

THE AFFORDABLE HOUSING CORPORATION OF MARION, INDIANA

**BOARD OF DIRECTORS**

- \* *At least two of six directors must be low-income or live in a low-income neighborhood*
- \*\* *Not more than two of six directors may be public officials, appointees, or government employees; supersedes their residence or low-income status*

**Janet Barnett, President (3 year term to 9/30/21)**

RE/MAX Realty One  
Broker Associate  
2718 South Torrence Street  
Marion, IN 46953

Phone 765-664-2322 ext. 104 (office)  
Phone 765-661-0345 (mobile)  
Phone 765-662-8134 (home)  
Fax 765-664-1129  
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**Kayla Johnson (3 year term to 9/30/20)\*\***

City of Marion  
Neighborhood Association Coordinator  
326 South Washington Street  
Marion, IN 46952

Phone 765-382-3797 (office)  
Phone 336-455-1319 (mobile)  
Email [kjohnson@cityofmarion.in.gov](mailto:kjohnson@cityofmarion.in.gov)

**Charles E. Herriman, Vice-President (3 year term to 9/30/20)**

Spitzer Herriman Stephenson Holderead Musser & Conner  
Attorney  
709 West Fourth Street  
Marion, IN 46952

Phone 765-664-7307 (office)  
Phone 765-664-3649 (home)  
Phone 765-243-0731 (mobile)  
Fax 765-662-0574  
Email [cherriman@shshlaw.com](mailto:cherriman@shshlaw.com)

**Elizabeth A. Kachel, Secretary/Treasurer (3 year term to 9/30/21)**

Certified Public Accountant/Retired  
280 Pinkerton Court  
Marion, IN 46952

Phone 765-664-4449 (home)  
Phone 765-661-4852 (mobile)  
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**Tashima Nicole Johnson (3 year term to 9/30/22)\***

New Life Ministries  
Registered Behavior Technician/Advocate Leader  
939 North Park Avenue – Unit 203  
Marion, IN 46952

Phone 765-243-1163 (mobile)  
Email [Nicolej1028@icloud.com](mailto:Nicolej1028@icloud.com)

**Patricia McClung (3 year term to 9/30/22)\***

Marion Community Schools  
Bus Aide  
1666 West Sixteenth Street  
Marion, IN 46953

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**BYLAWS**  
**OF**  
**THE AFFORDABLE HOUSING CORPORATION OF MARION, INDIANA**

**ARTICLE I**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Grant County, State of Indiana, as follows:

812 S. Washington St.  
Marion, Indiana 46953

The office of the corporations registered is located in Grant County, State of Indiana, as follows:

Charles E. Herriman  
122 East 4<sup>th</sup> Street  
Marion, Indiana 46953

**SECTION 2. CHANGE OF ADDRESS**

The board of directors may change the principal office of this corporation from one location to another by noting the changed address in the space provided immediately following the date of said change. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require and as the board of directors may, from time to time, designate.

**ARTICLE 2**

**NONPROFIT PURPOSES**

**SECTION 1. INTERNAL REVENUE CODE SECTION 501 (c)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

## SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The purposes for which the corporation is formed, and the business and objectives to be carried on and promoted by it, on an exclusively nonprofit basis, include the provision of housing, community based economic development projects, and social services that primarily benefit low and moderate income individuals and communities, and are as follows:

- (a) To provide affordable residential (either single family or multi-family) dwelling accommodations for low and moderate income persons and families (as defined by federal and state law).
- (b) Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose of purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501 (c)(3), including, for such purposes, the making of distributions to organizations that qualify as a tax-exempt organization under said Section 501 (c)(3).
- (c) The corporation shall have the power or powers necessary to carry out its stated purposes. which shall include, but not be limited to, the power to develop, plan, operate, buy, sell, manage, maintain, contract, improve, own, convey, assign, mortgage, rent, lease or otherwise hold or accept real or personal property or an interest therein as may be reasonably necessary or incident to the provision and preservation of housing for low and moderate income persons and families.
- (d) The corporation will promote and support educational programs related to the provisions and preservation of affordable housing for low and moderate income persons and families.
- (e) The corporation will have the power to borrow money and issue evidences of indebtedness in furtherance of any or all of its objectives or purposes; and may secure any indebtedness by mortgage, pledge or other lien.
- (f) The corporation will have the power to apply for and obtain or cause to be obtained from the Federal Government, any State or Local Government, or from any private citizen, private organization, private foundation or any corporation, public or private, contributions, grants, donations, loans or other funds to be used to further the purposes provided for herein.

- (g) The corporation will have the power to perform and carry out contracts or enter into activities of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the corporation, so long as said activities do not violate the limitations imposed by Section 501 (c)(3) of the Internal Revenue Code.

### ARTICLE 3

#### DIRECTORS

##### SECTION 1. NUMBER

The corporation shall have six (6) directors and they shall collectively be known as the Board of Directors. The initial Board of Directors shall be as designated in the Articles of Incorporation.

##### SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. At least one third of the directors shall be residents of low income neighborhoods, other low income community residents, or elected representatives of low income neighborhood organizations. No more than one-third of the Directors shall be public officials. A minimum of fifty-one percent (51%) of the members of the Board of Directors shall be minorities, females, or persons with disabilities.

##### SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

##### SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

- (d) Meet as such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation and acknowledge that notices of meetings or other matters mailed or otherwise sent to the addresses given shall be valid notice for all purposes.

#### SECTION 5. TERM OF OFFICE

The term of office of the Directors shall be three (3) year staggered terms. Each Director shall hold office until his or her successor shall have been elected and qualified, until his or her death, or until he or she shall resign or is removed in the manner hereinafter provided.

#### SECTION 6. BOARD TITLES

The Board of Directors may elect one or more of their members to serve as Chairman of the Board, Vice-chairman of the Board, Secretary, or Treasurer of the Board. These titles, and others as may be chosen from time to time by the board, are not officers of the corporation as that term is herein defined.

#### SECTION 7. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties on behalf of the corporation.

#### SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### SECTION 9. REGULAR MEETINGS

The Board of Directors by resolution may provide for the holding of regular meetings and may fix the times and places (within or without the State of Indiana) at which such meetings may be held. Telephone conference meetings of the Board may be held so long as a quorum of directors are either present in person or via telephone and the directors attending via telephone ratify all actions taken via facsimile transmission or later signature on required documents.

At regular or special meetings of Directors, if all directors agree, directors may nominate and elect new directors upon motion and second by any two directors. The election of a director or directors shall be by written ballot. Each director may cast one vote for each candidate for the board. The candidates receiving the highest number of votes shall be elected to the board until all positions have been filled.

## SECTION 10. ANNUAL MEETINGS

An annual meeting will be held during the regularly scheduled meeting in September of each year.

## SECTION 11. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the Board, or by any director of the Corporation. Such meetings may be at the principal office of the corporation or at the place designated by the person or persons calling the special meeting. Telephone conference meetings of the Board may be held so long as a quorum of directors are either present in person via telephone and the director attending via telephone ratify all actions taken via facsimile transmission or later signature on required documents.

## SECTION 12. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings: No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings: 24 hour notice of all Special Meetings of the Board of Directors shall be given and shall state the place, date and time, and the subject matter of the meeting. Such notice may be given in person, by first class mail, by telephone or by facsimile transmission to the address, telephone number or facsimile machine number registered by each director with the corporation.
- (c) Waiver of Notice: Whenever any notice of meeting is required to be given pursuant to these Bylaws or the Articles of Incorporation, or the laws of this state, a waiver of notice signed by a director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice as required.

## SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of four (4) of six (6) directors, as the Board of Directors may exist from time to time. Except as otherwise provided, no business shall be conducted or considered by the board at any meeting at which the required quorum is not present.

## SECTION 14. ACTION BY BOARD OF DIRECTORS WITHOUT MEETING

The Board of Directors may take any action without a meeting by written consent signed by all members of the Board of Directors.

#### SECTION 15. MAJORITY ACTION AS BOARD ACTION

All decisions or acts of the Board of Directors shall require a majority vote of the Directors in attendance when a quorum is present unless otherwise provided by law, these Bylaws or the Articles of Incorporation.

#### SECTION 16. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board or, if absent, by a person chosen by a majority of the directors present for the meeting. The Secretary of the corporation shall serve as secretary for all meetings or, if absent, the presiding officer shall appoint another person to act as secretary for the meeting.

Meetings shall be governed by Roberts Rule of Order insofar as they do not conflict with these Bylaws, the Articles of Incorporation or state law.

#### SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director and (2) whenever the number of director positions authorized exceeds the number of persons serving as directors.

A director may resign upon giving written notice to the Executive Director of the corporation or to its Secretary. The resignation shall be effective on the date given in the notice of resignation. A director may not resign if the corporation would be left with no duly elected directors in charge of its affairs, except upon notice to the office of Attorney General of the state or other appropriate agency of this state.

Directors may be removed from office as provided by the laws of this state.

Vacancies on the board may be filled by approval of the majority of the directors then in office including a sole remaining director. All directors shall hold office until they are replaced, resign or otherwise leave office.

#### SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

#### SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the Corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## SECTION 20. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## ARTICLE 4

### OFFICERS

#### SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary, an Assistant Secretary and a Treasurer. Any person may serve as an officer of the Corporation.

#### SECTION 2. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors annually and shall hold office until he or she resigns or is removed from office by a vote of the Board of Directors.

#### SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by the Board of Directors at any time. Any officer may resign at any time by delivering a notice of resignation of the Secretary of the Corporation or to the Board of Directors. The resignation shall be effective on the date specified and if no date is specified, then immediately. The acceptance of a resignation is not necessary to make it effective. This section will be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### SECTION 4. VACANCIES

Vacancies occurring in offices of officers appointed by the Board of Directors may or may not be filled as the Board shall determine.

#### SECTION 5. DUTIES OF EXECUTIVE DIRECTOR

The Executive Director of the corporation shall, subject to control and direction of the Board of Directors, supervise and control the affairs of the corporation and the activities of the employees. He or she shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as may be otherwise provided by law, the Articles of Incorporation, or these Bylaws, the Executive Director shall, in the name of the corporation, co-sign checks and execute such deeds, mortgages, bonds, contracts, partnership agreements, evidence of indebtedness, claims for payment, or other instruments as approved by the Board of Directors through resolution or budget approval. Checks shall be signed by any two of the following: any Director, the Executive Director, or the controller of the corporation. In the absence of the Executive Director, the President shall perform his or her duties.

#### SECTION 6. DUTIES OF THE PRESIDENT

The President of the corporation shall direct the activities of the Board of Directors. He or she shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. In the absence of the Executive Director, or in the event of his or her inability or refusal to act, the President shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Executive Director.

#### SECTION 7. DUTIES OF THE VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President or the Executive Director. The Vice-President will perform other duties as may be directed by the President.

#### SECTION 8. DUTIES OF THE SECRETARY

The Secretary shall certify and keep at the principal office of the corporation, the original, or a copy, of these Bylaws as amended or otherwise altered and up-to-date. A book of minutes of all meetings of the directors or committees of directors which shall contain time and place of meetings, if regular or special meeting, how called, how notice was given, the names of all present or represented at the meeting and what proceedings were conducted at the meeting will be kept by the Secretary.

The Secretary will be the custodian of the records and of the seal of the corporation.

The Secretary shall keep and exhibit at any reasonable time upon request of a director the Bylaws of the corporation, and the minutes of the proceedings of the directors of the corporation. In general, the Secretary will perform all duties incident to

the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be assigned by the Board of Directors or the President.

#### SECTION 9. DUTIES OF THE TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected or approved by the Board of Directors. He or she shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever and shall likewise disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

The Treasurer shall keep and maintain accounts of the corporation's properties and business transactions including assets, liabilities, receipts, disbursements, gains and losses. The books of account shall be open to the President and the Board of Directors at all reasonable times upon their request. The Treasurer shall prepare financial reports as may be required and shall certify or cause to be certified said reports when required by the Board of Directors.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by their Bylaws and those which may be assigned to the Treasurer from time to time by the Board of Directors or the President.

#### SECTION 10. COMPENSATION

The salaries of officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given for services actually rendered to or for the corporation. Provided, however, that if any member of the Board of Directors serves as an officer of the corporation, he or she shall not receive any compensation other than reimbursement of actual expense incurred in the performance of said duties.

### ARTICLE 5

#### COMMITTEES

##### SECTION 1. COMMITTEES

The corporation shall have such committees as may, from time to time, be designated by resolution of the Board of Directors. At least one member shall be a representative of low income program beneficiaries to advise the Corporation in decisions regarding the design, siting, development and management of affordable housing.

## ARTICLE 6

### EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

#### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors may by resolution authorize any officer or agent of the corporation 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 as the Board of Directors wish. Unless authorized by the Board of Directors, no officer, agent, director or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. CHECKS AND NOTES

Except as may otherwise be directed by resolution of the Board of Directors, all checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the corporation shall be signed in accordance with the provisions of Article 4, Section 5.

#### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time in such banks, trust companies, or other depositories as the Board of Directors may select.

#### SECTION 4. GIFTS

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## ARTICLE 7

### CORPORATE RECORDS, REPORTS AND SEAL

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees; said minutes to reflect the time and place of all meetings, regular or special, how called, the notice given, and the names of all present together with the proceedings of said meeting.

- (b) Books and records of account, including accounts of its properties and business transactions, with accounts of its assets, liabilities, receipts disbursements, and losses.
- (c) A copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, which are to be open to inspection by any and all including the public at large during reasonable times during regular office hours.

## SECTION 2. CORPORATE SEAL

The Board of Directors may, but is not required to, adopt a corporate seal. Failure to affix the seal, if adopted, shall not affect the validity of any written instrument. Nothing herein shall be construed to require a corporate seal.

## SECTION 3. PERIODIC REPORTS

The board shall cause any annual or periodic report required under law to be prepared and delivered to the appropriate office of the State Government or Federal Government within the time limits set by law. The board may delegate this duty to the President by affirmative action.

# ARTICLE 8

## IRC 501(C)(3) TAX EXEMPTION PROVISIONS

### SECTION 1. LIMITATION OF ACTIVITIES

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

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation must not be controlled by, nor receive directions from, individuals or entities seeking profit from the organization.

### SECTION 2. EARNINGS

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or other private persons, except

that corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### SECTION 3. DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Federal Government, or to the State or Local Government, for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall (1) distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined by Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## ARTICLE 9

### AMENDMENT OF BYLAWS

#### SECTION 1. AMENDMENT

These Bylaws, or any of them may be amended or repealed and new Bylaws adopted by approval of the Board of Directors at any regular or special meeting of the board.

## ARTICLE 10

### CONSTRUCTION AND TERM

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

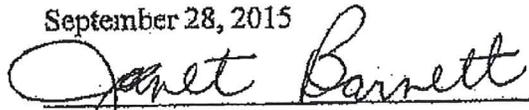
All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### ADOPTION OF BYLAWS

The directors of this corporation adopted the revised Bylaws, consisting of the preceding 12 pages and this page, as the Bylaws of this corporation, on the date given below by a vote of 4 directors for and 0 directors against.

Date: September 28, 2015

Attest:

  
\_\_\_\_\_  
Janet Barnett  
President of the Board of Directors

**AFFORDABLE HOUSING CORPORATION**  
**Statement of Policy on Conflicts of Interest**  
**And Disclosure of Certain Interests**

This statement of policy and disclosure of certain interests is designed to help directors, officers, employees, and volunteers of Affordable Housing Corporation (hereinafter the "Corporation") to prevent their personal interests from interfering with the performance of their duties or resulting in personal financial, professional, or political gain on the part of such persons at the expense of the Corporation, supporters, and other stakeholders.

**DEFINITIONS:**

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include key staff members, officers, and board members of the Corporation. Financial interest is any of the following direct or indirect (through business, investment or family) interests: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Director means a member of the Board of Directors. Board means the Board of Directors. Officer means an officer of the Board of Directors. Volunteer means a person—other than a board member—who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the Corporation. Staff Member means a person who receives all or part of her/his income from the payroll of the Corporation. Supporter means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to the Corporation.

**POLICY AND PRACTICES**

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  - a. A board member is related to another board member or staff member by blood, marriage, or domestic partnership.
  - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
  - c. A board member or their organization has a financial interest in a transaction with the Corporation or otherwise stands to benefit from a transaction or a staff member of such organization receives payment from the Corporation for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
  - d. A board member's organization receives grant funding from the Corporation.
  - e. A board member or staff member is a member of the governing body of a contributor to the Corporation.

- f. A volunteer working on behalf of the Corporation who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Corporation's best interests. When voting to determine if a conflict exists, the Board member with the potential conflict should recuse him/herself from the vote and leave the room. If a conflict is determined to exist, the interested Board member shall recuse him/herself from the vote to enter the transaction. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested Board members are less than a quorum provided at least one consenting Board member is disinterested.
3. A board member who is formally considering employment with the Corporation must take a temporary leave of absence until the position is filled. Such a leave will be taken within the board member's elected term which will not be extended because of the leave. A board member who is formally considering employment with the Corporation must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the Corporation's agent, indicating the time period of the leave. The Secretary will inform the President of the Board of such a request. The President will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Corporation's Board meeting.
4. An interested board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending the Corporation's resources who also stands to benefit from that decision has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions. Following the disclosure of a conflict of interest, the Board of Directors shall also consider the Policy on Excess Benefit Transactions and Executive Compensation.
6. A copy of this policy shall be given to all Board members, staff members, volunteers, or other key stakeholders upon commencement of such person's relationship with the Corporation or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

## **AFFORDABLE HOUSING CORPORATION**

### **Policy on Whistleblower Protection**

Affordable Housing Corporation's (hereinafter the "Corporation") Guidelines for Appropriate Conduct, Standards of Conduct, and Board Member Code of Conduct (hereinafter the "Code") require directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Corporation must practice honesty and integrity in fulfilling responsibilities and complying with all applicable laws and regulations.

The Corporation is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness, and integrity. All staff, board members, and volunteers shall act with honesty, integrity, and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from one's board or volunteer duties and possible civil or criminal prosecution if warranted.

#### **Definitions:**

*Director* means a member of the Board of Directors. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person—other than a board member—who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the Corporation. *Staff Member* or *Employee* means a person who receives all or part of her/his income from the payroll of the Corporation. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to the Corporation.

*Baseless Allegations* are allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action and/or legal claims by individuals accused of such conduct. *Fraudulent or Dishonest Conduct* is a deliberate act or failure to act with the intention of obtaining an unauthorized benefit.

Examples of fraudulent or dishonest conduct include, but are not limited to:  
forgery or alteration of documents;

- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- pursuit of a benefit or advantage in violation of the Corporation's *Conflict of Interest Policy*;
- misappropriation or misuse of the Corporation's resources, such as funds, supplies, or other assets;
- authorizing or receiving compensation for goods not received or services not performed; and
- authorizing or receiving compensation for hours not worked

**AFFORDABLE HOUSING CORPORATION**  
**Policy on Whistleblower Protection**

Whistle-Blower: An employee, consultant or volunteer who informs a supervisor, the Executive Director or the President of the Board of Directors about an activity relating to the Corporation which the person believes to be fraudulent or dishonest.

**Reporting Responsibility:**

It is the responsibility of all board members, officers, employees, and volunteers to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy. Staff, board members, consultants, and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as “whistle-blower”), pursuant to the procedures set forth below.

**No Retaliation:**

No director, officer, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

**Reporting Violations:**

The Code suggests employees share their questions, concerns, suggestions, or complaints in writing with someone who can address them properly. In most cases, an employee’s immediate supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with the Corporation’s Executive Director. Persons may report the concerns directly to the Executive Director or the President of the Board of Directors of the Corporation. Violations of this policy should be reported to the Executive Director, except in the case of a violation involving the Executive Director or violations involving the officers or members of the Board of Directors.

Executive Director contact information:

Jacquelyn Dodyk  
812 South Washington Street  
Marion, IN 46953  
765-662-1574 x104  
Jacquie@ahcindiana.org

Board President contact information:

Janet Barnett  
2718 South Torrence Street  
Marion, IN 46953  
Phone 765-661-0345 (cell)  
Email [janet@janetbarnett.com](mailto:janet@janetbarnett.com)

**AFFORDABLE HOUSING CORPORATION**  
**Policy on Whistleblower Protection**

**Accounting and Auditing Matters:**

The Corporation has had an audit every year since existence performed by an independent CPA in accordance with generally accepted accounting procedures. The Corporation hires a local accounting firm to conduct the annual audit. The auditing firm determines the type of audit required by OMB Circular A-133 based on the amount of Federal funds expended during the fiscal year. Financial statements are produced monthly by the accounting department and submitted to the Executive Director and the Board of Directors. The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Executive Director shall immediately notify the Board of any such complaint and work with the Board until the matter is resolved.

**Acting in Good Faith:**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any baseless allegations will be viewed as a serious disciplinary offense.

**Confidentiality:**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations:**

The person receiving the complaint will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys. Any reported violations, not involving the Board of Directors, will be communicated annually to the Board of Directors at the annual meeting at which Board officers are elected.

Any employee found in violation of the Code will be reported by his/her supervisor to the Executive Director no later than five (5) days after the violation reporting. The Corporation will notify in writing any contracting State Agency, the Indiana Department of Administration, HUD, and the HUD-Office of the Inspector General within ten (10) days after receiving notice of the violation. Any employee found in violation of the Law will be reported to Local, State, or Federal law enforcement immediately. Within thirty (30) days after receiving notice of a violation, the Corporation will impose appropriate personnel action against any employee who is convicted of violations occurring in the workplace, up to and including termination.

# **AFFORDABLE HOUSING CORPORATION**

## **Document Retention and Destruction Policy**

Affordable Housing Corporation (AHC) respects the privacy of its clients, customers, employees, volunteers, student interns, members of the Board of Directors and contractors. AHC complies with applicable laws and good business practices for the records it maintains.

### **1. Definitions**

Active Records. Records referred to on a frequent basis that should be kept in the office.

Business Records. Business records include hardcopy/paper, electronic or other media.

Confidential Records. The following types of records are considered confidential:

- 1) personal information as defined herein
- 2) individual employment records which concern hiring, appointment, promotion, tenure, wages, performance, termination or other circumstances of employment
- 3) records that include "protected health information" as defined by HIPAA
- 4) all administrative records of the agency, with certain exceptions, such as those which must be open in conformance with law
- 5) records which might expose the agency to legal liability if exposed

Convenience Records. A set of records created for convenient reference that duplicates official records.

Department. A subdivision of the agency organized around specific areas of business activity, managed by the Chief Financial Officer, Programs Director, or Project Manager.

Inactive Records. Records that do not have to be readily available, but that have to be kept for business, legal or historical purpose.

Personal Information. Records that contain personal information as defined in the agency's personnel policy in Attachment L: Security & Confidentiality Statement and Agreement.

**Personal information includes first initial or name PLUS last name AND at least one of the following:**

- 1) more than the last four (4) digits of social security number**
- 2) driver's license number**
- 3) state identification card number**
- 4) credit card number**
- 5) debit card number**
- 6) financial account number**
- 7) security code, access code, or password of financial account**

Records Center/POC. The Records Center is the point of contact (POC) for storage of inactive records in a secure location and ultimately for disposal of those records in a secure and timely manner. The POC is the Chief Financial Officer.

Records Retention Schedule. The Records Retention Schedule is a guideline that sets forth the length of time records shall be retained. The schedule is intended to cover all agency records for which there is a legal, regulatory or management retention requirement, and all other records retained by the agency. The Records Center/POC should be notified of any records not covered by this Schedule for further action.

## 2. Records Retention and Destruction Authorization

Until records are properly disposed, each department is accountable for securing the access to and the maintenance and disposal of its active and inactive records regardless of the records' format and location. Each department is accountable for ensuring that employees, and others, are only granted access to confidential information essential to the performance of their duties. Further, each department must ensure that those granted access are trained and undertake reasonable safeguards against unauthorized or accidental disclosure of confidential information.

The department of origin may secure and store records in its office area(s) or the Records Center, so long as the records are authorized for destruction, and disposed of, in accordance with the Record Retention Schedule. A retention period must be assigned to all records transferred to the Records Center. Maintenance and disposition of records created, retained, or stored in electronic format shall proceed on the same basis as traditional records. Unless retention is otherwise required by law, paper records that are scanned into a secure digital file must be maintained and updated, as necessary, by the department to ensure retention as required by this policy.

## 3. Records Retention Schedule

### a. Retain permanently:

- Governance records including charter and amendments, Articles of Incorporation, Bylaws, other organizational documents, annual corporate filings, board minutes, board resolutions, and board policies and procedures
- Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits
- Annual 990 tax filings
- Annual 1099 report filings
- Audit reports of CPAs and financial statements
- Copyright and trademark registrations and samples of protected works.
- Audited financial statements and attorney contingent liability letters.
- Publicly filed documents.
- Insurance records including current accident reports, claims, policies
- Property records including receipts, worksheets, appraisals, cancelled checks, etc.
- Fixed asset records
- Capital stock and bond records
- General and private ledgers and end of year trial balances
- Depreciation schedules
- Deeds, mortgages, and bills of sale
- Employee offer letters
- Confirmation of employment letters

### b. Retain for ten (10) years unless otherwise indicated in the agreement:

- Grant and contractual agreements, financial reports, closeout reports, and other documents associated with procurement, administration and delivery of services with public and private funds for a project or program.

### c. Retain for seven (7) years:

- Accident reports and claims once resolved
- Accounts payable ledgers and schedules
- Accounts receivable ledgers and schedules

- Bank statements
- Deposit slips
- Cancelled checks
- Investment records
- Property and asset inventories
- Cancelled stock and bond certificates
- Cash receipts and disbursements
- Credit card receipts
- Business expense documents
- Expired agreements, contracts, leases, and licenses
- Electronic payment records
- Invoices to customers/clients
- Invoices from vendors
- Loan payment schedules
- Purchase orders
- Subsidiary ledgers
- Uncollectible accounts and write-offs
- Payroll registers
- Personnel time cards/sheets/reports
- Payroll tax withholdings
- Earnings records
- Payroll tax returns
- W-2 statements
- Employee benefit plan records
- Employment applications and resumes (7 years after termination)
- Promotions, demotions, letters of reprimand and termination (7 years after termination)
- Record of reported violations or suspected violations of the Code of Conduct outlined in the agency's Policy on Whistleblower Protection
- Job descriptions and performance goals

d. Retain for five (5) years:

- Workers' Compensation records
- I-9 forms

e. Retain for three (3) years:

- General business correspondence
- Petty cash receipts and documents
- Budgets
- Internal audit reports
- Internal memos and reports

e. Retain for up to three (3) years: (should be destroyed as early as practical)

- Convenience (Duplicate) Records
- Business Records not subject to longer retention periods

#### 4. Extended Retention Period

Records which are retained beyond the guidelines outlined in the Records Retention Schedule shall be disposed of in accordance with this policy.

#### 5. Suspension of Records Retention Schedule in the Event of a Claim, Lawsuit, Government Investigation, Subpoena, Summons, or Other Ongoing Matters

Upon service of legal process, or upon learning of an investigation or audit, or if a claim is made, whether formal or informal, or a dispute arises, the Record Retention Schedule shall be suspended and records related to the legal process, claim, dispute, investigation or audit should not be destroyed, pending resolution of the matter.

## 6. Safe and Secure Disposal

The Records Center shall oversee the destruction and disposal of all records stored in the Records Center and covered in the Records Retention Schedule. Department managers shall oversee the destruction and disposal of all records originating in their respective departments that are not stored in the Records Center. All hardcopy/paper confidential records shall be destroyed by shredding. All other paper records may be shredded or otherwise disposed of in the agency's trash receptacles. All electronic records shall be deleted from all individual computers, databases, networks, and back-up storage according to the Records Retention Schedule.

The Department in which business records originate shall maintain an inventory describing and documenting business records, in all formats, authorized for destruction, including the date, agent (Records Center or Department) and method of destruction. This inventory itself shall not contain confidential information. In most cases two copies of the inventory shall be retained: one at the Records Center and one in the Department of origin. The inventory may be retained in paper, electronic, or other format.

7. **Exceptions.** Exceptions to these rules and terms for retention may be granted in writing by the Executive Director or President of the Board.

8. **Consequences.** Failure to comply with this Document Retention and Destruction Policy may result in punitive action against the agency's employees, volunteers, student interns, members of the Board of Directors and contractors, including suspension or termination. Questions about this policy should be referred to the Executive Director.

9. **Responsible Agent.** The Secretary of the Corporation will be responsible for monitoring procedures for implementing this policy and ensuring its reliability, e.g., archiving and destruction of documents.

**AFFORDABLE HOUSING CORPORATION**  
**Policy for Acceptance of Non Standard Contributions**

**A. Definition**

A non-standard contribution includes a contribution of an item that is not reasonably expected to be used to satisfy or further the organization's exempt purpose (aside from the need of such organization for income or funds) and for which (a) there is no ready market to which the organization may go to liquidate the contribution and convert it to cash and (b) the value of the item is highly speculative or difficult to ascertain.

**B. Procedure**

All non-standard contributions are subject to review and approval by the Board of Directors.