

BY-LAWS
OF
THE SOUTH CAROLINA AFFORDABLE HOUSING INITIATIVE, INC.

ARTICLE I

NAME AND OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at 1917 Harden Street, Columbia, SC, 29204.

Section 2. Registered Office. The registered office of the Corporation as required by law to be maintained in the State of South Carolina may be, but need not be, identical to the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time-to-time.

Section 4. Name. The name of this Non-Profit Corporation is the South Carolina Affordable Housing Initiative, Inc. (hereinafter, "SCAHI").

Section 5. Instrumentality. The South Carolina Affordable Housing Initiative, Inc. is an instrumentality of the Housing Authority of the City of Columbia, South Carolina, (hereinafter, "the Authority"). The assets, operations and management of SCAHI are legally and effectively controlled by the Authority. SCAHI shall be directed by the same persons who constitute the Board of Commissioners of the Authority. The SCAHI Directors' terms shall run concurrently with their positions as Commissioners of the Authority. The SCAHI Directors shall assume such positions as SCAHI Directors when they assume positions as the Authority Commissioners.

Section 6. Corporation Seal. This corporation may have a seal, which shall be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 7. Purpose The purpose of the corporation is to engage and assist in the development and operation of public housing as public housing is defined in the United States Housing Act of 1937 (as amended from time to time) and to enter into any and all agreements with the United States Department of Housing and Urban Development and the State of South Carolina and agencies thereof, to carry of the provisions of the United States Housing Act of 1937 and any appropriate state statutes and amendments thereto, including but not limited to agreements to administer Section 8 Performance Based Contract Administration ("PBCA") contracts as defined by the United States Department of Housing and Urban Development, within and throughout the State of South Carolina. Notwithstanding any other provisions of these By-Laws, SCAHI is organized exclusively for charitable

purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section of 501(c)(3) of the Internal Revenue Code, or the section of any future federal tax code. Notwithstanding any other provisions of these articles, this organization 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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II

BOARD OF DIRECTORS

- Section 1. General Powers.** The business and affairs of SCAHI shall be managed by its Board of Directors.
- Section 2. Members.** The Corporation shall have no members other than Directors. The Directors and any person duly elected as a Director pursuant to the By-Laws of the Corporation shall be members of the Corporation during their terms as Directors solely by virtue of their status as Directors. Membership in the Corporation is not transferable or assignable.
- Section 3. Number, Term and Qualifications.** The number of Directors constituting the Board of Directors for the South Carolina Affordable Housing Initiative, Inc. shall be seven (7) members. The seven (7) members of the Board of Directors shall be the Commissioners of the Authority. The Directors' terms shall run concurrently with their terms as Commissioners of the Authority of and may continue for successive terms provided that they meet the stated qualifications for Directors as stated. The SCAHI Directors shall assume such positions as SCAHI Directors when they assume positions as Commissioners of the Authority.
- Section 4. Election of Officers.** The officers shall be those persons elected as such at the organizational or Annual Meeting of the Board of Directors as provided herein. If any Director so demands, the election of officers shall be by written ballot.
- Section 5. Vacancies.** A vacancy shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason, including, but not limited to, death, removal, resignation, or the Director's ceasing to meet the qualification or in the case of a temporary Director ceasing to be Commissioner of the Authority. A resignation shall be effective upon receipt of written notice by the Board, the Chair of the Board, or the Secretary, unless the notice specifies a later time of effectiveness. The Board of Commissioners of the Authority may remove any Director with or without cause. If a vacancy occurs, the Board of Commissioners of the Authority shall appoint a temporary Director to fill the vacancy.
- Section 6. Chairperson of the Board.** There will be a Chairperson of the Board of Directors elected by the Directors from their number at the organizational or Annual Meeting of the Board. The Chairperson shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation. The Board of Directors shall serve without compensation for their services as such, but the Board may provide for the payment of any reasonable and necessary expenses incurred by Directors in the performance of their duties other than their attendance at meetings of the Board.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on the third Thursday in January of each year at such time and place in the City of Columbia, South Carolina, as shall be designed in the notice of the meeting, or if no designation is made, at the principal office of the Corporation in the State of South Carolina, or on such day and at such time as fixed by the Board of Directors. The Annual Meeting shall be held for the purpose of electing officers, passing upon reports of the previous fiscal year and transacting such other business as may come before the meeting. If the day fixed for the Annual Meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the Annual Meeting at the time designated shall not work forfeiture or dissolution of the Corporation and in the event of such failure, the Annual Meeting shall be held within a reasonable time thereafter.

Section 2. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as the Board of Directors may provide.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) Directors. Such a meeting may be held either within or without the State of South Carolina, as fixed by the person or persons calling the meeting.

Section 4. Notice of Meetings. The person or persons calling a Regular or Special Meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice of the time, date, and place thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 5. Waiver of Notice. Any Director may waive notice of any meeting the attendance by a Director at a 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.

Section 6. Quorum. A majority of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that the quorum for purposes of approving and ratifying a conflict of interest transaction with the Authority shall be two (2) in number. Provided, however, for the purposed of this section, "meeting" shall mean the convening of a quorum of the members of the Board of Directors, whether corporal or by means of electronic equipment.

Section 7. Manner of Acting. Except as otherwise provided in these By Laws, 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. However, where there is a Director "conflict of interest" situation, a majority vote of the quorum for that purpose will be required,

Section 8. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the Minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation consist of a Chairperson, a Vice Chairperson and such other officers as the Board of Directors may from time-to-time elect.

Section 2. Election and Term. The Board of Directors shall elect the officers of the Corporation and each officer shall hold office until death, resignation, retirement, removal, disqualification, or until a successor shall have been elected and qualified.

Section 3. Bonds. The Board of Directors may by Resolution require any officer, agent or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time-to-time be required by the Board of Directors.

Section 4. Chairperson. The Chairperson is the principal Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Corporation. The Chairperson shall, when present preside at all meetings. The Chairperson shall sign with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time-to-time.

Section 5. Vice Chairperson. In the absence of the Chairperson or in the event of his or her death, inability or refusal to act the Vice Chairperson, unless otherwise determined by the Board of Directors, shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time-to-time may be assigned to him or her by the Chairperson or Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS DEPOSITS AND GIFTS

- Section 1. Contracts.** Subject always to the Articles of Incorporation, as amended, the Board of Directors may authorize any officer or officers, agent or agents, 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.
- Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a Resolution of the Board of Directors and permitted under the terms of the Articles of Incorporation of the Corporation, as amended. Such authority may be general or confined to specific instances.
- Section 3. Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by Resolution of the Board of Directors.
- Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such depositories as the Board of Directors may select.
- Section 5. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

ARTICLE VI

BOOKS, RECORDS, AUDITS AND REVIEWS

- Section 1. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees, having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by the Authority, its agents or attorneys at any reasonable time.
- Section 2. Authority Review.** The activities of the Corporation shall be subject to annual review by the Authority. All books and records of the Corporation may be inspected at any reasonable time by the Authority or its agents or attorneys.
- Section 3. Department of Housing and Urban Development Review.** Any program under the auspices of the Department of Housing and Urban Development and pursued by the Corporation becomes the basis for that Department's review and approval of these By-Laws.

ARTICLE VII

GENERAL PROVISIONS

- Section 1. Waiver of Notice.** Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles, or these By-Laws, as it may deem advisable for the management of the business and affairs of the Corporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnify. To the greatest extent permitted by the laws of the State of South Carolina and the United States of America, the Corporation shall indemnify any Director or officer or former director or officer of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of being or having been such Director or officer.

Section 2. Insurance. The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against him or her or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE IX

RIGHTS AND LIABILITIES OF DIRECTORS

Section 1. Property Interest of Directors. No Director of the Corporation shall have any right, title or Interest in or to any property or assets of the Corporation, either prior to or at the time of any liquidation or dissolution of the Corporation, all of which properties and assets shall at the time of any liquidation or dissolution, but only after payment of all of its liabilities, be transferred to the Authority, or to another public housing agency, or to another non-profit entity as determined by the Authority, as provided in the Articles.

Section 2. Non-Liability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts of the Corporation and no Director shall be liable or responsible for any debts or liabilities of the Corporation.

ARTICLE X

NON-PROFIT CORPORATION

The Corporation shall at all times be operated on a non-profit basis, and no interest or dividends shall be paid or payable by the Corporation to any Director. The Corporation shall be operated for the public and charitable purposes for which the Corporation was created.

ARTICLE XI

AMENDMENTS TO BY-LAWS

subject always to the approval of the Board of Commissioners of the Authority or its legal successor under the South Carolina Housing Authorities Law, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Directors then holding office at any Regular or Special Meeting of the Board of Directors so long as the By-Laws as amended or adopted are consistent with and do not contravene the Articles of Incorporation of the Corporation. Notwithstanding the foregoing, ARTICLE IX, SECTION 1; ARTICLE X; ARTICLE XI and ARTICLE XII of these By-Laws may not be altered, amended, or repealed.

ARTICLE XII

DISSOLUTION

In the event of dissolution, all assets of the Corporation shall be distributed to the Authority, or shall be distributed to the federal government, or to a state or local government, for a public purpose.


Bobby Gist
Chair of the Board

11/19/2009

Date


Gilbert Walker
Secretary

11/19/2009

Date