



BYLAWS  
Amended and Restated  
May 20, 2014

**ARTICLE 1 – NAME, OFFICE, SEAL**

Section 1.01 – Name of Corporation

The name of the Corporation shall be the Federation of Appalachian Housing Enterprises, Inc. (hereinafter referred to as “FAHE” or the “Corporation”).

Section 1.02 – Principal Office

The principal office of FAHE shall be located in Berea, Kentucky.

Section 1.03 – Corporate Seal

The Corporate Seal of FAHE shall have inscribed thereon the name of FAHE and Seal, not for profit.

**ARTICLE 2 – MEMBERS**

Section 2.01 – Members

The members of FAHE are organizations with service areas in Central Appalachia supporting the goal of improving low-income housing conditions.

Section 2.02 – Qualifications for Membership

Qualifications for membership are established by the Board of Directors and approved by the Membership.

Section 2.03 – Participation of Membership

Members shall form caucuses that will meet regularly to participate in the business of FAHE. Members will nominate Caucus Directors to the Board. The FAHE membership shall meet annually to elect the Board of Directors and to discuss any business requiring action by the full membership.

Section 2.04 – Delegates

Each Member shall appoint one Delegate to cast a vote on behalf of that member group. Each Member shall select its Delegate solely in accordance with that

Member's own procedures. Each Member shall also appoint one Alternative Delegate to cast a vote on behalf of that member group in the event the Delegate is for any reason unavailable, unable or unwilling to cast a vote. Each Member shall notify the Chairperson of the Board or the Secretary of the Corporation, in writing, of the identity of the Delegate and Alternate Delegate and of any changes that may occur from time to time.

#### Section 2.05 - Quorum

The presence in person of Delegates representing at least one-third of the Members in good standing shall constitute a quorum for the transaction of business. The act of a majority of delegates present at a meeting at which a quorum is present shall be the act of the membership unless a greater number is required by statute. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Delegates provided that any action taken is approved by at least that number of Delegates required to constitute the act of the membership at a meeting at which a quorum is present.

The amendment of the Articles of Incorporation or of these Bylaws shall require the act of two thirds of all the Delegates then serving.

#### Section 2.06 – Membership Voting

Each member in good standing according to the FAHE Membership Policy shall be entitled to one vote through its delegate for any action required by the membership.

#### Section 2.07 – Act of Membership without a Meeting

The membership may act without meeting by having their delegates vote through any of the following alternative means: (1) e-mail; (2) postal service correspondence; or (3) documented telephone polling. Any act taken through an alternative voting means shall be the act of the membership if a majority of all members consent to the action through the alternative votes of their delegates unless a greater number is required by statute, the Articles of Incorporation or these Bylaws. The amendment of the Articles of Incorporation or of these Bylaws shall not be subject to alternative voting.

### **ARTICLE 3 – CAUCUSES**

#### Section 3.01 – Formation of Caucuses

Representatives from the Membership within each state in FAHE's service area will join together to form a Caucus. There will be no more than one Caucus from each state.

#### Section 3.02 – Minimum Requirements to Form a Caucus

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A minimum of three Members are required to be recognized as a caucus for the purpose of nominating candidates to the Board of Directors. Each Caucus will elect a chairperson from within the membership organization for a term beginning July 1 and ending June 30 or until his or her successor is elected or appointed and qualified or until his or her earlier death, resignation, or removal.

#### Section 3.03 – Meetings

State caucuses will meet a minimum of twice a year.

#### Section 3.04 – Purposes

Each caucus shall:

- a. Appoint a representative to the Nominating Committee.
- b. Recommend nominees for Caucus Directors and at-large Directors to the Nominating Committee.
- c. Provide advice on the development of policy and programs.

### **ARTICLE 4 – BOARD OF DIRECTORS**

#### Section 4.01 – Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

#### Section 4.02 – Number and Term of Office

The Board shall consist of the following:

- a. Two Directors from each state Caucus. Directors from the same state Caucus shall serve staggered terms.
- b. No less than three and no more than five at-large Directors. At-large Directors may not be affiliated with a Member organization.
- c. Four nonvoting officers: President, Vice-President, Treasurer and Secretary.

Each voting Director shall hold office for a term of four years and shall serve until his or her successor is elected or appointed and qualified or until his or her earlier death, resignation or removal. Directors may not serve more than three consecutive four-year terms, exclusive of partial terms, except that Directors elected before the adoption of these Amended and Restated Bylaws may serve up to four consecutive four-year terms. Notwithstanding the foregoing, a Director may be appointed for an initial term of less than four years in the interest of staggering the terms of the Directors.

#### Section 4.03 – Quorum

The presence in person of Directors representing at least one half of all Directors shall constitute a quorum for the transaction of business.

#### Section 4.04 – Resignation

Any Director may resign at any time by delivering a written resignation to the Chairperson of the Board or the Secretary of the Corporation.

#### Section 4.05 – Removal

- a. Any Director may be removed with cause at any time by the affirmative vote of two-thirds of the Directors present at a Board of Directors meeting at which a quorum is present and the notice for which shall have specified the proposed removal. The notice shall be mailed by certified mail to the Director that is to be removed 30 days prior to the meeting date. Any Board member missing two consecutive meetings or three during the year may be removed at the Board's discretion with the notice required above.
- b. Any member organization can petition the membership requesting removal of a Director. A two-thirds (2/3) vote of the membership is required to remove a Director.
- c. Automatic removal shall occur, effective immediately, when:
  1. A Caucus Director is no longer employed by a member organization of the caucus represented.
  2. An at-large Director becomes employed by a member organization that is a member of a Caucus.
  3. A Caucus Director's organization ceases to be a member.
  4. A Caucus Director has two consecutive unexcused absences from Caucus meetings.

#### Section 4.06 – Vacancies

Vacancies occurring by death, resignation, removal, or otherwise may be filled by an appointment by the Chairperson. The Chairperson shall seek recommendations for Caucus Directors from the appropriate Caucus and for at-large Directors from the Nominating Committee. Any Director so chosen shall hold office until the next regularly scheduled election of Directors.

#### Section 4.07 – Regular Meetings

The Board of Directors shall meet at least semi-annually. Meetings will be held in a location and at a time to be determined by act of the Board of Directors or, absent such act, at the call of the Chairperson.

#### Section 4.08 – Special Meetings

Special meetings of the Board of Directors may be called by the President, Chairperson or Vice-Chairpersons and must be called by any of them on the written request of any three Directors.

#### Section 4.09 – Notice of Meetings

Notice of all meetings of the Directors, except as otherwise provided in the Bylaws, shall be given via e-mail or U.S. Postal Service at least seven (7) days before the meeting to the usual business or residence address of the Directors. Notice may be waived by any Director. Each notice shall state the general business to be transacted, the day, the time, and the place of the meeting, and, in the case of special meetings, by whose request it was called. Any business may be transacted at any regularly called meeting of the Directors.

#### Section 4.10 – Voting

Except as otherwise expressly required or allowed by law or by these Bylaws, all matters shall be decided by the vote of a majority of the Directors in attendance at a meeting at which a quorum is present. No proxy votes will be accepted.

#### Section 4.11 – Action by Board of Directors without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the Directors shall individually or collectively consent in writing to the action. Such written consent or consents shall be signed by each Director and may be delivered by postal correspondence, electronic mail, or facsimile transaction. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as unanimous vote of the Directors.

#### Section 4.12 – Committees

The Board of Directors may conduct its work through Committees to be established by resolution of the Board from time to time. Each Committee shall consist of two or more Directors who shall serve at the pleasure of the Board. The Board may name to Committees additional persons who are not Directors as advisory Members. The Board may delegate to any committee such powers and authority as it deems properly, subject to the provisions of the Kentucky Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws.

#### Section 4.13 – Executive Committee

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Second Vice-Chairperson and the nonvoting officer Directors: President, Vice Presidents, Treasurer and Secretary. The Executive Committee, between sessions of the Board of Directors, shall have all the powers of the Board of Directors in the management of the affairs of the Corporation except as limited by law, by the Articles of Incorporation or these Bylaws. The Committee shall report to the Board on all actions taken by the Committee.

#### Section 4.14 – Nominating Committee

The Nominating Committee shall consist of the President and one individual appointed from each Caucus by act of the Caucus. A member of the Nominating Committee shall not be nominated to the Board of Directors. The Nominating Committee will accept at least two (2) nominations for Caucus Directors from each of the Caucuses. The Nominating Committee shall seek out nominations for At-Large Directors from outside the membership. The Committee will elect a Chair from amongst themselves.

#### Section 4.15 – Vacancies

Any vacancy occurring in any Committee (by death, resignation, removal or otherwise) may be filled by appointment by the Chairperson of the Board.

### **ARTICLE 5 – OFFICERS**

#### Section 5.01 – Titles, Qualifications

The officers of the Corporation shall be Chairperson of the Board, Vice-Chairperson of the Board, Second Vice-Chairperson of the Board, President, Vice-Presidents, Secretary, Treasurer and other such offices as the Board may from time to time designate.

#### Section 5.02 – Election and Term of Office

The Chairperson, Vice-Chairperson and Second Vice-Chairperson shall be elected by the Board of Directors for two-year terms and shall hold office until his or her successor has been chosen and qualified.

#### Section 5.03 – Resignation

An officer may resign at any time by delivering a written resignation to the Chairperson of the Board, the President or the Secretary. Acceptance of any resignation, unless required by the terms thereof, shall not be necessary.

#### Section 5.04 – Removal

Any officer may be removed at any time by a majority vote of the Directors at a duly held meeting of the Board, a quorum being assembled. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.

#### Section 5.05 – Vacancies

In the event of a vacancy in an office, the remainder of the term for that office shall be filled as follows:

- a. The Board of Directors shall elect a Chairperson.
- b. The Chairperson shall appoint a Vice-Chairperson, Second Vice-Chairperson or Interim President as set out in the succession plan provided for in Section 5.08.

- c. The President shall appoint a Vice-President, Secretary or Treasurer.

#### Section 5.06 – Chairperson

The Chairperson of the Board shall preside at all meetings of the Board of Directors and at all meetings of the membership. The Chairperson shall have all the general powers and duties that are vested in the office by law and custom.

#### Section 5.07 – Vice Chairpersons

In the absence or disability of the Chairperson or when so directed by the Chairperson, the First Vice-Chairperson shall have all the general powers and duties of the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Board of Directors or the Chairperson. The Second Vice-Chairperson shall have all the general powers and duties of the Chairperson in the absence or disability of the Chairperson and the Vice-Chairperson.

#### Section 5.08 - President

The President shall be the principal executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation subject to the control of the Board of Directors. The President shall be a nonvoting member of all committees and shall perform all duties incident to the office of President and such other duties as may be specified by the Board of Directors from time to time. The President shall be elected by the Board of Directors under such terms and conditions as the Board shall determine. The Board shall maintain a succession plan that establishes the steps to be taken in the event of a vacancy in the office of President.

#### Section 5.09 – Vice-President

In the absence of the President, the Vice-Presidents shall exercise the powers and perform the duties of the President. The Vice-Presidents shall be appointed by the President from the staff of the Corporation under such terms and conditions, as the Board shall determine.

#### Section 5.10 – Secretary

The Secretary shall record, or cause to be recorded, all the votes of the Directors and the minutes of the meetings of the Board of Directors and of the Members in a book or books to be kept for that purpose. The Secretary shall keep, or cause to be kept a record of the Members of the Corporation showing the names of all Members. The Secretary shall also ensure that notices of meetings of the Board are given and that all records and reports are kept and filed by the Corporation as required by law; and, in general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the Board of Directors or the Chairperson. The Secretary shall be appointed by the President from

the staff of the Corporation under such terms and conditions, as the Board shall determine.

#### Section 5.11 – Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of properties and business transactions of the Corporation including all accounts customarily included in financial statements. The Treasurer shall deposit, or cause to be deposited, the funds of the Corporation, except such as may be invested or required for current use, in such banks or other places of deposit as the Board of Directors may from time to time designate; and, in general, the Treasurer shall perform all duties incident to the office of Treasurer or such other duties as may from time to time be assigned by the Board of Directors or the Chair. The Treasurer shall be appointed by the President from the staff of the Corporation under such terms and conditions as the Board shall determine.

### **ARTICLE 6 – POLICIES**

The Board of Directors shall as it deems necessary adopt, amend or repeal resolutions or statements of policy to guide the activities of the Corporation.

### **ARTICLE 7 – COMPENSATION AND CONTRACTS WITH DIRECTORS AND OFFICERS**

The Directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director. The Board of Directors shall fix the salary or other compensation of the President of the Corporation. Except as provided in this section, no Directors or Officers of the Corporation, except the President, Vice-President, Secretary and Treasurer shall receive, directly or indirectly any salary, compensation, or gift from the Corporation. Gifts made by the Corporation to Directors will be within limits set forth in the Finance Policy.

### **ARTICLE 8 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### Section 8.01 Indemnification

The Corporation shall indemnify any person who is a current or former officer or director of the Corporation and any person who has served at the request of the Corporation as an officer or director of another corporation, to the full amount against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director or officer, except in relation to matters as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of duty to the Corporation. The indemnification shall extend to heirs, executors or personal representatives of such persons.



Section 8.02 Insurance and Other Indemnification

The Board of Directors shall have the power to (i) purchase and maintain, at FAHE's expense, insurance on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

**ARTICLE 9 – AMENDMENT AND RESTATEMENT OF BYLAWS**

Except as otherwise provided herein, these Bylaws may be altered, amended, restated or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Members at any regular or special meeting, a quorum being assembled, provided that written notification of such meeting, setting forth in detail the proposed Bylaw revisions with explanations therefor be given not less than thirty days prior to such meeting.

**ARTICLE 10 – MISCELLANEOUS**

Section 10.01 Fiscal Year

The Fiscal Year of FAHE shall begin on July 1 of each year and shall end on June 30.

Section 10.02 Construction

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of these Bylaws shall be considered valid and operative and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 10.03 Relation to Articles of Incorporation

These Bylaws are subject to, and governed by, the Articles of Incorporation.

As adopted the 20 day of May, 2014.

SEAL

  
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Corporate Secretary