

FILE

SEP 19 1994

BOOK 155 PAGE 0001

COUNTY CLERK

Pat Burke

IN THE HACSA BOARD OF COMMISSIONERS

ORDER 94-9-13-1H

IN THE MATTER OF AUTHORIZING THE EXECUTIVE DIRECTOR TO CARRY OUT THE NECESSARY PROCEDURAL STEPS TO PARTICIPATE IN HUD'S LOW-INCOME HOUSING PRESERVATION AND RESIDENT HOMEOWNERSHIP (LIHPRHA) PROGRAM TO ASSIST IN THE PRESERVATION OF TWO "EXPIRING USE" MULTIFAMILY LOW-INCOME HOUSING PROJECTS IN LANE COUNTY.

WHEREAS, HACSA has entered into an Intergovernmental Agreement to participate with the City of Springfield, the City of Eugene, and Lane County in addressing the housing needs of Lane County;

WHEREAS, the Housing Policy Board – the intergovernmental body for overseeing joint housing development initiatives between jurisdictions in Lane County – has recommended HACSA investigate the acquisition of housing that can be operated as affordable housing in the community;

WHEREAS, HACSA has determined that it wishes to determine if the acquisition of the Oakwood Manor Apartments and Village Oaks Apartments can be carried out in such a way to assist in maintaining additional affordable housing in the community;

WHEREAS, the LIHPRHA program requires formation of single purpose non-profit corporations;

WHEREAS, HACSA has the need to procure expertise in the workings of these programs;

NOW, THEREFORE, IT IS HEREBY ORDERED:

THAT THE EXECUTIVE DIRECTOR IS AUTHORIZED TO CARRY OUT THE NECESSARY PROCEDURAL STEPS TO PARTICIPATE IN HUD'S LOW-INCOME HOUSING PRESERVATION AND RESIDENT HOMEOWNERSHIP (LIHPRHA) PROGRAM TO ASSIST IN THE PRESERVATION OF TWO "EXPIRING USE" MULTIFAMILY LOW-INCOME HOUSING PROJECT IN LANE COUNTY (OAKWOOD MANOR, EUGENE;, VILLAGE OAKS, EUGENE), INCLUDING THE FOLLOWING ACTIONS:

- (1) CARRYING OUT PRELIMINARY ANALYSIS AND DUE DILIGENCE ACTIVITIES, IN ORDER TO RETURN TO THE BOARD FOR FUTURE DIRECTION AND ACTION;
- (2) SECURING THE LEGAL AND TECHNICAL ASSISTANCE NECESSARY TO SUCCESSFULLY PARTICIPATE IN THE HUD LIHPRHA PROGRAM, INCLUDING THE ENGAGEMENT OF OUTSIDE LEGAL COUNSEL;
- (3) CREATING THE "SINGLE-PURPOSE" NON-PROFIT CORPORATIONS WHICH CONFORM TO HUD LIHPRHA PROGRAM REQUIREMENTS (WITH ARTICLES OF INCORPORATION AND BYLAWS IN A FORM SUBSTANTIALLY SIMILAR AS THAT PROVIDED IN EXHIBIT 1 AND HEREBY INCLUDED BY THIS REFERENCE).
- (3) APPOINTING THE HACSA EXECUTIVE DIRECTOR, THE FINANCE DIRECTOR, AND THE FACILITIES SERVICES DIRECTOR TO SERVE AS THE INCORPORATING BOARDS OF DIRECTORS FOR THE "SINGLE-PURPOSE" NON-PROFIT CORPORATIONS.

DATED this 13th day of September, 1994.

Jerry Rust
Chair, HACSA Board of Commissioners

IN THE MATTER OF AUTHORIZING THE EXECUTIVE DIRECTOR TO CARRY OUT THE NECESSARY PROCEDURAL STEPS TO PARTICIPATE IN HUD'S LOW-INCOME HOUSING PRESERVATION AND RESIDENT HOMEOWNERSHIP (LIHPRHA) PROGRAM TO ASSIST IN THE PRESERVATION OF TWO "EXPIRING USE" MULTIFAMILY LOW-INCOME HOUSING PROJECTS IN LANE COUNTY.

EXHIBIT 1

DRAFT
Articles of Incorporation
By-Laws

of

Single-Purpose Non-profit Corporation
as Required by the Department of Housing and Urban Development

ARTICLES OF INCORPORATION
of
(NAME)
(A non-profit corporation)

ARTICLE I
Name

The name of the corporation shall be [NAME], referred to as "the Corporation."

ARTICLE II
Type

This corporation is a public benefit corporation, as that term is defined in ORS 65.001(31)

ARTICLE III
Purpose of the Corporation

The purposes for which this Corporation is organized are exclusively charitable and educational and consist of the following:

- A. To engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to Chapter 65 of the Oregon Revised Statutes, the Oregon Nonprofit Corporations Law, as now stated or as it may be amended hereafter.
- B. The specific and primary purposes are:
 - 1. To provide low-income, elderly, 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.
 - 2. To reduce the level of homelessness in Lane County and the State of Oregon by working cooperation with local, state, and national organizations whose goals are to alleviate homelessness.

B. In furtherance, but not in limitation, of the foregoing charitable and educational purposes, the corporation shall have the following powers:

1. To solicit, collect, and receive money and other assets, and to administer funds, and contributions received by grant, gift, deed, bequest, or devise, and otherwise to acquire money, securities, property, rights, and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights, or services so acquired for the purposes above mentioned;
2. To receive gifts, grants, contributions, advances, and loans from any federal source, from any State source or from any political subdivision of this State, from public corporations and from any other source, provided the receiving of the money does not violate any of the limitations in any portion of the Purpose clause.
3. To build, design, construct, enlarge, extend, repair, rehabilitate, complete, remove, or otherwise engage in any work upon housing facilities for persons and families of lower income and such other social, recreational, commercial and communal facilities as may be incidental to such housing facilities.
4. To provide housing for rent or for sale, to acquire any real estate or interests or rights therein or pertinent thereto in any and all personal property in connection therewith. This corporation will also have power to improve and operate, and to sell, convey, assign, mortgage or lease any real estate and any personal property.
5. To hire any people necessary to the carrying out of any of the Corporation's purposes. The Corporation may also hire any people necessary for the management of maintenance or protection of the housing and other facilities or to contract out for these services.
6. To take out loans and mortgages for the construction, rehabilitation, conservation or permanent financing of residential housing to effect the purposes of this Corporation.
7. To invest any funds held in reserve and any other monies not required for immediate use or disbursement.
8. To cooperate with and exchange services, personnel and information with any federal, state or local governmental agency.

9. To receive from any source such advisory and educational services as will assist this Corporation in the development of housing projects and the fulfillment of its overall purposes. This Corporation may accept the advice and assistance from any qualified source for all programs and activities which are designed or might tend to fulfill the purposes of this corporation.
 10. To provide to other qualified housing sponsors and lending institutions such advisory, consultative, training, and educational services as necessary in assisting such sponsors. Such advisory and other services include, but are not limited to, technical and professional planning assistance, preparation and promulgation of organizational planning and development guidelines, consultation services, training course, seminars and lectures and other services or materials for assistance of such sponsors in the planning, development and management of housing projects.
 11. To exercise all of the rights and powers conferred upon corporations under the Oregon Nonprofit Corporations Law, ORS 65.077; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the Corporation or are not consistent with operation as a charitable organization under Section 501(c)(3) of the Internal Revenue Code.
- C. All of the foregoing purposes and powers shall be exercised primarily and exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as it is currently and shall thereafter be in force and effect.

ARTICLE IV
Irrevocable Dedication to Charitable Purposes

No part of the net income or assets of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V
Lobbying

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

ARTICLE VI
Dissolution of Assets Upon Dissolution

The provisions for the distribution of the assets of the Corporation upon dissolution or final liquidation are as follows: After payment of, or provision for payment of, all debts and liabilities of the Corporation, the remaining assets shall be distributed by the Board of Directors to such other organization or organizations which are organized and operated exclusively for public or charitable purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of within a reasonable time by the board shall be disposed of by the Lane County Circuit Court, in the same manner.

ARTICLE VII
Registered Office

The address of the initial registered office of the Corporation is:

Housing Authority and Community Services Agency (HACSA)
177 Day Island Road
Eugene, Oregon 97401

The name of the initial registered agent at such address is Chris Todis, Executive Director, Housing Authority and Community Services Agency (HACSA).

ARTICLE VIII
Principal Office

The address of the initial principal office of the Corporation, to which notices may be mailed, is:

Housing Authority and Community Services Agency (HACSA)
177 Day Island Road
Eugene, Oregon 97401

ARTICLE IX
Members

This corporation shall have no members as that term is used in the Oregon Non-profit Corporation Law or any similar successor statute. If that term shall be applied by the Board of Directors to any persons, such persons shall have no "voting rights" as that phrase is used in the Oregon Nonprofit Corporation Law or any successor statute.

ARTICLE X
Directors

The number of Directors constituting the initial Board of Directors of the corporation is three. The number of Directors constituting the permanent Board of Directors shall be set in the bylaws. The initial Directors shall serve until their successors are appointed and qualified. The names and address of persons who have consented to serve as Directors, and their mailing addresses, are set below:

Chris Todis
Executive Director,
Housing Authority and Community Services Agency

177 Day Island Road
Eugene, Oregon 97401

Don Williams
Facility Director
Housing Authority and Community Services Agency

177 Day Island Road
Eugene, Oregon 97401

Larry Abel
Deputy Director
Housing Authority and Community Services Agency

177 Day Island Road
Eugene, Oregon 97401

The Directors of the Corporation shall, at all times, be limited to individuals who are appointed by the Board of Commissioners of the Housing Authority and Community Services Agency (HACSA).

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified.

By-Laws and amendments to the Bylaws of the Corporation must be approved by the Board of Commissioners of the Housing Authority and Community Services Agency (HACSA).

ARTICLE XI
Limitation of Director's Liability

A Director shall not be liable to this corporation for monetary damages for conduct as a Director, except for breach of the Director's duty of loyalty to the corporation; for acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; for any unlawful distribution; for any transaction from which the Director derived an improper personal benefit; and for any act or omission in violation of ORS 65.361 to 65.367, regarding conflicts of interest, loans, and unlawful distributions.

ARTICLE XII
Status As Charity

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code, or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XIII
Incorporator

The name and mailing address of the incorporator is:

Jerri Hopewell
Housing Authority and Community Services Agency (HACSA)
177 Day Island Road
Eugene, Oregon 97401

I hereby declare that I acted as incorporator in executing these Articles of Incorporation, and that I have obtained from each person named as an initial director the consent of that person to serve.

Signed: _____
Signature of Incorporator

Date: _____

Person to Contact about this Filing: _____
Daytime Phone Number: _____

Daytime Phone: _____

BYLAWS
of
(NAME)

ARTICLE I
Name and Office

1.01 **Name.**

The name of this non-profit is [NAME].

1.02 **Office**

The principal office shall be initially located at:

Housing Authority and Community Services Agency (HACSA)
177 Day Island Road
Eugene, Oregon 97401

It may be changed to such an address as the Board of Directors may from time to time determine.

ARTICLE II
Purpose

[NAME] is a 501(c)(3) charitable non-profit organization organized to develop and operate housing and related facilities to assist households and individuals who are lower-income.

ARTICLE III
Board of Directors

3.01 **Powers**

The activities, affairs, and property of the Corporation shall be managed, directed and controlled and its powers exercised by and vested in the Board of Directors.

3.02 **Number and Term**

The affairs of this Corporation shall be conducted by the Board of Directors. The number of members shall be between three (3) and twelve (12). A regular board membership shall be of two (2) years duration commencing from date of appointment.

3.03 Election and Representation of Directors

Directors will be appointed by the Board of Commissioners of the Housing Authority and Community Services Agency (HACSA). At least one position shall be occupied by a tenant representative residing in a low-income housing project.

3.04 Vacancies

Vacancies on the Board are automatically declared:

- Immediately upon death.
- Upon the date of receipt by the Chairman of the Board of a signed resignation.
- Upon removal by vote of the Board of Commissioners of the Housing Authority and Community Services Agency (HACSA).

ARTICLE IV
Meetings

4.01 Quorum

A quorum will consist of at least 50 percent of the non-vacant seats on the Board.

4.02 Regular Meetings

A schedule of meetings shall be established by the Board of Directors. All notices and agendas for regular meetings will be sent in written form to board members in advance of the meeting.

4.03 Special Meetings

Special meetings may be called by the Chairperson.

4.04 Annual Meetings

The annual meeting will be held in January of each year.

4.05 Public Access

All meetings are open to the public.

4.06 Low-income Representation

At least one meeting per year shall be dedicated to the purpose of publicly soliciting input and information from low-income community members and tenants as to how the Corporation may improve its services.

4.07 Robert's Rules of Order

The Chairperson will conduct all meetings in general accordance with Robert's Rules of Order.

ARTICLE V
Officers and Duties

5.01 Number

Officers will consist of a Chairperson, a Vice-Chairperson, and a Secretary-Treasurer.

5.02 Duties of Officers

Chairperson. The chairperson shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee.

Vice-Chairperson. The vice-chairperson shall assume the duties and responsibilities of the Chairperson in absence of the Chairperson.

Secretary-Treasurer. The Secretary-Treasurer shall be responsible for accurate and complete minutes of the Board meetings and for review of policy and procedures on fiscal matters.

ARTICLE VI
Committees

6.01 Standing Committees

The Executive Committee is a standing committee and will be composed of the Chairperson, the Vice-Chairperson, and Secretary-Treasurer.

6.02 Committee Attendance

Committee attendance will be open to any Board Member.

6.03 Ad-Hoc Committees

The Board may establish ad-hoc committees from time to time.

ARTICLE VII
Amendments to Bylaws

These by-laws may be amended or repealed by majority vote of the Board of Directors of the Housing Authority and Community Services Agency (HACSA).

ARTICLE VIII
Dissolution

The provisions for the distribution of the assets of the Corporation upon dissolution or final liquidation are as follows: After payment of, or provision for payment of, all debts and liabilities of the Corporation, the remaining assets shall be distributed by the Board of Directors to such other organization or organizations which are organized and operated exclusively for public or charitable purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of within a reasonable time by the board shall be disposed of by the Lane County Circuit Court, in the same manner.