

AMENDED AND RESTATED BY-LAWS
NORTHWOODS ALLIANCE FOR TEMPORARY HOUSING, INC.

On **November14, 2012**, the Northwoods Alliance for Temporary Housing, Inc. amended by-laws entitled: “NORTHWOODS ALLIANCE FOR TEMPORARY HOUSING, INCORPORATED BY-LAWS”.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is the Northwoods Alliance for Temporary Housing, Inc. In these By-Laws, the word “NATH” or “Corporation” shall refer to Northwoods Alliance for Temporary Housing, Inc. unless otherwise indicated by text or context.

ARTICLE II - PURPOSE

The purposes for which this corporation was organized are to provide safe, temporary and emergency housing with basic needs to families and individuals who are homeless within an atmosphere of encouragement, respect, dignity, and hope; while nurturing and promoting self-sufficiency and independent living. NATH will actively promote public awareness of homelessness by coordinating with Northwood’s resource agencies and educating the community.

NATH is organized for charitable purposes as an exempt organization under Section 501(c)(3) of the Internal Revenue Code pursuant to applicable federal and state laws permitting organizations to be organized exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - CORPORATE OFFICES

The Board of Directors shall fix the principal office of the Corporation to be located within Oneida County, Wisconsin, which is where the Corporation's general business will be transacted and where corporate records will be kept.

ARTICLE IV - MEMBERSHIP

The Corporation shall have no members.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS. Directors (referred to singularly as “Director” and collectively as “Directors”) are elected to the Board in part for the purpose of bringing to the Corporation the experience and knowledge of their personal and professional lives. From time to time, the Directors are called upon to make contributions of advice and expertise based on their personal, professional, occupational and educational experiences. Such contributions are made by the Directors within their roles as Directors and as part of their obligations and responsibilities to the Corporation.

SECTION 2. NUMBER OF DIRECTORS. The number of Directors of the Corporation shall be no less than seven (7) and no more than twenty (20). Elected Directors plus all *Officio* Directors (see sections C and D of this article for definitions.)

SECTION 3. RESPONSIBILITIES.

a. Power. The Board shall manage and direct the business, property and affairs of the Corporation. The Board may exercise all such powers and do all such things as may be exercised and or done by the Corporation, subject to the provisions of the Articles of Incorporation, these By-Laws and applicable law.

b. Committee Membership. Each Director is strongly encouraged to participate as an active member on at least one Standing Committee.

SECTION 4. MEMBERS OF THE BOARD. Members of the Board shall be comprised of the Principal Officers, the Immediate Past President (subject to Sections 4.a. and 4.b. of this Article V) and such other persons who broadly represent the community and can contribute knowledge and expertise necessary to promote the purposes of the Corporation.

a. Principal Officers. The Principal Officers (as defined in Section 1 of Article VI below) of the Corporation shall be *Ex Officio* Directors of the Board and members of the Executive Committee during their tenure as officers. At such time as any person ceases to be a Principal

Officer of the Corporation for any reason, such person's membership on the Board and the Executive Committee will automatically terminate forthwith.

b. Immediate Past President.

1. Definition. "Immediate Past President" shall mean that person who is the most recent retiree from the office of President of the Corporation and who is neither a Principal Officer nor an elected member of the Board.

2. Ex-Officio Director and Term. Immediately upon retirement from the office of President and with the consent and confirmation of the Board (which consent and confirmation will be considered by the Board at the next meeting of the Board following such retirement), the Immediate Past President, with his/her consent, shall become a voting member of the Board, whose term shall commence on the date of the 1st meeting of the Board following the date the Board agreed to consent and confirm; and shall continue for a term of two years; and upon expiration of such two-year term, no person may stand for election to the particular directorship reserved for an Immediate Past President; and the vacancy created shall remain unfilled until a new person qualifies as an Immediate Past President.

Notwithstanding the foregoing to the contrary contained, if another person qualifies as an Immediate Past President during the period a previous Immediate Past President is currently serving on the Board pursuant to this Section 4.b.2., the term of the previous Immediate past President shall terminate on the date of the 1st meeting of the Board following the meeting in which the Board agreed to consent and confirm the newly qualified Immediate Past President.

c. Ex-Officio Director. "Ex-Officio Director" means those members of the Board who are members of the Board by virtue of their office and who do not stand for election to the Board. All Ex Officio Directors shall be voting members of the Board of Directors.

d. Elected Director. Elected Director means those members of the Board who are not *Ex-Officio* Members and are required to be elected to the Board.

SECTION 5. ELECTIONS AND TERMS OF DIRECTORS.

a. Ex-Officio Directors. *Ex-Officio* Directors shall not stand for election to the Board because they are automatically members of the Board by virtue of their office. The term of directorship of an *Ex-Officio* Director will automatically expire at the time such person ceases to be a Principal Officer or qualify as an Immediate Past President. Elections for Directors shall be held during November of each year at a regularly scheduled meeting of the Board or, if none is scheduled, at a duly called Special Meeting of the Board.

Upon expiration of any *Ex-Officio* Director's term and upon being duly nominated, such person may stand for election to the Board as an Elected Director.

b. Elected Directors. Each nominee for election to the Board as an Elected Director shall be elected by a majority of the then number of the voting membership of the Board. The election shall be arranged so that approximately one-half of the total number of Elected Directors will stand for election in November of each year in which their term is schedule to expire. The term for Elected Directors will be for two years and will commence on the 1st day of January following the November election. Nothing herein contained shall be construed to limit the number of two-year terms that an Elected Director may stand for re-election, if duly nominated.

SECTION 6. VACANCIES. Vacancies on the Board shall be filled by nomination of candidate(s) and confirmed by vote of the majority of the then number of Directors of the Corporation for the unexpired term. If there is more than one person seeking to fill the vacancy, voting will be by secret written ballot.

SECTION 7. REMOVAL. Any Elected Director may be removed from their position by the Board at any time with or without cause, by a vote of two-thirds (2/3) of the then number of voting Directors on the Board following due notification of such action and allowing the right of all Directors, including the individual involved, to be heard thereon. The removal action may be taken at any regular or special meeting of the Board, provided that notification of such action and meeting states that the purpose, or one of the purposes, of the meeting is to consider removing an Elected Director, who shall be named, and is duly given to the person involved and to all other members of the Board no less than 14 calendar days prior to the time of meeting and provided further that voting will be by secret written ballot.

SECTION 8. COMPENSATION. Directors shall not receive payment or other compensation for services. Directors may be reimbursed, however, for actual expenses incurred in the performance of duties.

SECTION 9. MEETINGS:

a. Regular. Regular meetings of the Board may be held at such time and place as determined by a majority of the Board, provided however, the Board of Directors shall meet at least once in each calendar quarter.

b. First Calendar Quarter Meeting – President's and Treasurer's Report. A meeting shall be scheduled during the first calendar quarter of each year at which, among other matters, (i) the President shall report to the Board on the activities and progress of the Corporation to date and on activities and programs planned for the coming year and (ii) the Treasurer shall report on the financial conditional of the Corporation.

If presentation of the President's Report and the Treasurer's Report is not convenient at any Regular Meeting, then a Special Meeting of the Board shall be held in the first calendar quarter of such year on such date and at such time as the President, after consulting with the Treasurer, shall designate.

c. **Special.** Special Board meetings may be called by the President upon giving five (5) calendar days' notice to each Director. This notice may be given personally or by mail, by telephone or by electronic means. The notice shall state the meeting place, time and purpose. In like manner and notice, the Secretary shall call a special meeting upon the written request of at least three (3) Directors.

c. **Telephonic.** Subject to the limitation provided in Section 11 below, Directors may attend meetings personally or by telephonic or electronic means, provided the President has received at least seven days prior notice the any Director(s) intend to participate by telephonic or electronic means, and is satisfied that appropriate electronic equipment is available that will enable those present in person and those using the telephonic or electronic means to communicate with one another freely and will be simultaneously heard by all persons, whether present in person or by telephonic or electronic means.

SECTION 10. QUORUM. Except as otherwise provided in these By-Laws, a quorum for the transaction of business shall exist if a majority of the voting membership of the Board is present. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board, except where a larger number is required by law or these By-Laws.

SECTION 11. VOTING. All voting by the Board shall be by voice vote or by a show of hands of those in attendance either personally or by telephonic or electronic means at any Board meeting.

Voting shall also be by secret written ballot in the event (i) of the removal of a Director pursuant to Section 7 of this Article V and or the removal of any Officer pursuant to Section 2 of Article VI.

Any person in attendance at any meeting via telephonic means in accordance with the terms of these By-Laws will be entitled to submit a ballot to the President which is to be received by the President no later than one day prior to the scheduled Board meeting.

SECTION 12. PROXIES. Voting by proxy shall not be permitted in Board meetings.

ARTICLE VI – OFFICERS

SECTION 1. PRINCIPAL OFFICERS. The Principal Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. At the discretion of the Board, other officers may be elected with such responsibilities and duties as the Board may prescribe, except such other officers will not be Principal Officers.

SECTION 2. DUTIES. The Principal Officers shall have the following responsibilities and duties:

a. **President.** The President shall be the Chief Executive Officer of the Corporation. The President shall carry into effect the resolutions and directives of the Board, and, in general, shall

discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors and the Executive Committee, except in those instances in which the authority is expressly granted to another Officer or agent of the Corporation. The President will assure orderly meetings, promote timely accomplishment of Board duties and adhere to policies adopted by the Board. The President may appoint a Secretary or Treasurer *pro-tem* for Board meetings should the elected Secretary or Treasurer be absent.

At the meeting of the Board during the 1st calendar quarter of each year where the Treasurer is to present the annual financial reports of the corporation pursuant to Section 9.a. of Article V hereof, the President shall report to the Board on activities and progress of the Corporation and on activities and programs planned for the coming year.

The President may execute on behalf of the Corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board. The President shall appoint the Chairpersons to Standing Committees and to all other committees that may be established from time to time. The President shall be a non-voting *ex-officio* member of all Standing Committees.

b. Vice President. The Vice President shall assist the President in the administration of the Corporation and shall assume the duties of the President in the event of his or her absence and perform such other duties as the President or the Board shall deem necessary.

c. Secretary. The Secretary shall keep or cause to be kept minutes of the meetings of the Board of Directors and Executive Committee. The Secretary shall give or cause to be given notices of Board and Executive Committee meetings and other notices required by law or these By-Laws, except as otherwise provided herein. The Secretary shall keep all books, correspondence, committee minutes and papers relating to the business of the Corporation, subject to Sections 22 and 10 of Article XII hereof. The Secretary shall also handle all external correspondence of the Corporation as directed by the Board. The Secretary will also ensure that current mailing and email addresses, telephone numbers, and attendance rosters are maintained for all Directors, Officers, Committee members and employees of the Corporation. The Secretary may from time to time appoint individual(s) to assist him/her with specifically assigned tasks, including but not limited to, handling Board correspondence, updating rosters, etc.

d. Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit such money in the name of the Corporation in such banks or other depositories as shall be approved by the Board of Directors. The Treasurer will perform all duties incidental to the office of Treasurer and such additional duties as may be assigned by the Board of Directors.

During each regularly scheduled meeting of the Board, the Treasurer will present such financial reports and statements showing the financial condition of the Corporation and the income and expenses of the Corporation for the past month and on a year-to-date basis with comparisons to the previous calendar period and such other matters as may be required by the Board.

During the 1st calendar quarter of each year, the Treasurer will present to the Board at a regular or special meeting of the Board (see Section 9.a. of Article V hereof) the annual financial reports and statements, as of the close of the immediately prior fiscal year of the Corporation.

At a regular meeting of the Board during the 4th calendar quarter of each year, the Treasurer will present to the Board the proposed annual budget for the Corporation for the next calendar year, which budget will be in such form and content as approved by the Board.

The Treasurer shall be an *ex-officio* Chairperson of the Finance Committee.

The Treasurer shall have financial oversight of the Fund Raising Committee and the Grants Committee with respect to accounts payable, accounts receivable and budgets; including without limiting the generality of the forgoing, confirming that all expenditures are within budgets, all budgets have been approved by the Board or Executive Committee, and receive complete copies of all grants and awards to NATH (including applications therefore if the application is needed in order to comprehend the totality, interpretation and/or limitations of the grant or award).

Unless otherwise provided by the Board, the Treasurer need not be bonded by the Corporation.

SECTION 3. MODIFICATION OF DUTIES. The Board may from time to time as deemed advisable or necessary, modify the responsibilities, privileges and/or duties of the Principal Officers.

SECTION 4. REMOVAL. Any Officer may be removed from office at any time, with or without cause, by a vote of two-thirds of the then number of present and voting Members of the Board following due notification of such action and allowing the right of all Directors, including the officer involved, to be heard thereon. The removal action may be taken at any regular or special meeting of the Board, provided however, that notification of such action and meeting is duly given to the officer involved, who shall be named, and to all Directors of the Board no less than 14 calendar days prior to the time of meeting and further provided that voting will be by secret written ballot.

SECTION 5. ELECTIONS AND TERMS OF OFFICERS. Elections for Officers shall be held during November of each year at a regularly scheduled meeting of the Board or, if none is scheduled, at a duly called Special Meeting of the Board.

Each nominee for office shall be elected by a majority of the then number of present and voting membership of the Board. Any person in attendance at any meeting via telephonic or electronic means, in accordance with the terms of these By-Laws, will be entitled to submit a ballot to the Chairperson of

the Nominating Committee and such ballot is to be received by the Chairperson no later than the day prior to the scheduled November Board meeting.

The term for newly elected Officers will commence on the 1st day of January of the year immediately following their election and shall continue for two years.

Upon expiration of any Officer's term and upon being duly nominated, such Officer may stand for re-election to the same office, or election to another office of the Corporation or to the Board as an Elected Director.

SECTION 6. STAGGERED TERMS FOR PRINCIPAL OFFICERS. Although the term-of-office for the President, Vice President, Secretary and Treasurer is the same, the commencement and termination of the term of office for the President and Treasurer shall be staggered from the commencement and termination of the term-of-office for the Vice President and Secretary. The election for these offices will be scheduled so that the President and Treasurer shall stand for election in odd numbered years and the Vice President and Secretary will stand for election in of even numbered years.

SECTION 7. VACANCY. A vacancy in any office may be filled by a majority of the then number of present and voting membership of the Board for the unexpired portion of the term.

SECTION 8. TEMPORARY APPOINTMENTS. The President, or the Vice-President in the absence of the President, shall have the authority to appoint temporary or acting Officers, as may be necessary during the temporary absence or disability of the regular Officers.

ARTICLE VII – EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE. The Board has previously established an Executive Committee pursuant to the Initial By-Laws. The establishment of the Executive Committee and all its actions are hereby ratified and shall forthwith be governed by these By-Laws. Any inconsistency between terms and provisions of this Article VII and the Initial By-Laws shall be governed by these By-Laws.

SECTION 2. POWER TO ACT. During intervals between the meetings of the Board, and subject to any resolution of the Board, the Executive Committee shall have and may exercise all the authority of the Board in the management of the Corporation. The Executive Committee shall make a full report of all actions at the immediately subsequent Board Meeting or other meetings otherwise designated by the Board.

SECTION 3. MEMBERS OF THE EXECUTIVE COMMITTEE. The members of the Executive Committee shall be:

- a. Principal Officers and Immediate Past President. The Principal Officers and the Immediate Past President (as defined in and with the consent and confirmation as provided in Section 4.b. of Article V) shall be *ex-officio* voting members of the Executive Committee.

b. Director at Large. In addition, the Committee shall have an additional voting member who will be an Elected Director (herein referred to as “Director at Large”) and who shall be elected to the Executive Committee by the Board, commencing with the November elections immediately following the adoption of these By-Laws. The term of the Director at Large on the Executive Committee shall be for 2 years. Such term shall terminate immediately upon the termination of the Elected Director’s membership on the Board. Any candidate for Director at Large may be nominated from the floor and, if elected, stand for reelection at the end of his term.

c. Shelter Director. The Shelter Director will be non-voting member of the Executive Committee and shall serve in an advisory capacity only.

d. Chairperson Standing Committee. The Chairperson of any Standing Committee may attend Executive Committee meetings as a guest.

SECTION 4. CHAIRPERSON. THE President shall be Chairperson of the Executive Committee.

SECTION 5. BOARD ACTION. The Board shall have the power to change the number of members of the Executive Committee, to fill vacancies, to remove any member thereof, to modify the functions, responsibilities and duties of the Executive Committee, to appoint members other than those specified in Section 3 of this Article VII or to terminate its existence.

SECTION 6. MEETINGS.

a. Regular Meetings. Regular Meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee.

b. Special Meetings. Special meetings may be called by any member of the Executive Committee, provided members of the Executive Committee will be notified in person, by mail, by telephone or by electronic means at least five (5) calendar days in advance of the special meeting.

c. Exigent Circumstances. In the event of exigent circumstances where any notice period may, in the opinion of the member calling the meeting, be detrimental to the issue at hand, notice periods shall become inapplicable and may be immediate, provided that either (i) each voting member waives notice and participates in the business of the exigent meeting in person, by telephone or by electronic means or (ii) a quorum is assembled and the absent voting members have waived notice.

SECTION 7. QUORUM. A majority of the voting members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the voting members of the quorum at such meeting shall be the acts of the Executive Committee.

SECTION 8. COMMITTEE SECRETARY. The Secretary of the Corporation shall be the secretary of the Executive Committee and maintain and keep minutes of the meetings of the Executive Committee.

ARTICLE VIII – STANDING COMMITTEES

SECTION 1. ORGANIZATION OF STANDING COMMITTEES. The Board may act by and through such Standing Committees as may be specified in resolutions duly adopted by a majority of the Board. Each committee shall have such duties and responsibilities as are granted to it by the Board, and as the Board may modify or restate from time to time. Each Committee shall be subject to Board direction and control at all times. Except as otherwise provided in these By-Laws, Committee members need not be Directors. All Committees will adhere to the Corporation’s Articles of Incorporation, By-Laws, applicable laws, and the policies and procedures established from time to time by the Corporation.

SECTION 2. COMMITTEES PREVIOUSLY ESTABLISHED AND RATIFICATION. Pursuant to the Initial By-Laws, the following Standing Committees were organized with the responsibilities and duties as prescribed in the Initial By-Laws: Facilities Committee, Finance and Fund Raising Committee (subsequently divided into two committees: Finance Committee and Fund Raising Committee), Grants Committee, Outreach and Education Committee, Personnel Committee and By-Laws Committee. The Initial By-Laws also provided for an additional Standing Committee, which has not yet been organized, to be known as the Public Relations Committee. Upon adoption of these By-Laws, the Board will ratify these Committees by resolutions duly adopted in which existing Standing Committees may be organized or reorganized or in which new Standing Committees may be created. All such Standing Committees will have such powers, duties and responsibilities as will be designated by the Board in the duly adopted corporate resolution and such powers may be the same as provided in the Initial By-Laws or may be modified and restated as the Board deems advisable.

SECTION 3. ESTABLISH/DISSOLVE STANDING COMMITTEES. The Board may establish additional Standing Committees or reorganize any existing Standing Committee pursuant to this Article VIII. Dissolution of any Standing Committee shall be by resolution of a majority of the Board.

SECTION 4. PROVISIONS OF GENERAL APPLICATION. Each Standing Committee, now existing or hereafter established, shall be subject to the following provisions:

a. Committee Membership. The President shall appoint the Chairpersons of each Standing Committee, who need not be Directors or Officers of NATH, except as herein otherwise provided, and who will serve at the pleasure of the President. The Chairperson of each Standing Committee will select the members of their respective Committee. The Chairpersons shall make reasonable efforts to have at least one member of the Board be a member of their Committee. (See Section 3.b. of Article V above). In addition, the President will be a non-voting member of each Standing Committee.

b. Terms of Committee Membership. The term of membership on any Standing Committee is unlimited and committee members shall serve at the pleasure of the respective Chairperson;

except for the term of an *ex officio* member of any committee, whose term will only expire on the date that such person's *ex-officio* status terminated.

c. Responsibilities and Power. Each Standing Committee shall only have such responsibilities and duties as provided by in these By-Laws and in the corporate resolutions creating, reorganizing or ratifying a Committee. Such resolutions may be modified or restated at any time and in any manner from time to time as the Board may deem appropriate pursuant to resolution duly adopted by the Board. Any such amendment shall be effective forthwith and shall not require amendment of these By-Laws.

The Standing Committees shall not exercise any power or take any action, unless such power or action is first authorized by the Board or the Executive Committee.

d. Meetings. Meetings of Standing Committees may be held at such time and place as determined by a majority of the Committee. Notice of meetings shall be given to committee members at least five (5) calendar days in advance of the meeting date unless all members agree to a shorter notification. A majority of the committee's voting membership shall constitute a quorum.

e. Committee Secretary. The Chair of each Standing Committee shall appoint an acting secretary of the Committee who shall take minutes of each meeting of the Committee. Upon approval by the Committee that the minutes as read are true and correct, the secretary of the Committee shall forthwith file the approved minutes with the Secretary of the Corporation.

f. Coordination Between and Among Standing Committees. Through their Chairpersons, each Standing Committee shall coordinate with each and all other Committees, as appropriate, to achieve common goals and objectives.

ARTICLE IX SPECIAL COMMITTEES

SECTION 1. NOMINATING COMMITTEE. A Nominating Committee will be established annually by the Board as a special committee of NATH.

a. Creation, Members and Term. In January of each year, the President shall create the Nominating Committee by the appointment of a Director as the Chairperson of the Nominating Committee; and the appointed Chairperson shall form a Nominating Committee by appointing at least four but no more than six Directors as members of the Committee. The term of each member of the Committee shall expire on December 31st of that year in which the President appoints a Chairperson of the Nominating Committee.

b. Responsibilities. The Nominating Committee will interview candidates and prepare a slate of Officers and Directors to be nominated and voted upon at a regular meeting of the Board during

November. The proposed slate of candidates need not be limited to the number of vacant director or officer positions. The proposed slate of Officers and Directors will be submitted to the Board at the Board meeting immediately prior to the November Board meeting. The Nominating Committee will be responsible for facilitating all aspects of the November election.

c. Floor Nominations. At the time of the November elections, persons in addition to the slate of nominees for directors and officers selected by the Nominating Committee may be nominated from the floor, provided the nominator has the consent of the nominee.

d. Voting. All election voting by the Board shall be by written secret ballot by Directors and Officers in attendance either personally or by telephonic or electronic means at the November Board Meeting. Any person in attendance at the November Board meeting via telephonic or electronic means, in accordance with the terms of these By-Laws, will be entitled to submit a written ballot to the Chairperson of the Nominating Committee and such ballot is to be received by the Chairperson no later than the day prior to the scheduled November Board meeting.

SECTION 2. SPECIAL COMMITTEES. The Board of Directors may establish special committees or additional Standing Committees from time to time pursuant to these By-Laws to consider special needs of the Corporation.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in *Roberts Rules of Order, Newly Revised*, shall govern and shall be the authority for all questions, procedures and conduct of this Corporation, its Board and Committees in all matters not provided for by these By-Laws.

ARTICLE XI FISCAL MANAGEMENT

SECTION 1. FISCAL YEAR. The fiscal year of the Corporation shall begin January 1st of each year.

SECTION 2. ACCOUNTS. Books and accounts of the Corporation shall be kept by direction of the Treasurer.

SECTION 3. AGENTS. The Board of Directors may authorize any director or directors or any officer or officers as agent or agents of the Corporation, in addition to the officers as authorized by these By-Laws to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authorizations may be general or confined to specific instances and shall be in writing

SECTION 4. CHECKS, DRAFTS, ETC. AND SIGNATORIES. All checks, drafts, orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall require two signatures. Any Principle Officer or member of the Finance Committee may sign financial documents.

SECTION 5. DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. recommended by counsel.

SECTION 6. EXAMINATION BY DIRECTORS. Every Director of the Corporation shall have a right to examine, at any reasonable time or times, and at the place or places where usually kept, all books and records of the Corporation and, at their own expense, make extracts or copies of them.

SECTION 7. GIFTS. The Board of Directors may accept, on behalf of the Corporation, any contributions for any general purpose or for any special purpose of the Corporation. No Director, Officer, member of any Committee, employee, volunteer or friend of the Corporation may accept any gratuities or gifts of any kind for any services rendered by or on behalf of or in connection with the Corporation.

SECTION 8. LOANS. No loans shall be contracted on behalf of the Corporation nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 9. RECORDS. Except as otherwise provided herein, all books, records, and computer information of the Corporation shall be maintained by the appropriate Directors.

ARTICLE XII CONFLICTS OF INTEREST

SECTION 1. VOTING. It is the obligation of each member of the Board and members of the Committees to abstain from voting on any issue or consideration in which that member has a direct or indirect vested interest. Should any member of the Board or Committees believe such restraint has not been exercised, that member may issue a challenge. The question of conflict may be resolved after full disclosure by a majority of voting members of the Board of Directors, not including the challenged member.

SECTION 2. CONTRACTS WITH DIRECTORS OR PERSONS AFFILIATED WITH THE CORPORATION. The Board shall not enter into any contract or transaction with (i) one or more of its Directors, Officers, or Committee members; (ii) a Director of a related organization; or (iii) an organization in or of which a Director or Committee member of the Corporation is a director, officer, owner or legal representative, or in some other way has a material financial interest unless the interest of such person in the contract or transaction is fully disclosed or known to the Board; and the Board approves, authorizes or ratifies the contract or transaction in good faith by majority of Directors (not counting the interested Director) at a meeting where a quorum is present (not counting the interested Director).

ARTICLE XIII INDEMNITY

The Corporation shall indemnify and hold harmless any Director, Officer, Member of any Committee or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in their capacity as a Director, Officer, or employee, except in cases involving

willful misconduct. Indemnification provided under this Article shall comply with and follow the requirements as provided by applicable laws and statute. The Corporation shall have the power to purchase or procure insurance for such purposes.

ARTICLE XIV AMENDMENTS

The Board shall have the power to amend and/or restate the Articles of Incorporation and/or these By-Laws. Subject to restrictions imposed by statute, the Board may amend the Articles and/or the By-Laws by adopting a resolution setting forth the amendment and restatement, provided that each Director received written or electronic notice of the proposed amendments at least fourteen (14) calendar days prior to such a duly called meeting at which such amendments shall be voted upon. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider adopting the proposed amendment to the By-Laws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment unless such amendment was previously distributed to the Directors prior the notice of meeting.

Such amendment shall require an affirmative vote of two-thirds of the then number of Directors on the Board at a duly constituted meeting.

ARTICLE XV DISSOLUTION OF THE CORPORATION AND DISTRIBUTION OF ASSETS

SECTION 1. DISSOLUTION. The Board may dissolve the Corporation upon an affirmative vote of at least two-thirds (2/3) of the then total number of voting Directors on the Board at a duly constituted Board of Directors meeting, provided that each Director received written or electronic notice of the proposed dissolution and meeting at least fourteen (14) calendar days prior to the date and time of such meeting. Prior to a vote of dissolution, the Board shall determine how to dispose of the Corporations assets.

SECTION 2. DISTRIBUTION. Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state or local governments, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVI - EFFECTIVE DATE

These Amended and Restated By-Laws of Northwoods Alliance for Temporary Housing, Inc will become effective immediately upon being duly adopted by the Board. Upon such adoption, the Initial

By-Laws are hereby amended and restated in their entirety. The Initial By-Laws will be applicable and enforceable only during that period prior to the date the Amended and Restated By-Laws became effective.

ARTICLE XVII - AFFIRMATION OF ADOPTION AND EXECUTION

The signatories below hereby certify and affirm that the foregoing Amended and Restated By-Laws were duly adopted by the Board of Directors of Northwoods Alliance for Temporary Housing, Inc. at a duly constituted meeting of the Board on the 14th day of November 2012.

Signed and dated this 14th day of November 2012.

William D. Miller, President

Howard Hutchinson, Vice President

Board of Directors of NATH
on November 14, 2012