

BYLAWS
OF
JACKSONVILLE COMMUNITY LAND TRUST, INC.

ARTICLE I

Purpose of Corporation

The Corporation is organized and shall be operated exclusively for charitable and educational purposes consistent with an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and that are described in Sections 170(c), 2055(a), and 2522(a) of the Code. More specifically, but without any limitation of the foregoing, the Corporation’s purpose shall be to acquire land to be held in perpetuity for the primary purpose of providing affordable homeownership; to provide housing for low and moderate income people that is safe, secure and affordable in perpetuity; to provide affordable homeownership opportunities for low and moderate income people, while preserving the quality and affordability of the homes for future low and moderate income residents of the community; combat community deterioration in economically disadvantaged neighborhoods, by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; promoting economic opportunities for low-income residents of these neighborhoods; by making land available for projects and activities that improve the quality of life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community; make land available for retail and commercial use for the benefit of the community; and to protect the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community. These purposes shall serve to benefit Duval County, Florida.

Name and Offices

1. Name. The name of the Corporation is as set forth in the Articles of Incorporation of the Corporation.

2. Offices. The principal office of the Corporation shall be in Jacksonville, Florida. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE III

[Reserved]

ARTICLE IV

Board of Directors

1. Management. The powers of the Corporation shall be exercised by or under the authority of, and the business, affairs and property of the Corporation shall be managed and controlled under the direction of, the Board of Directors, which may exercise all such powers of the Corporation, except as specifically limited by Article VI. The Board of Directors may by general resolution delegate to officers of the Corporation such powers, in accordance with the Florida Not For Profit Corporation Act, as they may see fit.

2. Number. The number of Directors of the Corporation shall initially be nine (9), which number may be increased or decreased from time to time by a majority vote of the members of the Board of Directors, but shall never be less than five (5) or more than twenty (20); provided, however, that (i) not more than twenty-five percent (25%) of the Board of Directors may be comprised of public officials or employees of the participating jurisdiction or State recipient, provided that in the event the Board of Directors shall be comprised of only five (5) Directors, not

employees of the participating jurisdiction or State recipient, and (ii) at least one-third (1/3) of the Board of Directors shall be comprised residents of low-income neighborhoods, other low-income community residents, or elected representatives of low-income neighborhood organizations within the participating jurisdiction. A change in the maximum number of Directors of the Corporation shall be evidenced by an amendment to these Bylaws.

3. Solicitation of Low-Income Community Input. In addition to the requirement for low-income community representation on the Board as set forth in Article IV, Section 2 above, the Board of Directors shall formally solicit input from low-income program beneficiaries to advise the Board in its decisions regarding the design, siting, development and management of affordable housing, through open town meetings conducted not less than annually. The Board may adopt such other systems for soliciting input from the low-income community by a resolution of the Board, which may include, without limitation, creation of special committees of neighbors of a proposed development site, neighborhood advisory councils or additional open town meetings.

4. Term of Office, Elections and Vacancies. The initial Board of Directors shall be those individuals named in the Articles of Incorporation of the Corporation and there shall be three (3) classes of Board of Directors with approximately equal size, with the term of each class ending in consecutive years. To achieve the required consecutive terms, the initial Directors shall be elected for initial terms of one (1), two (2), or three (3) years, each of which will be considered one (1) term. Directors elected after the initial term shall be elected for a term of three (3) years. Thereafter, Directors shall be elected at the annual meeting of the Board of Directors by majority vote of the Directors then serving, provided that members of the Board appointed by public officials may not select other members of the Board. Any Director so elected by the Board of

Directors shall hold office for the three (3) year term, or until the election and qualification of a successor to such Director. In addition, in the event the number of Directors is increased at any

time, the term of the new Directors shall be equal to the remaining term of the other Directors and such new Directors shall be elected by a two-thirds (2/3rd) vote of the Directors then serving. A Director shall be allowed to renew one (1) term by vote of the majority of the Board of Directors, provided that if a Director's initial term was less than three (3) years, the Director can be renewed two (2) times by majority vote of the Board of Directors (collectively, the "**Director Term**"). A Director Term can be renewed past the two (2) or three (3) term, as may be the case, only by a two-thirds (2/3rd) vote of the Board of Directors

5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

6. Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the majority vote of the Directors then serving. Any Director so elected by the Board of Directors shall hold office until the annual meeting of the Board of Directors, or until the election and qualification of a successor to such Director.

7. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation except as hereinafter provided. No committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee or any Director or officer of the Corporation; amending

the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation or other entity authorizing the conversion of the nonprofit corporation into another form of entity; authorizing the sale, lease,

exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; amending, altering, or repealing any action or resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee; or in any other respect not permitted by the Florida Not For Profit Corporation Act

8. Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation, consisting of individuals who are Directors, individuals who are not Directors, or any combination thereof, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees shall exist solely at the pleasure of the Board of Directors of the Corporation. No minutes of the proceedings of any such committee need be kept. No member of any such committee shall receive any compensation for such membership except by way of reimbursement for reasonable expenses actually incurred by the member by reason of such membership. Such advisory committees may be established for any purposes and shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board of Directors.

9. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held within or without the State of Florida for the purpose of electing Directors and

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officers, and the transaction of such business as may properly come before the meeting. 10.

Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any Director. 11. Notice of Meetings.

Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing,

personal delivery or e-mail of the notice at least five (5) days before such meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice of waiver thereof, any business may be transacted.

12. Place, Time and Conduct of Directors' Meetings. Meetings may be conducted within or without the State of Florida at such time and place as the Directors may determine. Directors may participate in a meeting by any means of communication permitted by the Florida Not for Profit Corporation Act.

13. Quorum. At all meetings of the Board of Directors, a majority of the number of Directors fixed by the Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Florida Not For Profit Corporation Act, by the Articles of Incorporation of the Corporation, or by these Bylaws.

14. Contracts and Services. The Directors and officers of the Corporation may (a) be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and (b) freely make contracts, enter transactions, or otherwise act for and on

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behalf of the Corporation, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in the same matters; PROVIDED, HOWEVER, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested, shall be at arm's length and not violate the prescriptions in the Articles of Incorporation of the Corporation

against the Corporation's use or application of its funds for other than an exempt purpose; AND PROVIDED FURTHER, that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction, or would result in the revocation of the tax exemption under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

15. Compensation and Expenses. Directors shall not receive compensation for their services as such but, by resolution of the Board, reasonable expenses may be allowed. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering services to the Corporation compensation and/or expenses appropriate to the market value of such services.

16. Conflict of Interest Policy. The Board of Directors shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with rules and regulations of the Internal Revenue Service applicable to tax exempt organizations and applicable provisions of the Florida Not For Profit Corporation Act (the "**General Conflict of Interest Policy**"). In addition to the General Conflict of Interest Policy, the Board of Directors hereby adopts the conflict of interest policy required by law in connection with the U.S. Department of Housing and Urban Development HOME Investment Partnerships Program ("**HOME Conflict of Interest Policy**") in effect from time to time, a copy of which policy

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as of the adoption date of these Bylaws is attached hereto as Exhibit A and incorporated herein by reference. In the event of a conflict between the General Conflict of Interest Policy and the HOME Conflict of Interest Policy, the HOME Conflict of Interest Policy shall control.

17. Incapacitated Persons as Directors. Any person who is incapacitated, as defined in Section 4 of Article VIII, shall not serve as a Director. If a Director becomes incapacitated during his or her term, his or her term shall thereupon immediately terminate. Any vacancy in the Board of

Directors arising by reason the incapacity of a Director shall be filled in the manner provided in Section 5 of this Article IV.

18. Removal of Directors. Any Director may be removed at any time by a majority vote of the members of the Board of Directors. Any vacancy in the Board of Directors arising by reason of removal of a Director shall be filled in the manner provided in Section 3 of this Article IV.

19. Consent Without a Meeting of Board of Directors. Notwithstanding any provision contained herein to the contrary, any action of the Board of Directors or of any Committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent setting forth the action so taken is signed by all of the members of the Board or Committee, as the case may be, and is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action.

20. Duties of Board of Directors.

(a) Notwithstanding any provision contained herein or the Articles of Incorporation of the Corporation to the contrary, the Board of Directors shall in good faith, with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the

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Corporation; specifically, but not limited to, the Board of Directors shall:

(i) exercise, as appropriate, the Corporation's option to repurchase (or arrange for the resale of) housing and other improvements on the Corporation's land, or condominium units on which the Corporation holds a purchase option;

(ii) acquire such parcels of land, with or without buildings and other improvements, through donation, purchase, or otherwise, as the Board of Directors shall determine that it is useful and prudent to acquire in furtherance of the purposes of the Corporation;

(iii) convey the right to use land, through leases or other limited conveyances, in accordance with the provisions of Articles VIII and IX of these Bylaws; (iv) convey ownership of housing and other improvements on the Corporation's land to qualified lessees, as possible, in accordance with the provisions of Articles VIII and IX of these Bylaws; and

(v) Develop the resources necessary for the operation of the Corporation and for the acquisition and development of land and housing. (b) In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

(i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or (iii) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

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(c) A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

(d) A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

ARTICLE V

Officers

1. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, and such other officers and assistant officers as may be elected according to these Bylaws. The Board of Directors may elect or appoint such other officers as it deems desirable. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. New offices may be created and filled at any meeting of the Board of Directors. The officers of the Corporation may be elected and reelected at the discretion of the Board of Directors.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Directors then in office may elect

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an officer to fill such vacancy; the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of such officer's successor.

4. President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the business and affairs of the Corporation and shall do and perform such other duties as may be assigned him/her by the Board of Directors.

5. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by

the Board of Directors.

6. Secretary. The Secretary shall have custody of, and maintain, all of the corporate records, shall record the minutes of all meetings of the Board of Directors, shall send out all notices of meetings, and shall perform such other duties as may be requested of him/her by the Board of Directors or President.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors and the express limitations on the Directors herein. The Treasurer may be required to give bond for the faithful performance of duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may

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designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose of maintaining a full and accurate account of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Treasurer shall, in general, perform the duties incident to the officer of Treasurer, subject to the control of the Board of Directors.

8. Assistant Officers. The Board of Directors may appoint one or more assistant officers, which assistant officers shall have such power and authority as shall be vested in them by the Board of Directors.

9. Compensation and Expenses. The officers shall not receive any stated compensation for their services as such, however reasonable out-of-pocket expenses may be reimbursed with appropriate documentation.

10. Removal. Any officer may be removed from office by the affirmative vote of a majority of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for any other reason deemed appropriate by the Board of Directors.

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Any officer proposed to be removed shall be entitled to notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting in accordance with any applicable provisions of these Bylaws of the Corporation, the Articles of Incorporation of the Corporation, or with any laws of the State of Florida or the United States of America.

11. Delegation of Authority. In the case of any absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate some or all the powers or duties of such officer to any other officer or to any Director or agent for whatever period of time seems desirable.

ARTICLE VI

Limitation on Management Powers of Board of Directors and Officers

The Board of Directors and the Officers shall have all necessary and appropriate powers to

carry out the purposes of the Corporation, including, the power to execute, acknowledge and deliver any and all documents and instruments deemed appropriate to carry out any of the foregoing. Notwithstanding anything to the contrary herein, the Board of Directors and the Officers shall have no right, power or authority to do any of the following acts, each of which is considered outside of the ordinary course of the Corporation's business, without the prior affirmative approval of a two-thirds (2/3rd) majority:

(a) Amend or modify the Articles of Incorporation of the Corporation; (b) Sell, convey, contribute or otherwise transfer all or substantially all of the assets of the Corporation to any person

(c) Dissolve the Corporation;

(d) Authorize any reorganization or other change to the organizational structure

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of the Corporation;

(e) Reconstitute the Corporation and continue its business following a dissolution of the Corporation;

(f) Incur any indebtedness on behalf of the Corporation in excess of \$50,000; (g) Purchase or sell any assets for an amount in excess of \$50,000;

(h) Approve the Corporation's Annual Budget;

(i) Make any expenditures which cumulatively total \$50,000 or more of the Corporation's approved Annual Budget;

(j) Do any act in contravention of the Articles of Incorporation or Bylaws of this Corporation.

ARTICLE VII

Agents and Representatives

The Board of Directors or the officers may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors or the officers may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VIII

Stewardship of Land

1. Principles of Land Use. The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable housing by low and moderate income people and related community redevelopment. In so doing, the Board of Directors shall be guided by the following principles:

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(a) the Board of Directors shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights;

(b) the Board of Directors shall convey land use rights on terms that will preserve affordable access to land and housing for future low and moderate income residents of the community and related community redevelopment; and

(c) the Board of Directors shall convey land use rights in a manner that will promote the long-term well-being of the community and the long-term health of the environment.

2. Encumbrance of Land. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors. Any such encumbrance shall be subordinated to any ground leases relating to such land. 3. Sale of Land. The sale of land does not generally conform with the philosophy and purposes of the Corporation. Accordingly, land shall not be sold except in express circumstances, and then only in accordance with the following guidelines:

(a) a parcel of land may be sold pursuant to a resolution adopted by an affirmative vote by at least two-thirds (2/3rd) of the entire Board of Directors at a regular or special Board meeting, provided that Corporation has owned the parcel for no more than sixty (60) days at the time the vote is taken, (ii) the parcel is not leased to any party, and (iii) the resolution states that the location or character of the parcel is determined to be such that the charitable purposes of the Corporation are best served by selling the land and applying the proceeds to the support of other activities serving those purposes;

(b) in all other circumstances a parcel of land may be sold only with an affirmative vote by at least two-thirds (2/3rd) of the entire Board of Directors at a regular or special

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Board meeting, provided that written notice of such meeting has described the proposed sale and the reasons for the proposal; and

(c) if any of the Corporation's land is to be conveyed to any person or entity other than a not-for-profit corporation or public agency sharing the purposes of the Corporation, any ground lessees on that land shall have the opportunity to exercise a right of first refusal to purchase the land that they have been leasing from the Corporation consistent with covenants, terms and conditions of the underlying land or ground lease applicable to such property.

ARTICLE IX

Ownership of Housing and Other Improvements Located on the Corporation's Land and Limitations on Resale

1. Ownership of Housing and Improvements on the Corporation's Land. In accordance with the purposes of the Corporation, the Board of Directors shall take appropriate measures to

promote and facilitate the ownership of housing and other improvements on the Corporation's land by low and moderate income people. These measures may include, but are not limited to, provisions for the sale of housing to such people; provisions for financing the acquisition of housing by such people, including direct loans by the Corporation; and provision for grants or other subsidies that will lower the cost of housing for such people.

2. Preservation of Affordability. It is a purpose of the Corporation to preserve the affordability of housing and other improvements for low and moderate income people in the future. Accordingly, when land is leased for such purpose, the Board of Directors shall assure that, as a condition of the lease, housing on the land may be resold only to the Corporation or to another low or moderate income person and only for a price limited by a "resale formula" as described in Section 3 below. However, notwithstanding the foregoing, the Board of Directors may choose, for

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reasons consistent with the charitable purposes of the Corporation, to lease certain parcels of land for uses that do not require continued affordability for low or moderate income people, and in such cases the resale restrictions described above shall not be required as a condition of the lease.

3. The Resale Formula. Whenever its purpose is to preserve affordability, the Corporation shall restrict the price that ground lessees may receive when they sell housing and other improvements located on the land that is leased to them by the Corporation. The same policy shall be applied in the case of condominium units stewarded by the Corporation, regardless of whether the land is owned by the Corporation. A policy establishing such restrictions in the form of a "resale formula" shall be adopted by the Board of Directors the Corporation, in accordance with the following principles:

(a) to the extent possible, the formula shall allow the seller to receive a price based on the value that the seller has actually invested in the property being sold; and (b) to the extent possible, the formula shall limit the price of the property to an amount that will be

affordable for other low and moderate income people at the time of the transfer of ownership.

4. Procedures for Adoption of the Resale Formula. The adoption of the resale formula shall require an affirmative vote by at least two-thirds (2/3rd) of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof.

5. Procedures for Altering the Resale Formula. The consistent long-term application of a resale formula is essential to the purposes of the Corporation. Accordingly, the resale formula shall not be altered unless the Board of Directors of the Corporation determine that the current formula presents an obstacle to the achievement of the purposes of the Corporation. In such event,

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the resale formula may be altered only by a two-thirds vote of the entire Board of Directors in accordance with the procedure described above for the adoption of the formula. ARTICLE X

Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year. 2. Relation to Articles of Incorporation. In the event of a conflict between any provision of these Bylaws and any provision the Articles of Incorporation of the Corporation, the provision in the Articles of Incorporation shall control.

3. Gender. Pronouns of any gender or singular number used in these Bylaws shall be deemed to include any other gender or the plural, when the same are required in these Bylaws. 4. Incapacitated. For purposes of these Bylaws, an individual shall be considered “incapacitated” and/or considered to have an “incapacity” when either of the following occur: (a) within a thirty-day (30) period, two (2) doctors licensed to practice medicine, psychology, or counseling in the individual’s state of residence declare, in notarized affidavits, that it is their opinion that the individual is unable to manage properly his or her affairs because of mental or physical reasons;

or

(b) a court of competent jurisdiction determines that the individual is legally incapacitated.

After an individual has been considered incapacitated according to this Section, such individual shall continue to be so considered until the earlier of the date that: (i) two (2) doctors licensed to practice medicine, psychology, or counseling in the individual's state of residence declare, in notarized affidavits made within a thirty (30) days of one another, that it is their opinion that the individual is able to manage properly his or her affairs; or (ii) a court of competent

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jurisdiction determines that the individual has ceased to be legally incapacitated.

ARTICLE XI

Prohibition Against Sharing in Corporate Earnings

No Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

ARTICLE XII

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section

501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

Amendments

A two-thirds (2/3rd) vote of the members of the Board of Directors shall have the power to alter, amend, or repeal the Bylaws of the Corporation and to adopt new Bylaws.

END OF DOCUMENT

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EXHIBIT A

HOME Conflict of Interest Policy

Code of Federal Regulations

Title 24 - Housing and Urban Development

§ 92.356 Conflict of interest.

(a) Applicability. In the procurement of property and services by participating jurisdictions, State recipients, and subrecipients, the conflict of interest provisions in 2 CFR 200.317 and 2 CFR 200.318, apply. In all cases not governed by 2 CFR 200.317 and 2 CFR 200.318, the provisions of this section apply.

(b) Conflicts prohibited. No persons described in paragraph (c) of this section who exercise or have exercised any functions or responsibilities with respect to activities assisted with HOME funds or who are in a position to participate in a decision-making process or gain inside information with regard to these activities may obtain a financial interest or financial benefit from a HOME-assisted activity, or have a financial interest in any contract, subcontract, or agreement with respect to the HOME-assisted activity, or the proceeds from such activity, either for themselves or those with whom they have business or immediate family ties, during their tenure or for one year thereafter. Immediate family ties include (whether by blood, marriage or adoption) the spouse, parent (including a stepparent), child (including a stepchild), brother, sister (including a stepbrother or stepsister), grandparent, grandchild, and in-laws of a covered person.

(c) Persons covered. The conflict of interest provisions of paragraph (b) of this section apply to any person who is an employee, agent, consultant, officer, or elected official or appointed official of the participating jurisdiction, State recipient, or subrecipient which are receiving HOME

funds.

(d) Exceptions: Threshold requirements. Upon the written request of the participating jurisdiction, HUD may grant an exception to the provisions of paragraph (b) of this section on a case-by-case basis when it determines that the exception will serve to further the purposes of the HOME Investment Partnerships Program and the effective and efficient administration of the participating jurisdiction's program or project. An exception may be considered only after the participating jurisdiction has provided the following:

- (1) A disclosure of the nature of the conflict, accompanied by an assurance that there has been public disclosure of the conflict and a description of how the public disclosure was made; and
- (2) An opinion of the participating jurisdiction's or State recipient's attorney that the interest for which the exception is sought would not violate State or local law.

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(e) Factors to be considered for exceptions. In determining whether to grant a requested exception after the participating jurisdiction has satisfactorily met the requirements of paragraph (d) of this section, HUD will consider the cumulative effect of the following factors, where applicable:

- (1) Whether the exception would provide a significant cost benefit or an essential degree of expertise to the program or project which would otherwise not be available;
 - (2) Whether the person affected is a member of a group or class of low-income persons intended to be the beneficiaries of the assisted activity, and the exception will permit such person to receive generally the same interests or benefits as are being made available or provided to the group or class;
 - (3) Whether the affected person has withdrawn from his or her functions or responsibilities, or the decisionmaking process with respect to the specific assisted activity in question;
 - (4) Whether the interest or benefit was present before the affected person was in a position as described in paragraph (c) of this section;
 - (5) Whether undue hardship will result either to the participating jurisdiction or the person affected when weighed against the public interest served by avoiding the prohibited conflict; and
 - (6) Any other relevant considerations.
- (f) Owners and developers.

(1) No owner, developer, or sponsor of a project assisted with HOME funds (or officer, employee, agent, elected or appointed official, or consultant of the owner, developer, or sponsor or immediate family member or immediate family member of an officer, employee, agent, elected or appointed official, or consultant of the owner, developer, or sponsor) whether private, for-profit or nonprofit (including a community housing development organization (CHDO) when

acting as an owner, developer, or sponsor) may occupy a HOME-assisted affordable housing unit in a project during the required period of affordability specified in § 92.252(e) or § 92.254(a)(4). This provision does not apply to an individual who receives HOME funds to acquire or rehabilitate his or her principal residence or to an employee or agent of the owner or developer of a rental housing project who occupies a housing unit as the project manager or maintenance worker.

(2) Exceptions. Upon written request of a housing owner or developer, the participating jurisdiction (or State recipient, if authorized by the State participating jurisdiction) may grant an exception to the provisions of paragraph (f)(1) of this section on a case-by-case basis when it determines that the exception will serve to further the purposes of the HOME program and the effective and efficient administration of the owner's or developer's HOME-assisted project. In determining whether to grant a requested exception, the participating jurisdiction shall consider the following factors:

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(i) Whether the person receiving the benefit is a member of a group or class of low-income persons intended to be the beneficiaries of the assisted housing, and the exception will permit such person to receive generally the same interests or benefits as are being made available or provided to the group or class;

(ii) Whether the person has withdrawn from his or her functions or responsibilities, or the decisionmaking process with respect to the specific assisted housing in question;

(iii) Whether the tenant protection requirements of § 92.253 are being observed;

(iv) Whether the affirmative marketing requirements of § 92.351 are being observed and followed; and

(v) Any other factor relevant to the participating jurisdiction's determination, including the timing of the requested exception.

[61 FR 48750, Sept. 16, 1996, as amended at 62 FR 28930, May 28, 1997; 78 FR 44679, July 24, 2013; 80 FR 75935, Dec. 7, 2015]

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