

**CONSTITUTION AND BYLAWS
OF
GDA HOUSING FOUNDATION**

ARTICLE I
NAME

The name of this organization is “GDA Housing Foundation” (“Corporation”).

ARTICLE II
PURPOSE

The Corporation is a South Carolina nonprofit corporation organized and operated for the exclusive charitable purpose of relieving the poor and the elderly by providing affordable housing and housing for the elderly. GDA Housing Foundation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation activities will be conducted in accordance with the South Carolina Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code and related regulations.

ARTICLE III
REPEAL OR AMENDMENT

These Constitution and Bylaws may be repealed or amended by the Board of Directors (“Board”) at any regular meeting by an affirmative vote of at least two-thirds of the Directors, provided notice of the meeting and a copy of the proposal to repeal or amend the Constitution and Bylaws are mailed to each Director at least five days prior to the meeting.

ARTICLE IV
BOARD OF DIRECTORS

Section One. Composition and Term of Office

The Board of Directors (“Board”) consists of three Directors.

The Directors are each elected by the Board to serve a one year term (and until a successor is elected and qualified) or until the Director’s earlier death, resignation, incapacity to serve or removal. The Board shall nominate and elect such Directors to fill any vacancy created by the expiration of an elected Director’s term at the Board’s annual meeting. Nominations for elected Directors may be submitted to the Secretary of the Corporation prior to the annual meeting or may be received verbally at the Board’s annual meeting. An elected Director’s term of office commences the day following the annual meeting at which the Director is elected to the Board.

The incorporator named the initial Directors.

Section Two. Qualifications and Succession

The Board is comprised of individuals capable of and interested in serving the Purpose of the Corporation. An elected Director is eligible to be re-elected after completion of each term of service on the Board.

Section Three. Vacancies

Other than a vacancy caused by the expiration of an elected Director’s term, the Chair of the Corporation may fill a vacancy on the Board by appointing a temporary Director. A temporary Director serves until

the expiration of the term to which the temporary Director is appointed. A temporary Director may be nominated and elected to serve a full term following the expiration of the temporary term.

A Director's position is deemed vacant if that Director fails to attend at least 50% of Board meetings in one year's time.

Section Four. Meetings

The Board shall hold its annual meeting in January, or at some other time as the Board determines so long as the Board meets at least once every 12 months. The Board may also hold meetings at any other time as the Chair of the Board deems appropriate. Meetings may be held at any location in person, or, as approved by the Chair, by any other means as may be from time to time technologically available, including email and email voting, and tele- and video-conferencing. Notice of the date, time, location (if any) and purpose of a meeting must be given to the Directors and in such a way so that the notice is capable of reaching each Director no less than 24 hours in advance of the date of the meeting.

Pursuant to Section 33-31-821 of the South Carolina Code ("Code"), action required by the Bylaws or Code may be approved without a meeting of Board if the action is approved by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the actions taken. An action taken without a meeting becomes effective when the last director signs the consent, unless the consent specifies a different effective date.

Section Five. Presumption of Assent

A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless: (a) the Director objects at the beginning of the meeting (or promptly after arrival) to holding the meeting or transacting business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; (c) the Director votes against the action and the vote is entered in the minutes of the meeting; or (d) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section Six. Powers

The Board, subject to any specific limitations contained in these Constitution and Bylaws, is entitled to exercise all corporate powers, conduct, manage and control the affairs and property of the Corporation and carry on or engage in any other activities which the Board may deem necessary, proper or convenient in carrying out the Purpose of the Corporation so long as the Corporation is at all times operated as a nonprofit corporation as provided in the South Carolina Nonprofit Corporation Act and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Board must perform or not perform all acts, as it deems appropriate, to further the Purpose and best interests of the Corporation as set forth in Article II.

Section Seven. Quorum and Voting

The Board may not transact any business without the presence of a quorum. Any business the Board purports to transact without the presence of a quorum is void *ab initio*. A quorum exists whenever at least 50% of the Directors are present.

Each Director is entitled to one vote. Except as otherwise provided in these Constitution and Bylaws, the Board may take action by a majority vote of the members present at a meeting at which a quorum is present.

Section Eight. Chair and Vice-Chair

At its annual meeting (including its initial organizational meeting and thereafter as necessary to fill any vacancy in each position), the Board shall elect a Director to serve as Chair and another Director to serve as Vice-Chair. The Chair and Vice-Chair shall serve until the next succeeding annual meeting or until the earlier death, incapacity, or resignation (as a Director or as Chair or Vice-Chair) or removal (as Chair or Vice-Chair).

The Chair shall preside at all meetings of the Board of Directors and perform other duties as may be prescribed from time to time by the Board. The Vice-Chair, in the absence of the Chair, or in the event of the Chair's death, incapacity, or refusal to act, shall preside at all meetings of the Board. The Board may remove the Chair or Vice-Chair from their respective office for any reason, with or without cause. The election (or removal) of the Chair and the Vice-Chair must be by a majority of all of the Directors in office when the election (or removal) is made.

Section Nine. No Compensation

A Director is not entitled to receive compensation for services rendered as a member of the Board.

Section Ten. Duties

The Board may create any officer, co-officer, or employee position as the Board deems appropriate to further the Purpose of the Corporation. The Board shall develop and approve the duties, job description, and salary of each officer, co-officer, and employee position of the Corporation. The Board must also approve written contracts between the Corporation and any independent contractor. The compensation of each employee or independent contractor shall be determined on a case by case basis, shall be based on the types of the services the employee or independent contractor provides to the Corporation, and shall be based on the amount of compensation paid by similarly situated organizations for similar services. If the Board determines that a non-fixed compensation package is appropriate for any independent contractor, the Board must analyze any non-fixed compensation to be sure compensation is reasonable. The Board must record in writing the information relied upon to determine reasonable compensation for employees and independent contractors.

ARTICLE V OFFICERS

Section One. Officers

The officers of the Corporation are the President, Secretary, and Treasurer and such other officers as the Board may prescribe. An officer, if any, must be a member of the Board and may hold more than one office.

Each officer serves a one year term (and until a successor is elected and qualified) or until an officer's earlier death, resignation (as a Director or as an officer), incapacity to serve or removal (as a Director or as an officer). The officers are elected annually at the Board's annual meeting (including the Corporation's initial organizational meeting). An officer is eligible to be re-elected to any officer position after completion of each term of service. Nominations for officers may be submitted in writing to the Secretary prior to the Board's annual meeting or may be received verbally at the Board's annual meeting. The newly elected officers assume their duties the day following the annual meeting.

Section Two. Resignation and Removal

An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies, and the Board consents to, an alternate effective date. If a resignation is made effective at a future date and the Board accepts the future effective date, then the

Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

The Board may remove an officer for any reason by a majority vote of all of the Directors in office when the vote for removal is taken.

Section Three. Duties

The President, subject to the control of the Board, shall supervise and control the management of the Corporation in accordance with these Constitution and Bylaws and as otherwise directed by the Board. The President shall perform the duties incident to the office of “president” and as may be prescribed from time to time by the Board, including serving as a spokesperson for the Corporation, and generally overseeing the performance of the officers and employees, if any, of the Corporation. The President may sign any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Corporation, except where the signing and execution thereof expressly shall be delegated by the Board to some other officer or agent of the Corporation, or where required by law to be otherwise signed and executed.

The Treasurer maintains custody of the monies and properties of the Corporation. The Treasurer authorizes the disbursements of funds in accordance with directives from and policies set by the Board. The Treasurer shall prepare an annual budget for adoption by the Board. The Treasurer is responsible for the maintenance of adequate and appropriate accounting records and must present to the Board these records in the form of periodic reports or statements of receipts and expenditures. Following the close of each fiscal year, the Treasurer must present to the Board a financial statement for that fiscal year, accompanied by a balance sheet and an income and expense statement. The Treasurer shall ensure that appropriate oversight is in place for the accounting and handling of funds. The Treasurer shall perform such other duties as the President or Board may assign. The Treasurer shall, in the event of the death, inability or refusal to act of the President, unless otherwise determined by the Board, perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

The Secretary shall prepare and maintain the official minutes of Board meetings and all other papers and records for the Board and the Corporation. The Secretary shall prepare notices of meetings and similar items as appropriate. The Secretary may sign, on behalf of the Board, any documents authorized by the Board, including binding agreements. The Secretary shall perform such other duties the President or Board may assign.

ARTICLE VI [RESERVED]

ARTICLE VII FINANCE AND ACCOUNTING

Section One. Fiscal Year

The fiscal year of the corporation is January 1 to December 31.

Section Two. Books and Accounts

The books and accounts of the Corporation must be kept in accordance with sound accounting practices.

Section Three. Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section Four. 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.

Section Five. No Loans/Guaranties for Directors or Officers

The Corporation may not lend money to or guarantee the obligation of a Director or officer, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section Six. Indemnification

(a) Intention. The Corporation shall indemnify its Directors and officers. These provisions shall be interpreted to provide for indemnification of the Directors and officers to the extent permitted by the South Carolina Nonprofit Corporation Act.

(b) Definitions.

For purposes of this Section, each word below has the definition provided:

- i. "Director" means an individual who is or was a director or officer of the Corporation or an individual who, while a director of the corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or a nonprofit corporation, partnership, joint venture, trust or other enterprise.
- ii. "Expenses" includes counsel fees.
- iii. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.
- iv. "Official capacity" means (A) when used with respect to a Director, the office of director in the Corporation, and (B) when used with respect to an officer, the office in the Corporation held by the officer. "Official capacity" does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust or other enterprise.
- v. "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- vi. "Proceeding" means a threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(c) Indemnification of Directors.

- i. Except as provided in subsection (c)(iii), the Corporation shall indemnify an individual made a party to a proceeding due to the individual's present or former status as a Director against liability incurred in the proceeding if the individual (A) conducted him-/her-self in good faith; and (B) reasonably believed (I) in the case of conduct in his/her official capacity with the

corporation, that his/her conduct was in the Corporation's best interest; and (II) in all other cases, that his/her conduct was at least not opposed to the Corporation's best interests; and (C) in the case of a criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ii. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in subsection (c)(i).

iii. The Corporation shall not indemnify a Director under this Section (A) in connection with a proceeding by or in the right of a Corporation in which the Director was adjudged liable to the Corporation; or (B) in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his/her official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

iv. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(d) Determination and Authorization of Indemnification.

i. The Corporation shall not indemnify a Director under this Section unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible.

ii. The determination must be made (A) by the Board by majority vote of a quorum consisting of Directors not at the time parties to the proceeding; (B) if a quorum cannot be obtained under item (A), by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate in the designation of the committee), consisting solely of two or more Directors not at the time parties to the proceeding; (C) by special legal counsel (I) selected by the Board or its committee in the manner prescribed in items (A) or (B) above; or (II) if a quorum of the Board cannot be obtained under item (A) and a committee cannot be designated under item (B), selected by a majority vote of the Board (in which Directors who are parties may participate in the selection of the special legal counsel). Directors who are at the time parties to the proceeding may not vote on the determination.

iii. Authorization of indemnification and evaluation as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that, if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses must be made by those entitled under subsection (d)(ii)(C) to select counsel.

(e) Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the corporation, or who, while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against or incurred by him/her in that capacity or arising from his/her status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against the same liability under the foregoing provisions of this section or the provisions of the South Carolina Nonprofit Corporation Act.

Section Seven. Dissolution

In the event of the dissolution of the Corporation, its assets will be distributed in accordance with Article XIII.

ARTICLE VIII RULES OF ORDER

Robert's Rules of Order, Newly Revised, are the parliamentary authority for all matters of procedure not specifically covered by the Constitution and Bylaws or by special rule of procedure adopted by the Corporation. The Chair, in the Chair's discretion, may suspend the Rules from time to time, as deemed appropriate.

ARTICLE IX BOOKS AND RECORDS

The Corporation must keep correct and complete books and accounting records and minutes of the proceedings of the Board at its registered or principal office. Further, the Corporation must keep a list of the names and addresses of the Directors entitled to vote. All the Corporation's books and records may be inspected by any Director, or that Director's agent, for any proper purpose at any reasonable time.

ARTICLE X CORPORATE SEAL

The Board may provide for a corporate seal.

ARTICLE XI NOTICE AND CONSENT TO ACTIONS

Section One. Waiver of Notice

Whenever any notice is required to be given under the provisions of the South Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Constitution and Bylaws, a waiver of that required notice, in writing, signed by the person or persons entitled to the required notice, whether before or after the time therein stated, is deemed equivalent to the giving of the required notice.

Section Two. Consent to Actions

Any action taken or that could be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote.

ARTICLE XII CONFLICT OF INTEREST POLICY

Section One. Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or an officer or might result in a possible "excess benefit transaction." This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section Two. Definitions

For purposes of this Article, the following terms have the meanings ascribed.

(a) "Board" includes committees with Board-delegated powers.

(b) “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(c) “Financial Interest” means a situation in which a person has, directly or indirectly, through business, investment, or family:

- i. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- ii. a Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- iii. a potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(d) “Interested Person” means any Director or officer who has a direct or indirect Financial Interest.

Section Three. Procedures

The existence of a Financial Interest is not necessarily a conflict of interest. Under Section 3, subpart (b), a person who has a Financial Interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person must leave the Board meeting while the determination of a conflict of interest is discussed and voted on. The remaining Directors shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- i. An Interested Person may make a presentation at the Board meeting, but after the presentation, the Interested Person must leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

- i. If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for that belief and afford the Director an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section Four. Records of Proceedings

The minutes of the Board shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section Five. Compensation

- (a) A Director who receives Compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's Compensation.
- (b) A Director whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board regarding Compensation and is precluded from voting on matters pertaining to that Director's Compensation.

Section Six. Annual Statements

Each Director and officer shall annually sign a statement which affirms that that person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section Seven. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The periodic reviews must, at a minimum, include the following subjects:

- (a) whether Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

Section Eight. Use of Outside Advisors

When conducting the periodic reviews as provided for in Section 7, the Corporation may use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII
TAX EXEMPT STATUS

Section One. Prohibitions

No portion of the Corporation's income shall inure to any private person. Furthermore, no portion of the Corporation's income may accrue to the benefit of or be distributed to its Directors or other persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by its employees, consultants and contractors and to make payments for services and supplies in furtherance of its Purpose. The Corporation may not engage in activities concerned with propaganda or other attempts to influence legislation, and may not participate or intervene in political campaigns or activities on behalf of any candidates for public office. Notwithstanding any other provisions of the Constitution and Bylaws, the Corporation may not carry on any other activities not permitted to be carried on by a corporation: (a) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code; (b) exempt from taxation under state law, or (c) contributions to which are deductible under Federal or state law.

Section Two. Dissolution

In the event of the dissolution of the Corporation, the Board, after paying or making provisions for the payment of all liabilities, must dispose of all assets of the Corporation exclusively for the Purpose of the Corporation as set forth in Article II, in such a manner as the Board deems appropriate. This disposition may include disposition to any other organization(s) organized and operated exclusively for charitable, educational and scientific purposes, which at the time be qualified as an exempt organization or organizations under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or any similar provision of South Carolina law and any corresponding future Internal Revenue Code or South Carolina law. Any assets not so disposed must be disposed by the Court of Common Pleas of the County in which the principal office of the Corporation is located, exclusively for the Purpose stated in Article II.