

AMENDED & RESTATED BYLAWS OF SHREVEPORT VOA COMMUNITY LIVING CENTER I

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

Section 1. The name of the Corporation is **Shreveport VOA Community Living Center I**. Its principal office is located at 360 Jordan Street, Shreveport, LA 71101.

ARTICLE II

PURPOSES AND POWERS OF THE CORPORATION

Section 1. GENERAL PURPOSE OF THE CORPORATION. The corporation may engage in any lawful purpose or purposes that not-for-profit corporations may conduct under state law, specifically including, but not limited to, the development, ownership, and operation of housing for elderly and/or handicapped low and moderate income families under Section 202 of the Housing Act of 1959 (P.L. 86-372), as amended, or Section 811 of the National Affordable Housing Act.

Section 2. ONE SPECIFIC PURPOSE OF THE CORPORATION. One of the specific purposes, among others, of the Corporation is: To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

Section 3. IRREVOCABLE NONPROFIT PURPOSE OF THE CORPORATION. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes and no part of the income and assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Section 4. POWERS OF THE CORPORATION. The Corporation is hereby empowered to perform, but is not limited to the following acts:

a. To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth herein, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

c. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

d. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation or conveyance of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created for nonprofit purposes similar to those of the Corporation other than one created for religious purposes, provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

Section 5. DIRECTORS OF THE CORPORATION. The number of directors of the Corporation shall be not less than seven nor more than fifteen. The directors shall serve without compensation. The directors of the Corporation shall, at all times, be limited to individuals who are either members of Volunteers of America of North Louisiana or nonmembers who have the approval of the board of directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of Volunteers of America of North Louisiana or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

Section 6. OFFICERS OF THE CORPORATION. The officers of the Corporation, as provided by these bylaws of the Corporation, shall be elected by the board of directors of the Corporation in the manner herein set out and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The secretary and treasurer may be one and the same person, and need not be a director.

Section 7. NET EARNINGS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

BOARD OF DIRECTORS OF THE CORPORATION

Section 1. **NUMBER AND QUALIFICATIONS.** The Corporation shall be governed by the board of directors composed of at least seven but no more than fifteen persons. A director of the Corporation does not have to be a member of the board of directors of Volunteers of America of North Louisiana.

Section 2. **GOVERNING POWERS.** The board of directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Corporation.

Section 3. **NOMINATION OF DIRECTORS.** The directors shall be appointed by the board of directors of Volunteers of America of North Louisiana for terms of three years.

Section 4. **VACANCIES.** Vacancies in the board of directors caused by any reason, whether by the removal of a director, resignation of a director, or at the request of the United States Department of Housing and Urban Development, or otherwise, shall be filled by a vote of the remaining directors. Each person so elected shall be a director until a successor is selected by the board of directors of Volunteers of America of North Louisiana.

Section 5. **REMOVAL OF DIRECTORS.** At any annual or special meeting duly called, any one or more the directors may be removed with or without cause by a vote of the directors, the sponsor, or at the request of the U. S. Department of Housing and Urban Development. A successor director may then and there be elected to fill the vacancy thus created, but only in accordance with the procedure set forth herein.

Section 6. **COMPENSATION.** Directors shall receive no compensation for their services as directors.

Section 7. **ANNUAL MEETING.** Except as otherwise provided by these Bylaws, a meeting of the board of directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held immediately after the annual meeting of the sponsor, Volunteers of America of North Louisiana, at such place as the board of directors may, from time to time, determine, and no notice of such meeting shall be necessary.

Section 8. **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by the President on three (3) days' notice to each Director, given personally or by electronic mail ("e-mail"), US Mail, or telephone, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of directors shall be called by the President or Secretary in like manner and on like notice on the written request of one or more Director.

Section 9. WAIVER OF NOTICE. Before, or at, any meeting of the board of directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the board of directors may be taken without a meeting, if written consent to such action is signed by all directors and filed with the minutes of the board.

Section 10. QUORUM. At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present shall be acts of the board of directors. If, at any meeting of the board of directors, there is less than a quorum present, the directors present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 11. VOTING. Each individual director of the board of directors for the Corporation shall have one (1) vote and the maximum voting and other rights, authority, powers, privileges afforded directors under applicable state law.

Section 12. ORDER OF BUSINESS. The order of business at all meetings of the board of directors shall be as follows (items inapplicable to the particular meeting may be omitted):

1. Roll Call
2. Proof of Motive of Meeting or waiver of notice
3. Reading of Minutes of preceding meeting
4. Reports of officers
5. Report of Government Representatives, if present
6. Report of Committees
7. Election of Inspectors of Election
8. Election of Directors
9. Unfinished business
10. New business

Section 13. MEETING BY CONFERENCE CALL. The board of directors may participate in a meeting by means of a conference telephone call, web-based conferencing communication, or other communication facility through which all directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 14. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all directors consent in writing, which writing may be made by means of e-mail, to the adoption of the resolution authorizing such action. The resolution and all written consents thereto shall be filed with the minutes of the proceedings of the board of directors.

ARTICLE IV
OFFICERS OF THE CORPORATION

Section 1. DESIGNATION. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and Treasurer, all of whom shall be elected by the board of directors.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected annually by the board of directors at its Annual Meeting and, unless sooner removed by the Board, these elected officers shall serve for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in officers shall be filled by the board of directors, from time to time. The board of directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. REMOVAL. Upon an affirmative vote of a majority of the board of directors, any officer may be removed, either with or without cause, and his successor elected at any annual meeting of the board of directors, or at any special meeting called for that purpose.

Section 4. PRESIDENT. The President shall be the Chief Executive Officer of the Corporation. He shall have all the general powers and duties which are usually vested in the office of the President of a corporation, including the power to appoint committees, from time to time, as in his discretion he may deem appropriate to assist in the conduct of the affairs of the Corporation.

Section 5. VICE PRESIDENT. There shall be one Vice President, as the board of directors shall, from time to time, determine. In the absence of, or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as shall be prescribed by the board of directors.

Section 6. SECRETARY. The Secretary shall keep the minutes of all meetings of the board of directors. The Secretary shall have custody of the seal of the Corporation, and of such other books and records of the corporation as the Board of directors may require. He shall perform the duties and functions customarily performed by the Secretary of a corporation, together with such other duties as the board of directors may prescribe.

Section 7. TREASURER. The Treasurer shall maintain custody of the corporate funds and securities and shall keep a full and accurate account of all receipts and disbursements and shall render an account of all his transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so.

Section 8. ASSISTANT VICE PRESIDENT. There may be one or more Assistant Vice President(s) as the board of directors shall from time to time determine. In

the absence or disability of the President and the Vice President, the Assistant Vice President shall perform the duties and exercise the powers of the President. The Assistant Vice President shall also perform such other duties as shall be prescribed by the board of directors.

Section 9. ASSISTANT SECRETARY. There may be one or more Assistant Secretaries as the board of directors shall from time to time determine. The Assistant Secretary, in the absence of the Secretary, shall perform the duties and functions customarily performed by the Secretary of the Corporation, together with such other duties as the board of directors may prescribe.

ARTICLE V

AMENDMENTS TO THE BYLAWS OF THE CORPORATION

Section 1. AMENDMENTS. Except as otherwise required by law, or otherwise limited by the Articles of Incorporation of the Corporation, these Bylaws may be amended at any regular meeting of the board of directors or at any special meeting called for that purpose provided that written notice of the proposed amendment shall have been given at least 10 days prior to such meeting. These Bylaws shall not be amended without the prior written consent of United States Department of Housing and Urban Development and Volunteers of America of North Louisiana.

ARTICLE VI

FISCAL MANAGEMENT OF THE CORPORATION

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall be July 1 of each year to the next June 30 of the following year, except that the first fiscal year of the Corporation shall begin at the date of incorporation and end on the next following June 30. The commencement date of the Corporation's Fiscal Year herein established shall be subject to change by the board of directors, with the prior written approval of the United States Treasury Department, Internal Revenue Service Division.

Section 2. BOOKS AND ACCOUNTS. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation in accordance with the requirements of the Loan Agreement and Regulatory Agreement entered into the United States Department of Housing and Urban Development.

Section 3. AUDITING AND REPORTS. At the close of the Fiscal Year, the books and records of the Corporation shall be audited in accordance with the requirement of the United States Department of Housing and Urban Development, as prescribed by the applicable Loan Agreement and Regulatory Agreement. The President of the Corporation shall cause to be prepared annually a full and correct statement of affairs of the Corporation, including a balance sheet and financial statement of operations for the

preceding Fiscal Year which shall be submitted at the Annual Meeting of the sponsor of the Corporation.

Section 4. EXECUTION OF CORPORATE DOCUMENTS. With the prior authorization of the board of directors, all notes, contracts and checks shall be executed on behalf of the Corporation by either the President, the Vice President, or the Secretary.

Section 5. FIDELITY BONDS. The board of directors shall require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

ADOPTED by the board of directors of the Corporation at a _____ meeting for which proper notice was given and at which a quorum was present on the _14th_ day of _December_, 2020_ at Shreveport, Caddo Parish, Louisiana.

Melissa Flores, Secretary