

**AMENDED AND RESTATED
BYLAWS OF THE HOUSING ASSISTANCE COUNCIL
A DISTRICT OF COLUMBIA NONPROFIT CORPORATION**

(Amended and restated May 19, 2018)

ARTICLE I

Offices

Section 1. Principal Office: The principal office of the Corporation shall be located in the Washington, D.C. metropolitan area.

Section 2. Registered office: The registered office of the Corporation required by law to be maintained in the District of Columbia may be, but need not be, identical with the principal office.

Section 3. Other Offices: The Corporation may have offices at such other places, wither within or without the District of Columbia, as the Board of Directors may from time to time determine, or as the officers of the Corporation may require.

ARTICLE II

Board of Directors

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors, or by such Executive Committee as the Board of Directors may establish pursuant to these Bylaws.

Section 2. Number: The Board of Directors of the Corporation shall be composed of not fewer than three (3) Directors, and not more than thirty (30) Directors, including the Chief Executive Officer of the Corporation, who shall be an *ex-officio*, voting member of the Board of Directors. The Board of Directors by resolution shall establish the total number of elected Directors at between two (2) and twenty-nine (29) and also the number of Directors in each of three approximately equal classes, with a maximum of thirteen (13) elected Directors in any one class. [Upon adoption of the bylaw amendment on November 18, 1995, which reduces the maximum number of elected Directors from thirty-nine to thirty, and upon the election of Directors to fill the positions of Directors whose terms expire consistent with such amendment, the Board shall, by lot or otherwise, reconstitute itself into three approximately equal classes.]

Section 3. Nominations: There shall be established a Nominating Committee pursuant to Article V of these Bylaws. Any person may propose names to the Nominating

Committee for its consideration. Such proposals shall be accompanied by a brief resume of each proposed person's background and experience, unless the proposed person is a candidate for re-election.

Candidates for election as Directors may be nominated by the Nominating Committee or by an incumbent Director but all nominees must come from the list of proposed persons whose resumes were submitted to the Nominating Committee. Nominations made by the Nominating Committee shall be stated in the notice of the annual meeting of the Board of Directors at which such nominations are to be presented.

Section 4. Elections: Each year, elections shall be held at the annual meeting of the Board of Directors for the class of Directors whose terms are expiring at the meeting. At each Annual Meeting, or at any Regular or Special Meeting of the Board at which a quorum is present, there shall also be elected such other Directors as shall be required to fill vacancies in other classes. Such election shall be by a separate vote. The nominees receiving the greatest number of votes shall be declared elected.

Section 5. Term of Office: The term of office of the elected Directors shall be three years, except that any Director elected to fill a vacancy shall only be elected for the unexpired portion of the vacant term. Furthermore, at the annual meeting at which this Bylaw amendment is adopted, the full complement of Directors elected shall serve terms of one, two or three years. Said terms and Directors serving them will be chosen by lot. The terms of office of the three classes of the Board of Directors shall be so arranged as to expire in successive years. Each class shall be designated by the year in which the terms of office of the Directors of that class expire. If an annual election is not held as specified in these Bylaws, the Directors shall hold office until the election and qualification of their respective successors.

Section 6. Absence: Absence from two consecutive meetings shall vacate a Director's seat on the Board, provided, however, that any such absences excused by resolution of the Board of Directors will not result in vacating a Director's seat.

Section 7. Compensation: No Director shall be entitled to, or shall receive any compensation for, attendance at meetings of the Board of Directors or for other services rendered to the Corporation as Director or member of a committee of the Board of Directors; provided, however, that the Board of Directors may pay to any Director the actual reasonable expenses, plus travel, incurred by him or her in the performance of his or her duties as Director, including attendance at meetings of the Corporation and at committee meetings.

Section 8. Fiduciary Duty. Directors, Officers and Other Persons Engaged in Oversight of the Corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the Corporation and in accordance with the standards of conduct set forth in the District of Columbia Non-Profit Corporation Act of 2010 (the “**Non-Profit Law**”). They shall act in the course of their duties solely in the Corporation’s best interests without regard to the interests of any other organization or person with which they are

related or associated and shall refrain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the corporation.

Section 9. Disclosure. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned if that person is a director or an officer of the Corporation, or to the President or such person or persons as he or she may designate if the person is not a director or officer of the Corporation. Directors, Officers and Other Persons Engaged in Oversight of the Corporation shall disclose the material facts regarding (i) any interest, or any interest of an immediate family member, in any grantee of the Corporation or in any organization or person furnishing property, goods or services to the Corporation or otherwise engaged in a transaction with the Corporation, (ii) any transaction involving the Corporation that would benefit themselves, their immediate families, or any organization in which they have an interest, (iii) any opportunity within the scope of the Corporation's activities that they or members of their immediate families wish to exploit, and (iv) any interest in any organization having a mission directly or indirectly in conflict with the Corporation's mission.

Section 10. Approval Required. The Corporation shall not enter into any transaction required to be disclosed under Section 9, unless it is approved by the Board of Directors. No Director, Officer or Other Person Engaged in Oversight of the Corporation shall exploit any opportunity within the scope of the Corporation's activities without the approval of the Board of Directors.

Section 11. Abstention. Any Director, Officer or Other Person Engaged in Oversight of the Corporation seeking the approval required by Section 10 shall abstain from the consideration of, and voting on, the transaction or opportunity presented to the Board of Directors for approval, except when expressly requested by the uninterested Directors for purposes of disclosing the transaction or opportunity and answering questions about it. Any Director so abstaining may be counted in determining the presence of a quorum. The minutes of the meeting of the Board of Directors, Committee, or advisory committee shall reflect that the conflict of interest was disclosed and that the interested person appropriately abstained.

Section 12. Definitions. The term "organization" includes, without limitation, any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis.

The term "Other Person(s) Engaged in Oversight" includes all persons engaged in oversight (other than day-to-day management), such as advisory committees, of the Corporation.

The term "interest" includes, without limitation, any position as owner, officer, board member, partner, member, employee, contractor, consultant, or beneficiary, but shall not include the ownership of less than five percent (5%) of the outstanding voting securities of a publicly held company.

The term “immediate family” means parents, spouse, children, and grandchildren.

Section 13. The Corporation shall not make personal loans under any circumstances to Directors or to officers of the Corporation. The Corporation may make loans from its revolving loan fund to organizations by which any of this Corporation's Directors are employed or with any of the Corporation's Directors are otherwise affiliated, provided the following conditions are met:

(a) the loan is applied for in the same manner required of other loan applicants, and the applicant is eligible to be a loan recipient under the terms of the grant to the Corporation of its loan funds and under the terms of the Corporation's contracts with the U.S. Department of Housing and Urban Development or other similar agencies;

(b) the loan application is reviewed and submitted with a recommendation by the Corporation staff after using the same procedures that are regularly applied to this Corporation's other loan applications;

(c) the loan is approved by (1) the Loan Committee referred to in Article V, Section 2, of these Bylaws; or (2) the Chief Executive Officer pursuant to his discretion provided for in Article V, Section 2 of these Bylaws;

(d) Directors who are employed by, under contract with, or otherwise affiliated with the organization applying for a loan, or are employed by any financing source of the proposed project, and are members of the Loan Committee, shall absent themselves from the meeting during the Loan Committee's formal discussion of the loan application and shall abstain from voting concerning that loan;

(e) the loan is not made on terms that are more favorable than are the terms on which similar loans are granted to organizations which do not have employees or affiliates serving on the Board of the Corporation; and

(f) such Directors shall take steps to assure that all Corporation Directors, officers and staff who consider the loan are aware prior to consideration of the loan of the Director's duality of interest concerning the loan.

ARTICLE III

Meetings

Section 1. Annual and Special Meetings

(a) Annual Meetings: The annual meeting of the Board of Directors shall be held each year in November, unless the Executive Committee notifies each Director of its

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designation of another month for the annual meeting, at such place and at such hour as shall be designated in the notice thereof, for the purpose of considering reports to be laid before the meeting and transacting such other business as may be specified in the notice of the meeting. If the annual meeting is not held at the time specified herein above, a Special Meeting may be called and held for any and all of such purposes.

(b) Special Meeting: Special meetings of the Board of Directors shall be held upon call of the Chairperson, the President, the Chief Executive Officer, or upon the request of any five Directors upon provision of at least two days' notice. Special meetings of any Committee shall be held upon call of the Chairperson or Chair of the Committee upon provision of at least two days' notice.

Section 2. Notices of Meetings

(a) Annual and Regular Meetings: The Annual and any Regular Meetings of the Board of Directors may be held upon thirty (30) days notice. The date, time, and place of Regular Meetings of the Board shall be established by resolution of the Board of Directors. The Meetings of any Committee shall be held upon ten (10) days notice.

(b) Attendance: Attendance by 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 unlawfully called.

(c) Method of Notice: Notice of any meeting may be provided by mail, email or other electronic method, fax, or any other method authorized for a District of Columbia Non-Profit Corporation.

Section 3. Quorum: Attendance by one-third of the number of Directors holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or Committee thereof. Any and all Directors may participate in a meeting of the Board of Directors or a Committee by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4. Manner of Action: Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(a) The vote of a majority of the Directors then holding office shall be required to adopt, amend, or repeal a Bylaw.

(b) A vote of two-thirds of the Directors then holding office shall be required to adopt a resolution dissolving the Corporation.

(c) The vote of a majority of the Directors then holding office shall be required fill vacancies on the Board of Directors or Committees (other than the activation placement of a duly elected alternate into a Committee vacancy occurring between Regular Meetings).

ARTICLE IV

Executive Committee

Section 1. General: There shall be an Executive Committee of the Board of Directors composed of twelve (12) voting members, six (6) of whom shall be elected annually by the Board of Directors from among the Directors who are not officers or the Chairman of the Loan Committee of the Corporation at its Annual Meeting or at any meeting called for such purpose, and shall, unless otherwise provided by the Board of Directors, hold office until the next Annual Meeting or the Board of Directors or meeting held in lieu thereof and until their respective successors shall have been duly chosen. The President, the Chairperson of the Board of Directors, the Secretary, the Treasurer, the First Vice President, and the Chairperson of the Loan Committee shall be *ex-officio* voting members of the Executive Committee.

The Chief Executive Officer shall be an *ex-officio* member of the Executive Committee, but shall not be entitled to vote.

Vacancies on the Executive Committee shall be filled by the Board of Directors.

Section 2. Chairperson: The President of the Corporation shall serve as Chairperson of the Executive Committee.

Section 3. Meetings: Meetings of the Executive Committee shall be held upon the call of the President or upon the written request of any three (3) members of the Executive Committee. Notice of the time and place of any regularly scheduled meeting shall be provided in accordance with Section III(2). Emergency meetings may be called upon twenty-four (24) hours notice in any practicable manner.

Section 4: Quorum: At all meetings of the Executive Committee a quorum shall consist of a majority of the members of the Executive Committee then holding office. The vote cast or action taken by a majority of the voting members of the committee present at the meeting at which a quorum is present shall control in all matters.

Section 5. Authority to Act: The Executive Committee shall have full authority to act in the stead of the Board of Directors between meetings of the Board of Directors except for those powers specifically reserved to the Board of Directors in Section III (4).

Section 6: Minutes: The minutes of each meeting of the Executive Committee shall be forwarded to each Director within thirty (30) days of said meeting.

Section 7. Removal: Three consecutive unexcused absences shall automatically vacate a Director's seat on the Executive Committee.

ARTICLE V

Other Standing and Special Committees

Section 1. Loan Committee: There shall be a Loan Committee composed of a maximum of six (6) Directors and the Chief Executive Officer, for a total of seven (7) members.

(a) In addition there shall be two (2) Directors designated as alternate members of the Loan Committee. Any such alternate may be called upon by the chairperson of the Loan Committee to attend and participate in any regularly scheduled Loan Committee meeting as a Loan Committee member when a regular member has provided notice that he or she shall not attend such meeting.

(b) Special meetings of the Loan Committee may be called in accordance with Sections III1(b) and III2(c) of these Bylaws.

(c) All members of the Loan Committee, including the alternates, except the Chief Executive Officer, must be elected annually at a meeting of the Board of Directors.

(d) The Loan Committee shall have and exercise all powers of the Corporation to approve and make loans from the Corporation's Loan Funds, to make offsetting deposits with banks and other lending institutions, to guarantee and otherwise secure loans by banks and other organizations, to hypothecate and otherwise pledge its funds to secure loans and to encourage lending by banks and other lending institutions, to dispose of real or personal property acquired by the corporation in lieu of cash repayment of a loan, and to obtain appropriate security for loans.

(e) The Loan Committee shall operate under policies approved by a resolution of the Board of Directors.

(e) Pursuant to limits established separately by the Loan Committee and approved by either the Board of Directors or the Executive Committee, the Chief Executive Officer has discretionary authority to approve and make loans without review or prior approval of the Loan Committee and to take other action with regard to servicing loans to protect the assets of the Loan Funds which he deems necessary to further the purposes of the Loan Funds and protect the assets of the Corporation. The Chief Executive Officer's authority is to be used only when necessary between Loan Committee meetings.

Section 2. Nominating Committee: There shall be a Nominating Committee composed of a maximum of six (6) Directors. The membership shall be composed of two members from each elected class (there are three classes of rotation). In addition there shall be two (2) Directors designated as alternates to the Nominating committee.

(a) All members of the Nominating Committee and alternates shall be elected annually at the annual meeting of the Board of Directors.

(d) The Nominating Committee shall meet at least once a year at a date at least 30 days prior to the Corporation's annual meeting, for the purpose of nominating persons for election to the Board of Directors for positions whose terms are expiring, to fill vacancies for

such positions and to nominate a slate of candidates to serve as officers and members and Committee Chairpersons of the Standing Committees of the Corporation.

(e) Special meetings of the Nominating Committee may be called in accordance with Sections III1(b) and III2(c) of these Bylaws.

Section 3. Finance and Resource Development Committee: There shall be a Finance and Resource Development Committee composed of a maximum of five (5) Directors including the Treasurer who shall serve as its Chairperson. In addition there shall be two (2) Directors designated as alternates to the Finance and Resource Development Committee.

(a) The Committee shall meet to consider and make recommendations of policy to the Board regarding the fund raising and development goals of the Corporation to enable the Corporation to achieve its missions.

(b) The Committee shall review the financial audits of the Corporation, consult with the Independent Financial Auditor engaged by the Board of Director's (which engagement may be delegated to this committee) and report to the board on the financial condition of the Corporation.

(c) Nothing contained in this Section 3 shall preclude the Board of Directors from meeting and consulting with the Corporation's Independent Financial Auditor when, in its sole discretion, it deems it advisable.

(d) Special meetings of the Finance Committee may be called in accordance with Sections III1(b) and III2(c) of these Bylaws.

Section 4. Executive Compensation Committee: There shall be an Executive Compensation Committee composed of a maximum of six (6) directors, including the Treasurer who shall act as chairperson. All members of the Executive Compensation Committee other than the chairperson shall be elected annually at the annual meeting of the Board of Directors. "In addition there shall be two (2) Directors designated as alternates to the Executive Compensation Committee

(a) The Executive Compensation Committee shall meet at least two times a year. Special meetings of the Executive Compensation Committee may be called in accordance with Sections 1(b) and 2(c) of these Bylaws.

(b) The Executive Compensation Committee shall be responsible for developing an evaluation process, performance standards, and benchmarks for evaluation of the Chief Executive Officer, evaluating salaries at comparable organizations, conducting the evaluation, making recommendations, including regarding salary, to the Members of the Board of Directors and/or the Executive Committee, conducting an in-person evaluation of the Chief Executive Officer, and maintaining records of evaluation procedures and outcomes.

Section 5. Special Committees: The Board of Directors may from time to time, create special committees of the Board. These committees shall have such authority to act on behalf of

the Corporation as the Board, by resolution, shall provide. The President may appoint members and alternates to such committees with the advice and consent of the Board.

ARTICLE VI

Officers

Section 1. Number: The Corporation shall have, in addition to a Chairperson, a President, two (2) Vice Presidents, an Chief Executive Officer, a Secretary and a Treasurer, and may have such other officers as the Board of Directors shall from time to time designate. All such officers shall be elected, either by the Board of Directors at their regular annual meeting, or, if not done at such meeting, by the Board of Directors at any meeting called for such purpose, and shall, unless otherwise provided by the Board of Directors, hold office until the next annual meeting or meeting held in lieu thereof and until their respective successors shall have been duly chosen. The Board may require that any and all such officers shall be bonded at the expense of the Corporation. The President, First Vice President, Secretary, and Treasurer shall be elected from the membership of the Board of Directors.

Section 2. Chairperson: The Chairperson of the Board of Directors shall preside at all meetings of the Directors and shall serve as an *ex-officio* member of the Executive Committee. Except where by law the signature of the President is required, the Chairperson shall possess the same power as the President to sign all official documents and instruments of the Corporation which may be authorized by the Board of Directors.

Section 3. President: The President, in the absence of the Chairperson of the Board, shall preside at all meetings of the Directors. He or she shall sign all official documents or instruments of the Corporation requiring the signature of the President, as authorized by the Board of Directors, shall make reports to the Board of Directors, and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

Section 4. Vice President: The Vice President, in the absence of the President, shall perform all acts which the President is authorized to do. The First Vice President shall take precedence in such case.

Section 5. Chief Executive Officer: The Chief Executive Officer of the Corporation, shall organize and operate the work program of the Corporation and perform such other duties as may be assigned by the Board of Directors or delegated to him or her through the President. He or she shall have the authority to employ and to terminate the employment of members of his or her staff. He or she shall sign any official document which may be lawfully executed on behalf of the Corporation. The Chief Executive Officer may appoint a designee and may delegate to him or her such duties relating to the operation of the loan fund as he or she specifies in writing, especially the authority to execute loan agreements, deeds, and discharges and releases of mortgages; provided, however, the Chief Executive Officer may not delegate his or her discretionary loan authority without approval from the Loan Committee. The Chief Executive Officer shall automatically become the Second Vice President of the Corporation.

Section 6. Secretary: The Secretary shall issue notices for all meetings as provided by these Bylaws, shall keep minutes of all meetings, shall have custody of the books and records of the Corporation except as they shall have been vested in the Treasurer or some other officer, and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors. Such duties may be delegated to one or more Assistant Secretaries appointed by the Board of Directors.

Section 7. Treasurer: The Treasurer shall have the custody of all monies and securities of the Corporation and shall deposit them in the name of the Corporation in such bank or banks as the Directors may elect. He or she shall disburse the monies of the Corporation in payment of the just demands of the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him or her an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. All disbursements made by the Corporation shall bear the signatures of any two officers of the Corporation. Those officers include: Chairperson of the Board,, President, First Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, and the Chief Executive Officer. This Corporation may contract with another organization, corporate or otherwise, for bookkeeping and other financial services. Such duties of the Treasurer may be delegated to one or more Assistant Treasurers appointed by the Board of Directors.

Section 8. Assistant Secretary and Assistant Treasurer: The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers to perform the duties of the officers of Secretary and Treasurer. One person may be named to fill both offices.

Section 9. Vacancies: Vacancies shall be filled by a majority of the members of Board of Directors who shall be present at any regular called meeting of the board.

ARTICLE VII

General Provisions

Section 1. Indemnification: The Corporation shall, to the extent legally permissible, indemnify and hold harmless each of the Directors, Officers, employees and other agents (including a person who serves at its request as a Director, Officer, employee or other agent of another organization in which it has an interest and by which he or she is not so indemnified) against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened while in office or thereafter, by reason of his or her being or having been such a Director, Officer, employee or agent, or by reason of any action or omission by him or her in any such above-described capacity, except with respect to any matter as to which he or she shall have been finally adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or if otherwise prohibited by law.

Section 2. Insurance: The Corporation may obtain one or more policies of insurance covering any liability it may incur hereunder and may pay any premiums required thereon. The maintenance of any such insurance policy shall not relieve the Corporation of any obligation

hereunder except that the proceeds of any such policy may be used to reimburse the Corporation for any payments made to any indemnified person pursuant to this Article VII.

Section 3. Power to Accept Grants, etc.: This Corporation shall have the authority, in addition to its other powers, to accept grants, contracts, allocations, and reservations of federal, state, local and private funds.

Section 4. Seal: The seal of the Corporation, if the Board of Directors determines to have one, shall be in such form as determined by action of the Board of Directors.

Section 5. Articles of Incorporation Supersede Bylaws: In case of provisions of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 6. Amendments: These bylaws may be amended by a majority vote of the Directors then holding office at a meeting duly called with not less than thirty (30) days notice which includes at least a summary of the subject of the amendments.