

FORM APPROVED COUNTY COUNSEL
 BY: Jhaila R. Brown 7-24-14
 DATE: _____
 JHAILA R. BROWN
 Departmental Concurrence

**SUBMITTAL TO THE RIVERSIDE COMMUNITY HOUSING CORP.
 BOARD OF DIRECTORS
 COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**



250

FROM: Riverside Community Housing Corp.

SUBMITTAL DATE:
July 24, 2014

SUBJECT: Adoption of Resolution Number 2014-002 Approval of Amended and Restated Bylaws and First Amended and Restated Articles of Incorporation, and Resolution Number 2014-003 Designation of Chief Operating Officer as Agent for Service of Process, All Districts, [\$0]

RECOMMENDED MOTION: That the Board of Directors:

1. Adopt Resolution 2014-002, Approval of Amended and Restated Bylaws and First Amended and Restated Articles of Incorporation of Riverside Community Housing Corp.;
 2. Authorize the Chairman and Secretary to execute the attached Restated Articles of Incorporation for Riverside Community Housing Corp. ("Restated Articles") and direct Staff to file the Restated Articles with the California Secretary of State and other required agencies;
 3. Adopt Resolution No. 2014-003, Designation of Riverside Community Housing Corp.'s Chief Operating Officer as Agent for Service of Process, and
- (Continued)

Robert Field
 Chief Executive Officer

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 0	\$ 0	\$ 0	\$ 0	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0	
SOURCE OF FUNDS: N/A				Budget Adjustment: No	
				For Fiscal Year: 2014/15	

C.E.O. RECOMMENDATION:

APPROVE

BY:
 Rohini Dasika

County Executive Office Signature

MINUTES OF THE RIVERSIDE COMMUNITY HOUSING CORP. BOARD OF DIRECTORS

On motion of Supervisor Tavaglione, seconded by Supervisor Stone and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Tavaglione, Stone, Benoit and Ashley
 Nays: None
 Absent: None
 Date: September 9, 2014
 xc: RCHC

Kecia Harper-Ihem
 Clerk of the Board
 BY:
 Deputy

Prev. Agn. Ref.:

District: ALL

Agenda Number:

- A-30
- Positions Added
- 4/5 Vote
- Change Order

14-2

**SUBMITTAL TO THE RIVERSIDE COMMUNITY HOUSING CORP. BOARD OF DIRECTORS,
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

FROM: Riverside Community Housing Corp.

FORM 11: Adoption of Resolution Number 2014-002 Approval of Amended and Restated Bylaws and First Amended and Restated Articles of Incorporation, and Resolution Number 2014-003 Designation of Chief Operating Officer as Agent for Service of Process, All Districts, [\$0]

DATE: July 24, 2014

Page 2 of 3

RECOMMENDED MOTION: (Continued)

4. Direct Staff to file the Amended and Restated Bylaws with the Franchise Tax Board, Internal Revenue Service, California Attorney General, California Secretary of State, and other required agencies.

BACKGROUND:

Summary

The Riverside Community Housing Corp. (RCHC) is a non-profit public benefit corporation, the creation of which was authorized by Resolution Number 92-002 (Authority Resolution 92-002), adopted by the Housing Authority of the County of Riverside's (Authority) Board of Commissioners on January 7, 1992. Authority Resolution 92-002 is attached hereto. RCHC was created as an affiliate of the Authority for the purpose of financing, acquiring, developing, rehabilitating, owning, managing and selling affordable housing in Riverside County for persons of low and moderate income, and to access certain state and federal programs available to non-profit corporations.

RCHC has been inactive since its incorporation in 1992 and the Authority Board of Commissioners (Board of Commissioners) now desires for the corporation to execute the purposes for which it was created. On July 1, 2014, the Board of Commissioners adopted Resolution Number 2014-007 (Authority Resolution 2014-007), attached hereto, authorizing activation of RCHC and commencement of corporate operations.

RCHC's organizing documents, including the Bylaws and Articles of Incorporation, were developed in 1992 and have not been updated since that time. Amendments to those documents are necessary in order to ensure that corporate operations are in compliance with all applicable federal, state and local laws. Amendments are further needed to enable the corporation to conduct business in a manner that reflects the contemporary economic environment as well as the current objectives of the corporation. The proposed First Amended and Restated Articles of Incorporation of Riverside Community Housing Corp. are set forth within the proposed Restated Articles of Incorporation for Riverside Community Housing Corp. (attached hereto) as required by the California Secretary of State. If approved by the Board of Directors, the proposed Restated Articles of Incorporation for Riverside Community Housing Corp. will be filed with the California Secretary of State and other required agencies.

The proposed Amended and Restated Bylaws, attached hereto and approved as to form by County Counsel, include modification of the composition of the Board of Directors, to include: (1) changing the number of authorized Directors; (2) changing the minimum and maximum number of Directors; (3) changing from a fixed number of Directors to a variable number of Directors; and (4) naming of the Chairman of the Board of Commissioners as the Chairman of the Board of Directors. Pursuant to the requirements of the existing Bylaws, authorization was obtained from the Board of Commissioners to approve Bylaw amendments resulting in these changes. Authority Resolution Number 2014-012, attached hereto, evidences this authorization. Staff recommends approval of Resolution Number 2014-002.

(Continued)

**SUBMITTAL TO THE RIVERSIDE COMMUNITY HOUSING CORP. BOARD OF DIRECTORS,
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

FROM: Riverside Community Housing Corp.

FORM 11: Adoption of Resolution Number 2014-002 Approval of Amended and Restated Bylaws and First Amended and Restated Articles of Incorporation, and Resolution Number 2014-003 Designation of Chief Operating Officer as Agent for Service of Process, All Districts, [\$0]

DATE: July 24, 2014

Page 3 of 3

BACKGROUND:

Summary (Continued)

The California Secretary of State requires that corporations designate an agent for service of process. Staff recommends that the Board of Directors designate the Chief Operating Officer as RCHC's agent for service of process and approve Resolution Number 2014-003, Designation of Riverside Community Housing Corp.'s Chief Operating Officer as Agent for Service of Process.

Pursuant to the existing Bylaws, five (5) Directors constitute a quorum. In order to take action on this Form 11, a quorum must be present at the Board of Directors meeting and, of the quorum present, a majority must concur.

Impact on Residents and Businesses

Approving this item will have a positive impact on residents of Riverside County by supporting the activation of a non-profit public benefit corporation designed to create and preserve affordable housing opportunities within Riverside County.

Attachments:

RCHC Resolution No. 2014-002

RCHC Resolution No. 2014-003

Authority Resolution No. 92-002

Authority Resolution No. 2014-007

Restated Articles of Incorporation for Riverside Community Housing Corp. (First Amended and Restated Articles of Incorporation)

Amended and Restated Bylaws

Authority Resolution No. 2014-012

2
3 **RESOLUTION NUMBER 2014-002**

4 **APPROVAL OF AMENDED AND RESTATED BYLAWS AND**
5 **FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION**
6

7 **WHEREAS**, the Housing Authority of the County of Riverside ("AUTHORITY")
8 Board of Commissioners adopted Resolution Number 92-002 on January 7, 1992 for
9 the purpose of approving the creation of the Riverside Community Housing Corp.
10 ("RCHC");

11 **WHEREAS**, RCHC is a California non-profit public benefit corporation created
12 as an affiliate of the AUTHORITY for the purpose of financing, acquiring, developing,
13 rehabilitating, owning, managing and selling affordable housing in Riverside County
14 for persons of low and moderate income, and to access certain state and federal
15 programs available to non-profit corporations;

16 **WHEREAS**, RCHC has been inactive since its incorporation in 1992;

17 **WHEREAS**, on July 1, 2014, the AUTHORITY Board of Commissioners
18 adopted Resolution Number 2014-007 ("Authority Resolution 2014-007"), authorizing
19 activation of RCHC and commencement of corporate operations;

20 **WHEREAS**, Authority Resolution 2014-007 appoints the AUTHORITY Board
21 of Commissioners as the RCHC Board of Directors ("Board of Directors");

22 **WHEREAS**, RCHC's Bylaws and Articles of Incorporation have not been
23 updated since 1992 and do not reflect applicable regulations or RCHC's current
24 objectives;

25 **WHEREAS**, the RCHC Board of Directors desires to amend the Bylaws to
26 modify the composition of the Board of Directors, including (1) changing the number
27 of authorized Directors; (2) changing the minimum and maximum number of
28 Directors; (3) changing from a fixed number of Directors to a variable number of

1 Directors; and (4) naming of the Chairman of the Board of Commissioners as the
2 Chairman of the Board of Directors;

3 **WHEREAS**, the existing Bylaws promulgate that the Board of Directors must
4 obtain approval from the Board of Commissioners prior to approving such changes to
5 the Bylaws;

6 **WHEREAS**, the Board of Commissioners adopted Authority Resolution
7 Number 2014-012, authorizing the RCHC Board of Directors to approve the
8 aforementioned changes to the Bylaws;

9 **WHEREAS**, the Board of Directors desires to approve and adopt the
10 Amended and Restated Bylaws of the Riverside Community Housing Corp. and the
11 First Amended and Restated Articles of Incorporation of Riverside Community
12 Housing Corp. attached hereto as Exhibits "A" and "B" respectively and each
13 incorporated herein by this reference.

14 **NOW THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND**
15 **ORDERED** by the Board of Directors for the Riverside Community Housing Corp. in
16 regular session assembled on ^{September 9} ~~August 5~~, 2014, as follows:

17 1. That the Board of Directors hereby finds and declares that the above
18 recitals are true and correct.

19 2. That the Board of Directors approves and adopts the Amended and
20 Restated Bylaws of Riverside Community Housing Corp., attached hereto as "Exhibit
21 A" and incorporated herein by this reference.

22 3. That the Board of Directors approves the First Amended and Restated
23 Articles of Incorporation of Riverside Community Housing Corp., attached hereto as
24 "Exhibit B" and incorporated herein by this reference.

25 ///

26 ///

27 ///

28

1 4. This resolution shall take effect immediately upon approval by the Board
2 of Directors.

3 ///

4 FORM APPROVED COUNTY COUNSEL

5 ///

BY: MAILA R. BROWN 7-27-14

6 ///

DATE

7 H:\Department\Housing\Riverside Community Housing Corporation (RCHC)\Form 11 & Resolution 2014\August 5 BOD meeting\Form 11 B-
Amended Articles & Bylaws, Agent for Service\BOD 8-5-14 Resolution 2014-002--Tracking No. 12526 final.doc

8 ROLL CALL:

9 Ayes: Jeffries, Tavaglione, Stone, Benoit and Ashley
10 Nays: None
11 Absent: None

12 The foregoing is certified to be a true copy of a resolution duly
13 adopted by said Board of Supervisors on the date therein set forth.

14 KECIA HARPER-IHEM, Clerk of said Board

15 By [Signature]
16 Deputy

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A
AMENDED AND RESTATED BYLAWS
(behind this page)

**AMENDED AND RESTATED
BYLAWS OF
RIVERSIDE COMMUNITY HOUSING CORP.**
A California Nonprofit Public Benefit Corporation
Last Revised July, 2014

ARTICLE 1
Section 1.1

NAME

Corporate Name

The official name of this corporation is Riverside Community Housing Corp. (“Corporation”).

ARTICLE 2
Section 2.1

OFFICES

Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 5555 Arlington Avenue in Riverside, California. The location of the principal office may be changed by resolution of the Board of Directors (“Board”) from one location to another within the County of Riverside.

Section 2.2

Other Offices

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3
Section 3.1

PURPOSES

General Purpose

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 3.2

Specific Purpose

The specific purpose of this Corporation is to engage in financing, acquiring, developing, rehabilitating, owning, managing, and selling affordable housing for extremely low, low and moderate income persons in various developments or otherwise within the County of Riverside, State of California, as a means of promoting the common good and general welfare of the people of the State of California. Further, the Corporation shall augment low and moderate income resident services and housing programs sponsored by the Housing Authority of the County of Riverside (“Housing Authority”) and/or the County of Riverside Economic Development Agency.

ARTICLE 4
Section 4.1

LIMITATIONS

Political Activities

The Corporation has been formed under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") and is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"). The Corporation shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2

Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other person as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.
2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE 5

DEDICATION OF ASSETS

Section 5.1

Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2

Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Housing Authority and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 6

MEMBERSHIPS

Section 6.1

Members

This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action of this Corporation which would otherwise require approval by a majority of members or approval by the members shall require only approval of the Board, any provision of the Bylaws to the contrary notwithstanding. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE 7

DIRECTORS

Section 7.1

Corporate Powers Exercised by the Board

Subject to the provisions and limitations of the California Nonprofit Corporation Law and all other applicable laws, the Corporation's activities and affairs 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 limitation, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all the Corporation's Officers, agents, employees and volunteers; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any; and require from them security for faithful performance of their duties.
2. Change the principal office or the principal business office from one location to another in the County of Riverside; and designate any place within the County of Riverside for holding any meeting.
3. Adopt and use a corporate seal and alter the forms of the seal from time to time as the Board may deem appropriate.
4. Enter into such contracts, ventures, associations or other arrangements as may be necessary or convenient to carry out the purposes of the Corporation.
5. 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.
6. Receive, hold, invest, donate, transfer and administer real and personal property for the benefit of the Corporation and its purposes to the extent consistent with Section 501(c) (3) of the Internal Revenue Code and Section 509(a) (2) of the Internal Revenue Code.

7. Undertake all activities lawfully open to nonprofit corporations organized under the California Nonprofit Corporation Law, subject to any restrictions or conditions stated elsewhere in these Bylaws, to the extent such activities may be conducted by organizations organized and operated exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code.
8. Do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Internal Revenue Code, the Corporations Code, the Articles of Incorporation, these Bylaws or any other applicable law or regulation.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.2

Number and Qualification of Directors

The authorized number of Directors shall be not less than five (5) or more than seven (7). The Board of Commissioners of the Housing Authority shall be the Board of Directors of the Corporation.

Section 7.3

Election, Designation and Term of Office

All Directors' terms shall be concurrent with their term as Commissioner on the Board of Commissioners of the Housing Authority.

Section 7.4

Vacancies on Board

A vacancy or vacancies on the Board shall be filled in the same manner and process as such vacancies are filled for the Board of Commissioners of the Housing Authority.

Section 7.5

Removal

Removal of a Director from the Board shall be conducted in the same manner and process as such action is conducted for the Board of Commissioners of the Housing Authority.

Section 7.6

Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 7.7

Meetings

- 7.7.1 Place of Meeting
The Board shall hold meetings at any place within Riverside County, California that has been designated by resolution of the Board or in the Notice of the Meeting or, if not so designated, at the Riverside County Administrative Center, 4080 Lemon Street, 1st Floor, Riverside, California. The Corporation may hold its meetings at such other locations as the Corporation may from time to time designate by resolution, in the order of adjournment, or notice of call of any special meeting. Meetings of the Board of Directors shall be in the manner provided in the Ralph M. Brown Act (Government Code Section 54940, et seq., as such sections now exist or may be hereafter amended; "Brown Act").
- 7.7.2 Regular meetings
The Board shall hold regular meetings semi-annually on a date and at a time specified by the Board in the manner provided in the Brown Act. One such meeting shall occur during the month of March or April of each year and another such meeting shall occur during the month of September or October of each year.
- 7.7.3 Special Meetings
Special Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, or by a majority of the members of the Board in the manner provided for in the Brown Act.
- 7.7.4 Meetings to be Open and Public
All of the Corporation's Board meetings, defined as any congregation of a majority of the Board members to hear, discuss, deliberate, or take action on any item concerning the Corporation, shall be open to the public and noticed to the extent required by law, including but not limited to, the provisions of the Brown Act.
- 7.7.5 Closed Session
Nothing contained in these Bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session. All closed session meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.
- 7.7.6 Emergency Meetings
Nothing contained in these Bylaws shall be construed to prevent the Board from holding an emergency meeting when prompt action is needed due to the actual or threatened disruption of public facilities. An emergency situation exists if the Board determines that a work stoppage, crippling disaster, or other activity may endanger public health, safety or both. All emergency meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.

7.7.7 Public Hearings
All public hearings held by the Board shall be held during regular or special meetings of the Corporation.

7.7.8 Order of Business
The Board may establish the general order of business at Board meetings. At any meeting, the Board may, by vote of a majority of the Board members present, change the order of business.

7.7.9 Agenda
An agenda for the Board meetings must be posted at least 72 hours before a regular meeting in a location freely accessible to members of the public, in accordance with the Brown Act. It shall state the meeting time and place and must contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session.

Section 7.8 Quorum
A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, except to adjourn, unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires. Every action taken or decision made by a majority of Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of California Nonprofit Corporation Law, including, without limitation those provisions related to:

1. Approval of contract 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 an appointment to Committees of the Board; and
4. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.9 Adjournment
A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. In adjourning any meeting,

there shall be compliance with all procedures of the Brown Act, including, but not limited to, providing notice of the adjournment by posting a copy of the order of adjournment at or near the door of the place where the meeting was held, within 24 hours after the adjournment.

Section 7.10 Compensation and Reimbursement

Directors and members of such standing committees as are created may receive such compensation, if any, whether serving as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted so long as it is consistent with federal, state and local law.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more Committee(s) of the Board, each consisting of two or more Directors to serve at the pleasure of the Board.

Section 8.2 Composition of Committees of the Board

Only Directors may be appointed to the Committee(s) of the Board. Appointments to the Committee(s) of the Board shall be by majority vote of the Directors currently in office. The Board may appoint one or more Directors as alternate members of any such Committee(s), who may replace any absent member at any meeting.

Section 8.3 Powers Exercised by Committees of the Board

Any such Committee(s), to the extent provided in the Board resolution, shall have all the authority of the Board, except that no Committee(s) of the Board, regardless of Board resolution, may:

1. Fill vacancies on the Board or on any Committee(s) of the Board that has the authority of the Board;
2. Fix compensation of the Directors for serving on the Board or on any Committee(s) of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its expressed terms is not so amendable or repealable;
5. Create any other Committees of the Board or appoint the members of Committees of the Board;

6. Approve any contract or any transaction
 - a) between the Corporation and one or more of its Directors; or
 - b) to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the Corporations Code.

Section 8.4

Meetings and Action of Committees

Meetings and actions of Committee(s) of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such Committee(s) and the calling of special meetings of such Committee(s) may be determined either by Board resolution or, if there is none, by resolution of the Committee(s) of the Board. Minutes of each meeting of any Committee(s) of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any such Committee(s), provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee(s) may adopt such rules.

Section 8.5

Advisory Committees

If the Board shall appoint any Committee(s) which has as a member any non-Director, it is not a "Committee of the Board", and it should be clearly labeled an "Advisory Committee". All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect. The Board may not delegate any element of management of the Corporation's activities to an Advisory Committee.

ARTICLE 9

OFFICERS

Section 9.1

Officers of the Corporation

The officers of the Corporation ("Officers") shall be a Chairperson, a Vice Chairperson, a Chief Executive Officer, Chief Operating Officer, a Secretary and a Chief Financial Officer. The Board shall have the power to appoint, and may authorize an Officer to appoint, additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that the Secretary and the Chief Financial Officer may not serve concurrently as the Chairperson.

Section 9.2

Election, Designation and Term of Office

The Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Chairperson of the Board of Directors of the Corporation. The Vice Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Vice Chairperson of the Board of Directors of the

Corporation. The Executive Director of the Housing Authority shall serve as the Chief Executive Officer of the Corporation. The Deputy Executive Director of the Housing Authority shall serve as the Chief Operating Officer. The Deputy Director of the Housing Authority shall serve as the Secretary of the Corporation. The Fiscal Manager of the Housing Authority shall serve as the Chief Financial Officer of the Corporation. All Officers' terms shall be concurrent with their corresponding terms with the Housing Authority.

Section 9.3

Vacancies

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Section 9.4

Removal

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed concurrent with their removal by the Housing Authority from their corresponding position at the Housing Authority.

Section 9.5

Responsibilities of Officers

9.5.1

Responsibilities of Chairperson of the Board

The Chairperson of the Board shall be a Director, 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 shall sign contracts, deeds and other instruments made by the Corporation and authorized by the Board.

9.5.2

Responsibilities of the Vice Chairperson of the Board

The Vice Chairperson of the Board shall be a Director and shall perform the duties of the Chairperson in the absence of the Chairperson.

9.5.3

Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be the general manager of the Corporation and, subject to the control of the Board, shall have general supervision over the administration of the Corporation's business and operations. The Chief Executive Officer shall be empowered to supervise all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive Officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive Officer shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.4

Responsibilities of the Chief Operating Officer

The Chief Operating Officer shall assist in the general supervision and administration of the day to day business and affairs of the Corporation, subject to the direction of the Chief Executive Officer. The Chief Operating Officer shall be authorized to seek funding opportunities such as grants and proposals and shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Operating Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.5 Responsibilities of the Secretary

The Secretary shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may direct:

1. The original or a copy of these Bylaws, certified by the Secretary and as amended to date.
2. A copy of the Articles of Incorporation, as amended to date.
3. A book of minutes of all meetings, proceedings, and actions of the Board and Committee(s) of the Board.

The Secretary shall keep the Corporate Seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.5.6 Responsibilities of the Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board

The Chief Financial Officer shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board.

The Chief Financial Officer 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 the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Board, when requested, an

account of all transactions and an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

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

ARTICLE 10 ADDITIONAL PERSONNEL

Section 10.1 Clerk of the Board

The Riverside County Clerk of the Board shall serve as the Clerk of the Board for the Corporation. The Clerk of the Board shall give, or cause to be given, notice of all meetings of the Board and Committees of the Board required by these Bylaws to be given. The Clerk of the Board, or designee, shall certify meeting minutes as these Bylaws prescribe and in the manner provided in the Brown Act. The Clerk of the Board shall also serve as the Corporation's Filing Officer for Form 700 Statements of Economic Interest.

Section 10.2 General Counsel

General Counsel shall be appointed by the Board from the office of County Counsel of the County of Riverside ("County Counsel"). General Counsel shall be responsible for review and/or preparation of all proposed resolutions, rules, contracts and all other legal actions of the Corporation. He or she shall give advice or opinion in writing to the Officers and/or Board whenever required or requested to do so. He or she shall attend to lawsuits and other matters to which the Corporation is a party or in which the Corporation may be legally interested and do such other things as the Board may require. General Counsel, or designee, shall record and maintain safe custody of minutes of closed session meetings as these Bylaws prescribe and in the manner provided in the Brown Act.

The extent and nature of such services shall be set forth in a contract between the Corporation and County Counsel establishing certain Corporation/County Counsel relationships.

Section 10.3 Additional Personnel

The day-to-day services required by the Corporation are to be rendered by Housing Authority and/or County of Riverside ("County") employees. The extent and nature of such services shall be set forth in a contract between the Corporation, the Housing Authority and the County establishing certain Corporation/ Housing Authority/ County relationships.

Section 10.4 Agents, Consultants and Volunteers

In addition to the use of County and Housing Authority employees, the Board may from time-to-time establish such positions and select and appoint such agents, consultants and volunteers, regular and temporary, as it may require and determine their qualifications, duties and compensation.

The Board may, from time-to-time appoint or employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by state and federal statutes applicable thereto. The selection, duties and compensation of such personnel shall be determined by the Board, subject to the laws of the State of California.

ARTICLE 11 **INDEMNIFICATION**

Section 11.1 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other people described in Section 5238 (a) of the Corporations Code, including people formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that the person is or was an agent of the corporation. The indemnification shall include an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section of the Corporations Code.

The terms “expenses” , “proceeding” and “agent” as used in these Bylaws shall have the same meaning as in Section 5238 (a) of the Corporations Code.

Section 11.2 Approval of Indemnity

On written request to the Board by any person seeking indemnification under Sections 5238 (b) or 5238 (c) of the Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Sections 5238 (b) or 5238 (c) has been met. 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 refer the question to the Board of Commissioners of the Housing Authority. The Board of Commissioners of the Housing Authority shall determine under Section 5238 (e) whether the applicable standard of conduct set forth in Section 5238 (b) or 5238 (c) has been met and if so the Board of Commissioners shall authorize indemnification.

Section 11.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that agent to repay the amount of that advance unless it is ultimately determined that the agent is entitled to be indemnified by the Corporation for those expenses.

Section 11.4 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any of them in such capacity or arising out of their status as such.

ARTICLE 12 RECORDS AND REPORTS

Section 12.1 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. Such books and records shall include, but are not necessarily limited to: accounts of properties and transactions, and corporate assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be open to inspection by any Director at all reasonable times.

Section 12.3 Annual Report

The Board shall cause an Annual Report to be sent to each Director within 120 days after the end of the Corporation's fiscal year. The Annual Report shall contain the following information in appropriate detail:

1. The assets and liabilities, including trust funds of the Corporation at of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. Any additional information required by this Article of these Bylaws or at the request of the Board.

The Annual Report shall be accompanied by a report (if any) of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an Annual Report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an Annual Report must be furnished annually to all Directors.

Section 12.4

Annual Statement of Certain Transactions and Indemnifications

As part of the Annual Report, a statement of any transaction for indemnification of the following kind shall be prepared and furnished to each Director:

1. Any transaction:
 - a) in which the Corporation participated;
 - b) in which a Director or Officer of the Corporation had a direct or indirect material financial interest; and
 - c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving in the aggregate more than \$50,000.

The statement shall include a brief description of the transaction, the names of the interested people involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with the partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the Board of Commissioners of the Housing Authority.

Section 12.5

Meeting Minutes

The Corporation shall keep a minute book in written form which shall contain a record of all actions of the proceedings of the Board or any Committees of the Board including:

1. The time, date and place of each meeting;

2. Whether a meeting is regular or special and, if special, how authorized;
3. The manner of giving notice of each meeting and a copy thereof;
4. The names of those present at each meeting;
5. The minutes of all meetings;
6. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
7. All protests concerning lack of notice; and
8. Formal dissents from Board actions.

Copies of Board meeting minutes that are duly certified by the Clerk of the Board, or designee, as being correct shall serve as proof of actions of the Corporation.

ARTICLE 13 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 preceding sentence, indication of gender shall include all genders and indication of numbers shall include singular and plural, and the term person shall include both a legal entity and a natural person.

ARTICLE 14 AMENDMENTS

The Board may adopt, amend, or repeal these Bylaws. Such power is subject to the following limitations:

1. The Board may not extend the term of a Director beyond that for which the Director was appointed.
2. The Board may not, without the approval of the Board of Commissions of the Housing Authority, specify or change any Bylaw provision which would:
 - a) fix or change the authorized number of Directors,
 - b) fix or change the minimum or maximum number of Directors, or
 - c) change from a fixed number of Directors to a variable number of Directors or vice versa.

3. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of Riverside Community Housing Corporation, a California Non-Profit Public Benefit Corporation, that the above Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on September 9, 2014 and that they have not been amended or modified since that date.

Executed on September 9, 2014, 2014 at Riverside, California.

By: Karen Barton, Deputy
Secretary

Karen Barton
Printed Name

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT B
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
(behind this page)

**RESTATED ARTICLES OF INCORPORATION
FOR
RIVERSIDE COMMUNITY HOUSING CORP.**

The undersigned certify that:

1. They are the Chairperson and the Secretary, respectively, of Riverside Community Housing Corp., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**“FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERSIDE COMMUNITY HOUSING CORP.
A California Nonprofit Public Benefit Corporation**

ARTICLE 1

The name of this corporation is Riverside Community Housing Corp.

ARTICLE 2

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE 3

The specific purpose of this Corporation is to engage in financing, acquiring, developing, rehabilitating, owning, managing, and selling affordable housing for extremely low, low and moderate income persons in various developments or otherwise within the County of Riverside, State of California, as a means of promoting the common good and general welfare of the people of the State of California. Further, this Corporation shall augment low and moderate income resident services and housing programs sponsored by the Housing Authority of the County of Riverside (“Housing Authority”) and/or the County of Riverside Economic Development Agency.

ARTICLE 4

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 5

The property of this Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that this Corporation is authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 6

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Housing Authority of the County of Riverside and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 7

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE 8

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.”

- 3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
- 4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 9, 2014

x Jeff Stone
Chairperson

JEFF STONE
Printed Name

x Karen Barton, Deputy
Secretary

Karen Barton
Printed Name

2
3 **RESOLUTION NUMBER 2014-003**

4 **DESIGNATION OF RIVERSIDE COMMUNITY HOUSING CORP.'S**

5 **CHIEF OPERATING OFFICER AS**

6 **AGENT FOR SERVICE OF PROCESS**

7
8 **WHEREAS**, the Housing Authority of the County of Riverside ("AUTHORITY")
9 Board of Commissioners adopted Resolution Number 92-002 on January 7, 1992 for
10 the purpose of approving the creation of the Riverside Community Housing Corp.
11 ("RCHC");

12 **WHEREAS**, RCHC is a California non-profit public benefit corporation created
13 as an affiliate of the AUTHORITY for the purpose of financing, acquiring, developing,
14 rehabilitating, owning, managing and selling affordable housing in Riverside County
15 for persons of low and moderate income, and to access certain state and federal
16 programs available to non-profit corporations;

17 **WHEREAS**, on July 1, 2014, the AUTHORITY Board of Commissioners
18 adopted Resolution Number 2014-007, authorizing activation of RCHC and
19 commencement of corporate operations;

20 **WHEREAS**, The California Secretary of State requires corporations to
21 designate an agent for service of process; and

22 **WHEREAS**, the Board of Directors desires to designate RCHC's Chief
23 Operating Officer as RCHC's agent for service of process.

24 **NOW THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND**
25 **ORDERED** by the Board of Directors for the Riverside Community Housing Corp. in
26 regular session assembled on ~~August 5~~ ^{September 9}, 2014, as follows:

27 1. That the Board of Directors hereby finds and declares that the above
28 recitals are true and correct.

1 2. That the Board of Directors hereby designates RCHC's Chief Operating
2 Officer as RCHC's agent for service of process. The Board of Directors further direct
3 RCHC staff to notify the California Secretary of State and other required
4 governmental agencies of such designation.

5 3. This resolution shall take effect immediately upon approval by the Board
6 of Directors.

7 //

8 //

9
10 FORM APPROVED COUNTY COUNSEL

11 BY: *Jhaila R. Brown* 7-27-14
 JHAILA R. BROWN DATE

12 ROLL CALL:

13 Ayes: Jeffries, Tavaglione, Stone, Benoit and Ashley

14 Nays: None

15 Absent: None

16
17
18
19
20 s:\department\housing\riverside community housing corporation (rchc)\form 11 & resolution 2014\august 5 bod meeting\form 11 b- amended articles
& bylaws, agent for service\bod 8-5-14 resolution 2014-003.doc

21
22 The foregoing is certified to be a true copy of a resolution duly
adopted by said Board of Supervisors on the date therein set forth.

23 KECIA HARPER-IHEM, Clerk of said Board

24 By *[Signature]*
 Deputy

Authority Resolution No. 92-002

3388

SUBMITTAL TO THE BOARD OF COMMISSIONERS
OF THE HOUSING AUTHORITY OF THE COUNTY OF RIVERSIDE

FROM: EXECUTIVE DIRECTOR SUBMITTAL DATE: December 20, 1991

SUBJECT: **Approval of Resolution No. 92-002 authorizing the creation of a
Nonprofit Public Benefit Corporation**

RECOMMENDED MOTION:

That the Board adopt Resolution No. 92-002, a resolution of the Housing Authority of the County of Riverside authorizing the creation of a Nonprofit Public Benefit Corporation for the purpose of increasing the supply of affordable housing for persons of low and moderate income in Riverside County.

JUSTIFICATION:

The creation of a Nonprofit Public Benefit Corporation will assist the Housing Authority in providing housing assistance to low and moderate income persons by providing funding opportunities which currently do not exist for the Housing Authority.

The Nonprofit can take advantage of programs that the State and Federal governments have provided specifically for nonprofit community based organizations as well as tax benefits such as the low income housing tax credit.

Attached are the proposed Articles of Incorporation and Bylaws.

APPROVED AS FORM
CAMFIELD & CHRISTOPHER

Date 12/20/91

By *William A. Rosenberg*

William A. Rosenberg
William A. Rosenberg
Executive Director

REVIEWED BY ADMINISTRATIVE OFFICE

DATE: *12/20/91* *Ken [Signature]*

MINUTES OF THE BOARD OF COMMISSIONERS

On motion of Commissioner Larson, seconded by Commissioner Dunlap and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Cenicerros, Dunlap, Larson and Abraham
Noes: None
Absent: Younglove
Date: January 7, 1992
By *Bonnie May*
Gerald A. Maloney
Clerk of the Board
Dist. Deputy AGENDA NC
Depts. Comments
Prev. Agn. ref. Housing Authority

RESOLUTION NUMBER 92-002

WHEREAS, the Housing Authority of the County of Riverside, pursuant to Chapter 1, commencing with Section 34200, Part 2 of Division 24 of the California Health and Safety Code, as amended (the "Housing Authority Law"), is authorized to provide housing assistance to persons of low and moderate income; and

WHEREAS, the creation of a Nonprofit Public Benefit Corporation for the purpose of developing and managing affordable housing for persons of low and moderate income will allow access to certain State and Federal affordable housing programs; and

WHEREAS, such programs will provide housing assistance to persons of low and moderate income;

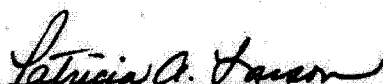
NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the Housing Authority of the County of Riverside authorize the creation of a Nonprofit Public Benefit Corporation for the purpose of financing, acquiring, developing, rehabilitating, owning, managing and selling affordable housing for low and moderate income persons; and

BE IT FURTHER RESOLVED that the Board of Directors of the Corporation shall consist of eight (8) persons. The Executive Director of the Housing Authority of the County of Riverside shall be the Chairman of the Board of Directors and the balance of the Directors shall be appointed by the Board of Commissioners of the Housing Authority.

BE IT FURTHER RESOLVED that this Resolution take effect immediately.

SEAL

ATTEST


Patricia A. Larson - Chairperson


William A. Rosenberger - Secretary

Approved January 7, 1992.

Authority Resolution No. 2014-007

2
3 **RESOLUTION NUMBER 2014-007**

4 **AUTHORIZING ACTIVATION OF RIVERSIDE COMMUNITY HOUSING CORP. AND**
5 **COMMENCEMENT OF CORPORATE OPERATIONS**

6
7 **WHEREAS**, the Housing Authority of the County of Riverside ("AUTHORITY")
8 Board of Commissioners adopted Resolution Number 92-002 ("Resolution 92-002")
9 on January 7, 1992 for the purpose of authorizing the creation of the Riverside
10 Community Housing Corp. ("CORPORATION");

11 **WHEREAS**, CORPORATION is a California non-profit public benefit
12 corporation created as an affiliate of the AUTHORITY for the purpose of financing,
13 acquiring, developing, rehabilitating, owning, managing and selling affordable housing
14 in Riverside County for persons of low and moderate income, and to access certain
15 state and federal programs available to non-profit corporations;

16 **WHEREAS**, Resolution 92-002 promulgates that the CORPORATION's Board
17 of Directors be comprised of eight (8) persons. Resolution 92-002 further promulgates
18 that the AUTHORITY Executive Director is named as Chairman of the
19 CORPORATION's Board of Directors and the balance of the CORPORATION's
20 Board of Directors is to be appointed by the AUTHORITY's Board of Commissioners;

21 **WHEREAS**, the balance of the CORPORATION's Board of Directors has not
22 yet been appointed;

23 **WHEREAS**, activating the CORPORATION and commencing with corporate
24 operations will allow access to additional sources of funding for the creation and
25 preservation of affordable housing opportunities throughout Riverside County;

26 **WHEREAS**, activation of the CORPORATION requires appointment of the
27 Board of Director positions which have not yet been filled;

28 **WHEREAS**, an initial meeting of the CORPORATION's Board of Directors is

1 necessary in order for the CORPORATION to become operational;

2 **WHEREAS**, the CORPORATION meets the definition of "legislative body"
3 pursuant to California Government Code §54952 and is therefore subject to the
4 provisions of the Brown Act (California Government Code §§ 54950 et seq.);

5 **WHEREAS**, the Brown Act requires that any meeting (as defined therein) of
6 the CORPORATION be open and public, with meeting notice, agenda and
7 accessibility subject to all Brown Act provisions;

8 **WHEREAS**, the Board of Commissioners desires to have the Riverside County
9 Clerk of the Board also serve as the CORPORATION's clerk; and

10 **WHEREAS**, the Board of Commissioners desires to activate the
11 CORPORATION and commence corporate operations.

12 **NOW THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND**
13 **ORDERED** by the Board of Commissioners in regular session assembled on July 1,
14 2014, as follows:

15 1. That the Board of Commissioners hereby finds and declares that the
16 above recitals are true and correct.

17 2. That the Board of Commissioners authorizes activation of the
18 CORPORATION and commencement of corporate operations.

19 3. That the Board of Commissioners appoints the members of the Board of
20 Commissioners to serve as the Board of Directors for the CORPORATION.

21 4. That the Board of Commissioners approves the date and venue of the
22 CORPORATION's initial Board of Directors meeting to be August 5, 2014 at the
23 Board Chambers, subject to the provisions of the Brown Act.

24 5. That the Board of Commissioners authorizes the Riverside County Clerk
25 of the Board to act as the CORPORATION's clerk.

26 ///

27 ///

28 ///

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

6. This resolution shall take effect after approval by the Board of Commissioners.

H:\Department\Housing\Riverside Community Housing Corporation (RCHC)\Form 11 & Resolution 2014\BOC 7-1-14 Resolution (6 17 14)\JRB revs 6 18 14).doc

///

FORM APPROVED COUNTY COUNSEL

BY: *Jaaila R. Brown* 6-18-14
JAAILA R. BROWN DATE

ROLL CALL:

Ayes: Jeffries, Tavaglione, Stone, Benoit and Ashley
Nays: None
Absent: None

The foregoing is certified to be a true copy of a resolution duly adopted by said Board of Supervisors on the date therein set forth.

KECIA HARPER-IHEM, Clerk of said Board

By *Kecia Harper-Ihem*
Deputy

**Restated Articles of Incorporation for Riverside Community
Housing Corp.**

(First Amended and Restated Articles of Incorporation)

**RESTATED ARTICLES OF INCORPORATION
FOR
RIVERSIDE COMMUNITY HOUSING CORP.**

The undersigned certify that:

1. They are the Chairperson and the Secretary, respectively, of Riverside Community Housing Corp., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**“FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERSIDE COMMUNITY HOUSING CORP.
A California Nonprofit Public Benefit Corporation**

ARTICLE 1

The name of this corporation is Riverside Community Housing Corp.

ARTICLE 2

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE 3

The specific purpose of this Corporation is to engage in financing, acquiring, developing, rehabilitating, owning, managing, and selling affordable housing for extremely low, low and moderate income persons in various developments or otherwise within the County of Riverside, State of California, as a means of promoting the common good and general welfare of the people of the State of California. Further, this Corporation shall augment low and moderate income resident services and housing programs sponsored by the Housing Authority of the County of Riverside (“Housing Authority”) and/or the County of Riverside Economic Development Agency.

ARTICLE 4

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 5

The property of this Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that this Corporation is authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 6

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Housing Authority of the County of Riverside and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 7

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE 8

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.”

- 3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
- 4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

x _____
Chairperson

Printed Name

x _____
Secretary

Printed Name

Amended and Restated Bylaws

**AMENDED AND RESTATED
BYLAWS OF
RIVERSIDE COMMUNITY HOUSING CORP.**
A California Nonprofit Public Benefit Corporation
Last Revised July, 2014

ARTICLE 1 **NAME**
Section 1.1 Corporate Name
The official name of this corporation is Riverside Community Housing Corp. (“Corporation”).

ARTICLE 2 **OFFICES**
Section 2.1 Principal Office
The principal office for the transaction of the activities and affairs of the Corporation is located at 5555 Arlington Avenue in Riverside, California. The location of the principal office may be changed by resolution of the Board of Directors (“Board”) from one location to another within the County of Riverside.

Section 2.2 Other Offices
The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3 **PURPOSES**
Section 3.1 General Purpose
This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 3.2 Specific Purpose
The specific purpose of this Corporation is to engage in financing, acquiring, developing, rehabilitating, owning, managing, and selling affordable housing for extremely low, low and moderate income persons in various developments or otherwise within the County of Riverside, State of California, as a means of promoting the common good and general welfare of the people of the State of California. Further, the Corporation shall augment low and moderate income resident services and housing programs sponsored by the Housing Authority of the County of Riverside (“Housing Authority”) and/or the County of Riverside Economic Development Agency.

ARTICLE 4 **LIMITATIONS**
Section 4.1 Political Activities

The Corporation has been formed under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") and is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"). The Corporation shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2

Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other person as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.
2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE 5

DEDICATION OF ASSETS

Section 5.1

Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2

Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Housing Authority and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 6

MEMBERSHIPS

Section 6.1

Members

This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action of this Corporation which would otherwise require approval by a majority of members or approval by the members shall require only approval of the Board, any provision of the Bylaws to the contrary notwithstanding. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE 7

DIRECTORS

Section 7.1

Corporate Powers Exercised by the Board

Subject to the provisions and limitations of the California Nonprofit Corporation Law and all other applicable laws, the Corporation's activities and affairs 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 limitation, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all the Corporation's Officers, agents, employees and volunteers; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any; and require from them security for faithful performance of their duties.
2. Change the principal office or the principal business office from one location to another in the County of Riverside; and designate any place within the County of Riverside for holding any meeting.
3. Adopt and use a corporate seal and alter the forms of the seal from time to time as the Board may deem appropriate.
4. Enter into such contracts, ventures, associations or other arrangements as may be necessary or convenient to carry out the purposes of the Corporation.
5. 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.
6. Receive, hold, invest, donate, transfer and administer real and personal property for the benefit of the Corporation and its purposes to the extent consistent with Section 501(c) (3) of the Internal Revenue Code and Section 509(a) (2) of the Internal Revenue Code.

7. Undertake all activities lawfully open to nonprofit corporations organized under the California Nonprofit Corporation Law, subject to any restrictions or conditions stated elsewhere in these Bylaws, to the extent such activities may be conducted by organizations organized and operated exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code.
8. Do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Internal Revenue Code, the Corporations Code, the Articles of Incorporation, these Bylaws or any other applicable law or regulation.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.2

Number and Qualification of Directors

The authorized number of Directors shall be not less than five (5) or more than seven (7). The Board of Commissioners of the Housing Authority shall be the Board of Directors of the Corporation.

Section 7.3

Election, Designation and Term of Office

All Directors' terms shall be concurrent with their term as Commissioner on the Board of Commissioners of the Housing Authority.

Section 7.4

Vacancies on Board

A vacancy or vacancies on the Board shall be filled in the same manner and process as such vacancies are filled for the Board of Commissioners of the Housing Authority.

Section 7.5

Removal

Removal of a Director from the Board shall be conducted in the same manner and process as such action is conducted for the Board of Commissioners of the Housing Authority.

Section 7.6

Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 7.7

Meetings

- 7.7.1 Place of Meeting
The Board shall hold meetings at any place within Riverside County, California that has been designated by resolution of the Board or in the Notice of the Meeting or, if not so designated, at the Riverside County Administrative Center; 4080 Lemon Street, 1st Floor, Riverside, California. The Corporation may hold its meetings at such other locations as the Corporation may from time to time designate by resolution, in the order of adjournment, or notice of call of any special meeting. Meetings of the Board of Directors shall be in the manner provided in the Ralph M. Brown Act (Government Code Section 54940, et seq., as such sections now exist or may be hereafter amended; "Brown Act").
- 7.7.2 Regular meetings
The Board shall hold regular meetings semi-annually on a date and at a time specified by the Board in the manner provided in the Brown Act. One such meeting shall occur during the month of March or April of each year and another such meeting shall occur during the month of September or October of each year.
- 7.7.3 Special Meetings
Special Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, or by a majority of the members of the Board in the manner provided for in the Brown Act.
- 7.7.4 Meetings to be Open and Public
All of the Corporation's Board meetings, defined as any congregation of a majority of the Board members to hear, discuss, deliberate, or take action on any item concerning the Corporation, shall be open to the public and noticed to the extent required by law, including but not limited to, the provisions of the Brown Act.
- 7.7.5 Closed Session
Nothing contained in these Bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session. All closed session meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.
- 7.7.6 Emergency Meetings
Nothing contained in these Bylaws shall be construed to prevent the Board from holding an emergency meeting when prompt action is needed due to the actual or threatened disruption of public facilities. An emergency situation exists if the Board determines that a work stoppage, crippling disaster, or other activity may endanger public health, safety or both. All emergency meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.

7.7.7 Public Hearings
All public hearings held by the Board shall be held during regular or special meetings of the Corporation.

7.7.8 Order of Business
The Board may establish the general order of business at Board meetings. At any meeting, the Board may, by vote of a majority of the Board members present, change the order of business.

7.7.9 Agenda
An agenda for the Board meetings must be posted at least 72 hours before a regular meeting in a location freely accessible to members of the public, in accordance with the Brown Act. It shall state the meeting time and place and must contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session.

Section 7.8 Quorum
A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, except to adjourn, unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires. Every action taken or decision made by a majority of Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of California Nonprofit Corporation Law, including, without limitation those provisions related to:

1. Approval of contract 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 an appointment to Committees of the Board; and
4. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.9 Adjournment
A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. In adjourning any meeting,

there shall be compliance with all procedures of the Brown Act, including, but not limited to, providing notice of the adjournment by posting a copy of the order of adjournment at or near the door of the place where the meeting was held, within 24 hours after the adjournment.

Section 7.10 Compensation and Reimbursement

Directors and members of such standing committees as are created may receive such compensation, if any, whether serving as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted so long as it is consistent with federal, state and local law.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more Committee(s) of the Board, each consisting of two or more Directors to serve at the pleasure of the Board.

Section 8.2 Composition of Committees of the Board

Only Directors may be appointed to the Committee(s) of the Board. Appointments to the Committee(s) of the Board shall be by majority vote of the Directors currently in office. The Board may appoint one or more Directors as alternate members of any such Committee(s), who may replace any absent member at any meeting.

Section 8.3 Powers Exercised by Committees of the Board

Any such Committee(s), to the extent provided in the Board resolution, shall have all the authority of the Board, except that no Committee(s) of the Board, regardless of Board resolution, may:

1. Fill vacancies on the Board or on any Committee(s) of the Board that has the authority of the Board;
2. Fix compensation of the Directors for serving on the Board or on any Committee(s) of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its expressed terms is not so amendable or repealable;
5. Create any other Committees of the Board or appoint the members of Committees of the Board;

6. Approve any contract or any transaction
 - a) between the Corporation and one or more of its Directors; or
 - b) to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the Corporations Code.

Section 8.4

Meetings and Action of Committees

Meetings and actions of Committee(s) of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such Committee(s) and the calling of special meetings of such Committee(s) may be determined either by Board resolution or, if there is none, by resolution of the Committee(s) of the Board. Minutes of each meeting of any Committee(s) of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any such Committee(s), provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee(s) may adopt such rules.

Section 8.5

Advisory Committees

If the Board shall appoint any Committee(s) which has as a member any non-Director, it is not a "Committee of the Board", and it should be clearly labeled an "Advisory Committee". All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect. The Board may not delegate any element of management of the Corporation's activities to an Advisory Committee.

ARTICLE 9

OFFICERS

Section 9.1

Officers of the Corporation

The officers of the Corporation ("Officers") shall be a Chairperson, a Vice Chairperson, a Chief Executive Officer, Chief Operating Officer, a Secretary and a Chief Financial Officer. The Board shall have the power to appoint, and may authorize an Officer to appoint, additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that the Secretary and the Chief Financial Officer may not serve concurrently as the Chairperson.

Section 9.2

Election, Designation and Term of Office

The Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Chairperson of the Board of Directors of the Corporation. The Vice Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Vice Chairperson of the Board of Directors of the

Corporation. The Executive Director of the Housing Authority shall serve as the Chief Executive Officer of the Corporation. The Deputy Executive Director of the Housing Authority shall serve as the Chief Operating Officer. The Deputy Director of the Housing Authority shall serve as the Secretary of the Corporation. The Fiscal Manager of the Housing Authority shall serve as the Chief Financial Officer of the Corporation. All Officers' terms shall be concurrent with their corresponding terms with the Housing Authority.

Section 9.3 Vacancies

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Section 9.4 Removal

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed concurrent with their removal by the Housing Authority from their corresponding position at the Housing Authority.

Section 9.5 Responsibilities of Officers

9.5.1 Responsibilities of Chairperson of the Board

The Chairperson of the Board shall be a Director, 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 shall sign contracts, deeds and other instruments made by the Corporation and authorized by the Board.

9.5.2 Responsibilities of the Vice Chairperson of the Board

The Vice Chairperson of the Board shall be a Director and shall perform the duties of the Chairperson in the absence of the Chairperson.

9.5.3 Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be the general manager of the Corporation and, subject to the control of the Board, shall have general supervision over the administration of the Corporation's business and operations. The Chief Executive Officer shall be empowered to supervise all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive Officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive Officer shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.4 Responsibilities of the Chief Operating Officer

The Chief Operating Officer shall assist in the general supervision and administration of the day to day business and affairs of the Corporation, subject to the direction of the Chief Executive Officer. The Chief Operating Officer shall be authorized to seek funding opportunities such as grants and proposals and shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Operating Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.5 Responsibilities of the Secretary

The Secretary shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may direct:

1. The original or a copy of these Bylaws, certified by the Secretary and as amended to date.
2. A copy of the Articles of Incorporation, as amended to date.
3. A book of minutes of all meetings, proceedings, and actions of the Board and Committee(s) of the Board.

The Secretary shall keep the Corporate Seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.5.6 Responsibilities of the Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board

The Chief Financial Officer shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board.

The Chief Financial Officer 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 the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Board, when requested, an

account of all transactions and an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

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

ARTICLE 10 ADDITIONAL PERSONNEL

Section 10.1 Clerk of the Board

The Riverside County Clerk of the Board shall serve as the Clerk of the Board for the Corporation. The Clerk of the Board shall give, or cause to be given, notice of all meetings of the Board and Committees of the Board required by these Bylaws to be given. The Clerk of the Board, or designee, shall certify meeting minutes as these Bylaws prescribe and in the manner provided in the Brown Act. The Clerk of the Board shall also serve as the Corporation's Filing Officer for Form 700 Statements of Economic Interest.

Section 10.2 General Counsel

General Counsel shall be appointed by the Board from the office of County Counsel of the County of Riverside ("County Counsel"). General Counsel shall be responsible for review and/or preparation of all proposed resolutions, rules, contracts and all other legal actions of the Corporation. He or she shall give advice or opinion in writing to the Officers and/or Board whenever required or requested to do so. He or she shall attend to lawsuits and other matters to which the Corporation is a party or in which the Corporation may be legally interested and do such other things as the Board may require. General Counsel, or designee, shall record and maintain safe custody of minutes of closed session meetings as these Bylaws prescribe and in the manner provided in the Brown Act.

The extent and nature of such services shall be set forth in a contract between the Corporation and County Counsel establishing certain Corporation/County Counsel relationships.

Section 10.3 Additional Personnel

The day-to-day services required by the Corporation are to be rendered by Housing Authority and/or County of Riverside ("County") employees. The extent and nature of such services shall be set forth in a contract between the Corporation, the Housing Authority and the County establishing certain Corporation/ Housing Authority/ County relationships.

Section 10.4 Agents, Consultants and Volunteers

In addition to the use of County and Housing Authority employees, the Board may from time-to-time establish such positions and select and appoint such agents, consultants and volunteers, regular and temporary, as it may require and determine their qualifications, duties and compensation.

The Board may, from time-to-time appoint or employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by state and federal statutes applicable thereto. The selection, duties and compensation of such personnel shall be determined by the Board, subject to the laws of the State of California.

ARTICLE 11 INDEMNIFICATION

Section 11.1 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other people described in Section 5238 (a) of the Corporations Code, including people formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that the person is or was an agent of the corporation. The indemnification shall include an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section of the Corporations Code.

The terms “expenses” , “proceeding” and “agent” as used in these Bylaws shall have the same meaning as in Section 5238 (a) of the Corporations Code.

Section 11.2 Approval of Indemnity

On written request to the Board by any person seeking indemnification under Sections 5238 (b) or 5238 (c) of the Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Sections 5238 (b) or 5238 (c) has been met. 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 refer the question to the Board of Commissioners of the Housing Authority. The Board of Commissioners of the Housing Authority shall determine under Section 5238 (e) whether the applicable standard of conduct set forth in Section 5238 (b) or 5238 (c) has been met and if so the Board of Commissioners shall authorize indemnification.

Section 11.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that agent to repay the amount of that advance unless it is ultimately determined that the agent is entitled to be indemnified by the Corporation for those expenses.

Section 11.4 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any of them in such capacity or arising out of their status as such.

ARTICLE 12 RECORDS AND REPORTS

Section 12.1 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. Such books and records shall include, but are not necessarily limited to: accounts of properties and transactions, and corporate assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be open to inspection by any Director at all reasonable times.

Section 12.3 Annual Report

The Board shall cause an Annual Report to be sent to each Director within 120 days after the end of the Corporation's fiscal year. The Annual Report shall contain the following information in appropriate detail:

1. The assets and liabilities, including trust funds of the Corporation at of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. Any additional information required by this Article of these Bylaws or at the request of the Board.

The Annual Report shall be accompanied by a report (if any) of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an Annual Report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an Annual Report must be furnished annually to all Directors.

Section 12.4

Annual Statement of Certain Transactions and Indemnifications

As part of the Annual Report, a statement of any transaction for indemnification of the following kind shall be prepared and furnished to each Director:

1. Any transaction:
 - a) in which the Corporation participated;
 - b) in which a Director or Officer of the Corporation had a direct or indirect material financial interest; and
 - c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving in the aggregate more than \$50,000.

The statement shall include a brief description of the transaction, the names of the interested people involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with the partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the Board of Commissioners of the Housing Authority.

Section 12.5

Meeting Minutes

The Corporation shall keep a minute book in written form which shall contain a record of all actions of the proceedings of the Board or any Committees of the Board including:

1. The time, date and place of each meeting;

2. Whether a meeting is regular or special and, if special, how authorized;
3. The manner of giving notice of each meeting and a copy thereof;
4. The names of those present at each meeting;
5. The minutes of all meetings;
6. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
7. All protests concerning lack of notice; and
8. Formal dissents from Board actions.

Copies of Board meeting minutes that are duly certified by the Clerk of the Board, or designee, as being correct shall serve as proof of actions of the Corporation.

ARTICLE 13 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 preceding sentence, indication of gender shall include all genders and indication of numbers shall include singular and plural, and the term person shall include both a legal entity and a natural person.

ARTICLE 14 AMENDMENTS

The Board may adopt, amend, or repeal these Bylaws. Such power is subject to the following limitations:

1. The Board may not extend the term of a Director beyond that for which the Director was appointed.
2. The Board may not, without the approval of the Board of Commissions of the Housing Authority, specify or change any Bylaw provision which would:
 - a) fix or change the authorized number of Directors,
 - b) fix or change the minimum or maximum number of Directors, or
 - c) change from a fixed number of Directors to a variable number of Directors or vice versa.

3. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of Riverside Community Housing Corporation, a California Non-Profit Public Benefit Corporation, that the above Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, 2014 and that they have not been amended or modified since that date.

Executed on _____, 2014 at Riverside, California.

By: _____
Secretary

Printed Name

Authority Resolution No. 2014-012

2
3 **RESOLUTION NUMBER 2014-012**

4 **AUTHORIZING AND ACCEPTING THE RESIGNATION OF THE RIVERSIDE**
5 **COMMUNITY HOUSING CORP. (RCHC) PRESIDENT AND CHAIRMAN OF THE**
6 **BOARD AND AUTHORIZING THE RCHC BOARD OF DIRECTORS TO APPROVE**
7 **BYLAW AMENDMENTS**

8
9 **WHEREAS**, the Housing Authority of the County of Riverside ("AUTHORITY")
10 Board of Commissioners adopted Resolution Number 92-002 ("Resolution 92-002")
11 on January 7, 1992 for the purpose of approving the formation of the Riverside
12 Community Housing Corporation ("CORPORATION");

13 **WHEREAS**, the CORPORATION is a California non-profit public benefit
14 corporation created as an affiliate of the AUTHORITY for the purpose of financing,
15 acquiring, developing, rehabilitating, owning, managing and selling affordable housing
16 in Riverside County for persons of low and moderate income, and to access certain
17 state and federal programs available to non-profit corporations;

18 **WHEREAS**, on July 1, 2014, the AUTHORITY Board of Commissioners
19 adopted Resolution Number 2014-007 ("Resolution 2014-007"), authorizing activation
20 of the CORPORATION and commencement of corporate operations including
21 authorizing the first meeting of the CORPORATION's Board of Directors to take place
22 August 5, 2014;

23 **WHEREAS**, during the CORPORATION's August 5, 2014 Board of Directors
24 meeting, the individual presently designated as the CORPORATION President and
25 Chairman of the CORPORATION's Board of Directors intends to resign from those
26 positions;

27 **WHEREAS**, the CORPORATION's current Bylaws promulgate that the
28 CORPORATION Chairman's resignation requires the permission of the AUTHORITY

1 Board of Commissioners;

2 **WHEREAS**, the AUTHORITY Board of Commissioners desires to permit the
3 CORPORATION's incumbent President and Chairman to tender his resignation to the
4 CORPORATION Board of Directors;

5 **WHEREAS**, during the CORPORATION's August 5, 2014 Board of Director's
6 meeting, Amended and Restated Bylaws will be presented to the CORPORATION's
7 Directors for approval;

8 **WHEREAS**, the Amended and Restated Bylaws propose to modify the
9 composition of the CORPORATION's Board of Directors, including (1) changing the
10 number of authorized Directors; (2) changing the minimum and maximum number of
11 Directors; (3) changing from a fixed number of Directors to a variable number of
12 Directors; and (4) naming of the Chairman of the AUTHORITY Board of
13 Commissioners as the Chairman of the CORPORATION Board of Directors
14 (collectively hereinafter "Bylaw Amendments");

15 **WHEREAS**, the CORPORATION's current Bylaws promulgate that the
16 CORPORATION's Board of Directors must obtain approval from the AUTHORITY
17 Board of Commissioners prior to approving Bylaw amendments resulting in these
18 changes; and

19 **WHEREAS**, the AUTHORITY Board of Commissioners desires to authorize
20 the CORPORATION's Bylaw Amendments and approve the Amended and Restated
21 Bylaws, attached hereto as Exhibit "A" and incorporated herein by this reference.

22 **NOW THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND**
23 **ORDERED** by the Board of Commissioners for the Housing Authority of the County of
24 Riverside in regular session assembled on August 5, 2014, as follows:

25 1. That the Board of Commissioners hereby finds and declares that the
26 above recitals are true and correct.

1 2. That the Board of Commissioners hereby authorizes the
2 CORPORATION President and Chairman of the CORPORATION's Board of
3 Directors to tender his resignation to the CORPORATION Board of Directors.

4 3. That the Board of Commissioners authorizes the CORPORATION Board
5 of Directors to approve changes to the CORPORATION's Bylaws, to include (1)
6 changing the number of authorized Directors; (2) changing the minimum and
7 maximum number of Directors; (3) changing from a fixed number of Directors to a
8 variable number of Directors; and (4) naming of the Chairman of the AUTHORITY
9 Board of Commissioners as the Chairman of the CORPORATION Board of Directors.

10 4. That the Board of Commissioners approves the Riverside Community
11 Housing Corp.'s Amended and Restated Bylaws, attached hereto As Exhibit "A" and
12 incorporated herein by this reference.

13 5. This resolution shall take effect immediately upon approval by the Board
14 of Commissioners.

15 //
16 //
17 //

EXHIBIT A
AMENDED AND RESTATED BYLAWS

(behind this page)

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

**AMENDED AND RESTATED
BYLAWS OF
RIVERSIDE COMMUNITY HOUSING CORP.**
A California Nonprofit Public Benefit Corporation
Last Revised July, 2014

ARTICLE 1 **NAME**
Section 1.1 Corporate Name
The official name of this corporation is Riverside Community Housing Corp. (“Corporation”).

ARTICLE 2 **OFFICES**
Section 2.1 Principal Office
The principal office for the transaction of the activities and affairs of the Corporation is located at 5555 Arlington Avenue in Riverside, California. The location of the principal office may be changed by resolution of the Board of Directors (“Board”) from one location to another within the County of Riverside.

Section 2.2 Other Offices
The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3 **PURPOSES**
Section 3.1 General Purpose
This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 3.2 Specific Purpose
The specific purpose of this Corporation is to engage in financing, acquiring, developing, rehabilitating, owning, managing, and selling affordable housing for extremely low, low and moderate income persons in various developments or otherwise within the County of Riverside, State of California, as a means of promoting the common good and general welfare of the people of the State of California. Further, the Corporation shall augment low and moderate income resident services and housing programs sponsored by the Housing Authority of the County of Riverside (“Housing Authority”) and/or the County of Riverside Economic Development Agency.

ARTICLE 4 **LIMITATIONS**
Section 4.1 Political Activities

The Corporation has been formed under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") and is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"). The Corporation shall be nonprofit and non-partisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2

Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other person as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.
2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE 5

DEDICATION OF ASSETS

Section 5.1

Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2

Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Housing Authority and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 6

MEMBERSHIPS

Section 6.1

Members

This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action of this Corporation which would otherwise require approval by a majority of members or approval by the members shall require only approval of the Board, any provision of the Bylaws to the contrary notwithstanding. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE 7

DIRECTORS

Section 7.1

Corporate Powers Exercised by the Board

Subject to the provisions and limitations of the California Nonprofit Corporation Law and all other applicable laws, the Corporation's activities and affairs 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 limitation, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all the Corporation's Officers, agents, employees and volunteers; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any; and require from them security for faithful performance of their duties.
2. Change the principal office or the principal business office from one location to another in the County of Riverside; and designate any place within the County of Riverside for holding any meeting.
3. Adopt and use a corporate seal and alter the forms of the seal from time to time as the Board may deem appropriate.
4. Enter into such contracts, ventures, associations or other arrangements as may be necessary or convenient to carry out the purposes of the Corporation.
5. 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.
6. Receive, hold, invest, donate, transfer and administer real and personal property for the benefit of the Corporation and its purposes to the extent consistent with Section 501(c) (3) of the Internal Revenue Code and Section 509(a) (2) of the Internal Revenue Code.

7. Undertake all activities lawfully open to nonprofit corporations organized under the California Nonprofit Corporation Law, subject to any restrictions or conditions stated elsewhere in these Bylaws, to the extent such activities may be conducted by organizations organized and operated exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code.
8. Do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Internal Revenue Code, the Corporations Code, the Articles of Incorporation, these Bylaws or any other applicable law or regulation.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.2

Number and Qualification of Directors

The authorized number of Directors shall be not less than five (5) or more than seven (7). The Board of Commissioners of the Housing Authority shall be the Board of Directors of the Corporation.

Section 7.3

Election, Designation and Term of Office

All Directors' terms shall be concurrent with their term as Commissioner on the Board of Commissioners of the Housing Authority.

Section 7.4

Vacancies on Board

A vacancy or vacancies on the Board shall be filled in the same manner and process as such vacancies are filled for the Board of Commissioners of the Housing Authority.

Section 7.5

Removal

Removal of a Director from the Board shall be conducted in the same manner and process as such action is conducted for the Board of Commissioners of the Housing Authority.

Section 7.6

Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 7.7

Meetings

- 7.7.1 Place of Meeting
The Board shall hold meetings at any place within Riverside County, California that has been designated by resolution of the Board or in the Notice of the Meeting or, if not so designated, at the Riverside County Administrative Center, 4080 Lemon Street, 1st Floor, Riverside, California. The Corporation may hold its meetings at such other locations as the Corporation may from time to time designate by resolution, in the order of adjournment, or notice of call of any special meeting. Meetings of the Board of Directors shall be in the manner provided in the Ralph M. Brown Act (Government Code Section 54940, et seq., as such sections now exist or may be hereafter amended; "Brown Act").
- 7.7.2 Regular meetings
The Board shall hold regular meetings semi-annually on a date and at a time specified by the Board in the manner provided in the Brown Act. One such meeting shall occur during the month of March or April of each year and another such meeting shall occur during the month of September or October of each year.
- 7.7.3 Special Meetings
Special Meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, or by a majority of the members of the Board in the manner provided for in the Brown Act.
- 7.7.4 Meetings to be Open and Public
All of the Corporation's Board meetings, defined as any congregation of a majority of the Board members to hear, discuss, deliberate, or take action on any item concerning the Corporation, shall be open to the public and noticed to the extent required by law, including but not limited to, the provisions of the Brown Act.
- 7.7.5 Closed Session
Nothing contained in these Bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session. All closed session meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.
- 7.7.6 Emergency Meetings
Nothing contained in these Bylaws shall be construed to prevent the Board from holding an emergency meeting when prompt action is needed due to the actual or threatened disruption of public facilities. An emergency situation exists if the Board determines that a work stoppage, crippling disaster, or other activity may endanger public health, safety or both. All emergency meetings and notice thereof shall be conducted in the manner provided for in the Brown Act.

7.7.7 Public Hearings
All public hearings held by the Board shall be held during regular or special meetings of the Corporation.

7.7.8 Order of Business
The Board may establish the general order of business at Board meetings. At any meeting, the Board may, by vote of a majority of the Board members present, change the order of business.

7.7.9 Agenda
An agenda for the Board meetings must be posted at least 72 hours before a regular meeting in a location freely accessible to members of the public, in accordance with the Brown Act. It shall state the meeting time and place and must contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session.

Section 7.8

Quorum

A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, except to adjourn, unless the presence of a greater number is required by law, in which event the quorum shall be such number as the law requires. Every action taken or decision made by a majority of Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of California Nonprofit Corporation Law, including, without limitation those provisions related to:

1. Approval of contract 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 an appointment to Committees of the Board; and
4. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.9

Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. In adjourning any meeting,

there shall be compliance with all procedures of the Brown Act, including, but not limited to, providing notice of the adjournment by posting a copy of the order of adjournment at or near the door of the place where the meeting was held, within 24 hours after the adjournment.

Section 7.10 Compensation and Reimbursement

Directors and members of such standing committees as are created may receive such compensation, if any, whether serving as Directors or Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted so long as it is consistent with federal, state and local law.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more Committee(s) of the Board, each consisting of two or more Directors to serve at the pleasure of the Board.

Section 8.2 Composition of Committees of the Board

Only Directors may be appointed to the Committee(s) of the Board. Appointments to the Committee(s) of the Board shall be by majority vote of the Directors currently in office. The Board may appoint one or more Directors as alternate members of any such Committee(s), who may replace any absent member at any meeting.

Section 8.3 Powers Exercised by Committees of the Board

Any such Committee(s), to the extent provided in the Board resolution, shall have all the authority of the Board, except that no Committee(s) of the Board, regardless of Board resolution, may:

1. Fill vacancies on the Board or on any Committee(s) of the Board that has the authority of the Board;
2. Fix compensation of the Directors for serving on the Board or on any Committee(s) of the Board;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its expressed terms is not so amendable or repealable;
5. Create any other Committees of the Board or appoint the members of Committees of the Board;

6. Approve any contract or any transaction
 - a) between the Corporation and one or more of its Directors; or
 - b) to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the Corporations Code.

Section 8.4 Meetings and Action of Committees

Meetings and actions of Committee(s) of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such Committee(s) and the calling of special meetings of such Committee(s) may be determined either by Board resolution or, if there is none, by resolution of the Committee(s) of the Board. Minutes of each meeting of any Committee(s) of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any such Committee(s), provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee(s) may adopt such rules.

Section 8.5 Advisory Committees

If the Board shall appoint any Committee(s) which has as a member any non-Director, it is not a "Committee of the Board", and it should be clearly labeled an "Advisory Committee". All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect. The Board may not delegate any element of management of the Corporation's activities to an Advisory Committee.

ARTICLE 9 **OFFICERS**

Section 9.1 Officers of the Corporation

The officers of the Corporation ("Officers") shall be a Chairperson, a Vice Chairperson, a Chief Executive Officer, Chief Operating Officer, a Secretary and a Chief Financial Officer. The Board shall have the power to appoint, and may authorize an Officer to appoint, additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that the Secretary and the Chief Financial Officer may not serve concurrently as the Chairperson.

Section 9.2 Election, Designation and Term of Office

The Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Chairperson of the Board of Directors of the Corporation. The Vice Chairperson of the Board of Commissioners of the Housing Authority shall serve as the Vice Chairperson of the Board of Directors of the

Corporation. The Executive Director of the Housing Authority shall serve as the Chief Executive Officer of the Corporation. The Deputy Executive Director of the Housing Authority shall serve as the Chief Operating Officer. The Deputy Director of the Housing Authority shall serve as the Secretary of the Corporation. The Fiscal Manager of the Housing Authority shall serve as the Chief Financial Officer of the Corporation. All Officers' terms shall be concurrent with their corresponding terms with the Housing Authority.

Section 9.3 Vacancies

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Section 9.4 Removal

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed concurrent with their removal by the Housing Authority from their corresponding position at the Housing Authority.

Section 9.5 Responsibilities of Officers

9.5.1 Responsibilities of Chairperson of the Board

The Chairperson of the Board shall be a Director, 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 shall sign contracts, deeds and other instruments made by the Corporation and authorized by the Board.

9.5.2 Responsibilities of the Vice Chairperson of the Board

The Vice Chairperson of the Board shall be a Director and shall perform the duties of the Chairperson in the absence of the Chairperson.

9.5.3 Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be the general manager of the Corporation and, subject to the control of the Board, shall have general supervision over the administration of the Corporation's business and operations. The Chief Executive Officer shall be empowered to supervise all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive Officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive Officer shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.4 Responsibilities of the Chief Operating Officer

The Chief Operating Officer shall assist in the general supervision and administration of the day to day business and affairs of the Corporation, subject to the direction of the Chief Executive Officer. The Chief Operating Officer shall be authorized to seek funding opportunities such as grants and proposals and shall be delegated signing authority by the Board as set forth by resolution of the Board. The Chief Operating Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

9.5.5 Responsibilities of the Secretary

The Secretary shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may direct:

1. The original or a copy of these Bylaws, certified by the Secretary and as amended to date.
2. A copy of the Articles of Incorporation, as amended to date.
3. A book of minutes of all meetings, proceedings, and actions of the Board and Committee(s) of the Board.

The Secretary shall keep the Corporate Seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.5.6 Responsibilities of the Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board

The Chief Financial Officer shall be delegated signing authority by the Board as set forth by resolution of the Board and may delegate his or her responsibilities and powers subject to the control of the Board.

The Chief Financial Officer 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 the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the Board, when requested, an

account of all transactions and an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

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

ARTICLE 10 ADDITIONAL PERSONNEL

Section 10.1 Clerk of the Board

The Riverside County Clerk of the Board shall serve as the Clerk of the Board for the Corporation. The Clerk of the Board shall give, or cause to be given, notice of all meetings of the Board and Committees of the Board required by these Bylaws to be given. The Clerk of the Board, or designee, shall certify meeting minutes as these Bylaws prescribe and in the manner provided in the Brown Act. The Clerk of the Board shall also serve as the Corporation's Filing Officer for Form 700 Statements of Economic Interest.

Section 10.2 General Counsel

General Counsel shall be appointed by the Board from the office of County Counsel of the County of Riverside ("County Counsel"). General Counsel shall be responsible for review and/or preparation of all proposed resolutions, rules, contracts and all other legal actions of the Corporation. He or she shall give advice or opinion in writing to the Officers and/or Board whenever required or requested to do so. He or she shall attend to lawsuits and other matters to which the Corporation is a party or in which the Corporation may be legally interested and do such other things as the Board may require. General Counsel, or designee, shall record and maintain safe custody of minutes of closed session meetings as these Bylaws prescribe and in the manner provided in the Brown Act.

The extent and nature of such services shall be set forth in a contract between the Corporation and County Counsel establishing certain Corporation/County Counsel relationships.

Section 10.3 Additional Personnel

The day-to-day services required by the Corporation are to be rendered by Housing Authority and/or County of Riverside ("County") employees. The extent and nature of such services shall be set forth in a contract between the Corporation, the Housing Authority and the County establishing certain Corporation/ Housing Authority/ County relationships.

Section 10.4

Agents, Consultants and Volunteers

In addition to the use of County and Housing Authority employees, the Board may from time-to-time establish such positions and select and appoint such agents, consultants and volunteers, regular and temporary, as it may require and determine their qualifications, duties and compensation.

The Board may, from time-to-time appoint or employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by state and federal statutes applicable thereto. The selection, duties and compensation of such personnel shall be determined by the Board, subject to the laws of the State of California.

ARTICLE 11

INDEMNIFICATION

Section 11.1

Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other people described in Section 5238 (a) of the Corporations Code, including people formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that the person is or was an agent of the corporation. The indemnification shall include an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section of the Corporations Code.

The terms “expenses” , “proceeding” and “agent” as used in these Bylaws shall have the same meaning as in Section 5238 (a) of the Corporations Code.

Section 11.2

Approval of Indemnity

On written request to the Board by any person seeking indemnification under Sections 5238 (b) or 5238 (c) of the Corporations Code, the Board shall promptly determine under Section 5238 (e) whether the applicable standard of conduct set forth in Sections 5238 (b) or 5238 (c) has been met. 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 refer the question to the Board of Commissioners of the Housing Authority. The Board of Commissioners of the Housing Authority shall determine under Section 5238 (e) whether the applicable standard of conduct set forth in Section 5238 (b) or 5238 (c) has been met and if so the Board of Commissioners shall authorize indemnification.

Section 11.3

Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking by or on behalf of that agent to repay the amount of that advance unless it is ultimately determined that the agent is entitled to be indemnified by the Corporation for those expenses.

Section 11.4 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any of them in such capacity or arising out of their status as such.

ARTICLE 12 RECORDS AND REPORTS

Section 12.1 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. Such books and records shall include, but are not necessarily limited to: accounts of properties and transactions, and corporate assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be open to inspection by any Director at all reasonable times.

Section 12.3 Annual Report

The Board shall cause an Annual Report to be sent to each Director within 120 days after the end of the Corporation's fiscal year. The Annual Report shall contain the following information in appropriate detail:

1. The assets and liabilities, including trust funds of the Corporation at of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. Any additional information required by this Article of these Bylaws or at the request of the Board.

The Annual Report shall be accompanied by a report (if any) of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an Annual Report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an Annual Report must be furnished annually to all Directors.

Section 12.4

Annual Statement of Certain Transactions and Indemnifications

As part of the Annual Report, a statement of any transaction for indemnification of the following kind shall be prepared and furnished to each Director:

1. Any transaction:
 - a) in which the Corporation participated;
 - b) in which a Director or Officer of the Corporation had a direct or indirect material financial interest; and
 - c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving in the aggregate more than \$50,000.

The statement shall include a brief description of the transaction, the names of the interested people involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with the partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the Board of Commissioners of the Housing Authority.

Section 12.5

Meeting Minutes

The Corporation shall keep a minute book in written form which shall contain a record of all actions of the proceedings of the Board or any Committees of the Board including:

1. The time, date and place of each meeting;

2. Whether a meeting is regular or special and, if special, how authorized;
3. The manner of giving notice of each meeting and a copy thereof;
4. The names of those present at each meeting;
5. The minutes of all meetings;
6. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
7. All protests concerning lack of notice; and
8. Formal dissents from Board actions.

Copies of Board meeting minutes that are duly certified by the Clerk of the Board, or designee, as being correct shall serve as proof of actions of the Corporation.

ARTICLE 13 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 preceding sentence, indication of gender shall include all genders and indication of numbers shall include singular and plural, and the term person shall include both a legal entity and a natural person.

ARTICLE 14 AMENDMENTS

The Board may adopt, amend, or repeal these Bylaws. Such power is subject to the following limitations:

1. The Board may not extend the term of a Director beyond that for which the Director was appointed.
2. The Board may not, without the approval of the Board of Commissions of the Housing Authority, specify or change any Bylaw provision which would:
 - a) fix or change the authorized number of Directors,
 - b) fix or change the minimum or maximum number of Directors, or
 - c) change from a fixed number of Directors to a variable number of Directors or vice versa.

- 3. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of Riverside Community Housing Corporation, a California Non-Profit Public Benefit Corporation, that the above Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, 2014 and that they have not been amended or modified since that date.

Executed on _____, 2014 at Riverside, California.

By: _____
Secretary

Printed Name