

# COMMUNITY HOUSING COUNCIL OF FRESNO

## BYLAWS

As amended and approved on July 9<sup>th</sup>, 2014

### ARTICLE I: NAME, OFFICE AND TERRITORIAL LIMITS

#### **Section 1. Name.**

The name of this Corporation shall be the Community Housing Council of Fresno and hereinafter referred to as the "Council" or "Corporation".

#### **Section 2. Offices of the Corporation.**

The principal office of the Council shall be 2560 W. Shaw Lane, Suite 101; Fresno, CA 93711. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted in the minutes of the Board of Directors and shall not be considered an amendment of these Bylaws. Branch or subordinate offices may be established at such other locations as may be determined from time to time by the Board of Directors.

### ARTICLE II: PURPOSE, FUNCTION AND COMPLIANCE

#### **Section 1. Mission Statement.**

The Community Housing Council is committed to strengthening local, public and private partnerships to ensure adequate, affordable and equitable housing opportunities for low-to-moderate income families in the community we serve.

#### **Section 2. Purpose**

The purpose of the Council is to engage in any lawful act or activity in order to promote fair housing opportunities and to encourage home ownership and preservation by providing education, counseling and financial service to persons seeking homeownership, with a special emphasis toward low to moderate income families, as well as minority and non-English speaking families in the communities they serve.

#### **Section 3. Function**

The Council will provide a format for interested individuals from both public and private industry to communicate, educate and overcome current roadblocks to homeownership for many in the community. The membership will act as a service organization, using their cumulative industry knowledge and assets available to provide:

- a. Educational forums, fairs, seminars and individual counseling for all persons and/or families seeking information on homeownership opportunities and available housing assistance programs;
- b. Up-to-date information to financial institutions and their employees, real estate professionals, public officials, public employees and other interested parties, seeking to improve skills required to serve the affordable housing market and;
- c. Assistance to the members of the Council.

**Section 4. Compliance with Bylaws.**

The Council hereby agrees to be bound by the Bylaws so long as these provisions do not conflict with federal, state, or local law.

**Section 5. Adoption of Operating Procedures**

The Council further agrees to establish a set of Operating Procedures which along with the Articles of Incorporation and Bylaws, become the Governing Documents of this Organization.

**ARTICLE III:  
TYPE OF CORPORATION**

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Members. This Corporation is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to another tax exempt organization that has a similar general purpose and as deemed appropriate by the Executive Board.

**ARTICLE IV:  
MEMBERS AND MEMBERSHIP DUES**

**Section 1. Classes of Membership.**

The Corporation shall have two (2) classes of Members:

- a. Individual
- b. Corporate

**Section 2. Active Membership.**

Active Members shall be individuals or organizations working in or retired from the public or private industries who share the same goals of the Council's Mission Statement. A Member in good standing is one who is in compliance with membership as outlined in this article.

**Section 3. Voting Members.**

Individual and Corporate Memberships shall be designated as "Voting Members" and shall be entitled to vote as set forth in these Bylaws. Voting Members shall vote on the election of Directors to the Corporation's Board of Directors, as provided below, on the disposition of all or substantially all of the assets of the Corporation, on any merger and on the principal terms and any amendment of those terms, on any matter requiring a vote by the Members under California law and on any other business that the Board of Directors elects to bring before the Members for vote.

Council business may be approved or declined by a majority vote of the membership present; providing a quorum is present.

**Section 4. Termination of Membership.**

A Member may voluntarily terminate membership by notifying the Council in writing of the Member's desire to terminate membership. The Council may terminate membership if a Member fails to pay membership dues by the Member's renewal date. The Council may also terminate a Member for cause, in accordance with applicable state and federal laws and regulations, after providing the Member with

written notice of the Council's intent to terminate membership for cause and providing the Member with thirty (30) calendar days to appeal the termination of membership to the Council's Board of Directors.

### **Section 5. Membership Dues**

The Council shall have the power to fix its own schedule of dues payable by its Members, subject to ratification of the Voting Members of the Corporation, as defined below. Upon ratification, changes in dues shall not take effect until the following June 1 of the upcoming fiscal year.

## **ARTICLE V: MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting.**

An annual meeting of the Members shall be held in April of each calendar year at any place within the State of California as designated by the Corporation's Board of Directors for the purpose of electing the Corporation's Directors and for the transaction of such other business as may come before the meeting of Members. The annual meeting of Members shall be held pursuant to the provisions of these Bylaws and in accordance with applicable state and federal laws. Only Voting Members shall be entitled to vote on the election of the Corporation's Directors or on other business that may come before the meeting of Members.

### **Section 2. Special Meetings.**

A special meeting of the Members for any lawful purpose may be called at any time as provided by law. A special meeting may be called by the Board of Directors, the President, or a majority of the Executive Board. In addition, a special meeting of Members for any lawful purpose may be called by five (5) percent or more of the Voting Members. The party or parties who call the special meeting shall serve a written request addressed to the President, President-Elect or Secretary of the Corporation specifying the general nature of the business proposed to be transacted. The President or Officer who receives the request for a special meeting shall advise the Corporation's Board of Directors of the request within five (5) working days. The Corporation's Board of Directors shall fix a date and time for the special meeting within ten (10) working days of notification of the request for the special meeting. The Board of Directors shall provide a written notice with at least ten (10) calendar days of the scheduled special meeting to the Members entitled to vote.

No business, other than business of the general nature as set forth in the notice of the special meeting, may be transacted at a special meeting.

### **Section 3. Notice of Meetings; Notice of Certain Agenda Items.**

Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than ninety (90) calendar days before the meeting date. The notice shall be given either by personal delivery; by facsimile telecommunication, electronic mail, posting on an electronic message board or network or other means of electronic communication pursuant to and complying with Section 20 of the California Corporations Code (any of the foregoing constitutes "electronic transmission"); first-class, registered, or certified mail with charges prepaid; or by other means of written communication; and shall be addressed to each Member entitled to vote, at the address of that Member appearing on the books of the Corporation for purposes of notice. Notice may also be given by inclusion in the Corporation's newsletter, magazine or other communication that complies with Section 5016 of the California Corporations Code. If notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given at least twenty (20) days prior to the date and time of the meeting.

The written notice shall specify the location, date, and hour of the meeting, the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which

Members may participate in that meeting and, (1) for special meetings, the general nature of the business to be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members. The notice of any meeting at which Directors of the Corporation are to be elected shall include the names of all those who are nominees at the time notice is given.

Notice given by electronic transmission by the Corporation under this Section shall be valid only if it complies with Section 20 of the California Corporations Code. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Corporation under this Section after either of the following:

- (1) The Corporation is unable to deliver two consecutive notices to the Member by that means.
- (2) The inability to so deliver the notices to the Member becomes known to the Secretary or other person responsible for the giving of the notice.

The unanimous approval of the Members entitled to vote shall be required to transact the following items of business unless the written notice of the meeting, or the written waiver of notice as set forth in Article V, Section 6, of these Bylaws, states the general nature of the following business proposed to be transacted:

- a. Removal of a Director without cause;
- b. Amending the Corporation's Articles of Incorporation;
- c. Approval of a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
- d. Electing to wind up and dissolve the Corporation;
- e. Approval of any plan to distribute the Corporation's assets that is not in accordance with liquidation rights of any class or classes of membership as specified in the Corporation's Articles of Incorporation or these Bylaws, when the Corporation is in the process of winding up.

A quorum of Voting Members shall be sufficient to transact the above described items of business if the written notice of the meeting or the waiver of notice as set forth in Article V, Section 6, of these Bylaws states the general nature of the business to be transacted as described in this Section 3.

#### **Section 4. Quorum and Transacting Business.**

One-fourth of the Voting Members, attending in person, shall constitute a quorum for a meeting of the Members. If a quorum is present, a vote of the majority of Voting Members present shall decide any question brought before such meeting, unless a greater proportion is required by law, the Corporation's Articles of Incorporation, or these Bylaws. The Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum in attendance at the meeting, if any action taken is approved by at least a majority of the Voting Members required to constitute a quorum or, if required by law or the Corporation's Articles of Incorporation or these Bylaws, the vote of a greater number. If a quorum is not present at any meeting of Members, a majority of the Voting Members present may adjourn the meeting without further notice.

When a Members' meeting is adjourned to another time or place, unless these Bylaws otherwise require and except as required by law, notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which Members may participate) are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

**Section 5. Action Without a Meeting.**

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

**Section 6. Waiver of Notice.**

The transactions of any meeting of Members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after a regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each Member entitled to vote, who is not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of said meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article V, Section 3 of these Bylaws, the waiver of notice, consent, or approval shall state the nature of the business. All such waivers, consents, or approvals shall be filed with the Corporation records or made a part of the minutes. Attendance of a person at a meeting constitutes a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if such objection is expressly made at the meeting.

**Section 7. Participation and Voting by Electronic Transmission or Video Conferencing.**

Subject to the requirement of consent in clause (b) of Section 20 of the California Corporations Code and the guidelines and procedures that the Board of Directors may adopt, Voting Members not physically present in person at a meeting of Members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of Members, be deemed present in person, and vote at a meeting of Members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, in accordance with the following provisions. Electronic transmission is described in Section 3 of this Article.

A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide Voting Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Voting Member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by a Corporation to a Voting Member pursuant to clause (b) of Section 20 of the California Corporations Code for consent to conduct a meeting of Members by electronic transmission by and to the Corporation, shall include a notice that absent consent of the Voting Member pursuant to clause (b) of said Section 20, the meeting shall be held at a physical location.

## **ARTICLE VI OFFICERS**

### **Section 1. Officers.**

The Officers of the Corporation shall be a President, President-Elect, Secretary and Treasurer. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board of Directors. The Officers and Directors shall constitute the Executive Board of the Council.

### **Section 2. Directors.**

The Directors of the Council shall consist of seven (7) members; six (6) who will be elected by the membership and the seventh being that of the Immediate Past President. In the event of not having an Immediate Past President available, a seventh director may be appointed by the President. The Board must approve the appointment of this director. All elected Directors will be elected to a two year term. Three Directors will be elected each year thus allowing for an over-lapping of terms.

### **Section 3. Election and Term of Office.**

The Officers of the Corporation shall be elected annually by the Board of Directors. Each Officer shall hold office for a one-year term or until such time that a successor has been elected.

The Officers and Directors shall be eligible to serve in the same office for no more than two (2) consecutive terms; with the exception of the Secretary and Treasurer who may serve four (4) consecutive terms.

### **Section 4. Resignation.**

Any Officer may resign in accordance with the provisions set forth in Article VII, Section 13, of these Bylaws.

### **Section 5. Vacancies.**

Vacant offices may be filled in accordance with Article VII, Section 12, of these Bylaws.

### **Section 6. President.**

The President shall be the General Manager and Chief Executive Officer of the Corporation and shall supervise, direct, and control the Corporation's affairs. The President shall, if present, preside at all meetings of the Corporation and the Board of Directors. The President shall make appointments to and remove Members from various non-standing committees, task forces, and study groups of the Corporation and shall be an ex-officio Member of all such bodies.

The President shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws and the Council's Operating Procedures. Except as otherwise expressly provided by law and the Council's Governing Documents, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

### **Section 7. President-Elect**

The President-elect, in the absence of the president, shall perform the duties of the president. The President-elect shall assume the office of the president as of the first day of the fiscal year which is on or about one year following the election as President-elect.

**Section 8. Immediate Past President.**

The office of the Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President this office shall remain vacant. The Immediate Past President shall serve as a Member of the Board of Directors and shall perform such other duties as are assigned by the President and the Board of Directors. He/she shall serve as the Chairperson of the Corporation's Nominations Committee.

**Section 9. Secretary.**

The Secretary of the Corporation shall:

- a. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- b. Keep, or cause to be kept, at the principal office of the Corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, committees, and Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;
- e. Keep, or cause to be kept, at the principal office of the Corporation a record of all Members containing the name and address of each and any Members and in the case where any membership has been terminated, he/she shall record such fact in the membership records with the date on which such membership ceased;
- f. Exhibit at all reasonable times to any Director or Member of the Corporation or to the Corporation's agent or attorney, on request therefore, records as set forth in Article XIII;
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

**Section 10. Treasurer.**

- a. The Treasurer shall act as the Corporation's Chief Financial Officer and shall keep, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions.

**Section 11. Executive Director.**

The Executive Director shall keep at the principal office of the Corporation a copy of the Articles of Incorporation and the Bylaws as amended to date.

The Executive Director shall be responsible for directing the efforts and activities of the Corporation based on policy determined by the President and the Board of Directors. The Executive Director is neither an officer of the Council nor a member of the Board of Directors.

**ARTICLE VII  
BOARD OF DIRECTORS**

**Section 1. Powers and Duties.**

Subject to the limitations of these Bylaws, the Corporation's Articles of Incorporation, and state and federal laws, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors. The Board of Directors (Board) is comprised of the President, President-elect, Secretary, Treasurer and seven (7) Directors.

The Board of Directors shall have the following duties:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Corporation's Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of the Executive Director of the Corporation;
- c. Supervise the Executive Director of the Corporation to assure that his/her duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the Corporation, and notices of meeting mailed or sent in accordance with these Bylaws to them at such addresses shall be valid notices thereof.

**Section 2. Number and Tenure.**

The authorized number of Directors shall be eleven (11).

Election of Directors shall occur at each annual meeting of the Members. The terms of Directors shall be staggered. At each annual meeting three (3) Directors shall be elected to add to the three (3) Directors who are serving their second year of their term. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

**Section 3. Qualifications of the Board of Directors.**

Any Voting Member of the Council in good standing shall be eligible to serve as a Director with the following exception: any Voting Member can be ruled ineligible to serve as Director or Officer of the Corporation by the Board of Directors if his/her election will result in more than one-third (1/3) of the Board Members having the same employer.

**Section 4. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at any location and at the times designated from time to time by consensus of the Board of Directors. Board meetings shall be held at least once each quarter.

**Section 5. Special Meetings.**

Special meetings of the Board of Directors may be called by the President, the President-Elect, or by a majority of the Board pursuant to noticing provisions set forth in Article V, Section 6, of these Bylaws.

**Section 6. Notice of Special Meetings.**

Notice of any special meeting of the Board shall be given at least forty-eight (48) hours before the meeting either personally or by telephone, including a voice messaging system or by electronic transmission as described in Article V, Section 3 of these Bylaws or four (4) days advance notice if by first-class mail. All such notices shall be given or sent to the Board of Directors' address, telephone



number, facsimile number or electronic mail address as shown on the records of the Corporation. The notice shall state the time and place of the meeting but need not specify the purpose of the meeting.

**Section 7. Quorum.**

Fifty percent (50%) of the Board, attending in person shall constitute a quorum. The Board may continue to transact business during a meeting at which a quorum is initially present notwithstanding the withdrawal of any Board Member if any action is approved by at least a majority of the required quorum for that meeting or a greater number required by California law, the Corporation's Articles of Incorporation or these Bylaws .

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the President shall entertain at such meeting is a motion to adjourn.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 8. Manner of Acting.**

Actions of the Board shall be taken by a majority of the Board present at a meeting duly held at which a quorum is present unless a greater number of Board Members are required by law.

**Section 9. Waiver of Notice.**

Notice of a meeting need not be given to any Board Member who either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**Section 10. Action Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent shall be filed with the minutes of the proceedings of the Board.

**Section 11. Participation in Meetings by Means of Conference Telephone or Other Electronic Means.**

Members of the Board may participate in a meeting of the Board by means of a conference telephone, electronic video screen communication or electronic transmission by and to the Corporation as described in Article V, Section 3 of these Bylaws. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all persons participating in the meeting can hear each other. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(A) Each Member participating in the meeting can communicate with all of the other Members concurrently.

(B) Each Member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to, a specific action to be taken by the Corporation.

**Section 12. Vacancies on the Board of Directors.**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board shall vote to fill any vacancy occurring in the Board, except a vacancy created by the removal of a Director, in which case, such vacancy shall be filled by a vote of the Members.

A Director appointed to fill a vacancy shall hold office during the unexpired term of his/her predecessor in office and until his/her successor is elected and qualifies.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

**Section 13. Resignations.**

Any Director may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. If the resignation of a Director is effective at a future time, the Board may elect or appoint a successor to take office as of the date when the resignation becomes effective. The Board may accept a resignation prior to filling the vacancy with a successor.

**Section 14. Recall and Removal from Office.**

No Director may be removed from office without three-fourths (3/4) vote of the Members. A meeting of the Members may be convened for purposes of removing a Director in accordance with Article V, Sections 1, 2, and 3, of these Bylaws.

Written requests initiating removal of a Director require signatures from a minimum of twenty-five percent (25%) of the Members. In accordance with Article V, Section 3, written notice of recall or removal must be sent by registered mail to the Director advising him/her of the action proposed to be taken.

Notwithstanding the above, any Director who misses more than two (2) consecutive Board of Directors meetings with absences which are not excused by the President or who may be removed for cause pursuant to California law, may be subject to removal by a vote of two-thirds (2/3rds) of the Board of Directors.

**Section 15. Compensation.**

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving [compensation therefore or from receiving] reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board of Directors.

**ARTICLE VIII:  
ELECTION AND APPOINTMENT OF DIRECTORS**

**Section 1. Election or Appointment of Directors.**

The Members shall elect the Board of Directors at the annual meeting of the Members. If a vacancy occurs on the Board of Directors after the annual election, the Board of Directors can appoint Members to

fill the vacancy in accordance with Article VII, Section 12. Directors also may be elected by written ballot procedure pursuant to the California Corporations Code.

**Section 2. Solicitation of Votes.**

The Board of Directors shall adopt procedures that provide a reasonable opportunity for a nominee to the Board of Directors to communicate to Members the nominee's qualifications and reason for the nominee's candidacy. The nominee shall be given a reasonable opportunity to solicit votes. The Board of Directors shall also provide all Members with a reasonable opportunity to choose among the nominees.

**ARTICLE IX:  
COMMITTEES**

**Section 1. Standing Committees.**

The Council shall maintain certain standing committees as outlined in the Council's Operating Procedures.

**Section 2. Meetings of Standing Committees.**

All standing Committees shall meet at the call of their respective chairpersons or at the call of the President of the Corporation. The chairperson of any standing committee may request individuals who are not Members of the particular committee to attend committee meetings in order to provide information and advice to the committee.

Meetings of Committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committee may be fixed by resolution of the Board of Directors or by the Committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees.

**Section 3. Ad Hoc Committees.**

The President, with the approval of the Board of Directors, may create other committees, study groups and task forces which he/she deems necessary to carry out the purposes of the Corporation. The President shall appoint the Chair and all members of ad hoc committees, study groups, and task forces. Upon the completion of the work of ad hoc committees, the President shall terminate the committee and excuse its members.

**ARTICLE X:  
FISCAL YEAR**

The fiscal year of the Corporation is June 1 through May 31.

**ARTICLE XI:  
INDEMNIFICATION OF DIRECTORS, OFFICERS  
AND OTHER CORPORATE AGENTS**

**Section 1. Indemnification.**

The Corporation shall, to the fullest extent permitted by law, indemnify and hold harmless its Officers, Directors, agents, employees and other persons described in Section 5238(a) of the California Corporations Code including persons formerly occupying any such positions, from and against any and all expenses, judgments, fines, and settlements and other amounts actually and reasonably incurred by

them in connection with any “proceedings”, as that term is defined in Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was an agent described in Section 5238(a). “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Members present at the meeting in person shall authorize indemnification.

### **Section 2. Insurance.**

The Corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees, or other agents against any liability asserted against or incurred by any Director, Officer, employee or agent in such capacity or arising out of the Directors’, Officers’, employees’, or agents’ status as such.

### **Section 3. Non-Liability of Directors.**

The Officers, Directors and employees shall not be personally liable for the debts, liability, or other obligations of the Corporation.

## **ARTICLE XII: EXECUTION OF INSTRUCTIONS, DEPOSITS, AND FUNDS**

### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, agent or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or instrument or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically approved by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or Executive Director or by their designee.

### **Section 3. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

**ARTICLE XIII:  
CORPORATE RECORDS AND REPORTS**

**Section 1. Maintenance of Corporate Records**

The Corporation shall keep at its principal office:

1. Minutes of all meetings of Directors, committees, and Members indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of the Corporation's properties and business transactions and accounts of the Corporation's assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of the Corporation's Members indicating their names and addresses and the class of membership held by each Member and the termination date of any membership;
4. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date which shall be open to inspection by the Members of the Corporation at all reasonable times during normal office hours.

**Section 2. Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. If a Director requires copies, the Director shall pay reasonable costs for such copies.

**Section 3. Members' Inspection Rights.**

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

1. To inspect and copy the record of all Members' names, addresses, and voting rights at reasonable times, upon five (5) business days prior written request of the Secretary of the Corporation, which request shall state the purpose for which the inspection rights are requested;
2. To obtain from the Secretary of the Corporation upon written request and payment of a reasonable charge to the Secretary of the Corporation, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of request. The request shall state the purpose for which the list is requested. The Members list shall be made available within no more than the (10) days after the request is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled;
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or by the Board or committees of the Board, upon written request of the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member;

Members shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Articles of Incorporation, these Bylaws, or provisions of law. If a Member requires copies, the Member shall pay reasonable costs for such copies.

**Section 4. Right To Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by an agent or attorney for the Member and the right to inspection shall include the right to copy and make extracts. Costs of such copies shall be borne by the person, agent, or attorney making the request.

**Section 5. Annual Report**

Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the Members. If approved by the Board, that report and any accompanying material may be sent by electronic transmission by the Corporation. The Board may also mail or deliver that report and any accompanying material as part of a newsletter, magazine or other organization website or other means regularly used to provide information to Members in accordance with Section 5016 of the California Corporations Code or, if permitted by law, provide a notice yearly to each Member of the Member's right to receive a financial report.

**ARTICLE XIV:  
RULES OF ORDER**

The rules contained in Robert's Rules of Order Newly Revised as may be amended from time to time shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, or then existing law.

**ARTICLE XV:  
AMENDMENTS TO BYLAWS AND OPERATING PROCEDURES**

Subject to the members' rights under Article IV of these Bylaws and the limitations set forth below, the Board of Directors may adopt, amend or repeal these Bylaws unless doing so would materially and adversely affect the members' rights as to voting.

**ARTICLE XVI:  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

These Bylaws, as amended, supersede all provisions or any previous bylaws of the Community Housing Council of Fresno.