BYLAWS

OF

Tennessee Affordable Housing Coalition

Revision date 6/1/2011

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Bylaws of
Tennessee Affordable Housing Coalition

Article I- Name, Form of Organization and Purposes

Section 1.1 Name

The name of the Coalition is Tennessee Affordable Housing Coalition.

Section 1.2 Purpose

The purpose of the Coalition shall be 1) To speak with a single voice to represent the consumer of affordable housing, 2) To encourage the development of affordable housing through the development of more tools and the elimination of impediments, 3) To assist with the expansion of the annual Governor's Housing Summit and 4) To encourage the simplification of blending funding sources.

Section 1.3 Members

General Members:

General Membership is open to all individuals. Additionally, it is desired that all Executive Committee members and Board of Directors continue to serve TAHC through General Membership, once their respective terms are complete. This will aid in the development and growth of the general membership.

- Annual Dues of $25 per person per regional council participating shall be paid. Membership year will run from October – October, or as otherwise designated by the Board of Directors. Annual membership will coincide with annual Governor's Housing Summit.
- At the time of membership application and payment of annual dues, general members will have the opportunity to join one or more regional councils, based on their proximity or interests. An individual may join more than one regional council for a nominal cost.
- Membership and active participation is an entirely voluntary matter.
- Attend Annual Meeting [held in conjunction with the Governor's Housing Summit].
- Receive newsletter, published quarterly. Receive periodic informational e-mails, news releases and special calls for action.
- Annually, submit candidates for Board of Director positions.
- Eligible [and encouraged] to serve on Coalition Committees.
- If desired, submit discussion topics for Board meetings.

Regional Advisory:

- Regional advisory councils will be organized in East, Middle and West Tennessee and be facilitated by regional liaisons to the board of directors. The councils shall hold a minimum of two meetings at a location convenient to its participants. The councils shall focus on regional housing items of interest in addition to items of state-wide interest. The councils are encouraged to submit topics for consideration to the TAHC Board and membership.
- Each regional council is expected to develop regional leadership among its participants. No later than the second meeting, annual elections shall be held to select officers to organize and lead their councils for the following membership year.
- Regional council officers: Each regional body of membership shall elect a minimum of two (2) officers for the following duties:
- Regional Chair: The chairperson shall be responsible for organizing and facilitating the regional meetings and guiding long-range planning and continued development of the regional councils. By virtue of election to this office, the Regional Chair will become a member of the Board of Directors during their term of office, with vote and voice.
- Regional Secretary/Treasurer: Responsible for maintaining membership role for the region and submittal of meeting notices, handling of any financial matters, and other duties as necessary to support the Regional Chair and continued development of the regional council membership. Also responsible for coordination with Board Secretary to maintain full membership list.
- Other officers may be elected within each regional council, as needed.
- Regional officers will serve a one (1) year term. Officers may be removed by either the regional council membership by a majority vote of those members present, or by the Board of Directors. Vacancies may be filled by the same procedure.

Section 1.4 Status

The Coalition may seek the status of a corporation which is exempt from income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), as an organization described in Section 501(c)(3) of the Code.

Article II Offices

Section 2.1 Principal and Other Offices

The Coalition shall maintain a principal office at an address designated by the Board of Directors**.**

Article III-Board of Directors

Section 3.1 General Powers and Authority of the Board

All Coalition powers shall be exercised by or under the authority of, and the affairs of the Coalition managed under the direction of, the Board of Directors.

Section 3.2 Election, Composition, Number, Term, and Qualifications

The Board of Directors are selected via nominations submitted from the Election Committee, and are installed through a majority vote of the remaining Board of Directors. Board members are voting participants, with the exception of four ex officio members. Service terms for active Board members will be for three years. Directors may serve no more than two (2) consecutive terms; however, a past director shall be eligible for re-election to the Board of Directors after at least one (1) year off the board. Meetings should be held quarterly. Board members should attend at least 50% of their meetings, or face possible forfeiture of their position.

Initial board members, seated as of the June 2010 Coalition membership, shall be selected for staggered 2, 3 and 4 year terms, to be randomly drawn prior to a regularly scheduled TAHC meeting. New incoming Board of Directors may serve a maximum of two consecutive three year terms.

The Board of Directors shall consist of the following officers:

(a) The Chairman, the Vice Chairman, the Secretary, the Treasurer and the Immediate Past Chairman.

(b) Composition of Board of Directors: There will be twenty-five (25) Board Members. Those members will include the five (5) Executive Committee members, three (3) regional council chairs, and a minimum of one (1) Director elected from each of the following categories:

1) State and Local Governments, including political subdivisions such as Development Districts;
2) Mortgage Bankers/Real Estate Brokers and Agents;
3) Not-For-Profit organizations active in promoting/developing affordable housing;
4) For-Profit developers or builders of affordable housing, including manufactured housing;
5) Federal or Funding Agencies, including HUD, USDA, and THDA; Federal Reserve (these shall be Ex Officio)
6) Public Housing Agencies or Authorities;
7) Financial Institutions, including commercial and savings banks, CDFIs, Federal Home Loan Bank, FNMA, and Freddie Mac;
8) Representatives of the Low Income Community;

9) At Large

[Officers shall not count as a category's representative.] Efforts will be made to maintain equal representation across the state and between urban and rural areas.

Section 3.3 Resignation of Directors

A director may resign by delivering written notice to the Board of Directors, chairperson or secretary of the Coalition. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 3.4 Removal of Directors

A director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the Board of Directors. Removal of a director shall also constitute removal as an officer of the Coalition and as a member of all committees of the Organization

Section 3.5 Vacancies

Any vacancy occurring in the Board of Directors, including vacancies created by the removal of directors without cause or for cause, shall be filled by the remaining Directors. A director designated to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of directors. Any vacancy to be filled by reason of an increase in the number of Board members required as a result of a change to Section 3.2(b) shall be filled by election or appointment by the appropriate authority for a term of office continuing only until the next annual meeting. Any position filled under this Section must be filled in a manner that satisfies the requirements of Section 3.2 concerning the number of directors and the restrictions on disqualified persons set forth therein.

Section 3.6 No Compensation

The Board of Directors shall not permit compensation of directors for their services as such. Reasonable expenses incurred by all of the directors in the course of coordinating the affairs of the Coalition shall be reimbursed by the Coalition upon proper substantiation.

Section 3.7 Limited Personal Liability of Directors

No person who is or was a director of the Coalition, nor such person's heirs, executors, or administrators (hereinafter collectively referred to for purposes of this Section as a 'director"), shall be personally liable to the Coalition for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or

limit the liability of a director (a) for any breach of a director's duty of loyalty to the Coalition, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under Section 48-58-304 of the Act. No repeal or modification of the provisions of this Section, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Article IV Meetings of Directors

Section 4.1 Meetings

All meetings of the Board of Directors shall be held at 404 James Robertson Parkway, Suite 1200, Nashville, Tennessee or at such place as the Board of Directors may determine from time to time.

(a) Annual Meeting. The annual meeting of the board of directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held each year in conjunction with the Governor's Housing Summit, or at such other time as the Board of Directors may determine.

(b) Regular Meetings. Additional regular meetings of the Board of Directors shall be held on the first Wednesday of March, June, September and December, or at such other times as the Board of Directors may determine.

(c) Special Meetings. Special meetings of the board of directors may be called by or at the request of the Chairperson or twenty percent (20%) of the directors then in office.

(d) Executive Committee Meetings. Executive Committee shall meet two hours prior to the regular quarterly meetings. Executive Committee members should conference call at least one time between regularly scheduled Coalition quarterly meetings.

Section 4.2 Notice of Meetings

Regular meetings of the Board of Directors may be held without notice if the date, time and place of the meeting has previously been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of the date, time and place, but not the purpose, of the meeting. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written. However, any board action to remove a director or to approve a matter that requires more than a majority vote, shall not be valid unless each director is given at least seven (7) days'

written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 4.3, below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 4.3 Waiver of Notice

A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.4 Quorum

A quorum of the Board of Directors shall consist of one-half (1/2) of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than ten (10) directors.

Section 4.5 Manner of Acting

Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the vote of a greater number of directors is required by law, the Charter or these Bylaws. Members of the Board of Directors absent from any meeting shall be permitted to vote at such meeting by written proxies or by other means of electronic communication.

Section 4.6 Meeting via Communications Equipment

The Board of Directors shall permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.7 Presumption of Assent

A director of the Coalition who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to

have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting or, (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the Coalition 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 4.8 Action without Meeting

Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the Coalition. 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 action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Article V-Officers

Section 5.1 Number

The officers of the Coalition shall consist of a chairperson, vice chairperson, secretary, treasurer, immediate past chairperson and such other officers as are appointed by the Board of Directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person.

Section 5.2 Appointment and Term

The principal officers of the Coalition shall be appointed by the Board of Directors at its annual meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the board of directors. Each officer shall hold office for a period of two (2) years, or until such officer's death, resignation, or removal, or until such officer' successor is elected and qualifies. No person may be appointed to serve for more than two (2) successive terms in the office of chairperson or in the office of vice chairperson. No person may be appointed to serve for more than three (3) successive terms in the office of secretary or in the office of treasurer. The Board of Directors may appoint other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the Coalition may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and Removal

An officer may resign at any time by delivering notice to the Coalition. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the board of directors 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 of Directors may remove any officer at any time with or without cause.

Section 5.4 Chairperson

The chairperson shall lead and move the TAHC forward, based upon the established mission. The Chairperson will guide long-range planning and continued development of TAHC and will become a mentor for the Vice-Chairman and will appoint the Election Committee.

Section 5.5 Vice Chairperson

Vice Chairperson will become the Chairperson in training, and assist the Chairperson as requested. In the absence of the chairperson, or in the event of the death, inability or refusal to act of the chairperson, the vice chairperson, unless otherwise determined by the Board of Directors, shall perform the duties of the chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The Vice Chairperson shall also coordinate the work of regional chairs.

Section 5.6 Secretary

The Secretary shall:

i. Maintain records of all proceedings of the Organization and the Board of Directors.

ii. Provide notice of meetings when such notice is required.

iii. Perform such other functions as may be assigned or requested by the Board of Directors.

iv. Maintain the working list of Coalition members, both core members and the general membership. Maintain the email and mailing contact of participants.

Section 5.7 Treasurer

Treasurer shall maintain the finances. This includes fees received from the General Membership, as well as expenditures for meeting meals, etc. Treasurer is responsible for receiving and depositing member dues and processing expenditures.

Section 5.8 Immediate Past Chairperson

Immediate Past Chairman shall lend experience, provide history, and counsel current Chairman when requested. Chair the Election Committee.

Section 5.9 No Compensation; Expenses

The principal and assistant officers of the Coalition described in the foregoing sections shall not be compensated for their services as such. Reasonable expenses incurred by the Board of Directors in the course of coordinating the affairs of the Coalition may with Board approval, be reimbursed by the Coalition upon proper substantiation.

Section 5.10 Executive Director

The Board of Directors may appoint an executive director, who shall be the chief executive operating officer of the Coalition, and who, subject to the control of the Board of Directors, shall have overall responsibility for the routine management of the affairs of the Coalition. The executive director shall report to the Board of Directors and shall work closely with the president of the Coalition. The duties of the executive director shall be defined by the Board from time to time.

Article VI-Committees

Section 6.1 Board Committees in General

The Board of Directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Committees of the board shall be composed of individuals currently serving as duly elected and qualified directors of the Coalition and non-members of the board, provided, however, that a chairperson and vice chairperson of the committee shall be a member of the board. The creation of a committee of the board and appointment of members is based on action of the chair. The provision of Article IV of these bylaws, which govern meetings of the board of directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meeting. To the extent specified or authorized by the board of directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however: (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Coalition's assets; (c) elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or, (d) adopt, amend or repeal the articles of in Coalition or any bylaws.

Section 6.2 Executive Committee

The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the Coalition plus the immediate past president. The chairperson of the Executive Committee shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the Executive Committee may exercise the authority of the board of directors at such times as the board is not in session.

Section 6.3 Election/Nominating Committee

The Election/Nominating Committee shall consist of four (4) members selected by the chairperson of the Board of Directors. The Immediate Past Chairman will chair this committee. When reviewing candidates who are being considered for any Executive Committee or Board member position, the Election Committee should keep in mind the mix of experience, organizational representation and leadership qualities. Board of Directors will make the final selection from candidates proposed. A vacancy on this committee may be filled by the board of directors at any time.

Section 6.4 Operating Committees

a. Committee Chair and Co-Chairs should come from the Board of Directors.

b. Committee participants should be drawn from the Board of Directors and the general membership, to include THDA staff when called upon and utilized to facilitate a particular item or project.

c. The TAHC Chairman has the ability to call special committees or sub-committees, to facilitate a particular project outside of the scope of the Standing Committees.

1. The defined list of standing committees are as follows:

   a. <u>Communication/Education</u>
      i. Utilize current web page for Coalition, lend assistance to content
      ii. Quarterly Newsletter
      iii. Promotion of the Coalition
      iv. Develop benefits through general participation, knowledge sharing and leadership.
   b. <u>Education</u>
      i. Governor's Housing Summit
      ii. Speakers Bureau
      iii. Conferences/Training Awareness
   c. <u>Funders Partnership</u>
   d. <u>Finance</u>
   e. <u>Legislative</u>
   f. <u>Membership</u>

Article VII – General Provisions

Section 7.1 Amendments

(a) The Charter or these Bylaws may be amended or repealed and a new charter or new bylaws may be adopted by the Board of Directors. The Coalition shall provide at least seven (7) days' written notice of any meeting of directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.3 above. The notice must state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the Charter or Bylaws and contain or be accompanied by a copy or a summary of the amendment or state the general nature of the amendment.

(d) The affirmative vote of two-thirds (2/3) of the total members of the Board of Directors at a meeting shall be required to adopt or approve the (i) liquidation or dissolution (except as otherwise set forth in Section 4.8); (ii) the merger, consolidation, or transfer of substantially all of the assets of the Coalition; and (iii) repeal, amendment, or alteration of the Charter or these Bylaws; provided, however, no repeal, amendment, or alteration of the Charter or the Bylaws shall be inconsistent with Article X hereof.

Section 7.2 Fiscal Year

The fiscal year of the Coalition shall begin on October 1 and end on Sept. 30 of each year.

Section 7.3 Financial Reports

The books of the Coalition shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors (see Section 5.7 regarding duties of the treasurer). In the discretion of the Board of Directors, the Coalition may engage an independent certified public accountant to audit or review the financial statements.

Section 7.4 Corporate Minutes and Records

The Coalition shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting. The Coalition shall keep a copy of the following records at its principal office: (a) its charter or restated charter and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendment to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) its most recent annual report delivered to the Secretary of the State, as required by the Tennessee Nonprofit Corporation Act. The following records of the Coalition shall be made available for inspection by any individual during regular business hours: (a) the minutes and records described above; (b) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the Coalition; and,(c) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the Coalition is required to file such returns);

provided, that the names and addresses of contributors to the Coalition may be kept confidential.

Section 7.5 Checks and Drafts

All checks, drafts or other orders for the payment of money issued in the name of the Coalition shall be signed by such officer or officers, agent or agents of the Coalition and in such manner as shall from time to time be determined by resolution of the Board of Directors; provided, that any check, draft or other order for the payment of an amount in excess of the amount designated by the Board from time to time shall require two (2) authorized signatures.

Check Signing. The Board of Directors shall establish a policy regarding the required signatories for all checks, drafts and wiring instructions withdrawing funds from any depositories at its initial meeting. Such policy shall include naming the Officers of the Organization who may sign on behalf of the Organization and any dollar limitations for such signatories. Such policy may be revised by the Board of Directors.

Article VIII – Conflicts of Interest

Section 8.1 General

A conflict of interest transaction is a transaction with the Coalition in which a director or officer of the Coalition has a direct or indirect interest. A director or officer of the Coalition has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer, or director. A conflict of interest transaction is not voidable, or the basis for imposing liability on the director or officer, if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 8.2.

Section 8.2 Manner of Approval

A transaction in which a director or officer of the Coalition has a conflict of interest may be approved if:

(a) The material facts of the transaction and the interest of the director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or

(b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 8.3 Quorum Requirements

For purposes of the preceding Section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 8.2(a) if the transaction is otherwise approved as provided in Section 8.2.

Article IX – Indemnification and Advancement of Expenses

Section 9.1 Mandatory Indemnification of Directors and Officers

To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Coalition shall indemnify and advance expenses to any person who is or was a director or officer of the Coalition, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to for purposes of this Article as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Coalition; and

(b) The director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Coalition, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Coalition; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. 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 or officer did not meet the standard of conduct herein described.

Section 9.2 Permissive Indemnification of Employees and Agents

The Coalition may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Coalition, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 9.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Coalition and met the standards of conduct set forth in Subsection 9.1(b) above. The Coalition also may indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Coalition to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

Section 9.3 Non-Exclusive Application

The rights to indemnification and advancement of expenses set forth in Sections 9.1 and 9.2 above are contractual between the Coalition and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the Coalition of insurance on behalf of a director, officer, employee, or agent of the Coalition, or by an agreement with the Coalition providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 9.4 Non-Limiting Application

The provisions of this Article shall not limit the power of the Coalition to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Coalition in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 9.5 Prohibited Indemnifications

Notwithstanding any other provision of this Article, the Coalition shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Coalition, or such person's heirs, executors, administrators or legal representatives:

(e) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Coalition, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act;

(b) In connection with a Proceeding by or in the right of the Coalition in which such person was adjudged liable to the Coalition; or

(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 9.6 Repeal or Modification Not Retroactive

No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Article X- Exempt Status

The Coalition has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. The Coalition anticipates that it will satisfy the requirements to be recognized as a tax exempt organization pursuant to the group determination letter issued to Habitat for Humanity International, Inc. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Coalition's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Coalition's tax exempt status and its status as not a private foundation.