

WELCOME HOME HOUSING

BY LAWS

AND APPENDICES

BY-LAWS

OF

WELCOME HOME HOUSING, INC

A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME

The name of this corporation is “Welcome Home Housing Inc”.

ARTICLE II – PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of the activities and affairs of this corporation is located in the City of Sacramento, County of Sacramento, California. The Board of Directors may change the location of the principal office within the State of California. Any such change of location must be noted by the Secretary as an amendment to these bylaws.

The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III – PURPOSES AND OBJECTIVES

The specific purpose of this corporation is to provide charitable housing to needy persons with serious mental disorder, more commonly known as mental illness, and to carry on other charitable purposes as may be associated with this specific purpose, as allowed by law.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3), Internal Revenue Code.

ARTICLE IV – DEDICATION OF ASSETS

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income, or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to any private person whatsoever. Upon the

dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501 (c) (3), Internal Revenue Code.

ARTICLE V – MEMBERSHIP

This corporation shall have no members within the meaning of the Nonprofit Corporation Law. The corporation's board of directors may, at its discretion, amend these bylaws to admit individuals to one or more classes of voting or nonvoting members. The class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: The Founding Board and Composition of the Board

(Amended 3/19/2008 Appendix I, & 5/13/2008 Appendix II)

The Board of Directors shall consist of five members, initially selected and appointed by the incorporator of this corporation.

This said appointed Board shall constitute the Founding Board. After such appointment, the founding board shall meet and formally accept this said appointment, whereby such board shall become the Board of Directors of this corporation, hereinafter also referred to as the Board. The number of directors may be increased and filled to a maximum of nine by a unanimous vote of the then existing Board so long as the increase in number results in a odd number of total members on the Board.

Section 2: Powers and Duties of the Board.

General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by and under the direction of the Board of Directors.

Specific Powers and Duties: Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- a. Supervise the process of establishing this corporation, including the adoption of the initial Bylaws of this corporation.
- b. Select and appoint the President, Secretary and Treasurer of this corporation all of whom shall serve respectively at the pleasure of the Board.
- c. Establish policy for the promotion of the purposes of this corporation.
- d. Issue directives and instructions to the corporation's officers depicting the scope and extent of their duties, responsibilities and authority, not set forth herein.
- e. Amend these bylaws as approved by a unanimous vote of the Board.

- f. Have the power to enter and/or make contracts that are binding upon this corporation.
- g. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- h. Receive any donation of money, real or personal property, made to this corporation, so long as such donation does not carry binding conditions that are contrary to the Articles of Incorporation or the By Laws of this corporation or the Non Profit Corporation law.

Section 3: Power to Sue and Respond to Suits

The Board shall:

- a. Have the power to sue in the name of this corporation in the courts of this State and in the courts of the United States of America.
- b. Have the power to defend, any suit brought against this corporation, by all legal means available.

Section 4: Quorum and Manner of Acting

(Amended 5/13/08 Appendix II)

The Board shall be a quorum upon the presence respectively of three of the five, five of the seven, or seven of the nine, standing members, as the established membership numbers may be at that time.

Every act or decision done or made by the Board shall be by a majority of the members of the Board, unless otherwise provided in these bylaws and subject to the provisions of the California Nonprofit Corporations law.

The Board shall elect a chairperson of the Board to chair the Board meetings; such chair appointment to be rotated as the Board so elects. A temporary chairperson shall be elected at any meeting, for that meeting only, by a majority vote of the standing members of the Board present at that time.

Section 5: Inspection of the Books, Records and Property

The Board shall have the right as individual members or as a Board to inspect all books, records and documents of every kind and/or the physical properties of this corporation, including photographing or copying such respective materials or properties.

Section 6. Liability Insurance for the Board Members.

The Board shall be held harmless and indemnified by this corporation, against any liability, for all acts of the Board done in the name of this corporation so long as such acts are within the course and scope of the Articles of Incorporation and the Bylaws of this corporation. Insurance shall be purchased at the expense of this corporation to provide sufficient liability insurance for the Board members.

Section 7. Meeting of the Board.

The Board shall meet at least once every two months, or more often as is reasonably necessary. The Board shall meet at a time and place as determined by the Board, in open session that is reasonably announced to the public. No business of the Board shall be conducted in private session. Robert's Rules of Order shall govern parliamentary proceedings of the Board in all cases to which they are applicable provided they are not inconsistent with these bylaws.

Section 8. Election of Board Members (Amended 3/8/11 Appendix III)

Board members shall serve for three year terms. Any Board member has the sole option to run for reelection.

Board members shall be elected in partial parts, an election of a part each year, over a three year increment so to avoid an experience void should too many members leave the Board at once. In order to initiate this sequential election pattern, the terms of the initial Board members shall be as follows: one year for Board member number one, two years for Board members number two and three years for Board members number four and five.

Annually a nominating committee of three persons shall be created for the purpose and duty of selecting and submitting recommended persons for election to the Board. Such committee shall be established by a majority vote of the President, Secretary and Treasurer of this corporation.

In the absence of this corporation having established members, a Board member shall be elected to fill a vacancy by a majority vote of a body consisting of the remainder of the sitting Board members plus the corporation's officers. Votes shall be cast by each in a sealed envelope, and counted by the Secretary. At such time that the Board elects to establish members for this corporation, it shall establish by a unanimous vote, the procedure by which the Board members shall be elected and the bylaws of this corporation shall be accordingly amended.

ARTICLE VII – CORPORATION OFFICERS

(Amended 3/8/2016 Appendix IV)

Corporation officers shall include the President, the Secretary and the Treasurer.

The president shall be the Chief Executive Officer of this corporation whose duty it is to generally supervise, direct and control the business and the officers of this corporation as well as performing all duties otherwise required by the bylaws and as instructed by the Board:

The President is specifically empowered and responsible for:

- a) Planning and development of program activities of the corporation including but not limited to management of housing projects, hiring, firing and supervising corporation employees.
- b) Purchasing of necessary operating materials and supplies.
- c) Working with and cooperating with governmental offices in furtherance of the purposes of this corporation.
- d) Making studies, evaluations and setting rules that deal with needy consumers of this corporation's facilities and services.
- e) Arranging for the renting of housing project properties as authorized by the Board of Directors.
- f) Arranging for the purchase of housing project properties as has been approved by the Board of Directors.
- g) Execute, along with the Secretary, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be so executed.
- h) Be responsible for the management of funds and assets of the corporation, as directed and authorized by the Board.
- i) Calling a meeting of the Board for any action of the Board that cannot reasonably be delayed until the next scheduled meeting of the Board, so long as the Board members are commanded to meet at their regular place of meeting, or at a place reasonably convenient, and are given forty-eight hours notice to appear for the meeting.
- j) All other duties as assigned and directed by the Board of Directors.

The Secretary shall, as instructed by the President or the Board:

- a) Assist the President in all ways requested and act as interim President in the event that office is declared vacant by a majority vote of the Board of Directors.
- b) Conduct correspondence of the corporation.
- c) Prepare, keep and maintain minutes of all meetings and actions of the Board of Directors and committees of the Board, with the time and place of holding, whether regular or special, and if special how authorized, the notice given, the names of those present at such meetings, and proceedings of such meetings.
- d) Conduct and coordinate elections of this Board as set forth herein.
- e) Prepare and transmit activity reports to necessary parties, included but not limited to necessary State and Federal reports, as directed by the President or the Board.

The Treasurer shall, as instructed by the President or the Board:

- a) Manage the funds of the Corporation as is reasonable proper for this office.

- b) Keep financial records, receive monies and deposit the same in a bank account established for this corporation, issue checks for disbursements as are authorized by the President or the Board.
- c) Keep accounting records and timely prepare ordinary and customary financial reports of the financial condition of the corporation.
- d) Be bonded at the expense of the corporation in an amount to protect the assets of the corporation, such amount as determined by the Board of Directors.
- e) Prepare necessary State and Federal financial reports for transmittal by the Secretary.

ARTICLE VIII - CORPORATION EMPLOYEES

The employees of this corporation, while acting within the course and scope of their office or employment, shall be held harmless and be indemnified by this corporation, against any liability, for all acts done in the name of this corporation so long as such acts are within the course and scope of the Articles of Incorporation and the Bylaws of this corporation. This corporation shall provide sufficient liability insurance to carry out the spirit of this need. Such insurance shall be purchased at the expense of this corporation.

This corporation shall carry necessary Workers Compensation Insurance as required by law for all employees of this corporation.

ARTICLE IX – EFFECTIVENESS OF THE BYLAWS

These bylaws shall become effective upon adoption by a unanimous vote of the Founding Board.

We, the Founding Board, having been appointed by the Incorporator of this corporation, do hereby affix our signatures to these bylaws, and by so doing, accept our respective appointment as a member of the Board of Directors and do adopt this document as the bylaws of this corporation.

Board Member Number 1	_____
Print	_____
Date	_____
Board Member Number 2	_____
Print	_____
Date	_____
Board Member Number 3	_____
Print	_____
Date	_____
Board Member Number 4	_____
Print	_____
Date	_____

Board Member Number 5 _____
Print _____
Date _____