

**FIFTEENTH AMENDED AND RESTATED
BYLAWS
OF
MERCY HOUSING, INC.
EFFECTIVE DATE: January 1, 2016**

**ARTICLE I
Name; Office: Agent**

Section 1: Name The name of this Corporation shall be Mercy Housing, Inc. hereinafter referred to as MHI.

Section 2: Office The address of the principal office of this Corporation is 1999 Broadway, Suite 1000, Denver, Colorado 80202. This Corporation may have such other offices as the Board of Trustees of this Corporation may, from time to time, designate.

Section 3: Agent The name and address of the registered agent of this Corporation is CSC-Lawyers Incorporating Service Company, 1900 First Bank Building, 233 S. 13th Street, Lincoln, NE 68505, Lancaster County.

**ARTICLE II
Founding Communities**

The Founding Communities, hereinafter referred to as "Founding Community" or "Founding Communities" are: (1) the Sisters of Mercy West Midwest Community, Omaha, Nebraska; (2) the Sisters of St. Joseph of Peace; (3) the Sisters of St. Joseph of Orange, Orange, California; (4) the Daughters of Charity of St Vincent De Paul, Province of Los Altos Hills, California; (5) the Sisters of Bon Secours in the United States, Inc., Marriottsville, Maryland; (6) the Sisters of Mercy South Central Community, Belmont, NC; (7) the Daughters of Charity of St. Vincent De Paul, Province of Saint Louise, acting through Daughters of Charity ministries, a Missouri nonprofit corporation and (8) the Sisters of Mercy Northeast Community, Cumberland, Rhode Island.

**ARTICLE III
Purposes**

This Corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The objects and purposes of this Corporation shall be:

- (a) the operation and management of the affairs, property, business and activities of this Corporation including without limitation, directly or indirectly, to support and foster the development, acquisition, financing, operation and management of quality, affordable, program enriched housing for low and moderate income persons; and
- (b) to solicit and receive grants, gifts, loans and other funding for such purposes.

This Corporation shall be operated exclusively for educational and charitable purposes and in a manner which is consistent with and supportive of the Mission and Philosophy of the Founding Communities.

ARTICLE IV **Membership**

Section 1: Sponsor Council. The Corporation shall have a Sponsor Council composed of one representative from each of the Founding Communities. The Sponsor Council will meet at least annually.

Section 2: Corporate Member Group. The Corporate Member Group shall be composed of (5) five representatives from either the Founding Communities or from another Catholic Women's Religious Community. The initial members shall be, Sister Barbara Busch, Sister Diane Hejna, Sister Rose Marie Jasinski, Sister Patricia McDermott, and Sister Linda Werthman. Their term shall be (5) five years from January 1st, 2016. The Corporate Members will also serve on the MHI Board of Trustees. The powers, duties and reserved rights of the Corporate Member Group are set forth below.

Section 3: Reserved Rights of the Corporate Member Group. The powers, duties, and rights reserved to the Corporate Member Group shall be, but are not limited to, the following:

- (a) Any change to the Articles of Incorporation or Bylaws of this Corporation that affects the purpose of the corporation and the role and/or the reserved rights of the Corporate Member Group.
- (b) Adoption and/or amendment of the Vision, Mission and Core Values statements of MHI;
- (c) Filling any vacancy on the Corporate Member Group;
- (d) Appointment of the Chair of the Corporate Member Group;
- (e) Determination of and/or change in the Reserved Rights of the Corporate Member Group;
- (f) Approval of the merger or consolidation of this Corporation into or with any other corporation or association, and the dissolution or otherwise wrapping up of the affairs of this corporation;
- (g) Approval of the sale, lease, exchange, mortgage, pledge, encumbrance or other disposition of all, or substantially all, of the assets of this Corporation;
- (h) Appointment or removal, with or without cause, of members of the Board of Trustees of this Corporation;

- (i) Appointment and/or termination of the Chief Executive Officer of this Corporation; and
- (j) Approval of the Strategic Plan for this Corporation.

Exercise of these Reserved Rights shall require the unanimous consent of the Members of the Corporate Member Group. Neither the Board of Trustees, nor any officer or employee of the Corporation shall take any action either in contradiction of any of the foregoing rights or without first having secured the necessary approvals as may be required by these Bylaws. In the exercise of its approval rights, the Corporate Member Group may simply grant or withhold its approval in whole or in part, or, in its complete discretion, prescribe such other or different action as it may deem appropriate.

Section 4: Meetings of the Corporate Member Group

Section 4.1: Annual Meeting The Corporate Member Group shall meet at least annually.

Section 4.2: Special Meetings The Chairperson of the Corporate Member Group, any individual Member, the Chairperson of the Board of Trustees, or the Chief Executive Officer of this Corporation, hereinafter referred to as "CEO", may call special meetings of the Corporate Member Group. The CEO shall call special meetings of the Corporate Member Group whenever required to do so by the Corporate Member Group. Special meetings of the Corporate Member Group may be called for any purpose or purposes.

Section 4.3: Meetings by Telephone Meetings of the Corporate Member Group or any committee thereof may be held by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.4: Notice of Meetings; Waiver Notice of each meeting of the Corporate Member Group stating the place, day and hour of the meeting shall be given to each Member's business address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex or facsimile notice (and the method of notice need not be the same as to each Member). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed to be given when the transmission is completed. Any Member may waive notice of any meeting before, at or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Corporate Member Group need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.5: Action without a Meeting Any action required to be taken at any annual or special meeting of the Corporate Member Group may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the Corporate Members.

Section 5: Quorum All members of the Corporate Member Group shall be present to constitute a quorum at any annual or special meeting of the Corporate Member Group.

ARTICLE V

Board of Trustees

Section 1: General Powers Subject to (i) the laws of the State of Nebraska, (ii) the Articles of Incorporation, (iii) these Bylaws and (iv) the Reserved Rights of the Corporate Member Group, the Board of Trustees, hereinafter referred to as "Board", shall have and may exercise all control and management of the property, affairs and funds of this Corporation, and the power and authority to do and perform all acts and functions on behalf of this Corporation.

Section 2: Method of Appointment The Corporate Member Group shall appoint individuals to serve on the Board. The Nominating Committee of the Board shall present a slate of nominees, together with the credentials of such nominees, to the Board. From this slate of nominees, the Board shall make recommendations to the Corporate Member Group for appointment. Nominees to the Board will meet criteria for board membership adopted by the Corporate Member Group. The Corporate Member Group may approve or reject any nominee, or call for the recommendation of one or more additional nominees, or elect individuals directly to the Board by giving written notice of the same to the Chairperson of the Board.

Section 3: Number and Term.

Section 3.1: Number Subject to the powers reserved to the Corporate Member Group, the affairs of this Corporation shall be governed by the Board. The Board shall consist of not less than five (5) nor more than twenty (20) qualified persons, (25%) twenty five percent of whom will be members of a Catholic Women's Religious Community.

Section 3.2: Term The term of each Trustee shall be determined by the Board as a whole. Save for members of the Corporate member group, no Trustee shall serve for a period of more than nine (9) consecutive years. After one years' absence an individual may be reappointed to the Board. A Trustee having three (3) consecutive unexcused absences shall automatically cease to be a member of the Board.

Section 4: Vacancies In the event an interim vacancy occurs on the Board, the Corporate Member Group shall appoint a qualified person as a member of the Board, and such person may either be independently selected by the Corporate Member Group or may be recommended to the Corporate Member Group by the remaining members of the Board. Any Trustee so appointed shall remain a Trustee for the duration of his or her predecessor's unexpired term and may be reappointed in accordance with the provisions of this Article VI.

Section 5: Removal of Trustees Any Trustee may be removed, with or without cause, by action of the Corporate Member Group.

Section 6: Conflicts of Interest The members of the Board (hereinafter referred to as "Trustees") shall in no way permit their positions on the Board, in relation to their personal business, to conflict with the activities of this Corporation, and each Trustee shall annually sign a statement, in a form to be adopted by the Board, whereby he or she shall agree to disclose, at any time and from time to time, all such conflicts.

Section 7: Confidentiality Each Trustee shall annually sign a statement, in a form to be adopted by the Board, whereby he or she shall indicate an understanding of the confidential nature of information shared with the individual as a Trustee of the Corporation.

Section 8: Quorum A simple majority of all of the Trustees shall constitute a quorum at any meeting of the Board. The act of a majority of the Trustees present at a meeting where a quorum has been established shall be the act of the Board, except as otherwise required by the laws of the State of Nebraska, the Articles or these Bylaws. For purposes of quorum, discussion, voting and all other matters dependent upon a Trustee's presence at a regular or special meeting of the Board, a Trustee shall be regarded as being present at a meeting of the Board if such Trustee is in telephonic or video and audio contact with each of the other Trustees actually present at such meeting. If a quorum is not established at any properly called regular or special meeting of the Board, the Trustees present at such meeting may adjourn the meeting, and such adjourned meeting may be reconvened without notice, other than announcement of such adjourned meeting, at any time a quorum can be established.

ARTICLE VI

Officers of the Board

Section 1: Officers of the Board The Board shall elect a Chairperson and a Vice Chairperson of the Board from among its members. The terms of such Chairperson and Vice Chairperson shall be for a period of two (2) years or until such time as their respective successors are duly qualified and elected. No Trustee shall serve more than four (4) consecutive years as Chairperson. The Chairperson shall preside over all meetings of the Board, and in the absence of the Chairperson, the Vice Chairperson shall preside over the meeting.

ARTICLE VII

Meetings of the Board

Section 1: Meetings of the Board Meetings of the Board may be held within or outside of the State of Nebraska.

Section 1.1: Regular Meetings Regular meetings of the Board shall be held at least twice a year, with the date and time of the meeting to be determined by the Board. Written notice of all regular meetings of the Board shall be delivered to each Trustee, either personally or by United States Mail, at least five (5) days prior to the date of such meeting, and such notice shall

state the date, hour, and place of such meeting and shall set forth an agenda of specific items to be discussed at such meeting. The business of a regular meeting of the Board shall not be limited to the specific items listed on the agenda for such meeting.

Section 1.2: Special Meetings Special meetings of the Board may be called by the Chair of the Board, the President or by the Chair of the Corporate Member Group. Special meetings shall be called by the President within seven (7) days of the President's receipt of a written request of the Chair of the Corporate Member Group or of at least one-third (1/3) of all the Trustees. Written notice of any special meeting of the Board shall be delivered to each Trustee, either personally or by United States Mail, at least five (5) days prior to the date of such meeting, and such written notice shall state the date, hour, and place of such meeting and shall set forth an agenda of the specific items to be discussed at such meeting. No business other than that listed on the agenda for a special meeting of the Board shall be transacted at such meeting, except with the consent of all of the Trustees.

Section 1.3: Meetings by Telephone Meetings of the Board or any committee thereof may be held by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 1.4: Required Actions Any action required to be taken at a regular or special meeting of the Board, or any other action which may be taken at a regular or special meeting of the Board, may be taken without a meeting if a unanimous written consent, setting forth the action so taken, shall be signed by each member of the Board.

Section 1.5: Waiver of Notice of Meetings Any member of the Board may waive notice of any meeting before, at or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

ARTICLE VIII

Committees of the Board

Section 1: General Committees of the Board shall be standing and special. Each committee may exercise authority of the Board or take actions to the extent permitted by law and expressly specified by policy established from time to time by the Board. Unless otherwise provided in these Bylaws, committee membership may include individuals other than members of the Board; provided, however, that only Board members shall be entitled to vote on committee actions exercising the authority of the Board. Unless otherwise provided by the Board or in these Bylaws, committee members may be appointed by the Chairperson subject to approval by the Board, and may be removed either by the Chairperson or by the Board. An agenda of each meeting of a committee of the Board shall be prepared and provided to the members of the committee. A simple majority of all the members of a committee entitled to vote shall constitute a quorum with respect to such action, and the vote of the majority of such members present at a committee meeting where such a quorum has been established shall be the act of such

committee. Minutes of the committee meetings shall be recorded and copies of such minutes shall be forwarded to the Board.

Section 2: Standing Committees The Corporation shall have the following standing committees of the Board: an Executive Committee, a Nominating Committee, a Finance Committee, and an Audit Committee. The Board may establish other standing committees as it determines from time to time.

Section 2.1: Executive Committee The Executive Committee shall be composed solely of Board members and shall consist of at least one (1) member of the Corporate Member Group, appointed by the Corporate Member Group and at least two (2) members of the Board. The Executive Committee shall consider persons to fill vacancies in the Corporate Member Group and for trusteeship according to the criteria for membership approved by the Corporate Member Group and shall have the authority to act on all other matters assigned to it by the Board.

Section 2.2: Finance Committee The Finance Committee may exercise the full authority of the Board in approving any and all real estate transactions involving this Corporation, or any subsidiary or affiliate of this Corporation, provided the terms of such transactions are within the limits established for Finance Committee approval set forth in the version of Board of Trustees Policy Statement No. B.600 approved by the Board of Trustees and the Corporate Member Group at the time such approval action is taken by the Finance Committee. The Finance Committee's authority described in the preceding sentence shall include, without limitation, the authority to approve and authorize on behalf of the Corporation any and all guarantee obligations to be assumed by the Corporation in connection with any applicable real estate transaction, and to authorize the pledging of collateral by the Corporation to secure such guarantee obligations.

Section 2.3: Audit Committee. The Audit Committee shall be responsible for recommending to the Board the selection of an audit firm, for reviewing with the auditors and with senior management the Corporation audit reports, management letters, audit plans and internal controls, and for reporting to the Board regarding the results of such reviews. The Audit Committee shall have at least two (2) members with the qualifications necessary to be considered financial experts according to guidelines established by the Board. The Audit Committee shall also be responsible for administering the retirement plans of the Corporation, in accordance with policies established by the Board from time to time with respect to such plans.

Section 3: Special Committees. The Board may establish special committees as it determines from time to time. A special committee shall limit its activities to the accomplishment of the tasks for which it is established and shall present a written report of its activities to the Board unless the Board instructs otherwise. A special committee shall stand discharged upon its completion of the task for which it is established.

Section 4: Mercy Loan Fund: The Chairperson of the Board may appoint members of the Board to serve on the Board of Directors of the Mercy Loan Fund in accord with policy established, from time to time, by the Board.

Section 5: Mercy Portfolio Services: The Chairperson of the Board may appoint members of the Board to serve on the Board of Directors of Mercy Portfolio Services in accord with policy established from time to time by the Board.

ARTICLE IX

Officers of the Corporation

Section 1: General The officers of this Corporation shall be a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers, all as may be elected, from time to time, by the Board. The same person may simultaneously hold more than one office in this Corporation.

Section 2: Chief Executive Officer The Chief Executive Officer (CEO) shall be appointed by the Corporate Member Group. The CEO shall not be a member of the Board.

Section 2.1: Selection Process The (CEO) will be selected according to the process adopted, from time to time, by the Corporate Member Group, which process shall include participation by the Board of Trustees. Notwithstanding the elective power retained by the Corporate Member Group as to the CEO, the CEO shall be directly accountable to the Board for his/her supervision and administration of the day-to-day operations of the Corporation.

Section 2.2: Authority and Responsibility The CEO shall have the authority and responsibility necessary to operate the business of this Corporation in all its day-to-day activities, subject to such policies as may be adopted and such orders as may be issued, by the Board. The CEO shall carry out those duties usually incident to the office of CEO. The CEO shall execute all documents on behalf of this Corporation unless the Board has generally or specifically delegated the authority to execute the document in question to another officer of this Corporation. The President of each subsidiary corporation shall be appointed, evaluated and terminated upon recommendation of the CEO of this Corporation by the Board of Directors of the subsidiary corporation.

Section 3: President The President shall act as CEO in the absence of the CEO, and when so acting, shall have the power and authority of the CEO. A Vice President shall carry out all duties delegated to him or her by the President.

Section 4: Secretary The Secretary shall keep the minutes of all meetings, provide written notice of all meetings and copies of previous meetings in accordance with these Bylaws or as required by the laws of the State of Nebraska, and shall act as the custodian of this Corporation's records and seal.

Section 5: Treasurer The Treasurer shall be a principal financial officer of the Corporation and shall ensure that there is an adequate and correct accounting of the property and business transactions of this Corporation.

Section 6: Removal of Officers Any officer, other than the CEO, elected by the Board, may be removed at any time, for cause or without cause, by an affirmative vote of two-thirds (2/3) of all the members of the Board; the removal of the CEO shall be by affirmative vote of the Corporate Member Group in full consultation with the Board.

Section 7: Vacancies In the event a vacancy occurs in any office other than that of the CEO of the Corporation, the Board shall elect, at a regular meeting or a special meeting of the Board, a person to succeed to such office.

ARTICLE X

Boards and Other Ancillary Groups

The Board may establish any boards or other ancillary groups to facilitate the activities and services of this Corporation. These boards or groups shall operate under bylaws which shall be approved by the Board.

ARTICLE XI

Contracts, Agreements, Legal Instruments

Section 1: Subject to any limitation contained in the Articles of Incorporation or in the Bylaws, the CEO, the President or any Vice President of the Corporation may, in the name and on behalf of the Corporation, execute and deliver any contract or other instrument authorized in writing by the Board.

Section 2: No loan or advance shall be contracted by or on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name and no property of the Corporation shall be mortgaged, pledged, hypothecated, transferred or conveyed as security for the payment of any loan, advance indebtedness or liability of the Corporation, unless and except as authorized in writing by the Board. Any such authorization may be general or confined to specific instances but shall be in compliance with these Bylaws.

Section 3: All funds and other valuable assets of the Corporation not otherwise employed shall be deposited, from time to time, to its credit in such banks or trust companies or with such bankers or other depositories as the Board may select or as from time to time may be selected by any officer or agent authorized to do so by the Board.

Section 4: All notes, drafts, acceptances, checks, endorsements, and, subject to the provisions of these Bylaws, evidence of indebtedness of the Corporation shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board may, from time to time, determine. Endorsements for deposit to the credit of the Corporation in

any of its duly authorized depositories shall be in such manner as the Board, from time to time, may determine.

Section 5: The Board may accept on behalf of the Corporation any gift, bequest or device for the general purposes or for any special purpose of the Corporation.

Section 6: This Corporation may from time to time establish, incorporate, acquire, or sponsor subsidiary corporations and may reserve certain rights in such subsidiary corporations including, without limitation, the right to appoint or remove certain officers and directors and the right to approve amendments to the mission, purpose, articles, or bylaws of such subsidiary corporations.

ARTICLE XII

Corporate Seal

The corporate seal shall be in the form impressed hereon. The form of the seal may be changed by the Board.

ARTICLE XIII

Amendment of Bylaws

(a) These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the members of the Board in office at the time at any regular or special meeting. Save that any change to these Bylaws that affects the purpose of the corporation, or changes the Reserved Rights, shall also require the unanimous consent of the members of the Corporate Member Group.
, or upon action initiated by the Corporate Member Group in the manner provided by law. These Bylaws shall be reviewed at least biannually by the Board.


ARTICLE XIV

Fiscal Year

The fiscal year of this Corporation shall end on December 31st of each year.

ADOPTED on this 14th day of October, 2015.

MERCY HOUSING, INC.



Jane Graf
CEO

12/16/15

Date