

# Bylaws of the Dallas County Housing Finance Corporation 2025

## PREAMBLE

These Bylaws are subject to, and governed by the Texas Housing Finance Corporations Act, Chapter 394 of the Local Government Code, as amended (the "Act"); the Texas Business Organizations Code, as amended ("TBOC"); the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, as amended ("TOMA"); the Texas Public Information Act, Chapter 552 of the Texas Government Code, as amended; and the Articles of incorporation and Certificate of Formation (the "Certificate of Formation"), of the Dallas County Housing Finance Corporation 2025 (the "Corporation"), as amended ( collectively referred to as the "Governing Regulations"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Governing Regulations, such provisions of the Governing Regulations, as the case may be, shall control. Dallas County shall be referred to as the "County" or "Unit" and the Dallas County Commissioners Court shall be referred to as the "Governing Body."

## ARTICLE I

### POWERS AND PURPOSES

#### Section 1.1. Location of Projects.

Any project or projects to be undertaken or financed in whole or in part through the issuance of obligations of the Corporation must be located within Dallas County. In order to implement the purposes for which the Corporation was formed and as set forth in the Certificate of Formation, the Corporation may issue obligations to finance all or part of the cost of one or more projects located within the County, provided that all of such actions are made pursuant to the provisions of the Act.

#### Section 1.2. Powers of Corporation.

The Corporation shall possess all powers enumerated in the Act to accomplish the purposes for which the Corporation is organized, including without limitation the power to issue bonds to defray, in whole or in part, (a) the development costs of a residential development, as defined in the Act; (b) the costs of purchasing or funding the making of home mortgages, either on a first-come, first-served basis or by selling lender commitments, including all costs related thereto, as allowed by the Act; and (c) any other costs associated with the provision of decent, safe, and sanitary housing and non-housing facilities that are an integral part of or are functionally related to an affordable housing project. The Corporation is a duly constituted authority and a public instrumentality of the County within the meaning of the

regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986 (26 U.S.C. § 103), as amended, and the Corporation is authorized, and has as an additional specific purpose for its organization and operation, to act on behalf of the County as provided in the Certificate of Formation. However, no agreements, bonds, debts, or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the County, or any other political corporation, subdivision, or agency of the State of Texas, or a pledge of the faith and credit of any of them.

However, the Corporation shall not purchase, lease, own, hold title to, or otherwise acquire an interest in a residential development, as such term is defined in the Act (a "Residential Development"), except as set forth below.

The Corporation may by a majority vote of the Board of Directors of the Corporation (the "Board of Directors"), purchase, lease, own, hold title to, or otherwise acquire an interest in a Residential or Mixed-Use Residential Development, directly or indirectly through a subsidiary of the Corporation, provided that the Governing Body of the Unit, by appropriate resolution, prior to the transaction being consummated by the Corporation: (i) finds and determines that such transaction should be undertaken; (ii) approves the form of the transaction; and (iii) authorizes such purchase, lease, or ownership of, holding of title to, or acquisition of the interest in the Development.

Notwithstanding the foregoing, nothing in these Bylaws shall be construed to restrict or prohibit the Corporation, either acting by or through a duly authorized agent, from exercising any right it may have to satisfy, in whole or in part, any obligation of the Corporation.

### **Section 1.3. Issuance of Obligations.**

The Corporation may issue any obligations permitted by the Act upon compliance with all provisions thereof.

### **Section 1.4. Books and Records; Approval of Programs and Financing Statements.**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees of the Board of Directors formed under these Bylaws. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time; and at all times the Unit, including but not limited to the Governing Body, will have access to the books and records of the Corporation upon written request to the General Manager or President. The Unit shall be entitled to annually review and request the Corporation's explanation of any financial statements, programs, or expenditures of the Corporation.

### **Section 1.5. Nonprofit Corporation.**

The Corporation shall be a public nonprofit corporation.

### Section 1.6. Corporation Policies.

The Corporation, by action of the Board of Directors, shall be authorized to promulgate, implement, and amend policies governing the receipt, processing, and approval of applications for financial participation in development projects and prescribing the fees to be paid by applicants in amounts reasonably estimated to, at least, pay the ministerial and staff costs and expenses of the Corporation, plus reasonable reserves therefor.

### Section 1. 7. Staff Services.

The Board of Directors may at any time hire outside consultants or staff to perform work the board deems necessary to further the goals of the Corporation.

## ARTICLE II BOARD OF DIRECTORS

### Section 2.1. Powers, Number and Term of Office.

The property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, the Certificate of Formation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

The Board of Directors shall consist of five members. Each member of the Dallas County Commissioner's Court may appoint one member to the Board of Directors. The term for each member is as set forth in the Certificate of Formation.

### Section 2.2. Meetings of Directors.

The Board of Directors may hold their meetings at any place authorized by the Act, as the Board of Directors may from time to time determine; provided that, in the absence of any such determination by the Board of Directors, the meetings shall be held at the principal office of the Corporation.

### Section 2.3. Regular Meetings.

Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by the Board of Directors.

## Section 2.4. Special Meetings.

Special Meetings of the Board of Directors shall be held whenever called by the President, by the Secretary, by three or more of the Directors at the time being in office, or upon advice of or request by the Governing Body.

## Section 2.5. Public Notice of Meetings; Open Meetings.

Written notice of the date, hour, place, and subject of each meeting of the Board of Directors shall be posted before each meeting at such times and in such places as prescribed by TOMA. Every meeting of the Board of Directors shall be open to the public, except as otherwise permitted by TOMA.

## Section 2.6. Quorum.

A quorum exists when there are physically present a simple majority of the number of members officially appointed to the Board of Directors, regardless of the total number of members actually appointed to the Board of Directors if less than 15. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Formation, or these Bylaws.

## Section 2.7. Conduct of Business.

At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President shall exercise the powers of the President.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors. In the absence of the Secretary or at the request of the Secretary, the Assistant Secretary shall act as Secretary during a meeting of the Board of Directors. In the absence of the Secretary and Assistant Secretary, the presiding Officer may appoint any person to act as Secretary of the meeting.

## Section 2.8. Committees.

The Board of Directors, by resolution passed by a majority of the Directors present at a properly-called meeting of the Board of Directors at which there is a quorum present, may designate three or more Directors to constitute a committee, but any committee shall be limited in size so as not to constitute a quorum of the Directors, and any such committee shall act in the manner provided in such resolution. The committee so designated shall keep regular minutes of the transactions of its meetings, shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall file such minutes with the Board of Directors from time to time. Committees are solely for advisory purposes and any action undertaken by the committee cannot bind the Board of Directors or the Corporation.

### Section 2.9. Compensation of Directors.

Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses which are (1) authorized by majority vote of the Board of Directors present at a properly called meeting of the Board of Directors at which a quorum thereof is present and (2) incurred in the performance of their duties hereunder.

## ARTICLE III OFFICERS, MANAGERS AND ADMINISTRATOR

### Section 3.1. Titles and Term of Office.

The officers of the Corporation shall be President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. Terms of office shall not exceed two years, provided that an officer may be re-elected to such position by the Board of Directors. All officers must be a member of the Board of Directors.

All officers shall be subject to removal from office, with or without cause, at any time by a vote of a majority of the entire Board of Directors.

A vacancy in the office of any officer shall be filled by a vote of a majority of the entire Board of Directors.

The General Manager of the Corporation shall be appointed by the Board of Directors by resolution passed by a majority of the Directors present at a properly called meeting of the Board of Directors. The General Manager shall exercise such powers and perform such duties as are set forth in Section 3.6 of these Bylaws and as shall be determined from time to time by the Board of Directors.

The Corporation may engage one or more outside attorneys to provide legal advice. Such engagements shall be made on a per-matter basis. The Board of Directors may appoint a committee of its members to review and approve or reject the invoices of any attorney engaged by the Corporation.

### Section 3.2. Powers and Duties of the President.

The President shall be the chief executive officer of the Corporation, and subject to the direction of the Board of Directors, the President shall be in general charge of the properties and affairs of the Corporation and shall preside at all meetings of the Board of Directors. The President shall be the agent of the Corporation with primary responsibility for executing contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments on behalf of and/or in the name of the Corporation, provided however, that the President may not execute any instrument on behalf of the Corporation without the prior written approval of the Board of Directors. For purposes of this Section 3.2, the approval of the Board of Directors of the parties to and material terms of an instrument shall constitute the approval of the President's execution of such instrument except when the Board of Directors has otherwise authorized the execution of such instrument.

### Section 3.3. Powers and Duties of the Vice President.

The Vice President shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the President during that officer's absence or inability to act; provided however, that the Vice President may not execute any instrument on behalf of the Corporation without the prior written approval of the Board of Directors. For purposes of this Section 3.3, the approval of the Board of Directors of the parties to and material terms of an instrument shall constitute the approval of the Vice President's execution of such instrument except when the Board of Directors has otherwise authorized the execution of such instrument.

### Section 3.4. Powers and Duties of the Treasurer.

The Treasurer shall have custody of all the funds and securities of the Corporation. When necessary or proper, the Treasurer may endorse, on behalf of the Corporation, for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors. The Treasurer may sign all checks, receipts and vouchers for payment made to the Corporation, jointly with the General Manager, Assistant General Manager, Assistant Treasurer and such other Officer as is designated by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts; enter or cause to be entered regularly in the books of the Corporation for the purpose of full and accurate amounts of all monies received and paid out on account of the Corporation; perform all acts incident to the position of Treasurer subject to the control of the Board of Directors and provided that he or she shall not transfer, convey, or dispose of any asset of the Corporation except as directed by the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require, at the expense of the Corporation.

The Board of Directors shall appoint the Chief Financial Officer ("CFO") to serve as an Assistant Treasurer, who shall have the same level of access to the books and records of the Corporation as the Treasurer. The Assistant Treasurer may perform any duty required of or power granted to the Treasurer in these Bylaws and/or in any resolution or order approved by the Board of Directors.

### Section 3.5. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; attend to the giving and serving of all notices; sign with the President in the name of the Corporation in furtherance of the purposes of this Corporation and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation authorized by the Board of Directors as set forth in Section 3.2 above; access, upon demand, to the corporate books and records of which the Treasurer shall have custody and charge, and shall have custody and charge of such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon request at the office of the Corporation

during business hours; and perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

The Board of Directors may appoint one or more persons to serve as an Assistant Secretary, which person may, but need not, be a Director. The Assistant Secretary may perform any duty required of or granted to the Secretary in these Bylaws and/or in any resolution or order approved by the Board of Directors, other than the execution of documents.

### Section 3.6. Powers and Duties of the General Manager.

The powers and duties of the General Manager shall include the following:

- (1) In cooperation with the Corporation's legal counsel, to ensure that all actions of the Board of Directors are in compliance with the laws, ordinances, orders, and resolutions that are in effect.
- (2) Except as otherwise herein provided, to hire and remove all subordinates, employees, agents, or contractors of the Corporation.
- (3) To manage the day-to-day operations of the Corporation, subject to the Governing Regulations, the Certificate of Formation, these Bylaws, and any policies and procedures adopted by the Board of Directors.
- (4) To review all contracts of the Corporation to ensure each contract is in accordance with the directives of the Board of Directors and execute such contracts when directed by the Board of Directors.
- (5) To attend and participate in all meetings and deliberations of the Board of Directors to the extent allowed by TOMA, but shall not possess the power to vote.
- (6) To recommend to the Board of Directors for adoption such measures as he or she may deem necessary or expedient to further the goals and priorities of the Governing Body.
- (7) In collaboration with the Treasurer and Assistant Treasurer, keep the Board of Directors at all times fully advised of the financial condition of the Corporation including providing financial statements or reports.
- (8) To spend funds up to \$25,000.00 without prior approval from the Board of Directors when the General Manager deems it necessary to pay a refundable option fee or earnest money in connection with any contract for the sale, purchase, or lease of real property or real property interests, provided that the General Manager shall first execute an enforceable written agreement which makes all funds paid fully refundable at the Board of Director's discretion. Any such agreement or pledge of funds shall be approved by the Board of Directors prior to execution or acceptance of an agreement that would render the funds non-refundable.
- (9) To act as budget supervisor with the Treasurer and Assistant Treasurer and as such prepare and submit to the Board of Directors the annual budget.
- (10) Make recommendations to the Board of Directors regarding the engagement and retainment of contractors for professional services, as needed by the Board of Directors.

The General Manager shall execute all necessary documents in performance of the duties specified in this section.

#### *3.6.1 Assistant General Manager.*

The General Manager may appoint an Assistant General Manager who shall perform such duties of the General Manager as may be assigned by the General Manager and shall exercise the powers of the General Manager during the General Manager's absence or inability to act. The Assistant General Manager shall be removable, with or without cause, at any time by the General Manager. The Assistant General Manager shall not be an officer of the Board of Directors.

#### *3.6.1 Administrator.*

The General Manager may appoint an Administrator who shall perform such duties as may be assigned by the General Manager or the Assistant General Manager and shall report to the General Manager or the Assistant General Manager, as applicable. The Administrator shall be removable, with or without cause, at any time by the General Manager and shall not be an officer of the Board of Directors.

### **Section 3. 7. Compensation.**

Officers as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

If an employee of Dallas County temporarily act as the General Manager, Assistant General Manager, Assistant Treasurer, Assistant Secretary, and/or the Administrator then those persons will be referred to as "HFC Liaisons". A HFC Liaison shall not receive any salary from the Corporation for their performance of their duties because in this instance the HFC Liaisons are not employees of the Corporation.

If the General Manager, Assistant General Manager, Assistant Secretary, and/or the Administrator are not HFC Liaisons then those positions shall be compensated for their services by the Corporation.

### **Section 3.8. Requests by the Board of Directors.**

The Board of Directors may provide feedback to the Dallas County Director of Planning and Development regarding the performance of duties of an HFC Liaisons, to ensure alignment of their performance with the duties described in these Bylaws. By a majority vote of the Board of Directors, the Corporation may request a new person to fill the position in question. Dallas County retains the sole discretion regarding the reassignment of each position.

## **ARTICLE IV**

### **PROVISIONS REGARDING ARTICLES OF INCORPORATION AND BYLAWS**

#### Section 4.1. Effective Date.

These Bylaws shall become effective only upon the adoption of these Bylaws by the Board of Directors and approval of the Governing Body.

#### Section 4.2. Amendments to Bylaws.

These Bylaws may be amended as set forth in the Certificate of Formation.

#### Section 4.3. Interpretation of Bylaws.

These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

## ARTICLE V GENERAL PROVISIONS

#### Section 5.1. Principal Office.

The principal office of the Corporation shall be located at the Dallas County Records Building, Suite 3100, Dallas, Texas 75201.

#### Section 5.2. Fiscal Year.

The fiscal year of the Corporation shall be as determined by the Board of Directors.

#### Section 5.3. Seal.

The seal the Corporation, if any, shall be as determined by the Board of Directors.

#### Section 5.4. Notice and Waiver of Notice.

Whenever any notice whatsoever is required to be given under the provisions of the Act, the Certificate of Formation, or these Bylaws, such notice shall be deemed to be sufficient if sent by U.S. Mail, with proper postage, certified mail return receipt requested or by a nationally recognized overnight delivery service addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given three business days following such mailing.

Attendance of a Director at a 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 on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board of Directors need be specified in the notice of such meeting, unless required by the Board of Directors or by the provisions of these Bylaws. A waiver of notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Section 5.5. Resignations.

Any Director or Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

### Section 5.6. Action Without a Meeting of Directors or Committees.

Any action which may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be, subject to TOMA. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State, or any other person.

### Section 5.7. Approval or Advice and Consent of the Governing Body.

To the extent these Bylaws refer to any approval, advice or consent from Dallas County, such approval, advice or consent shall be evidenced by a copy of a Court Order duly adopted by the County.

## ARTICLE VI CODE OF ETHICS

### Section 6.1. Conflicts of Interest.

It is the policy of the Corporation that Directors and Officers conduct themselves in a manner consistent with sound business and ethical practices; that the public interest always be considered in conducting corporate business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the Corporation; and that no Officer, employee or member of the Board of Directors, should have an interest, financial or otherwise, direct or indirect, or engage in any business, transaction or professional activity or incur any obligation of any nature which is in conflict with the proper discharge of his or her duties and are not to use their position for personal gain.

## ARTICLE VII INDEMNIFICATION

### Section 7.1. Indemnification.

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such Director's capacity as a Director, except that this Article does not authorize the elimination or limitation of the liability of a Director to the extent the Director is found liable for: (i) a breach of Director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided for by an applicable statute.

The foregoing elimination of liability shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a Director may be entitled under any other provision of the Restated Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of Directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a Director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a Director shall not be liable to the full extent permitted by any amendment to the Texas Business Organizations Code or Texas Housing Finance Corporations Act hereafter enacted that further eliminates or authorizes the elimination of the liability of a Director.

### Section 7.2. Directors and Officers Insurance.

The Corporation shall indemnify Directors, Officers, employees and agents of the Corporation to the fullest extent permitted by law, subject in each case to the restrictions, if any, of Section 7.1 above. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by law.

THIS DOCUMENT IS APPROVED AND CERTIFIED TO BE TRUE AND CORRECT and to reflect accurately the official action of the duly constituted officers and members of the Corporation's Board of Directors, by a majority vote of the Board of Directors in office, all on December 3 , 2025.