

BYLAWS
OF
FAIRFIELD HOUSING AND COMMUNITY DEVELOPMENT CORPORATION

DATED: _____

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1. NAME	1
Section 1.1 <u>Name of Corporation</u>	1
ARTICLE 2. OFFICES.....	1
Section 2.1 <u>Offices</u>	1
Section 2.2 <u>Other Offices</u>	1
ARTICLE 3. OBJECTIVES AND PURPOSES.....	1
Section 3.1 <u>Objectives and Purposes</u>	1
ARTICLE 4. DEDICATION AND DISPOSITION OF ASSETS	2
Section 4.1 <u>Property Dedicated to Charitable Purposes</u>	2
Section 4.2 <u>Distribution of Assets Upon Dissolution</u>	2
ARTICLE 5. MEMBERSHIP	2
Section 5.1 <u>Membership</u>	2
ARTICLE 6. DIRECTORS	2
Section 6.1 <u>Powers</u>	2
Section 6.2 <u>Number of Directors</u>	3
Section 6.3 <u>Qualifications of Directors</u>	3
Section 6.4 <u>Restriction on Interested Directors</u>	3
Section 6.5 <u>Selection and Term of Office of Directors</u>	4
Section 6.6 <u>Compensation and Reimbursement of Directors</u>	5
Section 6.7 <u>Vacancies</u>	5
Section 6.8 <u>Directors' Meetings</u>	6
Section 6.9 <u>Standard of Care</u>	7
ARTICLE 7. EMERGENCY BYLAWS.....	9
Section 7.1 <u>Definition</u>	9
Section 7.2 <u>Purpose</u>	9
Section 7.3 <u>Effectiveness of Emergency Bylaws</u>	9
Section 7.4 <u>Board Actions</u>	9
Section 7.5 <u>Prohibited Actions</u>	10
Section 7.6 <u>Actions Taken During an Emergency</u>	10

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 8. COMMITTEES.....	10
Section 8.1 <u>Committees of Directors</u>	10
Section 8.2 <u>Meeting and Action of Committees</u>	11
Section 8.3 <u>Executive Committee</u>	11
ARTICLE 9. OFFICERS.....	11
Section 9.1 <u>Officers</u>	11
Section 9.2 <u>Selection of Officers</u>	11
Section 9.3 <u>Subordinate Officers</u>	12
Section 9.4 <u>Removal of Officers</u>	12
Section 9.5 <u>Resignation of Officers</u>	12
Section 9.6 <u>Vacancies in Office</u>	12
Section 9.7 <u>Responsibilities of Officers</u>	12
Section 9.8 <u>Executive Director of the Corporation</u>	13
ARTICLE 10. RECORDS AND REPORTS.....	13
Section 10.1 <u>Maintenance and Inspection of Articles and Bylaws</u>	13
Section 10.2 <u>Maintenance and Inspection of Corporate Records</u>	14
Section 10.3 <u>Inspection by Directors</u>	14
Section 10.4 <u>Annual Report and Statement</u>	14
ARTICLE 11. CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS.....	14
Section 11.1 <u>Contracts with Directors and Officers</u>	14
Section 11.2 <u>Loans to Directors and Officers</u>	15
ARTICLE 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS.....	15
Section 12.1 <u>Right to Indemnification</u>	15
Section 12.2 <u>Insurance</u>	16
ARTICLE 13. MISCELLANEOUS.....	16
Section 13.1 <u>Execution of Instruments</u>	16
Section 13.2 <u>Fiscal Year</u>	16
Section 13.3 <u>Construction and Definitions</u>	16
Section 13.4 <u>Electronic Transmissions</u>	16
Section 13.5 <u>Amendment by Directors</u>	17

**BYLAWS
of
FAIRFIELD HOUSING COMMUNITY DEVELOPMENT CORPORATION
(a California Nonprofit Public Benefit Corporation)**

As adopted on August [__], 2021

ARTICLE 1. NAME

Section 1.1 Name of Corporation.

The name of the corporation is Fairfield Housing Community Development Corporation (the "**Corporation**").

ARTICLE 2. OFFICES

Section 2.1 Offices.

The principal office of the Corporation shall be located in the City of Fairfield and County of Solano, California. The board of directors of the Corporation (the "**Board**" or the "**Board of Directors**") may change the principal office from one location to another. Any change of this location shall be noted in the records of the Corporation, or this section 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 (the "**Articles**") filed with the Secretary of State on [_____, 2021] with file number [_____]. 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 this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director of the Corporation (the "**Director**" or "**Directors**"), officer of the Corporation (the "**Officer**" or "**Officers**"), 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 this 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 (the "**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 the Corporation's Officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;

(b) Change the principal office or the principal business office in California from one location to another, cause the Corporation to be qualified to conduct the activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside 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 Corporation's purposes, 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, acquire, 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 Corporation's charitable purpose.

Section 6.2 Number of Directors.

The authorized number of Directors shall be five (5), each of whom shall be a natural person. 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 6.3 Qualifications of Directors.

(a) One (1) Director must be an employee of the County of Solano (the "**County**"). One (1) Director must be a member of the community and meet the qualifications set forth in this Section 6.3(c). The remaining Directors must be current employees of the Housing Authority of the City of Fairfield, a public body corporate and politic (the "**Authority**") or the City of Fairfield (the "**City**").

(b) The Directors shall be selected in a manner consistent with Section 6.5.

(c) The Director selected from the community will be subject to the following qualifications:

- (1) Be a resident of the City of Fairfield.
- (2) No resident Director may serve on more than one other City commission, committee or task force during their tenure.

Section 6.4 Restriction on Interested Directors.

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

- (a) 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
- (b) 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 subsection (b) of Section 6.4 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.5 Selection and Term of Office of Directors.

(a) Initial Selection. The initial Directors shall be selected by the incorporator of the Corporation.

(b) Subsequent Selection. Subsequent Directors shall be selected according to the following:

(1) Ex Officio – The deputy executive director of the Authority (the "**Deputy Executive Director**") shall automatically serve on the Board as an ex officio Director. Ex officio Directors shall have full voting rights, be subject to the terms and concurrent term limits outlined in these Bylaws, and have all the rights, duties, and liabilities of any other Director. An ex officio Director's qualification to serve as a Board member shall be conditioned on continued employment with the Authority. If an ex officio Director resigns or is removed from his or her position as Deputy Executive Director at the Authority, that Director's position on the Board shall immediately cease. The Authority's subsequent Deputy Executive Director shall automatically fill the ex officio Board vacancy upon his or her employment with the Authority.

(2) Designation – The remaining Directors shall be designated by the executive director of the Authority (the "**Designator**"). The Designator shall select one Director from among the community, one director from among the staff of the County, and the remaining Directors from among the employees of the Authority or the City. Designated Directors shall have full voting rights, be subject to the terms and concurrent term limits outlined in these Bylaws, and have all the rights, duties, and liabilities of any other Director. A designated Director's qualification to serve as a Board member shall be conditioned on continued employment with the County, City, or Authority, or on the community Board member qualifications set forth in these Bylaws. If a Director resigns or is removed from his or her position at the County, City, or Authority, that Director's position on the Board shall immediately cease. At that time, the Designator shall select, from among County, City, or Authority employees, a new Director of the Corporation to occupy the place of the former Director. If the community Director no longer meets the qualifications set forth in these Bylaws, that Director's position on the Board shall immediately cease and the Designator shall select a new Director from among the community.

(3) Communication of Designation and Board Meeting Minutes – The Designator shall communicate in writing the selection of new Directors to the existing Directors and said written communication shall be entered into Board meeting minutes. Designations by the Designator shall become effective immediately, subject to any and all resignation and removal procedures outlined in these Bylaws.

(c) Term of Office.

(1) All Directors shall serve for a term of six (6) years, or such longer time as permitted by code.

(2) Neither the Director designated from among the community, nor the Director designated from among County employees, may serve as a Director for more than one (1) consecutive term. After their initial term, these Directors are not eligible for immediate re-designation by the Designator.

(3) The ex officio Director and the Directors designated from among the employees of the City or Authority are not subject to consecutive term limits.

Section 6.6 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.

Section 6.7 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist upon the occurrence of any of the following: (1) the death, resignation, or removal of any Director; (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a court order or convicted of a felony or has been found by final order or judgment of any court to have breached a fiduciary duty under the California Nonprofit Corporation Law; (3) the increase in the authorized number of Directors; or (4) resignation or removal of any Director as an employee of the Authority.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairperson of the Board, or the Secretary, as described in Article 9, unless the notice specifies a later time for the resignation to become effective. If no later time for resignation is specified by the resigning Director, and the resignation is effective upon giving notice, the Designator may immediately designate a replacement Director to fill the vacancy. If the Director's resignation is effective at a later time, the Designator may designate a successor to take office as of the effective date of the resignation. Except upon notice to the Attorney General, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal. If a member of the Board fails to attend three (3) consecutive regular meetings of the Board in a twelve (12) month period, that Director's office may be declared vacant by the Designator at the next meeting and that vacancy filled as provided for in subsection (e) of this Section 6.7. Directors may also be removed without cause by the Designator.

(d) No Removal via Reduction of Number of Directors. No reduction of the authorized number of Directors may have the effect of removing any Director before that Director's term of office expires.

(e) Filling of Vacancies. Vacancies on the Board shall be filled through designation by the Designator. Each Director designated to fill a vacancy shall hold office for the remainder of the term and be subject to any and all term conditions outlined in Section 6.5.

Section 6.8 Directors' Meetings.

(a) Place of Meetings. Meetings of the Board of Directors may be held at such time and place within or outside the State of California as is set forth through a resolution of the Board or specified in the notice. Notwithstanding the above provisions, a meeting of the Board of Directors may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(b) Meetings by Remote Electronic Means. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 13.4, and participation by Directors in a meeting in the manner provided in this Section constitutes presence in person at the meeting, 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 a specific month, set forth through a resolution of the Board, as the annual meeting at which it shall conduct business of the Board. Should the annual meeting not take place during the month set forth through the Board resolution, notice shall be provided, which notice for each individual Director may be waived in writing by that Director.

(d) Regular Meetings. Other regular meetings of the Board shall be held monthly at a time and day of each month set forth through a resolution of the Board, or upon notice, which notice for each individual Director may be waived in writing by that Director.

(e) Special Meetings. Special meetings of the Board may be called at any time by the Chairperson, Secretary, or by any two Directors. Notice of special meetings must be given subject to the requirements set forth in this Section 6.8(g). Notice of special meetings cannot be waived by Directors.

(f) 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 Directors individually or collectively unanimously consent in writing to that action and if the number of Directors then in office constitutes a quorum. The unanimous written consent or consents shall be filed with the minutes of the proceeding Board meeting. The action by unanimous written consent shall have the same force and effect as a quorum vote of the Directors.

(g) Special Meeting Notice. Notice of any Special meeting of the Board of Directors shall be given to all Directors at their residence or usual place of business either by first class mail deposited at least four (4) 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, in compliance with Section 13.4, at least forty-eight (48) hours in advance of the

meeting. The notice shall state the time of the meeting and the place, if other than the principal office of the Corporation. The details of the Annual meeting and Regular meetings are set forth through a resolution of the Board and notice for these meetings is not required.

(h) Quorum. A majority of the Directors then in office (but not fewer than two Directors or one-fifth 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 of Directors, subject to the provisions of the 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.

Section 6.9 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 interest of this 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 this 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 such person's professional or expert competence; or

(3) a committee upon which the Director does not serve that is composed exclusively of any combination of Directors or persons described in (1) or (2), as to matters within the committee's designated authority, 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 as provided in Article 10 below, a person who performs the duties of a Director in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations 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 this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this Corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital; 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) This Corporation's other resources;
- (7) The needs of this Corporation to make distributions and to preserve capital; and
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this Corporation.

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

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

ARTICLE 7. EMERGENCY BYLAWS

Section 7.1 Definition.

For the purposes of this Article 7, the term “**Emergency**” will mean any of the following events or circumstances as a result of which a quorum of the Board cannot be readily convened for action:

- (a) A natural, manmade, chemical, or biological catastrophe, including, but not limited to, a pandemic, epidemic, unhealthy air quality, extreme heat, nuclear disaster, hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.
- (b) An attack of foreign or domestic origin on a locality within the State of California or the United States of America, or a receipt by local, state, or federal government of a warning indicating that a foreign or domestic attack is probable or imminent.
- (c) An act of foreign or domestic terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.
- (d) A state of emergency proclaimed by a governor of a state in which one or more Directors reside or by the President of the United States.

Section 7.2 Purpose.

The provisions under this Article 7 describe the actions the Board may take to manage and conduct the ordinary business affairs of the Corporation during an Emergency.

Section 7.3 Effectiveness of Emergency Bylaws.

In the event of an Emergency, the provisions of this Article 7 will become and remain effective until the termination of the Emergency. All provisions of the Bylaws consistent with this Article will remain effective during the Emergency.

Section 7.4 Board Actions.

In furtherance of the purpose described in Section 3.1, the Board may:

- (a) In the event of an Emergency, as necessary to conduct the Corporation’s ordinary business operations and affairs:
 - (i) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the Emergency.

- (ii) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the Officers to do so.
- (b) During an Emergency, as necessary to conduct the Corporation's ordinary business operations and affairs:
 - (i) Give notice in any practicable manner under the circumstances, including, but not limited to, by publication, radio, or social media post to any Director when notice of a meeting cannot be given to that Director in the manner described in Section 6.8.
 - (ii) Deem that one or more Officers of the Corporation present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum for that meeting. If quorum is not achieved, including all Officers present, those present at the meeting will be a quorum.

Section 7.5 Prohibited Actions.

In the event of an Emergency, the Board may not take any action that, in accordance with Section 6.8, requires a vote by a majority of all Directors then in office unless the Chairperson deems that action is necessary to manage and conduct the business affairs of the Corporation during the Emergency.

Section 7.6 Actions Taken During an Emergency.

Any action that does not constitute willful misconduct or gross negligence taken in good faith in accordance with this Article 7 binds the Corporation and may not be used to impose liability on a Director, Officer, employee, or agent of the Corporation.

ARTICLE 8. COMMITTEES

Section 8.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two 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 of Directors or any committee;
- (b) Amend or repeal the Articles or 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) 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 (1) or more of its Directors has a material financial interest.

Section 8.2 Meeting and Action of Committees.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 6, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. 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 of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

Section 8.3 Executive Committee.

Pursuant to Section 8.1, the Board may appoint three or more Directors, one of whom shall be the Chairperson of the Board to serve as the executive committee (the "**Executive Committee**") of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 8.1. The minutes of the Executive Committee meetings shall be sent to each Director by the Secretary of the Corporation.

ARTICLE 9. OFFICERS

Section 9.1 Officers.

The Corporation shall have the following Officers: Chairperson, Vice Chairperson, Secretary, Treasurer, and such other Officers as the Board may designate by resolution. The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be selected by the Designator from among the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson. The Chairperson, Vice Chairperson, Secretary, and Treasurer must be Directors.

Section 9.2 Selection of Officers.

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 9.1 and Section 9.3, shall be appointed by the Designator, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 9.3 Subordinate Officers.

The Designator 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 the Bylaws or determined from time to time by the Board of Directors.

Section 9.4 Removal of Officers.

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Designator.

Section 9.5 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 9.6 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 after removal by the Designator or after the occurrence of a vacancy.

Section 9.7 Responsibilities of Officers.

(a) Chairperson of the Board. The Chairperson of the Board 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, including the Executive Committee, if any.

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

(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 of Directors may direct, a copy of the Corporation's Articles and 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 of Directors required by the 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 of Directors or the Bylaws.

(d) Treasurer. The Treasurer shall be 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 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 of Directors; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chairperson of the Board, the Executive Director (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 of Directors or the Bylaws.

(3) Bond. If required by the Board of Directors, 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 9.8 Executive Director of the Corporation.

Subject to such supervisory powers as the Corporation may give to the Chairperson of the Board, and subject to the control of the Board, the Board may hire, from outside of the Board, or otherwise appoint an executive director for the Corporation (the "**Corporate Executive Director**"), who shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The Corporate Executive Director may delegate his or her responsibilities and powers subject to the control of the Board. The Corporate Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE 10. RECORDS AND REPORTS

Section 10.1 Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Director's at all reasonable times during office hours. In addition, the Corporation may keep a copy of the Articles

and Bylaws as amended to date on a shared cloud-based system accessible to the Directors for inspection.

Section 10.2 Maintenance and Inspection of Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, 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 10.3 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 10.4 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 Corporation Law.

ARTICLE 11. CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS.

Section 11.1 Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors of that entity or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless:

(1) the material facts regarding such Director or Officer's financial interest of 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) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this section do not apply to any of the following:

(1) a transaction which is part of a public or charitable program of the Corporation if it is approved or authorized by the Corporation in good faith and without unjustified favoritism; and either (i) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the public or charitable program of this Corporation; or (ii) the only benefit to the Director or Officer from the transactions is a benefit to another corporation of which the Director or Officer is also a director or officer (as opposed to a material financial interest benefiting the Director or Officer personally); and

(2) a transaction, of which the interested Director or Directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Section 11.2 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; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 12.1 Right to Indemnification.

This 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 this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, including attorneys' fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Nonprofit Public Benefit Corporation Law of the State of California 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 California 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. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or stockholders or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 12.2 Insurance.

This 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 the Director, Officer, employee or agent in any such capacity or arising out of the Director, Officer, employee or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 12.1, 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 Corporation Law.

ARTICLE 13. MISCELLANEOUS

Section 13.1 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 and 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 One Hundred Thousand Dollars (\$100,000.00), the Chairperson of the Board (or the Corporate Executive Director, if applicable) may authorize the contract on behalf of the Corporation.

Section 13.2 Fiscal Year.

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

Section 13.3 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit 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 13.4 Electronic Transmissions.

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors 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 email, 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 13.5 Amendment by Directors.

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

[Remainder of this page intentionally blank.]

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently appointed and acting Secretary of the Fairfield Housing and Community Development Corporation, a California nonprofit public benefit corporation, and the above Bylaws, consisting of seventeen (17) pages, are the Bylaws of this Corporation.

Date: _____

Dated at Fairfield, California.

By: _____

Name: [_____]

Its: Secretary