

BYLAWS
of
ARCH COMMUNITY HOUSING TRUST, INC.

ARCH Community Housing Trust, Inc., a non-profit corporation duly organized under Title 30, Chapter 3 of the Idaho Code, does hereby adopt the following code of bylaws for the conduct and control of the corporation:

ARTICLE I

Purpose and Limitations

A. **Purpose:** The Corporation is organized exclusively for charitable and educational purposes. The primary purposes of the corporation are to:

- (1) provide decent housing affordable to low and moderate income persons and
- (2) work with all interested public and private parties toward a goal of securing decent permanently affordable, sustainable housing for families and individuals of low and moderate income vital to maintaining the economic, social and environmental integrity of our communities.

B. **Limitations:** Notwithstanding any contrary provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

Offices

A. **Principal Office:** The principal office for the transaction of the business of the corporation is hereby fixed and located in the County of Blaine, State of Idaho. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

B. **Branch Office:** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places within the State of Idaho.

ARTICLE III

Membership

A. **Classes and Qualifications:** This corporation shall have one class of members and shall be open to any person, including an individual, trust, estate, partnership, association, company or corporation who supports the purposes of the corporation and complies with the membership requirements established by the Board of Directors.

B. **Dues:** Members may become liable for dues, assessments and fees as determined by the Board of Directors, provided however, that all persons leasing land from or living in affordable housing provided by the corporation or any other nonprofit or governmental entity, and applicants for such housing, shall be entitled to membership without payment of dues if they comply with any other membership requirements established by the Board of Directors.

C. **Rights:** All members are eligible to vote on matters that may come before the membership as a whole, and members shall have the right to: (1) nominate persons for the Board of Directors and to participate in the election of the Board of Directors as provided by these bylaws, (2) to serve on the Board of Directors or on committees if chosen, and (3) to receive Annual Reports, notices and minutes of the Annual Meeting of the corporation.

D. **Low Income Beneficiaries Participation:** All persons who have applied for or are residents of affordable housing may be members without liability for dues as provided in Paragraph B above, and may participate in the business of the corporation by:

- (1) election to the Board of Directors as general or lessee representatives;
- (2) advising the corporation, either in writing or by participation on committees created by the Board of Directors, on location of sitting, land acquisition, development of affordable housing units and projects, and management of such units and projects;
- (3) providing ideas, comments and opinions to the corporation on a Comment Card available at the offices of the corporation and such other locations determined by the Board of Directors;
- (4) attendance at the annual meeting and attendance at periodic open committee meetings where ideas, comments and opinions on affordable housing are solicited;
- (5) requesting a special meeting of the corporation and/or Board of Directors in accordance with the provisions of these bylaws, to discuss issues concerning affordable housing;
- (6) at such times as affordable housing projects have been completed by the corporation, participating in regularly scheduled meetings to discuss housing and tenant issues; and
- (7) involvement as a volunteer in church and/or non-profit sponsored coalitions and projects providing assistance to low and moderate income residents of Blaine County.

E. **Expulsion:** The Board of Directors shall have the power by a vote of two-thirds (2/3) majority of its members to suspend, expel or sanction, any member who has failed to observe the corporation's rules of conduct, or has engaged in conduct that is detrimental to the stated purposes and interest of the corporation, subject to said member's right to notice and a hearing before said Board, in conformance with Idaho Code Section 30-3-42, and subject to all rights, privileges and immunities guaranteed by the laws of the United States and the State of Idaho.

ARTICLE IV

Board of Directors

A. **Number:** The property, affairs and activities of the corporation shall be managed within the limitations of the Articles of Incorporation, other sections of these bylaws and the Idaho Nonprofit Corporation Act, by a Board of Directors of no less than six (6) and no more than twelve (12) directors, as determined from time to time by a majority of the current directors.

B. **Composition:** There shall be two categories of directors, one third shall be Low Income Lessee representatives

(1) Lessees Representatives – representing persons who lease land or housing from the corporation, who are eligible to lease land or housing from the corporation, who are applicants for affordable housing, who are residents or representatives of low income neighborhoods, or other low income community residents;

(2) General Representatives – representing the rest of the membership, and not more than 1/3 shall represent the public sector.

C. **Nomination, Qualifications, Election and Terms of Office:**

(1) Timing of Nominations: The Board of Directors (or a Nominating Committee if so determined by the Board) shall propose a list of candidates for the open seats in each of the two categories. Members of the corporation may also propose candidates for the Board, either in writing or at the Annual Meeting. If there are not sufficient ready, willing and able candidates for the category of Lessee Representative, the Board and the members shall select persons who can reasonably be expected to represent the usual interests and concerns of lessees. The Board of Directors shall provide the list of candidates to the Secretary for inclusion with the Notice of the Annual Meeting.

(2) Qualifications: Each Director shall maintain a residence in Blaine County. Directors shall have demonstrated an interest in the purpose of the corporation and the willingness and ability to serve on a volunteer public interest board.

(3) Elections: Directors shall be elected by the members present and voting at the Annual Meeting, a quorum being assembled.

(4) Terms of Office: At the Annual Meeting, directors will be elected and then they will serve a three

year term. Thereafter, they may be elected for a second three year term.

- (5) **Board Composition:** At a minimum, 1/3 of the ARCH board shall be low income community representatives. No more than 1/3 of the ARCH board shall be Public Sector Representatives.

D. Resignation: A Director may resign by written notice to the corporation. The resignation shall be effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. A Director shall be considered to have given notice of resignation and his or her position shall be declared vacant by the Board of Directors if he or she fails to attend three consecutive meetings of the Board with the exception of emergency meetings, unless good cause for absence and continuing interest in participation on the Board are recognized by the Board. When a Director has failed to attend three consecutive meetings, the President shall notify him or her in writing that at the next regular Board meeting, his or her position will be declared vacant unless the Board determines that there has been good cause for the Director's absences and that the Director continues to be interested in participating on the Board of Directors. The notification by the President shall be mailed no later than seven days prior to the Board meeting at which the position may be declared vacant. At this meeting, the Director in question shall be given the opportunity to show good cause for absence from meetings and continuing interest in participating on the Board. The resignation of a Director who has missed three consecutive meetings shall not become effective until the Board has declared the position vacant as provided herein.

E. Removal: Within the limitations of the Articles of Incorporation, other sections of these bylaws and the Idaho Nonprofit Corporation Act, any Director may be removed from office by the vote of a majority of the remaining Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose. The Director shall be given notice of the basis for the proposed removal prior to any such regular or special meeting.

F. Vacancies: Vacancies in the Board of Directors shall exist in the case of any of the following events: (1) the death, resignation or removal of any director; and (2) the authorized number of Directors is increased. A vacancy shall be filled by a majority vote of the Board of Directors. The person so appointed shall hold office for the unexpired term vacated and until the election and qualification of his/her successor.

G. Compensation: Directors shall not receive any stated salaries for their services. The Board of Directors may allow a fixed sum and expenses, if any, for each regular or special meeting of the Board. Directors shall not be compensated for services to the organization.

H. Powers and Duties: The Board of Directors shall have powers and duties granted to them by law, the Articles of Incorporation and by these Bylaws, including but not limited to the following:

- (1) To transact the business and affairs of the corporation, to give power and authority to the officers and employees of the corporation to transact the business and affairs of the corporation, and to give powers of attorney to agents of the corporation to transact any special business requiring such authorization.
- (2) To hire, dismiss and supervise all employees, and establish pay scales, qualifications, and job requirements of paid employees.
- (3) To select and designate a bank to act as a depository of the funds of the corporation, with power to change such bank at will. All expenses in excess of a prescribed maximum amount shall be approved by the Board of Directors before payment and all checks shall be signed by the Treasurer and one of the Directors of the corporation.
- (4) To lease or let such property of the corporation as, in its discretion, will be of benefit to the specific or general purposes of the corporation.
- (5) To acquire for or on behalf of the corporation, by lease, purchase or otherwise, such property, real or personal as in its judgment may be necessary or required to promote the interest of the corporation

I. Attendance: Directors are expected to attend at least sixty percent (60%) of all regular and special meetings of the Board of Directors. In addition, those Directors who are members of the Executive Committee are expected to attend at least sixty per cent (60%) of the meetings of the Executive Committee.

J Conflict of Interest: Conflict of interest transactions shall be resolved in accordance with the Idaho Nonprofit Corporation Act and the policies adopted by the Board.

ARTICLE V

Meetings

A. **Membership Meetings:** A regular annual meeting of the members of this corporation shall be held at such time and place as determined by the Board of Directors. This meeting shall be held for the purpose of annual approval of the individual members of the Board of Directors and transacting such other business as may come before the meeting. A special meeting of the members may be called at any time by the chairman, or by a majority of the Board of Directors, or whenever ten percent (10%) of the members sign, date and deliver to any corporate officer one (1) or more written demands for the meeting, describing the purpose or purposes for which it is to be held.

B. **Directors Meetings:** Regular meetings of the Board of Directors shall be held at least semi-annually at a time and place agreed upon by a majority of the Board members. A special meeting of the Board of Directors shall be held whenever called by the Chairman or by a simple majority of the Board. Any and all business may be transacted at such meeting, regular or special, and shall be conducted by such rules as determined by the Board.

C. **Notices:** Notice of Annual Meetings shall be given at least twenty-one (21) days before the meeting to the Board of Directors and Membership by written notice or electronic mail to each Director and Member at his or her address shown on the records of the corporation. Notice of regular meetings of the Board of Directors shall be given at least seven (7) days before the meeting by written notice or electronic mail to each Director at his or her address shown on the records of the corporation. Notice of special meetings of the Board of Directors shall be given by mail, private carrier, electronic mail, or telephonic communication at least two (2) days before the meeting by notice to each Director at her or his address or telephone number shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a seal envelope so addressed, with postage hereon prepaid.

D. **Quorum and Voting:** A quorum for the Annual Meeting shall consist of a majority of the current Directors, a quorum is necessary for the transaction of business and passing a motion unless otherwise specified by law, the Articles of Incorporation, or these bylaws. A quorum shall consist of a majority of the current Directors. Business may be continued after the withdrawal of enough members to leave less than a quorum. Voting by proxy shall be allowed for any matters to be voted upon at the Annual Meeting. Voting by proxy at meetings of the Board of Directors shall be permitted only resolution of the Board on an issue by issue basis. In the event of a vote by proxy, all proxies shall be in writing, signed by the Member or Director and filed with the Secretary twenty-four (24) hours before the time appointed and scheduled for the meeting at which such vote shall be taken. Proxies filed by electronic mail shall be deemed to be in writing and signed by the Member or Director. In the event of a vote by proxy, the proxy shall be counted to determine the presence of a quorum. All voting and elections shall be by a simple majority of those Members or Directors present or represented by proxy, unless otherwise specified in these bylaws.

E. **Participation by Telephone:** Directors may participate in a meeting using a conference telephone so long as all Directors participating in the meeting can hear one another. Such participation constitutes presence in person at the meeting.

F. **Conduct of Meetings:** The President shall preside over all meetings of the Directors, including the Annual Meeting. If the President is not present, the Vice President shall preside. In the event of the absence of both such officers, the Directors present may elect a president pro-tem to preside over the meeting. The Secretary or an Assistant Secretary of the corporation or, in their absence, a person chosen at the meeting, shall act as Secretary of the meeting.

G. **Waiver and Consent:** Waiver of notice of meeting shall be in accordance with the Idaho Nonprofit Corporation Act. Notice of the Annual Meeting or any regular or special meeting of the Board of Directors may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. Electronic mail shall suffice for a written waiver. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the

waiver of notice of such meeting, unless specifically required by law or by these bylaws.

H. Action by Unanimous Written Consent: If and when the Directors shall individually or jointly consent in writing to any action to be taken by the corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

I. General Powers as to Negotiable Paper: The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, executive director, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the corporation.

J. Powers as to Other Documents: The Board of Directors may authorize any officer or officers, agent, the Secretary, or the Treasurer, or agents, or the Executive Director to enter into any contract or execute or deliver any conveyance or other instrument in the name of the corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the corporation by any elected officer.

ARTICLE VI

Officers

A. Designation and Election: The executive officers of the corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors, and shall be elected by the Directors of the corporation at the Annual Meeting. Any two offices, except President and Secretary, may be left unfilled for any period in the discretion of the Board of Directors. Each officer shall hold his/her respective office until he/she resigns or is removed or otherwise disqualified to serve, or until his/her successor is elected and qualified.

B. Term of Office, Removal and Vacancies: The term of office of all officers shall commence upon their election or appointment and shall continue until the next Annual Meeting of the corporation and thereafter until their respective successors are chosen or until their resignation or removal. An officer may be removed with or without cause by a majority of the Board of Directors at any regular or special meeting of the Board. An officer may resign by written notice to the corporation. The resignation shall be effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation.

C. Powers and Duties:

1. **President:** The President shall be the Chief Executive Officer overseeing the business and activities of the corporation. He/she shall preside over all meetings of the members and the Board of Directors. In the event of a tie vote on any issue, the President shall vote to break the tie. He/she shall sign and execute all authorized contracts and other obligations of the corporation, shall oversee the hiring and firing of all salaried executive staff, and shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors, these bylaws, the Articles of Incorporation or statutes of the State of Idaho.

2. **Vice President:** The Vice President shall, in the event of the absence of the President, perform the duties of the President and such other duties as the Board of Directors may from time to time prescribe.

3. **Secretary:** The Secretary shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law, communicate all notices of all meetings, keep minutes of all meetings of the members and the Board of Directors, maintain at the corporate offices or other secure location, a permanent file of the legal and official documents and records of the corporation as directed by the Board of Directors, and perform such other duties as the Board of Directors may from time to time prescribe.

4. **Treasurer:** The Treasurer shall oversee that a supporting document file is permanently maintained and have a complete knowledge of all financial transactions, disbursements and income. He/she shall be responsible for the preparation of reports on all bank accounts in the name of the corporation, and other reports required by the

corporation or governmental body. He/she shall be responsible for the preparation of reports on all bank accounts in the name of the corporation, and other reports required by the corporation or governmental body. He/she shall perform all other duties as the position may require or the Board may assign.

ARTICLE VII

Committees

A. Executive Committee:

1. Composition: The Executive Committee shall consist of the officers of the corporation, the chair of each committee designated by the Board of Directors, and any other members from the Board designated to serve on the Executive Committee.

2. Powers and Duties: The Executive Committee shall act for the Board of Directors during the time between regular Board meetings and shall have all powers of the Board except any that have been specifically reserved to the entire Board by resolution of the Board or by these bylaws. It shall meet as needed, the majority of the members constituting a quorum, and it shall report in full on its activities and actions at the next regular meeting of the Board of Directors.

B. Advisory Committee:

1. The Board of Directors may, by resolution, form an Advisory Committee composed of no more than twenty (20) individuals nominated for their interest, expertise, and counsel in moving the corporation toward the accomplishment of its goals and purposes as stated in its Articles of Incorporation and these bylaws. Committee members shall be approved by the Board of Directors and serve for a term designated by the Board.

2. Annual meetings and meetings of the Executive Committee and the Board of Directors shall be open to all members of the Advisory Committee and their participation, without voting rights, shall be invited. They shall be notified of all meetings in the same manner as the Board of Directors.

C. Other Committees:

In addition to the Executive Committee and the Advisory Committee, the Board of Directors shall have the authority to designate any other committees it deems necessary. Each committee shall include two members of the Board of Directors, and any persons from the membership and the community as "at large" members as the Board deems appropriate.

ARTICLE VIII

Land Transactions

A. Land Transactions - Approval by Board: All decisions to acquire, sell or mortgage an interest in land must be reviewed and approved by resolution of the Board of Directors. The Board may delegate to the Executive Committee or staff on a case by case basis the authority to exercise the power.

B. Land Transactions - Establishing Resale Price Formula for Improvements: The initial Board shall establish the resale price formula. This formula shall be reviewed from time to time to assure that the resale formula furthers the corporation's purposes. A change to the formula requires a minimum of 67% of the Board of Directors voting to approve the change.

ARTICLE IX

Indemnification

The Directors, officers, employees and agents of the corporation shall be indemnified in accordance with the Idaho Nonprofit Corporation Act. The Board of Directors shall purchase and maintain insurance to protect the corporation and any person who is a Director, officer, employee, or agent from any liability asserted against him or incurred by him in his capacity with the corporation.

No person who is now, or later becomes, a member of the Board of Directors, an employee or an agent of this corporation shall be personally liable for any indebtedness, liability or obligation of the corporation, and all

creditors of this corporation shall look only to the assets or security of this corporation for payment.

ARTICLE X

Corporate Records and Fiscal Year

A. Inspection of Books and Records: All books and records provided for by statute shall be open to inspection of the directors from time to time, to the extent expressly provided by statute, and not otherwise.

B. Corporate Seal: The Board of Directors may adopt, use, and at will alter, a corporate seal; but the failure to affix a seal does not affect the validity of any instrument duly signed by the authorized officers of the corporation.

C. Fiscal Year: The fiscal year of the corporation shall begin on October 1 and end on September 31 of each year.

ARTICLE XI

Dissolution and Final Distribution

The corporation shall be dissolved in the manner provided for by law, and in full compliance with the Internal Revenue Code as to tax exempt status under Section 501(c)(3).

ARTICLE XII

Amendments

These bylaws may be amended by and at any regular meeting of the Directors, or any special meeting called for that purpose by a simple majority vote.