

**BYLAWS
OF
GREER HOUSING GROUP, a South Carolina nonprofit corporation**

Article 1

Name

The name of this organization shall be Greer Housing Group (the "Corporation"). The Corporation is incorporated as a nonprofit corporation in the State of South Carolina.

Article 2

Purpose and Process

The purposes for which the Corporation is organized are as follows:

- {i) To provide affordable housing to low-income persons and families who qualify for housing pursuant to income guidelines and other guidelines promulgated by the Corporation.
- (ii) To engage in the acquisition, rehabilitation, repairing, construction, reconstruction and leasing of apartments, buildings, houses and other structures and improvements located in the areas in which the Corporation is working.
- (iii) To engage in such educational, outreach and community efforts as will assist in the overall development of housing in the areas in which the Corporation is operating.
- (iv) To coordinate with and work in conjunction with other organizations which are working in and offering housing services in the areas in which the Corporation is operating and which are promoting the same goals as the Corporation.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws.

Article 3

Corporate Seal

This Corporation shall use as its official corporate seal a seal which shall be circular in form and shall have inscribed thereon the name of the corporation, State of South Carolina, Corporate Seal, and the year of incorporation.

Article 4
Registered Office And Agent

Section 1. Registered Office. The Registered Office of the Corporation required by law shall be as designated in the Articles of Incorporation, as amended. The Registered Office need not be identical with the principal place of business of the Corporation. The Corporation may maintain such places of business, either within or without the State of South Carolina, as the Board of Directors may from time to time approve.

Section 2. Registered Agent. The Registered Agent of the Corporation required by law shall be designated in the Articles of Incorporation, as amended.

Section 3. Changes. The Board of Directors may change the Registered Office and the Registered Agent at its discretion from time to time by filing such change or changes as required by law with the Secretary of State of South Carolina.

Article 5
Directors

Section 1. Function of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these bylaws.

Section 2. Number and Make-up of Directors. The initial number of Directors of the Corporation shall be no less than five (5) and no more seven (7). The Board of Directors shall consist of then appointed Commissioners of Greer Housing Authority (the "Authority").

Section 3. Terms of Directors. Directors shall serve terms concurrent with their respective terms as Commissioners of the Authority, unless re-elected or appointed as specified below. The terms of Directors shall be deemed to begin when their term as a Commissioner of the Authority began.

Section 4. Attendance; Removal from Office. More than three (3) consecutive absences from scheduled meetings during a fiscal year without sufficient reason, as defined by the Board, and without prior notice, shall constitute grounds for removal from the Board of Directors, subject to approval by a vote of two-thirds of the Directors present. Any Director may be removed from his or her position for cause by the affirmative vote of at least two-thirds of the members of the Board of Directors. Cause shall include, but not be limited to, misappropriation of funds, misuse or misrepresentation of the Corporate name or Corporate purposes or conduct inconsistent with the interests or purpose of the Corporation

Section 5. Vacancies. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

Any vacancies on the Board of Directors resulting from the removal or the resignation of a Director shall be filled by a replacement Director appointed by the City of Greer and who will serve for the remainder of the term of the seat so vacated.

Section 6. Place of Director's Meetings. Meetings of the Board of Directors, regular or special, will be held at the primary place of business for this corporation or at any other place within or without the State of South Carolina as provided or such place or places as the board of directors may designate by resolution duly adopted.

Section 7. Regular and Special Meetings. The Board of Directors shall meet one (1) time per year which shall coincide with the annual meeting of the Authority, or more frequently as is deemed necessary by the Board of Directors. The Secretary shall provide written notice for the one (1) regular meeting. Notice must be provided to the Director's address registered with the Secretary at least two (2) days prior to a regular Board meeting.

Special meetings of the Board of Directors may be called by:

- (a) a majority of the Board of Directors; or
- (b) the Chairperson.

Verbal notice shall be given to each Board member twenty-four (24) hours prior to a special meeting with the exception of special meetings held to amend the articles of incorporation or the bylaws, for which written notice of two (2) days shall be required.

Public notice of meetings shall be provided in accordance with Section 30-4-80 of the South Carolina Freedom of Information Act.

Section 8. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted. Attendance by a director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum. The presence of a majority of Directors shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 10. Voting. Each Director shall have the right to one vote on each matter before the Board of Directors.

Section 11. Electronic Participation at Meetings. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently. Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 12. Action without Meeting. Any action required by law or under the Articles of Incorporation or by these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by two thirds (2/3) of the Directors entitled to vote with respect to the subject matter of such consent. Written consents may be in the form of an original writing, a facsimile or an electronic transmission and shall be included in the minutes of the Board of Directors filed with the Corporation's records.

Section 13. Self-Dealing. No Director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain to the detriment of the Corporation. Any Director who so abuses confidential information shall be removed from the Board by a vote of the Board of Directors at a meeting wherein prior notice of the nature of the proposed removal has been given to each Director.

Article 6 **Officers and Staff**

Section 1. Roster of Officers. The Corporation shall have a President, Vice-President, Secretary and Treasurer.

Section 2. Selection and Removal of Officers. All officers shall serve one (1) year terms that begin on January 1 of that calendar year. Officers shall be elected by the Board of Directors at the annual meeting and following the election of new Directors. Officers shall remain in office until their successor has been selected.

Section 3. President. The President will, subject to the control of the Board of Directors or the Executive Committee, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.

Section 4. Vice-President. The Vice-President also will be responsible for all duties and responsibilities of the President that the President may assign to the Vice-President from time to time.

Section 5. Secretary. The Secretary will keep minutes of all meetings, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

Section 6. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in

general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

Section 7. Removal of Officers. Any officer elected or appointed to office may be removed by a majority of the Board of Directors, whenever in their judgment, the best interests of this Corporation will be served.

Article 7

Committees

The Board of Directors may, from time to time, designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. Membership on such committees is not limited to Directors and may include the general public.

Article 8

Operations

Section 1. Fiscal Year. The fiscal year for this Corporation will begin on January 1 of each calendar year and will end on December 31.

Section 2. Execution of Instruments and Documents. Except as otherwise provided by law, checks, drafts and orders for the payment of money of amounts exceeding Five Hundred and No/100 (\$500.00) Dollars of this Corporation shall be signed by the President and the designated member of the finance department. Checks, drafts and orders for amounts less than Five Hundred and No/100 (\$500.00) Dollars may be signed by the President or the designated member of the finance department.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and countersigned by the Secretary. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation may be signed by the President if so authorized by a properly adopted resolution of the Board of Directors.

No contract shall be valid unless it is authorized or ratified by a properly adopted resolution of the Board of Directors.

Section 3. Books and Records. The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of Board of Directors meetings, the Executive Committee and any other Committees. The Corporation will keep at its principal place of business the original copy or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 4. Inspection of Books and Records. All books and records of the Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 5. Loans to Management. The Corporation will make no loans to any of its Directors or Officers.

Article 9 **Code of Ethics**

It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Board. To accomplish this, each Board member shall conduct themselves at all times in the best interest of the Corporation. In this regard, each Board member shall abide by the following "Code of Ethics." No code or set of rules can be framed which will particularize all the duties of a Board member. Yet, the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned. The Code of Ethics is as follows:

- (a) Board members shall put forth their best effort to attend all meetings and constructively participate in the same.
- (b) Board members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- (c) Board members shall, neither by commission or omission, foster rumors within the community.
- (d) Board members shall exercise good judgment in the control and use of confidential information that may, from time to time come into their possession.
- (e) Each Board member shall serve as a public relations agent for the Corporation and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.

Article 10 **Conflict of Interest Policy**

Section 1. Conflicts Prohibited. No employee, agent, consultant, Director or officer of the Corporation may obtain a financial interest or benefit from the Corporation's operation of any program, or have an interest in any contract, subcontract or agreement with respect thereto, or the proceeds thereunder during one's tenure, or for one (1) year thereafter. Nor shall an immediate family member or business associate of an employee, agent, consultant, Board member or officer, obtain a financial interest or benefit from a transaction or contract of the Corporation.

At all times Directors shall vote in the best interests of the Corporation and shall support the purposes of the Corporation and shall not put personal interests or the interests of their particular organization above those of the Corporation.

Section 2. Waiver of the Conflict. For all conflict of interest questions involving employees, agents, consultants, Directors or officers, the Board of Directors may grant an exception to the provisions of Section 1 of this Article on a case-by-case basis when it determines

that the exception will serve to further the purposes of the Corporation and its effective and efficient administration of its programs or projects.

The Board of Directors may consider granting an exception only after the material facts as to the conflict of interest have been disclosed or otherwise made known to the Board of Directors and the Board of Directors has been provided with evidence that the proposed benefit is not in violation of any federal, state or local laws. Further, any decision to grant an exception must have the support of a majority of disinterested Directors. Directors with potential conflicts of interest shall not participate in voting on such matters.

In determining whether to grant an exception, the Board of Directors will consider the cumulative effect of the following factors, where applicable:

- (a) whether the exception would provide a significant cost benefit or essential degree of expertise to the Corporation which would otherwise not be available;
- (b) whether the contract or other transaction is fair and reasonable to the Corporation at the time it is authorized, approved or ratified;
- (c) whether the opportunity was provided for open competitive bidding and/or negotiation;
- (d) whether the affected person has withdrawn from his or her functions or responsibilities, or the decision-making process with respect to the specific assisted activity in question;
- (e) whether the interest of benefit was present before the affected person was an employee, agent, consultant, Board member or officer of the Corporation;
- (f) whether undue hardship will result either to the Corporation or to the person affected if the transaction does not occur when weighted against the public interest served by avoiding the prohibited conflict; and
- (g) any other relevant consideration.

Section 3. Other Governing Policy. In addition to the procedures detailed in Sections 1 and 2 of this Article, the Corporation will follow the conflict of interest guidelines contained in the South Carolina Nonprofit Corporation Act, the prohibition against private inurement contained in section 501(c)(3) of the Internal Revenue Code of 1986 and any other conflict of interest policies imposed by federal, state and local law with jurisdiction over the Corporation.

Article 11

Limitation of Liability

Section 1. Assumption of Liability of Volunteers. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of any of its volunteer Directors, volunteer officers or other volunteers, to the fullest extent allowed under the South Carolina Nonprofit Corporation Act. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any subsequent federal tax code.

Section 2. Indemnification. Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, employee or volunteer, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or volunteer. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, employee or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on any director, officer, employee, volunteer or other agent against any liability incurred by him that arises out of such person's status as a director, officer, employee, volunteer or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Section 3. Amendment to the South Carolina Nonprofit Corporation Act.


If the South Carolina Nonprofit Corporation Act (the "Act") is amended after the filing of the Corporation's articles of incorporation to authorize the further elimination or limitation of the liability of Directors, officers and other volunteers, then such liability of members of the board of Directors, in addition to that described in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any subsequent federal tax code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors of the Corporation for or with respect to any acts of omission occurring before the effective date of any such amendment or repeal.

Article 12 **Amendments**

These Bylaws may be amended or repealed only by the affirmative vote of at least two-thirds of the of the seated Directors of the Corporation. Any proposed change to Board of Directors must be properly set forth in the notice properly delivered prior to a meeting of such body.

The undersigned Secretary of the Corporation does hereby certify that the foregoing Bylaws were adopted as and for the Bylaws of the Corporation by its Directors on September 26, 2024.

Approved:



Secretary