



To Build A Village
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NON-PROFIT BYLAWS of TO BUILD A VILLAGE INC.

PREAMBLE

The following bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Idaho and the Articles of Incorporation of To Build a Village Inc.. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the Non-Profit Corporation Act of Idaho, the said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of To Build A Village Inc., it shall then be these bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as To Build A Village Inc., and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows: The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively by a team of highly skilled team members, all pioneers in the green building industry and regenerative land development fields. The Corporation/Organization is dedicated to building resilient watersheds and self-sustaining communities through education and the building of skills



within the Haitian communities we work with and in enabling them to become agents of their own stability.

The Corporation/Organization will collaborate with like-minded teams to develop regenerative programs that provide an understanding of how to live regeneratively in a community and to be independent, yet interconnected to the rest of the region. The team will allow for future innovation and growth but keep a balance between man and nature so that the region can continue developing resiliency. The Corporation/Organization will further address everyday issues to allow Haitians to literally build their lives from the ground up.

A stable forest is the foundation for a stable people. A stable people can become a peaceful, productive democracy – and ultimately, a good, contributing neighbor.

Like linked hands, the restoration of the forest will support all efforts to rebuild Haiti – a spongy, absorbent forest floor and a healthy forest will act as a mitigating force for hurricanes and other flooding disasters. It will support sustainable agriculture and provide valuable resources to Haiti's people. Because only two percent of Haiti's forest remains, it must be restored. Without this systemic approach, the environmental cycles of destruction that have plagued Haiti for so long will continue.

As such, the Corporation/Organization will provide communities with a regenerative plan to restore their watershed and offer clear steps for the entire region to move forward as a resilient system rather than a patchwork of disconnected pieces.

The Corporation/Organization will also work to build vibrant communities and return power to the Haitian people. When watersheds are restored in a regenerative and vibrant way, communities will have an ability to make a living off the land. These livelihoods will provide them an opportunity to contribute to local markets and meet local needs. The restoration will further provide an ability for families to circulate money within their community and restore their ability to create numerous family owned industries and opportunities for employment and more. The Corporation/Organization will work to restore regenerative watersheds which lead to self-sustaining or self-reliant communities.

Donations and fundraising activities will provide funding for the necessary operating expenses and projects provided by the Corporation/Organization.



In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in the furthering of its primary non-profit purposes. The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Idaho and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 2745 N US Highway 93, Arco, Idaho 83213.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall be to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities: The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges



and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Idaho. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications: The Board shall have up to 10 members, but no fewer than three (3) Board members (in the case of Religious Corporations/Organizations, one (1) Board member is required). The number of Board members may be increased beyond 10 members by the affirmative vote of a two-thirds majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Idaho. In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect and carry out the mission of the Corporation/Organization.

Board Compensation: The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these bylaws, nothing in these bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Election: New and renewing Board members shall be approved by unanimous vote of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon the Board of Directors majority of then-serving Board members.

Meetings: The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 3 regular Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via text message or email. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted.



ARTICLE 6 – Officers

Officers and Duties: The Board shall elect officers of the Corporation/Organization which shall include a President (Executive Director), a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, if the Corporation/Organization is not a Religious Corporation/Organization, with the exception that the Secretary may not serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment.

Chair of the Board (Chief Executive Officer): It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Board of Directors are unanimously authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

President (Executive Director): It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

Secretary: The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on



behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer): It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

ARTICLE 7 - COMMITTEES

Committees of Directors: The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2) directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee.

Governance Committee: The Governance Committee, if created, shall be responsible for the health and functioning of the Board. It shall be in charge of recruiting new members, conducting orientations, producing board materials, and evaluating the performance of the Board itself. The Governance Committee shall also be responsible for ensuring the effectiveness of the current Board, establishing priorities for Board composition, plan for Board of Director recruitment and succession, oversee Board development and take the lead in performing Board evaluations.

Communications and Public Relations Committee: If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence and contacts with the media.



Fundraising Committee: The Board, at its sole discretion, may create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

The Board of Directors shall, at their discretion, add committees or collaborative teams to carry out the purpose of this Corporation/Organization. The Board of Directors shall provide a scope of the responsibility and one director shall be responsible to lead and be in contact with the committee or collaborative team.

ARTICLE 8 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments: The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, and memberships in other corporations/organizations, All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts: No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.



ARTICLE 9 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws: The Corporation/Organization shall keep at its principal office, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns: The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records: The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements: The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Idaho Attorney General and members of the public for inspection no later than 14 days after the close of the fiscal year to which the statements relate.



Reports: The Board shall ensure an annual report is sent to all directors within 14 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information: a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year. b) The principal changes in assets and liabilities, including trust funds, during the fiscal year. c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year. d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year. The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 10 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31.

ARTICLE 11 - AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations as given in accordance with these bylaws.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a Corporate/Organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the



foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFIED: February 24, 2023