring the CEO and evaluating the performance of the CEO on a regular basis and the Chief Executive Officer may be dismissed by majority vote of the Board of Directors at a meeting where a quorum is present. At the discretion of the Board of Directors, the CEO may be compensated for the performance of the duties of the CEO, provided that any such compensation arrangement be in writing and be consistent with the compensation of other CEO's or chief executives of other similar non-profit organizations in or around Lexington, Kentucky.

The CEO is a non-voting member of the Board of Directors and the Executive Committee and is an ex-officio member of all committees.

### **Section 5.10 Authority**

Each officer shall have the inherent authority to take action consistent with the duties of the office. The officers or their designees may sign any deeds, leases, mortgages, bonds, contracts, or other instruments which are necessary to fulfill the duties of the office and 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 to be otherwise signed and executed.

## **ARTICLE VI**

### *Committees*

#### **Section 6.1 Board committees in general**

Committees shall follow the provisions of Article IV of these Bylaws, which govern meetings of the Board of Directors, except that no committee of the Board shall be required to have an annual meeting or scheduled regular meetings.

Any member of a committee may be removed with or without cause by the Chair.

Minutes shall be taken at each meeting of committees at which corporate action is taken. At meetings where action is not taken, committees may take minutes or may provide written or oral reports to the Executive Committee or full Board of Directors.

#### **Section 6.2 Executive committee**

The Executive Committee, which is a committee of the Board, shall consist of the Principal Officers of the Corporation, the Chief Executive Officer, as a non-voting member, the immediate past-Chair, and up to two (2) additional directors appointed by the Chair. Except to the extent prohibited or limited by KRS 273.221, Section 6.5 of these Bylaws, 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, provided that the Executive Committee determines that the exercise of authority is necessary, is material to the Corporation's purpose, and it is impractical to otherwise obtain the approval of the full Board of Directors.

In addition, the Executive Committee shall review advocacy efforts undertaken by the Corporation prior to implementation, provided that the Corporation may engage in advocacy that is consistent with direction from Habitat for Humanity International, Inc., Kentucky Habitat for Humanity, Inc., or other coalitions that the Corporation participates in and have been approved by the Board, without Executive Committee review. For the avoidance of doubt, any advocacy efforts of the Corporation shall comply with the requirement that no substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

### **Section 6.3 Standing committees**

The Board shall have the following Standing Committees which shall be chaired by a member of the Board. Chairs of Standing Committees are appointed by the Chair. Standing Committee members are not required to be directors, but at least two members must be directors. Except for the Executive Committee's authority to make decisions to bind the Corporation as set forth in Section 6.2, no Standing Committees shall have the authority to exercise the authority of the Board of Directors. Members are appointed by the Chairs of Committees.

- *Board Development:* The committee shall be responsible for identifying and recruiting prospective directors of the Corporation and shall present a slate of nominees for election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principal officers of the Corporation and may make recommendations for chairs of the operating committees. The Committee shall also be responsible for the orientation of new members and the ongoing education of the Board.
- *Finance:* The committee shall oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the Corporation, recommend an annual revenue and expense budget for submission to the full Board of Directors, monitor the implementation of the budget, and accept the statement of audited financials on behalf of the Board of Directors.
- *Family Selection:* This committee shall recommend to the Board of Directors applicants for LHFH housing programs who are in need, have the ability to pay, are willing to partner, and meet other criteria established by the committee or the Board of Directors.
- *ReStore:* This committee shall support the operations of the Corporation's retail operation, ReStore, and recommend to the Board of Directors actions pertaining thereto.
- *Philanthropy:* This committee shall support the philanthropic, fundraising, communication and external relations efforts of the Corporation and its mission.

### **Section 6.4 Operating committees**

The Board may have operating committees as it determines necessary. Operating committees are established by the Executive Committee of the Board of Directors. Operating committee members are not required to be directors, but at least two members must be directors. Operating committees may include, but are not limited to: Construction, Mortgage Management, Housing and Strategic Plan.

Chairs of Operating Committees are appointed by the Chair of the Board of Directors. Members are appointed by the Chairs of Committees.

### **Section 6.5 Committee action**

To the extent specified by these Bylaws or the Board of Directors by resolution, the Executive Committee, but no other committee, may exercise the power of the Board of Directors, except that no Committee shall have the power or authority to: (a) Fill vacancies on the board of directors; (b) Adopt, amend or repeal Bylaws; (c) Elect, appoint or remove any officer of the corporation; (d) Establish a standing committee or establish or alter the manner in which committee members are appointed to these committees; (e) Amend or restate articles of incorporation; (f) Adopt a plan of merger or consolidation; (g) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (h) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; or (i) Amend, alter or repeal any resolution of the Board of Directors.

## ARTICLE VII

### *General Provisions*

#### **Section 7.1 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 considered, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) of the directors in office at the time the amendment must be approved.

#### **Section 7.2 Fiscal year**

The audited fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

#### **Section 7.3 Limitation of liability**

Subject to KRS 273.248, no present or future director, officer, employee, or agent of the Corporation shall be personally liable of any debt or liability of the Corporation, nor shall the property of any such director, officer, employee, or agent be subjected to the payment of the corporation.

Pursuant to KRS 273.24, a director shall not be personally liable for monetary damages for breach of such person's duties as a director, provided, however, that this provision shall not eliminate or limit the liability of a director for (a) any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be violation of law; or (c) any transaction from which the director derived an improper personal benefit.

The limitations of liability set forth herein are not and shall not be deemed to be exclusive of any other rights to which the Corporation's directors, officers, or employees may be entitled under any statute, including without limitation the Kentucky Nonprofit Corporation Act, agreement, bylaw, or action of the Board of Directors, or otherwise, and shall continue to a person who has ceased to be its director, officer, or employee, and shall inure to the benefit of such a person's heirs, executors, and administrators.

#### **Section 7.4 Indemnity and insurance**

The Corporation shall, to the fullest extent permitted by law, indemnify, defend, and hold each of its directors, officers and employees (each an "Indemnified Party") harmless against expenses (including attorneys' fees), judgments, taxes, fines, and amounts paid in settlement the Indemnified Party incurs in connection with, and shall advance expenses (including attorneys' fees) the Indemnified Party incurs in defending any threatened, pending, or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative, to which the Indemnified Party, or is threatened to be made, a party by reason of the fact that the Indemnified Party is or was a director, officer, or employee, or is or was serving at the Corporation's request as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership joint venture, trust or other enterprise. The Corporation shall advance related expenses upon receipt of an undertaking, with such security, if any, as the Board may reasonably require, by or on behalf of the Indemnified Party seeking indemnification to repay amounts advanced if it shall ultimately be determined that the Indemnified Party is not entitled to be indemnified by the Corporation.

The indemnification set forth herein are not and shall not be deemed to be exclusive of any other rights to which the Corporations directors, officers, or employees may be entitled under any statute, including without limitation the Kentucky Nonprofit Corporation Act, agreement, Bylaws, or action of the Board, or otherwise,

and shall continue to a person who has ceased to be its director, officer, or employee, and shall inure to the benefit of such a person's heirs, executors, and administrators.

The Corporation may purchase and maintain insurance on behalf of any person who is or was entitled to indemnification as described above, whether or not the Corporation would have the power or be obligated to indemnify such person against such liability under the Corporations Articles of Incorporation, these Bylaws, or other law. The Corporation may purchase and maintain fidelity bond coverage on behalf of its officers, directors, and employees.

**Section 7.5 Legal**

LHFH will comply with all laws and adhere to the standards of the Fair Housing Act and the Equal Credit Opportunity Act.

This is to certify that the Adopted Bylaws of Lexington Habitat for Humanity, Inc., were approved by the Board Directors for revision on November 17, 2020:

\_\_\_\_\_

**Date**

\_\_\_\_\_

**Secretary**

**EXHIBIT A**

**Statement of Understanding**