

HOUSE SGV BOARD OF DIRECTORS MEETING
THURSDAY APRIL 11, 2024 – 2:15 P.M.
SGVCOG Office
1333 S. Mayflower Avenue, Suite 360 Monrovia, CA 91016

Thank you for participating in today's meeting. The Board of Directors encourages public participation and invites you to share your views on agenda items.

MEETINGS: The agenda packet is available at the San Gabriel Valley Council of Government's (SGVCOG) Monrovia Office, 1333 S. Mayflower Avenue, Suite 360, Monrovia, CA, and on the website, www.sgvcoog.org. Copies are available via email upon request (sgv@sgvcoog.org). A copy of the agenda is also posted for public viewing at the entrance of the SGVCOG Monrovia Office Building. Any additional agenda documents that are distributed to a majority of the Board after the posting of the agenda will be available for review in the SGVCOG office during normal business hours and on the SGVCOG website noted above.

PUBLIC PARTICIPATION: Your participation is welcomed and invited at all Board of Directors meetings. Time is reserved at each regular meeting for those who wish to address the Board. House SGV requests that persons addressing the meeting refrain from making personal, slanderous, profane or disruptive remarks. A person who continues to disrupt the orderly conduct of the meeting, after being warned to cease the disruption, may be precluded from further participation in the meeting.

TO ADDRESS THE BOARD OF DIRECTORS: At a regular meeting, the public may comment: (i) on any matter within the jurisdiction of the Board of Directors that is not on the agenda during the public comment period at the beginning of the agenda; (ii) on any item(s) that is on the Consent Calendar prior to action taken on the Consent Calendar; and (iii) on any other agenda item prior to the time it is considered by the Board. during the public comment period and may also comment on any agenda item at the time it is discussed. At a special meeting, the public may only comment on items that are on the agenda. Members of the public are requested to state their name prior to speaking. Comments are limited to a maximum of three minutes per person. The Board President may impose additional time limits if comments become repetitious, an individual member of the public seeks to speak on numerous items, or a large number of members of the public seek to speak on an item. Except in limited situations, the Board may not take action on items not appearing on the agenda and/or discuss them at length.

If you would like to provide a public comment during a Board meeting, please see "Instructions for Public Comments" below.

AGENDA ITEMS: The Agenda contains the regular order of business of the Board of Directors. Items on the Agenda have generally been reviewed and investigated by the staff in advance of the meeting so that the Board of Directors can be fully informed about a matter before making its decision.

CONSENT CALENDAR: Items listed on the Consent Calendar are considered to be routine and will be acted upon by one motion. There will be no separate discussion on these items unless a Board member or citizen so requests. In this event, the item will be removed from the Consent Calendar and considered after the Consent Calendar. If you would like an item on the Consent Calendar discussed, simply tell Staff or a member of the Board of Directors.

TELECONFERENCE LOCATIONS: State law allows Board Representatives to teleconference from remote locations as long as certain conditions are met, including listing the teleconference



In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the SGVCOG office at (626) 457-1800. Notification 48 hours prior to the meeting will enable the SGVCOG to make reasonable arrangement to ensure accessibility to this meeting.

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locations in the agenda. The following locations are hereby noticed as teleconference locations, which are accessible to the public for the purposes of observing this meeting and/or addressing the Board.

Claremont City Hall Jed Leano 207 Harvard Ave. N Claremont, CA 91711	Adele Andrade Stadler 2956 West Shorb Street Alhambra CA 91803	Baldwin Park City Hall Emmanuel Estrada 14403 E. Pacific Avenue Baldwin Park, CA 91706
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Instructions for Public Comments: For those wishing to make public comments on agenda and non-agenda items, but within the SGVCOG's subject matter jurisdiction, you may submit written comments via email or provide a verbal comment by participating through Zoom.

- Written Comments (Email): If you wish to submit written public comments to be distributed to the committee members prior to or during the meeting, please submit these materials via email to Brielle Salazar at bsalazar@sgvrht.org at least 1 hour prior to the scheduled meeting time. Please indicate in the Subject Line of the email "FOR PUBLIC COMMENT." Emailed public comments will be read into the record and will be part of the recorded meeting minutes. Written public comments may include, but are not limited to letters, reports, and presentations.
- Verbal Comments (In Person): If you would like to make a public comment at the Governing Board meeting location, please fill out a public comment card. Comment cards will be made available to you by staff at the entrance to the meeting room. If you are attending the meeting at a noticed teleconference location and would like to make a public comment, please raise your hand when the item upon which you wish to speak comes up on the agenda.
- Verbal Comments (Zoom): If you would like to participate by teleconference from a private location, please email Brielle Salazar (bsalazar@sgvrht.org) to request an attendee Zoom link at least 24 hours before the meeting. Through Zoom, you may provide a verbal comment by using the web interface "Raise Hand" feature when the agenda item upon which you wish to speak is to be considered. You will then be called upon to provide your verbal comments.

PRELIMINARY BUSINESS

5 MINUTES

1. Call to Order
2. Roll Call
3. Public Comment (*If necessary, the President may place reasonable time limits on all comments*)

ACTION ITEMS

30 MINUTES

4. Appointment of Board Members
Recommended Action: Appoint House SGV Board
5. Selection of Board Officers
Recommended Action: Appoint the following board officer positions:
 - 1.) *Chair*
 - 2.) *Secretary*
 - 3.) *Treasurer*
6. Adoption of Bylaws- Page 1
Recommended Actions: Adopt Resolution 24-01 adopting the bylaws.
7. Requirements for establishment of nonprofit
Recommended Actions: Authorize preparation of documents that establish the following:
 - 1.) *Accounting and Recordkeeping Procedures*
 - 2.) *Board Member Service Requirements*
 - 3.) *Nonprofit Board Composition*
 - 4.) *Staffing and Operational Plan*
8. House SGV implementation documents
Recommended Action: Receive and file.
 - 1.) *Mission, Vision, Values*
 - 2.) *Naming and Branding Overview*
 - 3.) *Fund Development Approach*

ADJOURN

RESOLUTION NO. 24-01

RESOLUTION OF HOUSE SGV ADOPTING BYLAWS

WHEREAS, House SGV is a nonprofit organization; and

WHEREAS, the organization will be governed bylaws.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors adopts the bylaws incorporated hereto as Exhibit A.

PASSED AND ADOPTED by the Board of Directors of House SGV, in the County of Los Angeles, State of California, on the 11th day of April 2024.

House SGV

President

Attest:

I, _____, Secretary of the Board of Directors of House SGV, do hereby certify that Resolution 24-01 was adopted at a regular meeting of the Board of Directors held on the 11th day of April 2024, by the following vote:

AYES:	
NOES:	
ABSTAIN:	
ABSENT:	

Secretary

San Gabriel Valley Housing Resource Fund (HOUSE SGV)
By-Laws v1.1

ARTICLE 1
CORPORATE NAME

Section 1.1 Name

The name of this corporation is the **San Gabriel Valley Housing Resource Fund** (the "Corporation").

Section 1.2 Trade Name ("DBA")

The Corporation will also do business as **House SGV** for the purposes of marketing and public communications.

ARTICLE 2
OFFICES

Section 2.1 Office Location

The principal office location of the Corporation is 1333 S. Mayflower Avenue, Unit 360, Monrovia, CA 91016.

Section 2.2 Change in Principal Office Location

The principal office for the transaction of the business of the Corporation may be established at any place or places within the State of California's San Gabriel Valley by resolution of the Board.

Section 2.3 Subordinate Office Locations

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3
PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California, Corporations Code sections 5110 et seq. ("California Nonprofit Corporation Law") for public and charitable purposes.

Section 3.2 Specific Purpose

The specific purpose of the Corporation shall include without limitation, the financing, creation and preservation of affordable housing, provision of access to affordable housing financing, and provision of public and charitable support to communities within the cities and jurisdictions of the San Gabriel Valley directly affiliated with the San Gabriel Valley Council of Governments and San Gabriel Valley Regional Housing Trust ("SGVRHT").

Section 3.3 Commitment to Equity

The Corporation maintains a commitment to conduct all of its activities in a consistently equitable fashion across the diverse communities of the San Gabriel Valley.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities or expenses 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, to 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 private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons 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 (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably and exclusively dedicated to the public and charitable purposes set forth in Article 3. 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 to such persons 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 a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of Internal Revenue Service (IRS) Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

Section 6.2 Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

ARTICLE 7 DIRECTORS/MEETINGS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation (“Directors”) shall be not less than 5 persons or more than 11 persons; the exact authorized number to be fixed, within these limits, by resolution of the Board.

7.1.2 Qualifications

Membership on the Board of Directors for the Corporation (“Board”) shall be the Executive Director of the SGVRHT and not less than four or more than 10 current members of the SGVRHT Board of Directors.

Section 7.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. 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 7.3 Terms, Election of Successors

The term of service for Directors on the Board will, as applicable, parallel their term of service or employment as a SGVRHT Board member or as the SGVRHT Executive Director.

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased and no concurrent appointment is made; (iii) the end of the Director’s term; or (iv) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.4.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. The Board may also remove any Director with or without cause by a majority vote of Directors then in office.

7.4.3 No Removal on 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.

7.4.4 Resignation

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the Corporation President, the Corporation Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the

Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.4.5 Election to Fill Vacancies

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the President, the Secretary, or the entire Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution. All regular and special meetings of the Board are to be held in compliance with the Ralph M. Brown Act, Government Code sections 54950, et seq. ("Brown Act"),

Section 7.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President (if any), or the Secretary, or any two Directors.

Section 7.7 Notice of Meetings

7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or,
- (d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 72 hours before the time set for a regular meeting and 24 hours before the time set for a special meeting.

7.7.3 Notice Contents

The notice shall state the time and place for the meeting. The notice shall include the agenda.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within the San Gabriel Valley. The Board shall fix the time and place of a regular meeting by a resolution of the Board.

Section 7.9 Meetings by Telephone or Electronic Communications Services

A Director may participate in any meeting by conference telephone or other communications service as long as it is done in compliance with the Brown Act.

Section 7.10 Quorum and Action of the Board

7.10.1 Quorum

A majority of Directors then in office (but no fewer than three Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.10.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

7.10.3 When A Greater Vote is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1; and,
- (c) Removal of a Director as described in Section 7.4.2.

Section 7.11 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.13 Conduct of Meeting

Meetings of the Board shall be presided over by the President or in the absence of the President, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting.

The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Corporation.

Section 7.14 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors.

Section 7.15 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7.16 Emergency Bylaws

7.16.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.16 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Section 7.:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that any such enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed the Governor of the state, including any person serving as Governor in accordance with the California Constitution or California Government Code, or by the President of the United States.

7.17.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the Officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7;

(b) Deem that one or more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

In anticipation of or during an emergency the Board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders. Any actions taken in good faith during an emergency under this section bind the Corporation and shall not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8 COMMITTEES

Section 8.1 Board Committees Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members regardless of whether the Corporation has members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 10.1.2.2 are satisfied.

Section 8.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time and place for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Ad Hoc Board Committees solely comprised of less than a quorum of Directors need not comply with the Brown Act. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 8.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee

business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8.4 Revocation of Delegated Authority

Subject to Section 8.1, the Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 8.5 Nonprofit Integrity Act and Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President, the Executive Director, the Treasurer, or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the selection and dismissal of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 8.6 Advisory Committee

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation (“Officers”) shall be the President, a Secretary, and a Treasurer. Other than the President, these persons may, but need not be, selected from among the Directors. The

Board shall have the power to designate additional Officers who also need not be Directors, with such duties, powers, titles, and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 9.6.6. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

The Executive Director of the SGVRHT may not serve as an Officer of the Corporation, but may serve as the Executive Director of the Corporation.

Section 9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6.6, shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until their successor shall be elected, or their earlier resignation or removal. Officers may be elected for 2 consecutive terms.

Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 9.4 Resignation of Officers

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

Section 9.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, end of term, disqualification, or any other cause 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 and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 9.6.6, such vacancy shall be filled temporarily by appointment by the President, , and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 9.6 Responsibilities of Officers

9.6.1 President

The President shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to them by the Board or prescribed by these Bylaws.

9.6.2 Secretary

The secretary of the Corporation (the "Secretary") shall attend to the maintenance of the following requirements:

9.6.2.1 Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

9.6.2.2 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.

9.6.2.3 Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

9.6.2.4 Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to their agent or attorney, these Bylaws and the minute book.

9.6.2.5 Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

9.6.3 Treasurer

The treasurer of the Corporation (the "Treasurer") shall attend to the following:

9.6.3.1 Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

9.6.3.2 Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

9.6.3.3 Deposit and Disbursements of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of their transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

9.6.3.4 Bond

If required by the Board, the Treasurer 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 their office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in their possession or under their control on his death, resignation, retirement, or removal from office.

9.6.4 Additional Officers

The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

**ARTICLE 10
CONTRACT AND PURCHASING AUTHORITY**

The Corporation may enter into contracts or make purchases as approved by the Board. All contracts, deeds, leases, notes, and other instruments in writing, and to be binding, shall be signed by the President, Executive Director, or other representative as authorized by the Board at a meeting.

**ARTICLE 11
CONFLICTS OF INTEREST**

Section 11.1 Persons Subject to this Article.

This Article 11 shall apply to all Officers, Directors, the Executive Director, and Committee members, who are collectively referred to herein as an Interested Party.

11.2 Interested Person Defined

An Interested Person shall be those who are subject to this Article 11 pursuant to Section 11.1.

11.3 Application of Political Reform Act; Government Code sections 1090 et seq.

For purposes of determining whether a conflict of interest exists, an Interested Person shall have a conflict of interest if a public official, as defined in Government Code section 82048, would have a conflict of interest under the Political Reform Act, Government Code sections 81000 et seq. (the "Act") and/or Government Code sections 1090 et seq. (hereafter, "1090").

11.3.1 Requirements to Authorize Interested Person Transactions that would otherwise constitute a conflict under 1090.

11.3.1.1 By the Board of Directors

The Corporation shall not be a party to any contract in which an Interested Person has a financial interest under 1090, unless the Board finds, after written disclosure by any Interested Person:

- (a) the Corporation is entering into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of any Interested Person), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 10.3.1.

(f) The Interested Person does not participate in the making of the contract in which there is a financial interest by either voting on or attempting to influence the vote of any other Director or Officer.

11.3.2.1 By a Committee

A Committee shall not approve a contract in which one of its members is an Interest Person unless:

(a) the Committee approves the transaction in a manner consistent with the standards set forth for the Board;

(b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and

(c) the Board, after determining in good faith that the two above-enumerated conditions of this Section 11.3,1 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of any Interested Person.

Section 11.4 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if such Director or Officer would otherwise be entitled to be reimbursed for such expenses by the Corporation.

Section 11.5 Duty of Loyalty; Construction with Article 12

Nothing in this Article 11 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 11 shall be construed to override or amend the provisions of Article 12. All conflicts between the two articles shall be resolved in favor of Article 12.

Section 11.6 Duty to Disclose Actual and Potential Conflicts of Interest

An Interest Person shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest arises. This disclosure obligation includes instances in which an Interested Person knows of the potential for a conflict of interest as described in this Article 11 related to their interests or a contract. It also includes instances in which an Interested Person plans not to attend a meeting of the Board or a Committee at which such Director or Officer has reason to believe that the Board or Committee will act regarding a matter about which such Interest Person may have a conflict. Depending on the circumstances, this disclosure may be made to the President, or, if the potential conflict of interest first arises in the context of a Board or Committee meeting, the entire Board or Committee considering the proposed transaction or arrangement that relates to a conflict of interest and in such an event, the Interested Person shall no longer participate in the matter in which there is a conflict of interest. In the event the Interested Person is the President, disclosure shall be made to the Executive Director.

ARTICLE 12

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 12.1 Indemnity

The Corporation shall indemnify any Agent, as that term is defined in California Corporations Code section 5238, to the full extent allowed under the Nonprofit Public Benefit Corporation Law. The

Board shall consider any findings as may be required by the Nonprofit Public Benefit Corporation Law that are a condition precedent to providing indemnification of an Agent.

Section 12.2 Limitations

No indemnification or advance shall be made under this Article 12, in any circumstances when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 12.3 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 12.

Section 12.4 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 12.5 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 12 against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 12; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of the prohibition on self-dealing in section 5233 of the California Nonprofit Corporation Law.

ARTICLE 13 CORPORATE RECORDS AND REPORTS

Section 13.1 Minute Book

The Corporation shall keep a minute book which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. The minute book may either be in written form or in any other form capable of being converted into clearly legible tangible form.

Section 13.2 Books and Record of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" include, but are not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 13.3 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.

13.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 13.4 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

(a) The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;

(d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;

(e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

(1) Any Director or Officer of the Corporation, its parent, or its subsidiary;

(2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 11 or Article 12.

The annual report shall be accompanied by a report of independent accountants on which the annual report is based, or, if there is no such report, the certificate of an authorized officer of the Corporation

Section 13.5 Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents for review.

ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President.

Section 14.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 14.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, donation, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 15 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both legal entities and natural persons. All references to statutes, regulations, and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 16 AMENDMENTS

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

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of [Name of Corporation], a California nonprofit public benefit corporation; that these Bylaws, consisting of ___ pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

[PRINT NAME]

Secretary

San Gabriel Valley Housing Resource Fund