

**NATIONAL CENTER FOR HEALTHY HOUSING, INC.**

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**AMENDED AND RESTATED BYLAWS**

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# NATIONAL CENTER FOR HEALTHY HOUSING, INC.

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## AMENDED AND RESTATED BYLAWS

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### ARTICLE I

#### OFFICES

**Section 1. Principal Office.** The principal office of the National Center for Healthy Housing, Inc. (referred to as the “Corporation”) shall be located in the State of Maryland. The Corporation may from time to time have such other offices as the Board of Directors (the “directors”) may determine or as the affairs of the Corporation may require.

**Section 2. Registered Office.** The Corporation shall have and continuously maintain in the State of Maryland, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The address of the registered office may from time to time be changed by the directors.

### ARTICLE II

#### DIRECTORS

**Section 1. Directors.** The Corporation shall have at least five (5) and not more than twenty-one (21) directors, as is determined from time to time by the directors. Such number may be increased or decreased by the directors; however, no decrease shall have the effect of shortening the term of any incumbent director.

**Section 2. Powers and Qualifications.** The policies of the Corporation shall be determined, and its affairs shall be managed, by the directors. The directors shall act only as a

Board of Directors, or as a committee thereof; individual directors shall have no power as such. All powers of the Corporation may be exercised by or under authority of the Board of Directors. Directors need not be citizens of the United States or residents of the State of Maryland.

**Section 3. Election and Term.** The Board of Directors of the Corporation may elect or reelect a director at any meeting of the Board of Directors. Directors shall serve for a term of three (3) years and until their successors are elected and qualified, or until their earlier resignation, removal or death. Beginning with the June 2003 elections or appointments, directors shall serve for no more than four (4) consecutive terms. A director who has served the maximum number of terms may be re-elected or re-appointed after one year of not serving on the Board of Directors.

**Section 4. Resignations.** Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the directors of such resignation shall not be necessary to make it effective. A director who, absent extenuating circumstances or prior notice to the Secretary or Chair, misses more than three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned, with such resignation effective as of the date of the third missed meeting.

**Section 5. Removal.** A director may be removed from office at any time, with or without cause, by the Board of Directors that elected or appointed such director.

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 6. Location of Meetings.** Meetings of the Board of Directors, annual, regular or special, may be held within or without the State of Maryland and may be held by means of telephone conference.

**Section 7. Annual Meeting.** Annual meetings shall be held at such time and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the directors.

**Section 9. Call of Special Meetings.** The Chair of the Board or the President may call, or upon the request of a majority of the directors, the Secretary shall call, special meetings of the Board of Directors, as appropriate.

**Section 10. Notice of Special Meetings.** Notice of special meetings of the directors shall be in writing, signed by the President, or the Secretary, and shall be served personally or sent to each director, as appropriate, by mail or electronic transmission addressed to his\her last known address at least seven (7) days before the time designated for such meeting. Notice of special meetings shall state the time and place of the meeting; the purpose or purposes of such meetings need not be specified, unless otherwise required in the Articles of Incorporation or these Bylaws.

**Section 11. Waiver of Notice.** Whenever notice is required to be given to any director by the General Laws of the State of Maryland, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

**Section 12. Quorum.** One-third of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the General Laws of the State of Maryland, the Articles of Incorporation or these

Bylaws. However, if a quorum is not present at any meeting, those directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 13. Action by Majority of Directors Present.** Except as required by the General Laws of the State of Maryland, the Articles of Incorporation or these Bylaws, any action by a majority of the directors present at a meeting at which a quorum of directors is present shall be deemed the action of the Board of Directors.

**Section 14. Action by Written Consent.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## **COMMITTEES**

**Section 15. Executive Committee.** The Board of Directors may from time to time designate from among their members not less than three (3) of their number, to constitute an executive committee of the Corporation, including a Chair, who shall serve as an ex officio member, with full voting rights. The executive committee shall have the full power to carry out the policies established by the directors and to manage the affairs of the Corporation as necessary during the interim periods between meetings of the directors.

**Section 16. Designation of Additional Committees.** The directors may from time to time designate from among their members not less than two (2) of their number, to constitute a committee or committees as deemed necessary and proper. The directors shall have the power at any time to: (i) designate a member of such committee as its chairman; (ii) fill vacancies on any committee; (iii) change the membership of any committee; or (iv) discharge a committee.

**Section 17. Powers.** Each committee shall have, and may exercise, such powers not inconsistent with the General Laws of the State of Maryland, the Articles of Incorporation or these Bylaws, as authorized by the directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him\her by law. The members of a committee shall act only as a committee.

**Section 18. Term.** Members of a committee shall serve for a term of three (3) years or until their earlier resignation, removal with or without cause, or death, or until the committee shall sooner be discharged.

**Section 19. Meetings.** Meetings of a committee may be held within or without the State of Maryland, and may be held by means of telephone conference. A majority of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions and report such actions to the Board of Directors and the President.

**Section 20. Quorum.** A majority of the then serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee, except when a committee has only two (2) members, then any action must be by unanimous consent.

## **ARTICLE III**

### **[RESERVED]**

## **ARTICLE IV**

### **OFFICERS**

**Section 1. Designation.** The officers of the Corporation shall consist of a President, a Treasurer, a Secretary and an Executive Director. The Corporation shall also have a Chair of

the Board, who shall be appointed by the Board of Directors. In addition, it may have one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, and agents as may be deemed necessary, each to have such duties and authority as are provided in these Bylaws, or as the directors may from time to time determine. Any two (2) or more offices may be held by the same person, except the offices of President and Vice President.

**Section 2. Election.** The officers shall be elected by the directors at any meeting of the Board of Directors at which a quorum is present.

**Section 3. Term.** Officers shall serve for a term of two (2) years, until the next meeting of the Board of Directors or until their earlier resignation, removal or death.

**Section 4. Resignations.** Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the directors of such resignation shall not be necessary to make it effective.

**Section 5. Removal.** Any officer may be removed, either with or without cause, by a majority vote of the directors at any regular or special meeting.

**Section 6. Vacancies.** A vacancy in any office caused by resignation, removal or death may be filled for the unexpired term of the predecessor in office by the directors at any regular or special meeting.

**Section 7. Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Directors at which he/she shall be present. He/she shall have and may exercise such powers as are from time to time assigned to him/her by the directors.

**Section 8. President.** In the absence of the Chair of the Board, the President shall preside at all meetings of the Board of Directors at which he/she shall be present. The President shall have such other powers as may from time to time be assigned by the directors.

**Section 9. Vice President.** The Vice President, if there be one, shall perform such duties and have such other powers as the directors or the President may from time to time prescribe. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of Section 8.

**Section 10. Treasurer.** The Treasurer shall: keep (i) collect and keep an account of all moneys received and expended the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the directors; (iii) present reports of the finances of the Corporation at each annual meeting and when called upon by the President; and (iv) perform such related duties as shall be directed by the directors or the President. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the directors and the President. At the expiration of his\her term of office, the Treasurer shall turn over to his\her successor in office all books, records, monies and other properties of the Corporation.

**Section 11. Secretary.** The Secretary shall: (i) act as secretary of all meetings of the Board of Directors and the committees (if any); (ii) maintain the minutes thereof in the proper book or books; (iii) see that the reports, statements and other documents required by law are properly maintained and filed; and (iv) in general, perform all the duties incident to the office of secretary and such related duties as may from time to time be assigned by the directors or the President. The books, records and papers in the hands of the Secretary shall at all times be subject to the inspection, supervision and control of the directors and the President. At the

expiration of his\her term of office, the Secretary shall turn over to his\her successor in office all books, records, papers and other properties of the Corporation.

**Section 12. Executive Director.** The Executive Director shall exercise general supervision and management over the day-to-day affairs of the Corporation, and shall perform all duties incident thereto, and have such other powers as may from time to time be assigned by the directors.

**Section 13. Other Officers.** Other officers selected or appointed by the directors shall, in general, perform such duties and have such powers as shall be assigned to them by the directors or the President.

## **ARTICLE V**

### **COMPENSATION**

**Section 1. Compensation of Directors.** Directors shall not receive any compensation for their services; however, the directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to, attendance at annual, regular or special meetings of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 2. Compensation of Officers.** Salaries or other compensation of the officers may be fixed from time to time by the directors, provided that such salaries and compensation shall not be excessive in amount and shall be for services which are reasonable and necessary for performance of the Corporation's purposes.

**Section 3. Reasonable Compensation.** Any compensation paid by the Corporation to officers, employees, or any individual or entity, who is a disqualified person, as defined in

section 4958 of the Internal Revenue Code (the “Code”), shall be reasonable and in compliance with sections 501(c)(3), 4958, and all other applicable provisions of the Code.

## **ARTICLE VI**

### **LIABILITY AND INDEMNIFICATION**

**Section 1. Liability.** In the absence of fraud or bad faith, the directors of the Corporation shall not be personally liable for its debts, obligations or liabilities.

**Section 2. Indemnification.** The Corporation shall indemnify each director, officer, or employee, present or former, to the maximum extent permitted by law against all cost and expense reasonably incurred by or imposed upon him\her in connection with any action, suit, or proceeding in which he\she may be involved by reason of being or having been a director, officer, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which any such director, officer, or employee may be entitled as a matter of law.

**Section 3. Insurance.** The Corporation shall have the power to purchase directors and officers liability insurance on behalf of any such person who is or was a director or officer of the Corporation.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

**Section 1. Execution of Contracts.** The directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances.

**Section 2. Loans.** The directors may authorize the President or any other officer or agent of the Corporation to: (i) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual or other institution; (ii) make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation; and (iii) pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the directors may be general or confined to specific instances. No loans shall be made by the Corporation to any director or officer thereof.

**Section 3. Gifts.** The directors may accept on behalf of the Corporation any contribution, gift, bequest or devise to be used to achieve the purposes of the Corporation.

**Section 4. 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 directors and restricted to the prudent investments which a director is or may hereafter be permitted by law to make.

**Section 5. Voting of Securities Held by the Corporation.** Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the directors may specify. In the absence of any direction by the directors, such stocks and securities shall be voted as the President may determine.

**Section 6. Books and Records.** There shall be kept at the principal office of the Corporation, correct books of accounts of all the business and transactions of the Corporation.

**Section 7. Depositories.** The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies or other depositories, as the directors may select, or as may be selected by any one (1) or more

officers or agents of the Corporation to whom such power may from time to time be delegated by the directors.

**Section 8. Signatories.** All checks, drafts and other orders for payment of money from the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the directors. In the absence of such determination by the directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

**Section 9. Annual Audit.** The directors may require an annual audit be made of the books and accounting records of the Corporation.

**Section 10. Fiscal Year.** The fiscal year of the corporation shall be determined by resolution of the directors.

**Section 11. Corporate Seal.** The Corporation shall have a corporate seal with its name, year of incorporation and the words "Corporate Seal, State of Maryland" inscribed thereon. The seal shall be maintained in the custody of the Secretary and used by him\her, or any other officer so authorized by the directors, by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced on any instrument or document as may be required by law, these Bylaws, the directors or the President. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity or legal effect of the instrument in any respect.

## **ARTICLE VIII**

### **AMENDMENTS**

The Board of Directors shall have the power, at any regular or special meeting thereof, provided that notice shall be given no less than seven (7) days in advance, to make and adopt new Bylaws, or to amend, alter or repeal any of the Bylaws of the Corporation by a two-thirds (2/3) vote of the directors then in office. Notice of the intent to alter, amend or repeal and adopt new bylaws shall be given in accordance with Article II, Section 11 hereof.

## **ARTICLE IX**

### **EFFECT OF PROVISIONS OF LAW AND ARTICLES OF INCORPORATION**

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the General Laws of the State of Maryland or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

**SECRETARY'S CERTIFICATE**

I, Jonathan Wilson, Assistant Secretary of National Center for Healthy Housing, Inc., a nonprofit corporation formed and existing under the General Laws of the State of Maryland (the "Corporation"), do hereby certify that the foregoing is a true and complete copy of Amended and Restated Bylaws of the Corporation as amended by the directors of the Corporation on the 20<sup>th</sup> day of October, 2003.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of the Corporation on this 20th day of October 2003.

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[Seal]

Jonathan Wilson, Assistant Secretary