

**BYLAWS
OF
AFFORDABLE HOUSING BERKELEY, INC.**

Dated

July 9, 2020

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BYLAWS
OF
AFFORDABLE HOUSING BERKELEY, INC.
(a California Nonprofit Public Benefit Corporation)

As adopted on July 9, 2020

ARTICLE 1.
NAME

Section 1.1 Name of the Corporation.

The name of the corporation is Affordable Housing Berkeley, Inc. (the "Corporation").

ARTICLE 2.
OFFICES

Section 2.1 Offices.

The principal office of the Corporation shall be located at 1936 University Avenue, Suite 150, in the City of Berkeley, County of Alameda, California 94704. The Board of Directors of the Corporation (the "Board") may change the principal office from one location to another. Any change of the location shall be noted in the records of the Corporation, or this Section 2.1 may be amended to state the new location.

Section 2.2 Other Offices.

The Board may at any time establish branch offices at any place where the Corporation is qualified to do business.

ARTICLE 3.
OBJECTIVES AND PURPOSES

Section 3.1 Objectives and Purposes.

The purposes of the Corporation shall be those set forth in the Articles of Incorporation of the Corporation (the "Articles"). The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public and charitable purposes described in the Articles, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation shall not participate or

intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in the Articles.

ARTICLE 4.
DEDICATION AND DISPOSITION OF ASSETS

Section 4.1 Property Dedicated to Charitable Purposes.

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, officer, or member of the Corporation or to the benefit of any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

Section 4.2 Distribution of Assets Upon Dissolution.

Upon the winding up and dissolution of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE 5.
MEMBERSHIP

Section 5.1 Membership.

The Corporation shall have no members.

ARTICLE 6.
DIRECTORS

Section 6.1 Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Directors shall have the power to:

(a) Appoint, elect, and remove, at the pleasure of the Board, all of the officers, agents, and employees of the Corporation; and prescribe powers and duties for all of the officers, agents, and employees of the Corporation that are consistent with federal, state and local law, the Articles, and these Bylaws; and fix the compensation of the officers, agents, and employees of the Corporation and require from them security for faithful performance of their duties consistent with the Authority's policies and procedures;

(b) Change the principal office or the principal business office in the State of California from one location to another, cause the Corporation to be qualified to conduct its activities within the State of California; and designate any place within the State of California for holding any meeting;

(c) Adopt and use a corporate seal, and alter the form of the seal, if any;

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and

(e) Construct, operate, maintain, improve, buy, sell, convey, assign, mortgage, or lease any real estate and personal property necessary and incident to the provision of housing for low and moderate income persons in accordance with the charitable purpose of the Corporation.

Section 6.2 Number of Directors.

The authorized number of directors of the Corporation (each, a "Director," and collectively, the "Directors") shall be seven (7), each of whom shall be a natural person, unless a greater or lesser number is authorized by the Authority Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before the term of office of such Director expires.

Section 6.3 Qualifications of Directors.

(a) Each Director shall be a current member of the Board of Commissioners (the "Authority Board") of the Berkeley Housing Authority, a public body, corporate and politic (the "Authority").

(b) Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is either:

(1) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Section 6.3(b) shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.4 Election and Term of Office of Directors.

(a) Appointment. The initial and subsequent Directors shall hold office ex officio by virtue of being a member of the Authority Board.

(b) Term. The term of office of each Director shall coincide with the respective term of office of such Director as a member of the Authority Board.

Section 6.5 Compensation and Reimbursement of Directors.

Directors shall not receive any compensation for services rendered to the Corporation as Directors. Directors may receive reimbursement for reasonable expenses incurred in the performance of their duties, as authorized by resolution of the Board, and/or a stipend in the capacity of such Director as a member of the Authority Board.

Section 6.6 Vacancies.

Upon the resignation or removal of a Director as a member of the Board of Commissioners of the Authority, the term of office of such Director shall immediately cease. At such time, the successor of such Director as a member of the Board of Commissioners shall become an ex officio Director of the Corporation, occupying the place of the former Director.

Section 6.7 Meetings of the Directors.

(a) Place of Meetings. Meetings of the Board may be held at such time and place as is specified in the notice and consented to by the Board members, pursuant to the Ralph M. Brown Act, as set forth in Section 54950 et seq. of the California Government Code ("Brown Act"). Notice of a meeting shall be provided to the public and each Director as required by law, including the Brown Act. The Corporation may call a closed session to deal with any matters so long as such private meetings are in accordance with the Brown Act.

(b) Meetings by Conference Telephone or Other Telecommunications Equipment. Subject to compliance with the Brown Act, Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 12.4 of these Bylaws, so long as all of the following apply:

(1) Each Director participating in the meeting can communicate with all of the other Directors concurrently, and

(2) Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(c) Annual Meeting. Each calendar year the Board shall designate one of its meetings as the annual meeting at which it shall elect the Directors and officers of the Corporation consistent with these Bylaws.

(d) Regular Meetings. Other regular meetings of the Board shall be held monthly upon notice in accordance with the Brown Act and these Bylaws.

(e) Special Meetings. Special meetings of the Board may be called at any time by the Chairperson or by any three (3) Directors, subject to compliance with the Brown Act.

(f) Notice. Subject to the Brown Act, notice of any meeting of the Board shall be given to all directors at their residence or usual place of business either by first-class mail deposited at least five (5) calendar days in advance of the meeting or by notice delivered personally or by telephone including a voice-messaging system, or by other electronic transmission such as e-mail or facsimile, in compliance with Section 12.4 of these Bylaws, at least seventy-two (72) hours in advance of the meeting, except that such notice may be waived by any Director as set forth in Section 6.7(h) of these Bylaws. The notice shall state the time of the meeting and place of the meeting, if other than the principal office of the Corporation.

(g) Waiver of Notice. Subject to the Brown Act, the transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (1) a quorum is present; and (2) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes or sends an electronic communication waiving the notice. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

(h) Quorum. A majority of the directors then in office (but not fewer than two (2) directors or one-fifth (1/5) of the authorized number of directors, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Brown Act and California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (2) approval of certain transactions between corporations having common directorships; (3) creation of and appointments to committees of the Board; and (4) indemnification of directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of any

director(s), so long as any action taken is approved by at least a majority of the quorum required for that meeting.

(i) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(j) Notice of Adjournment. Notice of the time and place of holding any adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.7(h) of these Bylaws and in accordance with the Brown Act.

Section 6.8 Standard of Care.

(a) General. A Director shall perform the duties of a director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;

(2) Counsel, independent accountants, or other persons as to matters which the Director believes to be within the professional or expert competence of such person; or

(3) A committee upon which the Director does not serve that is composed exclusively of any combination of Directors or persons described in this Section 6.8(a), as to matters within the designated authority of such committee, provided that the Director believes such committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing Director as provided in Article 10 of these Bylaws, a person who performs the duties of a Director in accordance with this Section 6.8(a) shall have no liability based upon any failure or alleged failure to discharge the obligations of such person as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out the charitable activities of the Corporation, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing the investments of the Corporation, the Board shall

adhere to the standards set forth in Section 6.8(a) of these Bylaws, and shall: (a) consider the charitable purposes of the Corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of the capital of the Corporation; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) The other resources of the Corporation;
- (7) The needs of the Corporation to make distributions and to preserve capital; and
- (8) The special relationship or special value of an asset, if any, to the charitable purposes of the Corporation.

Decisions of the Board about an individual investment shall not be made in isolation, but rather in the context of the portfolio of investments of the Corporation as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the Corporation.

ARTICLE 7. **COMMITTEES**

Section 7.1 Committees of Directors.

The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more directors; to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the board, shall have all, or a portion, of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or any committee;
- (b) Amend or repeal the Articles or these Bylaws or adopt new bylaws;

- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committees of the Board or appoint the members of any committee;
- (e) Take any action except as specifically delegated by the Board; or
- (f) Approve any transaction: (1) to which the Corporation is a party and one or more directors has a material financial interest; or (2) between the Corporation and one or more of its directors or between the Corporation and any corporation or firm in which one or more of its directors has a material financial interest.

Section 7.2 Meeting and Action of Committees.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the Brown Act and the provisions of Article 6 of these Bylaws, concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Notwithstanding anything to the contrary contained herein, an ad hoc committee composed solely of Directors and comprising less than a quorum of the Board will not be subject to the Brown Act. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate and ex-officio members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 7.3 Executive Committee.

Pursuant to Section 7.1 of these Bylaws, the Board may appoint three (3) or more directors, one of whom shall be the Chairperson, to serve as the executive committee of the Board (the "Executive Committee"). Subject to the Brown Act, the Executive Committee, shall have the authority delegated to it by the Board via resolution, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.1 of these Bylaws. The minutes of the Executive Committee meetings shall be sent to each Director by the Secretary.

ARTICLE 8.
OFFICERS

Section 8.1 Officers.

The Corporation shall have the following officers: a chairperson (the "Chairperson"), a vice chairperson (the "Vice Chairperson"), a secretary (the "Secretary"), a treasurer (the

"Treasurer"), and such other officers as the Board may designate by resolution. The Chairperson and the Vice Chairperson shall be Directors. The Secretary and Treasurer shall be the designated employees of the Authority as specified in Section 8.2 below.

Section 8.2 Election of Officers.

The Chairperson and the Vice Chairperson shall hold office ex officio by virtue of being the Chairperson and the Vice Chairperson, respectively, of the Authority Board. The Secretary shall be the Authority Executive Director or Director. The Treasurer shall be the Authority Finance Director, Authority Finance Manager, or the equivalent. All other officers of the Corporation, except those appointed in accordance with the provisions of Section 8.1, Section 8.3 and Section 8.8 of these Bylaws, shall be appointed by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under a contract of employment. The Board shall elect the officers at the annual meetings at which the term of such officers expire, or upon the occurrence of a vacancy in any office.

Section 8.3 Subordinate Officers.

The Board may appoint, and may authorize the Chairperson or another officer to appoint, any other officers that the business or the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

Section 8.4 Removal of Officers.

Any officer may be removed, with or without cause, by the Board or the Authority Board, at any regular or special meeting of the Board or the Authority Board, as applicable.

Section 8.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 8.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office, either at the annual meeting or after the occurrence of a vacancy.

Section 8.7 Responsibilities of Officers.

(a) Chairperson of the Board. The Chairperson shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign

from time to time. The Chairperson of the Board shall also serve as the chief executive officer of the Corporation and shall be a member of all the standing committees.

(b) Vice Chairperson of the Board. The Vice Chairperson shall possess the powers and discharge the duties of the Chairperson in the absence or disability of the Chairperson.

(c) Secretary. The Secretary shall attend to the following:

(1) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a copy of the Articles and these Bylaws, a book of minutes of all meetings and actions of directors or committees of directors.

(2) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of any meetings of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

(d) Treasurer. The Treasurer shall also serve in the capacity of the chief financial officer of the Corporation and shall attend to the following:

(1) Books of Account. The Treasurer shall keep and maintain, or cause to be maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at any reasonable time. The Treasurer shall provide the directors with such financial statements and reports as required by law, by these Bylaws or by the Board.

(2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, shall render to the Chairperson, the Executive Director of the Corporation (if applicable), and Directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

(3) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 8.8 Executive Director.

The Corporation shall have an Executive Director ("Executive Director"), who shall supervise, direct and control the day-to-day activities, business and affairs of the Corporation. The Executive Director may delegate his or her responsibilities and powers subject to the control of the Board. The Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Executive Director shall hold office ex officio by virtue of being the Executive Director or Acting Executive Director of the Authority.

ARTICLE 9. **RECORDS AND REPORTS**

Section 9.1 Maintenance and Inspection of the Articles and these Bylaws.

The Corporation shall keep at its principal executive office the original or a copy of the Articles and these Bylaws as amended to date, which shall be open to inspection by the directors and the public at all reasonable times during office hours.

Section 9.2 Maintenance and Inspection of Corporate Records.

The accounting books, records, and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the account books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 9.3 Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical properties of the Corporation, and those of each of its affiliated or subsidiary corporations. The inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.4 Annual Report and Statement.

The Corporation shall send an annual report and statement to its directors, which set forth the information required by Sections 6321 and 6322 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 10. **CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

Section 10.1 Contracts with Directors and Officers (Self-Dealing).

(a) No Director or officer of the Corporation, nor any other corporation, firm, association, or other entity in which one or more of the directors or officers of the Corporation are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the Corporation, unless:

(1) the material facts regarding the financial interest of such Director or officer in such contract or transaction and/or regarding such common directorship, officership or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to any members of the Board prior to consideration by the Board of such contract or transaction;

(2) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested director(s) or officer(s);

(3) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(4) the Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Corporation at the time the transaction is entered into.

Section 10.2 Loans to Directors and Officers.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California.

ARTICLE 11.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 Right to Indemnification.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action or proceeding by reason of the fact that such person is or was an officer, Director or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, including reasonable attorneys' fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law and to the extent such person is not otherwise indemnified. For this purpose, the Board may, and on request of any such person shall, be required to determine in each case whether or not the applicable standards of conduct under federal, state and local law have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

In all cases where indemnification is sought, the Corporation shall be subject to the following restrictions and requirements:

(a) Where the action or proceeding is brought on behalf of the Corporation or involves self-dealing transactions, as defined in Article 10 of these Bylaws, the Corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall, upon the express authorization of the Board, indemnify the director, officer, employee or agent against expenses incurred in defense of an action arising from his or her relation to the Corporation. To indemnify in such cases the Board must find the person met the statutorily prescribed standard of care by acting (1) in good faith, (2) in the best interests of the Corporation, and (3) with the care of an ordinarily prudent person.

(b) Where the person seeking indemnification under this section has been held liable to the Corporation, or has settled his or her liability to the Corporation, the Corporation shall not indemnify against expenses without the approval of the court or the Attorney General.

(c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.

(d) Where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the Corporation or in defense of any claim or issue involved in such action or proceeding, the Corporation shall indemnify against all expenses actually or reasonably incurred.

(e) The Corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Section 11.2 Insurance.

The Corporation shall have the right to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by a director, officer, employee or agent in any such capacity or arising out of the status of such director, officer, employee or agent as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 11.1 of these Bylaws, except that no insurance shall be maintained to indemnify any director, officer, employee, or agent in connection with any violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law or to protect any self-dealing Directors from liability.

ARTICLE 12.
MISCELLANEOUS

Section 12.1 Execution of Instruments.

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of an 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 engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount; provided, however, where the contract is for less than Fifty Thousand and No/100ths Dollars (\$50,000.00), the Chairperson (or the Executive Director of the Corporation, if applicable) may authorize the contract on behalf of the Corporation.

Section 12.2 Fiscal Year.

The fiscal year of the Corporation shall be from July 1 through June 30.

Section 12.3 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible: (1) the remainder of these Bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Section 12.4 Electronic Transmissions.

Unless otherwise provided in these Bylaws, and subject to the Brown Act and any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 12.5 Amendment by Directors.

The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of all the members of the Board and shall not be inconsistent with the Articles, provided that any amendment to number of Directors, appointment and qualification of Directors, removal of Directors, removal of Officers and this Section 12.5 on amendment of Bylaws hereof must receive the written consent of the Authority. Such amended or newly adopted Bylaws shall take effect immediately upon consent of the Authority.

Section 12.6 Applicable Law.

This Corporation shall be subject to any and all applicable state, federal and local laws, including, but not limited to, such laws as may be applicable as a result of the Corporation's affiliation with the Housing Authority of the City of Berkeley.

New bylaws may be adopted, amended, or repealed by the Board at any meeting of the Board called for that purpose, provided that any amendment is not inconsistent with the Articles.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently-elected and acting Secretary of Affordable Housing Berkeley, Inc., a California nonprofit public benefit corporation, and the above Bylaws, consisting of fifteen (15) pages, are the Bylaws of the Corporation.

Date: July 9, 2020

By:



Rachel Gonzalez-Levine
Secretary

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Bylaws
(Affordable Housing Berkeley, Inc.)

