

**BYLAWS  
OF  
YES HOUSING, INC.**

**ARTICLE I  
NAME-OFFICES**

Section Name. The name of this Corporation is YES Housing, Inc. (the "Corporation").

Section 2. Offices. The principal office of the Corporation shall be in Albuquerque, New Mexico at an address to be designated by the Board of Directors. The principal office may be at the residence of any officer of the Corporation. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II  
MEMBERS**

The Corporation will not have Members.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. Board Management. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Term. The number of voting Directors shall be nine (9) unless the Board of Directors by resolution increases or decreases that number, but in no case shall the number of voting Directors be less than three (3). The Directors will be elected by the Board of Directors. All Directors shall serve five (5) year terms. Each Director shall hold office until the next annual meeting of the Board of Directors following the end of their current term and until his or her successor shall have been elected and qualified. Directors may serve an unlimited number of consecutive terms. The President/CEO and Executive Vice President/COO shall be nonvoting members of the Board."

Section 3. Annual and Regular Meetings. The annual meeting of the Board of Directors will be held during the month of June each year, at such time and place fixed by the Chairperson. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at least quarterly at the discretion of the Chairperson, but in no instance shall there be less than four (4) meetings of Board of Directors in a one-year period, including the annual meeting. The Board of Directors may provide by resolution the time and place either within or without the State of New

Mexico for holding of additional regular meetings of the Board of Directors. Notice of the time and place of these meetings may be given by mail, by telephone, by facsimile, or by electronic communication, such as email.

Section 4. Special Meetings Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by at least two members of the Board of Directors at such time and place as may be specified in the notice. Notice of such special meetings shall be given to each director at least twenty-four (24) hours before the day on which the meeting is to be held.

Section 5. Meetings by Telephone Conference Call. All meetings may be held by telephone conference call or other similar telecommunications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 6. Quorum and Voting. A majority of the directors who are present in person or by proxy shall constitute a quorum for the transaction of business, and all actions of the Board of Directors, except as otherwise provided in the Articles of Incorporation or these Bylaws, shall be taken by a majority vote.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 8. Waiver of Notice. Whenever any notice is required to be given to any Directors, a waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a Director in person or by proxy at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

Section 9. Vacancies. Any vacancy in the Board of Directors shall be filled for the unexpired portion for the term by a majority vote of the remaining Directors, at any special meeting of the Board of Directors called for that purpose.

Section 10. Removal of Directors. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting called for that purpose with or without cause. Any such Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. If a Director has three (3) consecutive unexcused absences from annual, regular, and/or special meetings, such Director shall automatically and immediately be removed as a Director. An excused absence shall be determined by the Chairperson of the Board of Directors in his or her sole discretion."

Section 11. Chairperson. At all meetings of the Board of Directors, the Chairperson, or in his/her absence, the Vice-Chairperson, or in their absence, a Chairperson chosen by the Directors present shall preside.

Section 12. Compensation. Directors shall not receive any compensation for their services.

ARTICLE IV  
OFFICERS

Section I. Number, Qualifications, Election and Term of Office.

a. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer, a President and Chief Executive Officer, an Executive Vice President and Chief Operating Officer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. All of such officers shall serve on the Executive Committee created by the Board.

b. Each officer shall hold office for a term of one year, except as may previously be determined in the notice of his/her election, which determination shall be made by the Board of Directors or by a nominating committee at the time of nomination, and shall serve until his or her successor shall have been elected and qualified. Officers may serve an unlimited number of consecutive terms.

Section 2. Vacancies. A vacancy in any office not otherwise provided for shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 3. Chairperson. The Chairperson shall be the presiding officer of all the meetings of the Board of Directors and shall act as chief policy-making official through the actions of the Board of Directors.

Section 4. Vice-Chairperson. The Vice-Chairperson shall, in the absence of the Chairperson, be the presiding officer of all the meetings of the Board of Directors and shall act as chief policy-making official through the actions of the Board of Directors.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall:

a. Record all the proceedings of the meetings of the Board of Directors and of the Executive Committee;

b. Cause all notices to be duly given in accordance with the provisions of the Bylaws and of the Executive Committee;

c. Have charge of an supervision over and be responsible for the funds, securities receipts and disbursements of the Corporation;

d. Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation;

e. Render to the Chairperson, or the Board of Directors, whenever requested, a statement of the financial condition of the Corporation and of all his/her transactions as Treasurer, and render a full financial report, based on the books and accounts audited annually by a certified or other public accountant, or an auditing committee, at the annual meeting of the Board of Directors; and

f. In general, perform all duties incident to the office of the Secretary/treasurer.

Section 6. President and Chief Executive Officer. The President and Chief Executive Officer (CEO) shall serve at the pleasure of the Board of Directors. The President/CEO shall have general charge of the business, affairs, and property of the Corporation in its general operations, and shall do and perform such other duties as may be assigned him/her by the Board of Directors, and shall be an ex-officio member of all committees. The President/CEO may hire other executive officers and staff and contract with others to carry out his/her duties and obligations.

Section 7. Executive Vice President and Chief Operating Officer. During the absence or disability of the President/CEO, the Executive Vice President and Chief Operating Officer (COO) shall exercise all of the functions of the President/CEO and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President/CEO. In addition, the Executive Vice President/COO shall have such powers and discharge such duties as may be assigned to him from time to time by the Board.

Section 8. Removal of Board Officers. Any officer (including the President/CEO) may only be removed from office by the affirmative vote of two-thirds (2/3) of the full Board of Directors, at any annual, regular or special meeting called for the purpose, with or without cause. Any such officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

Section 9. Checks and Bond. Any officer designated by the Board of Directors shall be authorized to sign checks and drafts of the Corporation. They shall not be required to give bond for the faithful discharge of their duties.

Section 10. Vacancies. Any vacancy in any office shall be filled by the Board of Directors at any regular or special meeting.

## ARTICLE V COMMITTEES

Section 1. General Appointment Committees. The Board of Directors may appoint any committee and delegate to that committee any and all duties allowed by the laws of the State of New Mexico. Any committee shall include at least two (2) members of the Board of Directors.

**ARTICLE VI  
AMENDMENTS**

The Bylaws may be amended by a 2/3-majority vote of the Board of Directors at any annual, regular or special meeting. Any director shall be entitled to at least five (5) days notice in writing, which must include a copy of the proposed amendment, by mail of the proposed and of the meeting time and place at which such amendment is to be voted upon.