

**By-Laws
of
The Carpenter's Helper**

ARTICLE I.

Location of the Corporation

Section 1. Principal Office. The principal offices of this corporation shall be located at 88 Bent Creek, Hattiesburg, MS 39402

Section 2. Other Offices. This association may also have offices at such other places within the State of Mississippi and without as the Board of Directors may, from time to time, designate.

ARTICLE II

Members

Section 1. The members of the corporation shall be the members of the Board of Directors. It shall be the duty of each Board Member to promote and work toward the accomplishment of the purposes of the corporation and to contribute to it in all ways possible.

Section 2. The annual meeting of the Board of Directors shall be held during the month of November each year, at a time and place designated by the President. At least ten (10) days notice of the annual meeting shall be given each member. Special meetings may be called by the President as may be deemed necessary.

ARTICLE III

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be not less than six (6) nor more than twelve (12). All Directors shall hold office for a term of three (3) years, except that a Director elected to serve an un-expired term shall serve only for the remainder of the un-expired term and until a successor is elected. Directors may succeed themselves in office. Directors must be residents of the State of Mississippi, and shall be citizens of the United States.

Section 3. Election. The Board of Directors shall be elected by the members of the corporation, by majority vote of those present at the annual meeting of members. The terms of persons elected to the Board of Directors shall be such that as near one-third of the membership as possible shall be elected each year. Vacancies on the Board of Directors by resignations or death may be filled by appointment of the President and confirmation by the Board of Directors at the next regularly scheduled meeting. election at any regular or special meeting of the Board by the Board of Directors. Names of proposed new Directors shall be first submitted to the nominating committee, which shall present to the members a list of candidates recommended for election.

Section 4. Removal of Directors. Any Director may be removed by two-thirds (2/3) vote of the entire Board, voting by written ballot at a regular or special meeting.

Section 5. Meetings. The annual meeting of the Board of Directors shall be held during the month of November each year, at a time and place designated by the President. At least ten (10) days written notice of the annual meeting shall be given each member by mail. The Board of Directors shall meet not less than four (4) times annually. The Board of Directors shall have regular meetings at such times and places established by resolution of the Board of Directors. Special meetings may be called by the President as may be deemed necessary. All members of the Board of Directors must be given a minimum of twenty-four (24) hours notice of any special meeting.

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Section 6. Quorum. A majority of the active membership of the Board of Directors shall constitute a quorum of any meeting. In determining a quorum, any Director who is excused from attendance at a meeting or is on leave of absence shall not be counted. However under no circumstances shall the quorum be less than a majority of the elected members of the Board. Members may be excused by calling an officer of the corporation or the corporation's staff and requesting that they be excused from attendance at such meeting. Directors may, by written notice, request the Board grant them leave of absence for no more than six (6) months.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

Section 8. Duties. The Board of Directors shall have full responsibility for the conduct of the affairs of the corporation, determining policies and electing officers necessary for its operation and specifying the duties of each.

Section 9. Liability of Directors. No individual director shall be held liable or responsible for any action taken by the Board in accordance with the provisions of the Articles of Incorporation and the By-Laws or for any legal action brought against the corporation or its officers and the corporation shall exonerate and hold harmless each Director therefrom.

Section 10. Compensation. The Directors shall serve without compensation.

ARTICLE IV

Board of Advisors

The Board of Directors may appoint an advisory board to be known as the Board of Advisors, who shall serve until they resign or are removed or replaced by actions of the Board of Directors.

ARTICLE V

Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, and Secretary/Treasurer. The Executive Director shall be a non-voting member of the Executive Committee. It shall have and may exercise all powers of the Board of Directors between meetings of the Board, provided, however, that the Executive Committee shall not modify any action previously taken by the Board of Directors. A report of action taken is to be made at the Board meeting next following the meeting of the Committee. All of the members of the Executive Committee shall constitute a quorum.

Section 2. The Nominating Committee shall be chaired by the Vice-President and shall consist of at least two (2) other persons. Members of the committee must consist of members of the Corporation as defined in Article 1 Section 1 of the By-laws and shall be appointed by the Vice-President..

Section 3. The President shall have the authority to establish any committee he deems necessary to conduct the business of the Corporation. The President shall also have the authority to appoint chairs of each committee.

ARTICLE VI

Officers

Section 1. General. The officers of the Corporation shall consist of a President, Vice-President, and Secretary/Treasurer who shall be elected by the Board of Directors at the annual meeting. The first President elected by said Board shall serve a term of Ten (10) Years; provided, however, that if said President die, resign or be removed for cause as hereinafter set forth, his successor shall not serve out the first President's remaining term, but shall be elected in a manner

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as set forth herein. Each succeeding President and the Vice-President shall serve for a term of one (1) year, or until a successor shall be duly elected, and the Secretary/Treasurer shall serve a term of Two (2) Years. No person may hold more than one office. Officers, including the first President, may succeed themselves in office for no more than a period of five (5) terms.

Section 2. President. The President of the corporation shall preside at all meetings of the Board of Directors, shall appoint such committees as may be deemed necessary by the Board to effectively carry out the function of the Board, and shall perform such other duties as may be assigned by the Board of Directors. The President shall be a member ex-officio of all committees, except the Nominating Committee.

Section 3. Vice-President. The Vice-President of the Board shall act in the absence or disability of the President and shall also perform such duties as may be assigned by the Board of Directors or President.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for custody of all corporate records and the keeping of a record of proceedings of meetings of the Board of Directors and Executive Committee. The Secretary/Treasurer shall have overall charge of the funds and responsibility for the fiscal operation of the corporation. The Secretary/Treasurer may appoint or employ such assistance from the members of the Board of Directors or employees of the corporation as shall be deemed appropriate to accomplish the ministerial functions of the office..

Section 6. Executive Director. The Board of Directors may, but shall not be required to, select a person to fill a position known as Executive Director. The Executive Director shall have the responsibility for the coordination and advancement of all projects selected by the Board of Directors consistent with the purposes of the corporation. The Executive Director may be a volunteer or may be a paid part-time or full-time employee. The Executive Director shall be a non-voting member of the Board of Directors.

Section 7. Other. The Board of Directors may elect or employ such other officers, including one or more assistant secretaries/treasurers as it shall deem desirable, such other officers to have the authority and perform the duties prescribed from time to time by the President and to exercise such duties under supervision of the President.

Section 8. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board for cause, which shall be defined as conviction of a felony, acts jeopardizing the Corporation's 501(c)(3) status, or any act of dishonesty towards the Corporation. Any officer removed for cause shall forfeit any contractual obligations with the Corporation.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President with the approval of the Board of Directors for the un-expired portion of the term.

Section 10. Liability of Officers. No officer shall be liable or responsible for any action taken pursuant to authorization of the Board of Directors in accordance with the provisions of the Articles of Incorporation and By-Laws or for any legal action brought against the corporation, and the corporation shall exonerate and hold harmless each officer therefrom.

ARTICLE VII

General Operations

Section 1. Contributions. All financial contributions other than gifts of money shall be accepted or declined by the Board of Directors.

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Section 2. Audit. The Board shall provide for periodic audit of the financial accounts of the corporation. The audit may be provided internally or by other persons engaged by the Board, as deemed appropriate by the Board.

Section 3. Bonding. The Board of Directors may determine which persons have major responsibilities for the handling of moneys and securities of the corporation and may require such persons to be bonded at the expense of the corporation, in such amounts as shall be determined by the Board of Directors.

Section 4. Signatures. Signatures on all contracts, disbursement of funds, leases and other such items shall be provided by resolution of the Board of Directors.

Section 5. Budget. A proposed annual budget of estimated income and expenditures and all revisions shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriation without prior approval of the Board of Directors.

Section 6. Deposits. All moneys of the corporation shall be deposited in the name of the corporation under such conditions and in such financial institution as shall be designated by the Board of Directors.

Section 7. Conveyances, Notes and Mortgages. Conveyances of property, promissory notes, mortgages or other evidences of indebtedness issued in the name of the corporation shall be signed by the President and Secretary/Treasurer, or such other officer or officers, agent or agents of the corporation as shall be determined by resolution of the Board of Directors.

Section 8. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 9 Purpose. To the best of our ability and resources, we will correct deficient housing conditions for persons in our immediate area who lack the resources or physical or mental abilities to correct the problem themselves. This includes widows, widowers, the disabled and disadvantaged with significant health, safety or quality of life issues. Projects will be limited to single-family owner-occupied residences. Our immediate area includes Forrest, Lamar and Perry counties in Mississippi or other nearby areas designated by our contributors.

ARTICLE VIII

Corporate Seal

Section 1. General. The corporate seal shall consist of a circular, flat-faced die with the name of the corporation and the year of its organization.

ARTICLE VIV

Amendments

Section 1. General. These By-Laws may be amended by the Board of Directors, providing each member of the Board of Directors of the corporation as defined in Article 1 Section 1 have been given a written notice at least ten (10) days prior to the meeting of the Board of Directors at which such change shall be considered, which notice shall contain the substance of the proposed amendments. If any Board Member objects, in writing, to the proposed changes, the proposed changes must then be submitted to the members for a vote. Proposed changes become effective if two thirds of the elected Board approve the proposed changes.