

Articles of Incorporation

The undersigned, acting as the incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Iowa Code (2016), hereby adopts the following Articles of Incorporation for the corporation:

Article I **Name**

The name of the corporation is "Story County Housing Trust".

Article II **Initial Registered Office and Agent**

Section 1: The address of the initial registered office of the corporation in the State of Iowa is:

2325 Storm Street
Ames, Iowa 50014

Section 2: The initial registered agent at the initial registered office of the corporation in the State of Iowa is:

Stephen R. Ringlee

Article III **Incorporator**

The incorporator of the corporation is:

Stephen R. Ringlee
2325 Storm Street
Ames, Iowa 50014

Article IV **Members**

The corporation shall not have members.

The corporation shall not have, nor be authorized to issue, stock.

Article V **Purpose**

Section 1: The purpose of this corporation shall be to [engage in charitable and educational activities -within the meaning of Section 501\(c\)\(3\) of the Internal Revenue Code. It shall do so by addressing](#) the housing needs of low income persons in Story County by providing innovative and flexible funding from various federal, state and local sources of revenue to produce new and preserve existing affordable housing, promote homeownership, and support homeless and transitional housing services. [Such activities shall, among other outcomes, relieve the poor, the distressed, or the underprivileged; lessen the burdens of government; lessen neighborhood tensions;](#)

~~or eliminate prejudice and discrimination. Notwithstanding other provisions in these Articles or any Bylaws adopted by the corporation, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3).” Such corporation shall support worthy charitable and educational projects, foster high ideals and ethics and do all other acts and exercise all other powers authorized by the laws of the State of Iowa.~~

Section 2: The corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c) of the Internal Revenue Code ~~of 1986~~ (or the corresponding section of any future federal tax code). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the corporation’s, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article V. No substantial part of the activities of the corporation shall be for carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distributing of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3: The purposes and powers of the corporation are limited by these Articles. The corporation may transact any other lawful activity not inconsistent with this Article V.

Article VI **Duration**

The corporate existence begins on the date these Articles of Incorporation are filed with the Secretary of State of Iowa and continues perpetually unless dissolved as provided by law.

Article VII **Board of Directors**

The number, qualifications, method of election, term, removal or replacement, and other particulars with respect to the directors on the board of the corporation shall be established by the corporation’s bylaws.

Article VIII **Bylaws**

Section 1 The bylaws of the corporation shall set forth the provisions for the governance, regulation and management of the corporation, and may include any provision required or permitted in the bylaws of the corporation by the Revised Iowa Nonprofit Corporation Act.

Section 2 The initial bylaws of the corporation shall be adopted by majority vote of the directors on the initial board of the corporation.

Article VIII **Amendment**

The bylaws of the corporation shall set forth the process for amending the Articles of Incorporation of the corporation, but no amendment shall be adopted which deprives the corporation of tax exempt status under the Internal Revenue Code, 1986 as amended.

Article IX
Dissolution

Upon the dissolution of the corporation and the settlement of all applicable obligations of the corporation, the ~~residual~~ assets of the corporation shall be disposed of by distribution either (a) for one or more exempt purposes consistent with section 501(c)(3) of the Internal Revenue Code ~~of 1986~~ (or the corresponding section of any future federal tax code) ~~and other applicable law~~, or (b) to the State or local government for a public purpose ~~related to affordable housing~~. Any ~~residual~~ assets of the corporation not so disposed of shall be disposed of, by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such exempt purposes, including to such organization or organizations that, as such court shall determine, are organized and operated exclusively for exempt purposes.

Article X
Limitation on Liability

A director or officer of the Corporation shall not be liable to the Corporation for money damages for any action taken, or any failure to act, as director or officer of the Corporation, except liability with respect to (1) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation; (3) obtaining from the Corporation a monetary loan or guarantee of an obligation in violation of these Bylaws or the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. No amendment to or repeal of this Article applies to or has any effect on the liability or alleged liability of any director or officer of this corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors or officers for monetary damages to a nonprofit corporation, then the liability of a director or officer of this corporation will be eliminated or limited to the full extent then permitted.

The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true and correct to the best of his information and belief.

Incorporator

Stephen R. Ringlee
2325 Storm Street
Ames, Iowa 50014

Dated: September, 2016

Story County Housing Trust

Bylaws

Pursuant to section 504.206, Code of Iowa (2012) (the "Code"), the Board of Directors of Story County Housing Trust, an Iowa Nonprofit Corporation organized under the Revised Iowa Nonprofit Corporation Act (the "Act"), Chapter 504, the Story County Housing Trust (the "Corporation"), adopts these Bylaws.

Article I - Purpose

Section 1.1. Purpose. The purpose of this Corporation shall be limited by the Articles of Incorporation, which direct it to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code. It shall do so by addressing the housing needs of low income persons in Story County by providing innovative and flexible funding from various federal, state and local sources of revenue to produce new and preserve existing affordable housing, promote homeownership, and support homeless and transitional housing services.

Section 1.2. Not for-Profit. This Corporation is organized in Iowa as a non-profit corporation and therefore is not organized to engage in an activity ordinarily carried on for profit, nor will any part of its net earnings inure to the benefit of or be distributable to any directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I. No substantial part of the activities of the corporation shall be for carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distributing of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office. The purposes and activities of the Story County Housing Trust are limited to those permitted under Section 501 (c)(3) of the Internal Revenue Code.

Article II- Place of Business

Section 2.1. Principal Place of Business. The principal office of the Corporation in the State of Iowa shall be located in Story County, Iowa. The Corporation may have such other offices as the Board of Directors may determine.

Section 2.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Board of Directors by compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

Article III- Board of Directors

Section 3.1 General Powers. All powers of the Corporation shall be exercised by, or under the authority of, the Board of Directors, and the business and affairs of the Corporation shall be supervised, directed, controlled and managed by the Board of Directors, which shall determine the Corporation's policies, promote the Corporation's purposes, and disburse the Corporation's funds in accordance with the Corporation's Articles of Incorporation and these Bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as it deems advisable and may, in the execution of its powers, appoint such agents as it may deem necessary.

Section 3.2 Responsibilities. The responsibilities of the Board of Directors shall be as follows:

- a. Operate as the governing body for the Story County Housing Trust;
- b. Raise funds to maintain a housing trust fund including securing a dedicated source of revenue;
- c. Oversee and account for housing dollars and resources available to the Corporation;
- d. Establish the criteria and process by which to allocate trust resources;
- e. Nominate and elect Board members and Officers.
- f. Engage in all other powers allowed under the Iowa Non-Profit Corporations Act and Housing Trust Fund enabling statutes and rules.

Section 3.3. Number, Election, Tenure and Qualifications of Directors:

3.3.1 Initial Board. The Incorporator shall appoint an initial Board of Directors of at least three members to serve until the first annual meeting.

3.3.2 Number. The number of Directors serving after the Initial Board shall be no fewer than seven (7) and no greater than twenty (20).

3.3.3 Nomination and Election. The Board shall appoint a nominating committee of selected Directors in the fourth fiscal quarter of each year. The nominating committee shall submit a slate of proposed Directors for election to terms that begin at the next annual meeting. Additional nominations may be made by the Board at the annual meeting with the consent of the nominee. The Board vote to elect Directors will occur at the annual meeting or such other meeting the Board designates to fill a vacancy.

3.3.4. Tenure. At the first annual meeting after the adoption of these by-laws, terms shall be staggered so that 1/3 of the initial Directors have three year terms to serve, 1/3 have two year terms, and 1/3 have one year terms, unless waived by majority vote of the Board. Thereafter, all Directors shall be elected to a three-year term. A Board Member's term shall begin upon election and shall continue as provided by Iowa law and these bylaws.

3.3.5 Qualifications. Each member of the Board shall be an individual resident of Story County, Iowa whose experience, occupation, or position broadly represents the community and the residents of Story County and falls within one or more of the following categories:

- a. Real estate brokers or agents, private developers, attorneys, appraisers, accountants, and officers, including loan officers, of financial institutions.
- b. City Council members.
- c. Board of Supervisors members.
- d. Consumer and housing advocates (including nonprofit or service organization staff or representatives of related special interest groups, such as for lower-income families, seniors, and the homeless).

- e. Low- to moderate-income residents.
- f. Elected or employed representatives of Government.

A majority of the seats on the Board shall consist of individuals who are not local government/public officials or employees of city or county government. A Director of this Corporation may also serve as a director, officer, employee or representative of another entity so long as such service does not conflict with the Director's duties to this Corporation.

Section 3.4. Meetings of the Board:

3.4.1. Annual Meeting. The annual meeting of the Board shall be held during the third month of the fiscal year or on such date and at such time as the Board of Directors shall by resolution specify. Directors shall be elected and take office at the annual meeting; Officers shall be appointed at the annual meeting. The public shall be notified and the Board shall solicit comments from the public as to their annual plan/budget, updates to the Housing Assistance Plan (HAP), applications to be submitted to the State Housing Trust Fund, the types of projects that will be financed, and how such State or federal funds should be allocated.

3.4.2 Regular Meetings. There shall be no fewer than four (4) meetings of the Board held each fiscal year. The Board may provide by resolution the time and place for the holding of such regular meetings of the board without other notice than the resolution.

3.4.3 Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board or by any two Board members requesting the Chairperson to call such meeting.

3.4.4 Notice of Special Meetings. Notice of special meetings of the Board shall be provided at least three (3) days prior to special meetings, and shall stipulate the date, time, place and purpose of the meeting. Notice shall be by written notice delivered personally or sent by mail, email, facsimile or other electronic means to each director at the director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by facsimile or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.4.5 Place of Meetings. The Board of Directors may hold its meetings at such place or places within Story County, as the Board may from time to time determine. A director may participate in any meeting by any means of communication, including but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by electronic means is deemed to be present in person at the meeting.

3.4.6 Quorum. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than fifty percent (50%) of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Those attending may also declare a quorum for the purpose of conducting official business provided at least one-third (1/3) of the Directors are present and approve such motion by unanimous vote.

3.4.7 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

3.4.8 Informal Action. Any action that is permitted or authorized by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors, and any other action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

3.4.9 Minutes. Minutes shall be kept of all formal meetings of the Board and of all informal actions of the Board.

3.4.10 Open Meetings. All meetings shall comply with the provisions of the open meeting and open records laws of the State (respectively, Iowa Code Chapters 21 and 22) and be open to the public.

Section 3.5 Vacancies. A majority of the Board of Directors shall appoint the successor director to fill any vacancy occurring in the Board of Directors or any newly created directorship resulting from an increase in the number of directors. Such successor director shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected, at the annual meeting of the Members at which the directorship held by the successor director is subject to election and qualified.

Section 3.6 Resignation. Any director of the Corporation may resign at any time by delivering written notice to the president, the Board of Directors, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any director failing to participate in more than half of the regularly scheduled Board meetings in the twelve (12) month period between annual meetings shall be deemed to have resigned his or her position on the Board, unless otherwise waived by majority vote of the Board.

Section 3.7 Removal. Any director of the Corporation elected by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the Corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. Such removal shall be effected by the affirmative vote of two-thirds (2/3) of the directors then in office, or such greater number set forth in the Articles of Incorporation or these Bylaws, provided that the director being removed shall not be allowed to vote nor shall such director be counted for determining the percentage of votes cast.

Section 3.8 Compensation. Directors shall serve on the Board without compensation. Reasonable out-of-pocket expenses may be reimbursed for costs of carrying out official business of the Corporation.

Section 3.9 Committees. The Board may establish standing or ad hoc committees to further its work, among which shall be at least the appointment of a Nominating Committee, an Executive Committee to transact business between meetings of the Board; and an Audit Committee to oversee independent accountants or examiners and superintend the annual audit or review of accounts. One member of each committee shall be appointed chair by the person or persons

authorized to appoint the members of the committee. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article IV-Officers

Section 4.1 Officers. The Officers of the Board shall be a Chairperson, Vice-Chairperson Secretary, and Treasurer, each of whom shall be elected by the Board.

Section 4.2 Nomination of Officers. Officers shall be nominated and elected by the Board at the annual meeting.

Section 4.3 Election and Term of Office. The terms of elected officers are for a period of one (1) year, and, unless waived by majority vote of the Board, no officer shall hold the same office for more than four (4) consecutive terms. Terms shall range from the date of election to each annual meeting and officers shall assume office immediately upon election.

Section 4.4 Resignation. Any officer may at any time resign from that office by serving written notice to the Chairperson or Secretary of the Board. Such resignations shall take effect upon receipt thereof or at any later time specified within.

Section 4.5 Removal. Any officer may be removed by the Board by majority vote.

Section 4.6 Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the respective term.

Section 4.7 Chairperson. The Chairperson shall be a member of the Board and shall, when present, preside at all meetings of the Board. The Chairperson shall perform other such duties as may from time to time be required of, or assigned by, the Board.

Section 4.8 Vice-Chairperson. The Vice-Chairperson shall be a member of the Board and shall, in the absence of the Chairperson or in the event of the Chairperson's death, inability, or refusal to act, perform the duties of the Chairperson. The Vice-Chairperson shall perform other such duties as may from time to time be assigned by the Board.

Section 4.9 Secretary. The Secretary shall be a member of the Board, and shall be responsible for seeing that a) minutes of the Board meeting are kept; b) notices of meetings are given in accordance with these by-laws; and c) other Corporation records are maintained. The Secretary shall perform other such duties as may from time to time be assigned by Board.

Section 4.10 Treasurer. The Treasurer shall be a member of the Board, and shall be the principal accounting and financial officer of the Corporation; shall have charge and custody of and be responsible for the maintenance of books of account for the Corporation; shall supervise and be responsible for custody of all funds and securities of the Corporation and for the receipt and disbursement thereof; shall receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the

provisions of Article V (Contracts, Checks, Deposits and Gifts) of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the Board.

Section 4.11 Executive Director. The Board may employ or contract with an Executive Director, who shall not be a member of the Board, but shall serve as a non-voting ex officio observer on the Board. The Executive Director shall act as the principal staff for the Board and shall, subject to the oversight and direction of the Board, have general charge of the direct operations of the Corporation. The Executive Director may, by resolution of the Board, be granted authority to execute all or a limited portion of contracts, checks, and other obligations on behalf of the Corporation. The Executive Director may sign, in the name of the Board, reports and other documents, which are necessary or proper during the course of the Board's business. The Executive Director shall perform all duties inherent to the position, as herein defined, and perform all other such duties as may from time to time be assigned by the Board. In the absence of the appointment, contract or employment of an Executive Director, the Chairperson of the Board, or the Chairperson's designee, who must be an officer of the Board, shall carry out the duties set forth herein.

Section 4.12 Other Personnel. The Board may contract, recruit, hire, and/or terminate employees, contractors, or agents of the Corporation as may be necessary to carry out the Board's functions, which powers shall be delegated to the Executive Director if one is engaged.

Section 4.13 Compensation. Officers, except the Executive Director, shall serve without compensation. Reasonable out-of-pocket expenses may be reimbursed for costs of carrying out official business of the Corporation.

Article V-Contracts, Checks, Deposits, Gifts

Section 5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer.

Section 5.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 5.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5.5 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the board. Such authority may

be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article XI) to its directors or officers under any circumstances.

Article VI-Books and Records

Section 6.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings, proceedings and actions of its Board of Directors and committees having any of the authority of the Board of Directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 6.2. Directors' Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

Section 6.3 Open Records. The Corporation shall comply with the Iowa Code Section 22 "Examination of Public Records (Open Records)." The Corporation shall publish its annual Form 990 and audit reports in a manner easily accessible to the general public.

Section 6.4 Audits or Financial Reviews. The Board shall secure an independent certified public accountant to audit or, as appropriate, perform a financial review of the financial reports of the Corporation. The annual audit or financial report shall be presented at the annual meeting of the Board and published in a manner easily accessible to the general public.

ARTICLE VII- Fiscal Year

The fiscal year of the Corporation shall be the same as that of the State of Iowa.

ARTICLE VIII-Limitation of Liability and Indemnification

Section 8.1. Exemption from Monetary Damages. The directors and officers of the Corporation shall not be liable to the Corporation for money damages for any action taken, or any failure to act, as directors or officers of the Corporation, except liability with respect to (1) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation; (3) obtaining from the Corporation a monetary loan or guarantee of an obligation in violation of these Bylaws or the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; (4) an intentional violation of criminal law; or (5) any other action taken or failure to act contrary to requirements of applicable law.

Section 8.2. Indemnification. The Corporation shall indemnify all officers and directors of the Corporation to the fullest extent permitted by the Act, except liability for any of the following: (1) receipt of a financial benefit to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation; (3) obtaining from the Corporation a monetary loan or guarantee of an obligation in violation of these Bylaws or the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. The Corporation may and shall be entitled to purchase insurance for such indemnification to the

fullest extent determined from time to time by the Board of Directors. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its director and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Section 8.3. Determination to Indemnity. Any indemnification provided for in this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he had met the applicable standard of conduct set forth in this article above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board of Directors by vote as set forth in (i) above, or, if the requisite quorum of the full board cannot be obtained therefor, by a majority vote of the full board, in which selection directors who are parties may participate.

Section 8.4. Indemnification Not Exclusive Remedy. The indemnification provided in this article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX – Ethics

Section 9.1. Directors' Duties. Each director of the Board of Directors shall, at all times in the performance of his or her duties as a director:

- (a) Act in the sole interest of the Corporation, with a strong community service focus, including timeliness, responsiveness and accountability;
- (b) Act prudently and consistently with the terms and provisions of the Articles of Incorporation, these Bylaws, the Corporation's Code of Ethics and conflict of interest protections, the Act, and all other applicable Federal and state laws;
- (c) Disclose to the Board of Directors all potential conflicts of interest, with respect to any matter presented to the Board of Directors for action, before such action is undertaken by the Board of Directors;
- (d) Act in good faith and fair dealing and avoid self-dealing; and
- (e) Otherwise adhere to the legally applicable standards and duties of directors under the Articles of Incorporation, these Bylaws, and the Act.

Section 9.2. Code of Ethics. The Board of Directors shall, by resolution, adopt a Code of Ethics applicable to each director, officer and employee of the Corporation. Such Code of Ethics shall establish standards of conduct with respect to business ethics, conflicts of interest, and disclosure that:

- (a) Require each officer and director to act in the sole interest of the Corporation;
- (c) Require each officer and director to act prudently and consistently with the terms and provisions of the Articles of Incorporation, these Bylaws, the Code of Ethics and conflict of interest protections, and all applicable Federal and state laws;
- (d) Require each officer and director to avoid self-dealing;

- (e) Establish a mechanism to identify potential ethical issues or conflicts of interest;
- (f) Establish a duty and a process for each officer and director to disclose all potential conflicts of interest, and a procedure for the Corporation to address and resolve each such potential conflict of interest in the best interest of the Corporation; and
- (g) Establish a procedure for the imposition of appropriate disciplinary action and sanction, including removal from office and termination of employment, for violation of the Code of Ethics.

Section 9.3. Conflicts of Interest. The Board of Directors shall, by resolution, adopt standards, consistent with § 504.833 of the Act and other applicable law, for the identification and determination of conflicts of interest of directors and officers of the Corporation and procedures for their disclosure and resolution. Such standards shall at least specify that a conflict of interest may exist with respect to a director or officer who, acting in his or her capacity as a director or officer of the Corporation, is presented with an action, decision or recommendation, the effect of which may be to the private pecuniary benefit of such director or officer or of a member of such director's or officer's household or immediately family or of a business with which such director or officer or a member of such director's or officer's household is financially associated, except there shall be no conflict of interest with respect to a pecuniary interest that arises solely out of one of the following:

- (a) A director's or officer's membership in the Corporation;
- (b) An interest, which the director or officer has by virtue of his or her profession, trade or occupation, that would be generally affected to the same degree as the interest of substantially all others similarly engaged in the profession, trade or occupation; or
- (c) An action that would generally affect substantially all participants in an industry or occupation to the same degree as the action would affect the director or officer or a member of the director's or officer's household or immediate family or of a business with which such director or officer or a member of such director's or officer's household or immediate family is financially associated.

ARTICLE X - Distribution upon Dissolution

Upon the dissolution of the corporation and the settlement of all applicable obligations of the corporation, the assets of the corporation shall be disposed of by distribution either (a) for one or more exempt purposes consistent with section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or (b) to the State or local government for a public purpose. Any assets of the corporation not so disposed of shall be disposed of, by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such exempt purposes, including to such organization or organizations that, as such court shall determine, are organized and operated exclusively for exempt purposes.

ARTICLE XI - Amendment to Bylaws.

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by three-quarters (3/4) of the directors then in office. No amendment to or repeal of these Bylaws applies to or has any effect on the liability or alleged liability of any director or officer of this corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors or officers for monetary damages to a nonprofit corporation, then the liability of a director or officer of this corporation will be eliminated or limited to the full extent then permitted.

ARTICLE XII - Amendment to Articles of Incorporation.

The Articles of Incorporation may be altered or amended and new articles may be adopted by three-quarters (3/4) of the directors then in office.

I, Stephen R Ringlee, Director of Story County Housing Trust (the "Corporation"), hereby attest that the Board of Directors, acting unanimously on 1 April 2017, adopted the foregoing Bylaws of the Corporation pursuant to Section 504.206 of the Code of Iowa, the Corporation having no Members. I am duly authorized to execute this certificate.

Stephen R. Ringlee, Director