

**AMENDED BYLAWS  
OF  
HOMELESS NO MORE, INC.**

**ARTICLE I  
Name and Purpose**

**SECTION 1.01. Name and Seal.** The name of the Corporation shall be Homeless No More, Inc. (the "Corporation").

**SECTION 1.02. Corporate Offices.** The principal office of the Corporation shall be located within Richland County, South Carolina. The Corporation may from time to time establish such other offices as the Board of Directors (the "Board") may designate or as the affairs of the Corporation may require.

**SECTION 1.03. Purposes.** The Corporation is committed to the offering of a seamless continuum of services and housing to homeless and at-risk families in the midlands of South Carolina and creates an environment for these families to maximize their potential and move forward towards independent lives. The Corporation is organized to provide the vehicle by which low-income housing may be rehabilitated and/or built new, initially in the Columbia, South Carolina metropolitan area; and to provide and coordinate necessary support services for low-income families in need of housing in accordance with the provisions of 26 U.S.C. Sections 501(c)(3) and 509 (a)(1), (2), and (3) and the regulations thereunder, and Sections 12-7-415 and 12-7-430(h), Code of Laws of South Carolina, 1976, as amended ("South Carolina Code"); and incorporated under the South Carolina Non-Profit Corporation Act (Article 1, Chapter 31, Title 33 of the South Carolina Code).

**SECTION 1.04. Public Charity.** The Corporation shall at all times conduct itself as a public charity as that term is used in the Internal Revenue Code of 1986, as amended (or such other Revenue Law of the United States). The Board shall take whatever action is necessary so as to insure that the Corporation will continue to be so qualified.

**ARTICLE II  
Board of Directors**

**SECTION 2.01. Powers.** Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, the Board shall exercise all the corporate powers of the Corporation and shall govern its activities, affairs, and property.

**SECTION 2.02. Number and Nomination.** The Board shall consist of no fewer than nine (9) and no greater than twenty-one (21) members. No applicant or candidate for membership on the Board shall be discriminated against because of race, creed, color, religion, national origin, gender, obligation for military service, marital status, age, or sexual orientation. All nominations to the Board shall be made by the Executive Committee. A Director-nominee shall be elected to the Board by a majority vote of all Directors then serving.

**SECTION 2.03. Qualification.** Each Director shall be at least eighteen (18) years of age and a resident of the United States.

**SECTION 2.04. Term of Office.** The elected members of the Board shall be divided into three (3) classes of Directors as nearly equal in size as is practicable. One class shall stand for election each year. A term will consist of three (3) consecutive years of service. A Director may serve for up to three (3) consecutive terms or nine (9) years in total or until his or her successor is elected and qualified. Thereafter, a person shall not be eligible for election as a Director until one (1) year has passed, from one annual meeting to the next annual meeting, referred to as a "gap" year. After the first gap year, a Director may be elected to additional three (3) year terms, each to be followed by a gap year.

**SECTION 2.05. Vacancies.** Vacancies created by the death, resignation, or removal of a Director may be filled by the affirmative vote of the majority of the Directors present at any regularly scheduled meeting provided that there is a quorum. Each Director appointed to fill a vacancy shall serve the remainder of the term of the Director whose seat has been vacated. All nominations to the Board to fill a seat which has been vacated shall be made by the Executive Committee.

**SECTION 2.06. Meetings.** There shall be an annual meeting of the Board for the election of Directors and the Officers of the Board and for the transaction of such other business as may properly come before the meeting which shall be held in September of each year or such other time as the Board designates. Regular meetings of the Board shall be held in accordance with a schedule that the Board may establish from time to time, but in no event shall the Board meet less than once each quarter. Special meetings may be held at any time when called by the Executive Committee or the Chair of the Board.

**SECTION 2.07. Notice of Board Meetings and Waiver of Notice.** Notice of each meeting of the Board shall be: (a) mailed, faxed, e-mailed, or delivered to each Director, addressed to such Director at the residence or usual place of business of such Director, not fewer than five (5) or more than thirty (30) days before the day on which the meeting is to be held. Each such notice shall state the place, date, and hour of the meeting and shall state the purpose or purposes thereof. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile machine, email, or other electronic means, such notice shall be deemed to be given when sent. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. In the event that a meeting is adjourned, notice shall be given to all Directors of the time, place, and hour of the rescheduled meeting. At the discretion of the Executive Committee or the Chair of the Board a meeting can be conducted by telephone or video transmission.

**SECTION 2.08. Written Consents.** Any action required or permitted to be taken at a meeting of the Board or any Committee may be taken without a meeting if the Directors vote their consent in writing to the adoption of a resolution authorizing such action according to the voting requirements of these Bylaws. A record of the consents by the members of the Board or any Committee to the adoption of any such resolution shall be filed with the minutes of the proceedings of the Board.

**SECTION 2.09. Quorum** The presence at any meeting of the Board or any Committee in person of at least a majority of the entire Board or Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present may adjourn the meeting to another time or place. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. For purposes of calculating a quorum, participation in a meeting by telephone or video transmission shall count as presence. Additionally, any Director's written proxy for all business to be conducted at the meeting shall count as such Director's presence for the purpose of calculating the presence of a quorum.

**SECTION 2.10. Voting** Each Director shall be entitled to one (1) vote and the vote of the majority of the Directors present in person, including via telephone or video transmission, at a meeting at which a quorum is present shall be the act of the Board unless a greater number of votes is specifically required by these Bylaws, by the Corporation's Certificate of Incorporation, or by state law. Any action required to be authorized by a vote of the Directors greater than a majority shall be rescinded or modified only by a like vote. Any Director may designate, in writing, another Director to vote by proxy.

**SECTION 2.11. Presumption of Assent to Action Taken** A Director who is present at a meeting of the Board at which action is taken shall be presumed to have concurred in the action taken unless the dissent of the Director shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to the action with the person acting as Secretary of the meeting before or within twenty-four hours after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board at which any action is taken shall be presumed to have concurred in the action unless the Director shall file a dissent with the Secretary of the Board within forty-eight hours after the minutes recording the action have been distributed to the Board.

**SECTION 2.12. Resignation** Any Director may resign at any time by delivering a written resignation to the Chair of the Board, such resignation becoming effective upon receipt or at a time specified in the notice of resignation. Unless required by the terms thereof, the acceptance of any such resignation shall not be necessary to make the same effective.

**SECTION 2.13. Removal of Directors** At any regular or special meeting of the Board, the notice of which shall have specified that such removal will be recommended for action by the Executive Committee, any Director may be removed for cause or without cause by the affirmative vote of two-thirds of the Directors then serving, not including the Director in question. The Director whose removal is to be considered shall receive at least two (2) weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

### **ARTICLE III**

#### **Committees**

**SECTION 3.01. Executive Committee.** The Board shall appoint an Executive Committee consisting of the Chair of the Board, the Vice-chair(s), the Secretary, the Treasurer, and the Chair of each Standing Committee to act until the next meeting of the Board. The Executive Committee shall be empowered to exercise full administrative authority and shall possess all powers and duties of the Board in the interim between meetings, except as limited by these Bylaws or specific instructions of the Board. During the intervals between meetings of the Board, such Executive Committee shall be empowered to make decisions within the procedural and philosophical parameters established by the Board. Under no circumstances may the Executive Committee or any other Committee of the Board: (a) amend or repeal these Bylaws; (b) elect or appoint or remove any Director or member of any committee of the Board or any officer; or (c) amend or repeal any resolution previously adopted by the Board. The Executive Committee may fix its own rules of procedure, but in every case the presence of not less than the majority of the Executive Committee as calculated pursuant to Section 2.09 shall be necessary and sufficient to constitute a quorum for the transaction of business.

**SECTION 3.02. Other Committees.** The Board may establish such other Committees as the Board may determine, which shall in each case consist of not less than two (2) Directors, and which shall have such powers and duties as shall from time-to-time be prescribed by the Board. Each Committee Chairman shall be designated by the Board and shall serve for the duration of his or her term of service as a Director or until he or she has been removed, has resigned, or otherwise ceases to qualify as Chairman of the committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

### **ARTICLE IV**

#### **Officers of the Board**

**SECTION 4.01. Titles and Qualifications.** The Officers of the Board shall include a Chair of the Board, one or more Vice-chairs, a Secretary, and a Treasurer, each of whom shall be elected by the Board from among the members of the Board. The Board may also elect such other Officers as the Board may from time to time deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Board may prescribe.

**SECTION 4.02. Election and Term of Office.** The Officers of the Board shall be elected for two (2) year terms by a majority vote of the Board. Elections shall take place at the annual meeting. Officers may serve for no more than three (3) consecutive terms. Each Officer shall hold office until his or her successor shall have been elected and shall qualify, or until the death, resignation, or removal of such Officer. All nominations for Officers shall be made by the Executive Committee.

**SECTION 4.03. Resignations.** Any Officer of the Board may resign at any time by delivering a written resignation either to the Chair or the Secretary of the Board, which shall be effective upon receipt thereof by the Corporation or at a subsequent time specified in the letter of resignation.

**SECTION 4.04. Removal.** At any regular or special meeting of the Board, the notice of which shall have specified that such removal will be considered for action, any Officer of the Board may be removed for cause or without cause by the affirmative vote of two-thirds of the Board, not including the Officer in question.

**SECTION 4.05. Vacancies.** Any vacancy in an office may be filled for the unexpired portion of the term by the affirmative vote of a majority of the Board. All nominations for vacancies shall be made by the Executive Committee.

**SECTION 4.06. Authority and Duties of Officers of the Board.** The Officers of the Board shall have the authority and shall exercise the powers and perform the duties specified by the Chair, the Board, or these Bylaws; except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

**4.06.1. Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board. He or she shall have the general powers and duties usually vested in the office of Chair or President of the Board of a nonprofit corporation organized under the laws of the state of South Carolina. The Chair of the Board shall also have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board.

**4.06.2. Vice-chairs of the Board.** The Vice Chair of the Board shall, in the absence of the Chair of the Board or the inability of the Chair of the Board to act, perform the duties of the office of Chair of the Board and shall have such authority and perform such other duties as the Board shall prescribe or assign from time to time. In the event that the Board chooses to elect more than one (1) Vice-chair, it shall elect one as 1<sup>st</sup> Vice Chair, another as 2nd Vice-chair, and so on.

**4.06.3. Secretary.** The Secretary of the Board shall have the general powers and duties usually vested in the office of Secretary of a nonprofit corporation organized under the laws of the state of South Carolina and shall in general perform such other duties, not inconsistent with these Bylaws, as are incident to the Office of Secretary or as may be determined from time to time by the Board.

**4.06.4. Treasurer.** The Treasurer of the Board shall have the general powers and duties usually vested in the office of Treasurer of the Board of a nonprofit corporation organized under the laws of the state of South Carolina, or as may be determined from time to time by the Board.

## **ARTICLE V**

### **Officers of the Corporation (Staff)**

**SECTION 5.01. President/ Chief Executive Officer.** The Board may hire a President / Chief Executive Officer who shall be in charge of the Corporation's business, affairs, and property on a day-to-day basis. The President / Chief Executive Officer, who is not a member of the Board, shall make reports to the Board concerning the programs of the Corporation as directed by the Board and shall perform such other duties as may be determined from time to time by the Board. The President / Chief Executive Officer shall hire employees for positions as authorized by the Board and shall supervise all employees of the Corporation. Other staff Officers of the Corporation,

including a Chief Financial Officer, may from time to time be appointed with the approval of the Board. The Officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Board or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law. The President / Chief Executive Officer shall have the power to dismiss any employee, in accordance with the written personnel policies adopted by the Board.

## **ARTICLE VI**

### **Deposits, Checks, Loans, and Contracts**

**SECTION 6.01. Deposit of Funds.** All funds received by the Corporation shall be deposited promptly in such banks, trust companies, or other depositories as the Board may from time to time designate.

**SECTION 6.02. Disbursements of Funds.** All checks, drafts, endorsements, notes, and evidences of indebtedness of the Corporation shall be signed by such Officers or Directors in such manner as the Board may from time to time determine. The Board shall establish and update as needed a policy determining the level of transaction requiring two signatories and the level requiring that one of the two signatories be an authorized Director.

**SECTION 6.03. Loans and Borrowing.** Unless and except as authorized by the Board, the Corporation shall neither borrow nor make loans of its money, nor shall any note or other evidence of indebtedness be issued in its name. Any such authorization to borrow money may be general or confined to specific instances, and may include authorization to pledge or mortgage, as security for loans or advances so authorized, any and all securities and other real or personal property or both at any time held by the Corporation. No loans or advances shall be made by the Corporation to any of its Directors, Officers, or staff.

**SECTION 6.04. Contracts.** The Chair of the Board or any Vice-chair of the Board, subject to the approval of the Board, may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The Board may authorize any other Officer(s) or Director(s) or agent(s) of the Corporation, including the President/ Chief Executive Officer, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

## **ARTICLE VII**

### **Subsidiaries**

**SECTION 7.01. Subsidiaries.** The Board may establish such subsidiaries as it deems necessary. A subsidiary will be considered established when duly approved by the Board. The Board shall approve of the bylaws of any subsidiary, which shall include a provision for the control over the activities of the subsidiary by the Board.

**ARTICLE VIII**  
**Compensation of and Contracts with Directors and Officers**

**SECTION 8.01. Compensation of Directors and Officers.** The Directors of the Board shall serve as such without compensation. Except as provided in accordance with Section 8.02 below, no Director or Officer of the Board shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation. The Board may authorize payment by the Corporation of reasonable expenses incurred by the Directors in the performance of their duties. No compensation shall be paid to any Officer of the Board or of the Corporation (staff) unless the amount thereof has been approved by the Board.

**SECTION 8.02. Contracts with Directors or Officers/Conflict of Interest Disclosure.** No Director, Officer, or employee of the Corporation shall have an interest, directly or indirectly, in any contract relating to the business of the Corporation, or in any contract for furnishing services or supplies to it unless: (a) such contract shall be authorized by the vote of two-thirds of the votes cast by the Directors present and voting, excluding from such vote the vote of any Director interested in such contract; (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board present at the meeting at which such contract is authorized; (c) it is determined that the contract cannot be successfully fulfilled at an equal or lower price by another competent provider; and (d) it shall not constitute a conflict of interest or the appearance of a conflict of interest as judged by generally accepted reasonable standards used in business and government. No Director, Officer, or employee shall accept a gift or gratuity from any company or other vender or supplier or from any provider or potential provider of goods and/or services. All Directors, Officers, and staff shall submit signed conflict of interest disclosure forms each year and shall abide by the conflict of interest policies established by the Board.

**ARTICLE IX**  
**Fiscal Year and Auditors**

**SECTION 9.01. Fiscal Year.** The fiscal year of the Corporation shall be from October 1 to September 30.

**SECTION 9.02. Auditors.** The Board shall designate a firm of independent certified public accountants to serve as the auditors of the Corporation. Such auditors shall report to the Executive Committee, or as otherwise directed by the Board. The auditors of the Corporation shall perform such duties as the Executive Committee and Board shall assign to them and as are required by law.

**ARTICLE X**  
**Amendment of Bylaws**

**SECTION 10.01. Amendment of Bylaws.** These Bylaws may be amended at any duly convened meeting of the Board at which persons constituting at least two-thirds of the number of Directors authorized to serve as such are present and at least two-thirds of the number of Directors authorized to serve as such vote in favor of the amendment(s), with the following provisos: the specifics and the wording of the amendment(s) shall have been presented to the full Board with the

meeting notice. If any proposed amendment will change provisions in our Certificate of Incorporation, then the amendment of the Certificate of Incorporation must take place concurrently with amendment of the Bylaws, in accordance with the procedures specified in Title 33 of the South Carolina Code of Laws.

## **ARTICLE XI**

### **Liability Insurance, Indemnification, and Liability of Officers, Directors, Committee Members, and Key Employees**

**SECTION 11.01. Liability Insurance.** The Corporation shall at all times maintain Directors and Officers Liability Insurance to cover all Officers, Directors and Committee Members in the amounts as determined by the Board.

**SECTION 11.02. Personal Liability of Officers, Directors and Committee Members.** No Officer (both Board and Staff), Director or Committee Member shall be personally liable for monetary damages for action taken, or failure to take action, as an Officer, Director or Committee Member so long as he or she acted in good faith and in a manner which a reasonably prudent Officer, Director or Committee Member would believe to be in the best interests of the Corporation, or, in the case of a criminal proceeding, where the Officer, Director or Committee Member had a reasonable belief that his or her actions were not unlawful.

**SECTION 11.03. Indemnification.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an Officer (both Board and Staff), Director or Committee Member against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding; unless the Board determines that the Officer, Director or Committee Member seeking indemnification did not act or failed to act in good faith and in a manner in which a reasonably prudent Officer, Director or Committee Member Employee would believe to be in the best interests of the Corporation, or unless the act or failure to act giving rise to the claim for indemnification is determined by a Court to have constituted willful misconduct or recklessness. Any Officer, Director or Committee Member seeking indemnification under this provision is required to report any such actual or threatened action, suit, or proceeding to the Chair of the Board within five (5) business days of first learning of it. The right to indemnification shall not apply if the Officer, Director or Committee Member fails to provide notice in accordance with this provision. Notwithstanding the foregoing, the Board, in its absolute and uncontrolled discretion, may nevertheless direct that such person who failed to provide timely notice be fully or partially indemnified upon whatever conditions the Board sees fit to impose. The Board, in its absolute and uncontrolled discretion, shall select counsel to represent any person who is indemnified under the indemnification provisions of the Bylaws and shall control the defense of any such person. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer, Director or Committee Member may be entitled as a matter of law or agreement or by vote of the Board. Nothing herein shall modify or limit the indemnity of the Officer, Director or Committee Member Employee as provided under the laws of the state of South Carolina relating to not-for-profit corporations. The termination of any such civil or



criminal action or proceeding by judgment, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such Officer, Director or Committee Member did not act in good faith for a purpose that he or she reasonably believed to be in the best interests of the Corporation, or, with respect to any criminal proceeding, that he or she had reasonable cause to believe that such conduct was unlawful.

**SECTION 11.04. No Personal Liability.** No Officer, Director or Committee Member shall have any personal liability to any person or entity under any agreement, check, contract, deed, lease, mortgage, instrument, or transaction entered into by an Officer, Director or Committee Member on behalf of the Corporation or the Board, except acts of gross negligence and intentional misconduct.

## **ARTICLE XII**

### **Miscellaneous**

**SECTION 12.01 Books and Minutes.** The Corporation shall keep correct and complete books and records of accounts and financial statements and shall also keep minutes of the proceedings of its Board and Committees. All books and records of the Corporation may be inspected at the Corporation's main office by any Director or his or her designated agent or attorney for any proper purpose at any reasonable time.

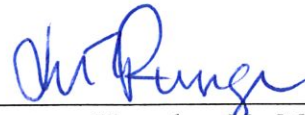
**SECTION 12.02. Merger or Consolidation.** At the Board's discretion, the Corporation may merge or consolidate with another voluntary, nonprofit organization organized under Title 33 of the South Carolina Code of Laws and organized and operated under the provisions of Section 501(c)(3) of the Internal Revenue Code. The plan for merger or consolidation shall be approved at a duly convened meeting of the Board at which persons constituting at least two-thirds of the number of Directors authorized to serve as such are present and at least two-thirds of the number of Directors authorized to serve as such vote in favor of the said plan, the plan having been presented for discussion at a previous meeting and the notices for both meetings having specified that the proposed plan, which shall be attached to each notice, is to be considered. Formation and execution of the plan shall follow the procedures specified in Chapter 11 of Title 33 of the South Carolina Code of Laws.

**SECTION 12.03. Dissolution.** The corporation may be dissolved at a duly convened meeting of the Board at which persons constituting at least two-thirds of the number of Directors authorized to serve as such are present and at least two-thirds of the number of Directors authorized to serve as such vote in favor of the proposed plan of dissolution, the plan having been presented for discussion at a previous meeting and the notices for both meetings having specified that the proposed plan of dissolution, which shall be attached to each notice, is to be considered. If dissolution is approved as provided above, the Board shall execute a certificate of dissolution pursuant to the provisions of Title 33 of the South Carolina Code of Laws. On dissolution of the Corporation, all of its net assets after satisfying all indebtedness shall be paid over and transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization(s) to receive such property shall be designated by the Board. Any assets not so disposed of shall be disposed of by the Richland County Court in the state of South Carolina exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Regulations of 1986 as

amended or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**SECTION 12.04. Severability.** The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the remainder of these Bylaws and, in such an event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

The Secretary of the Corporation hereby affirms the Bylaws are the true and correct Bylaws of the Corporation.

A handwritten signature in blue ink, appearing to read "Chris Runge", is written over a horizontal line.

Secretary, Homeless No More , Inc.

Date: 10.4.14