BYLAWS

ARIZONA HOUSING DEVELOPMENT CORPORATION

ARTICLE I

MEMBERS

SECTION 1.01-MEMBERSHIP

A. The Board of Directors shall constitute the membership of the corporation. Members of the Board shall include a varied representation of occupations and professions so as to provide a broad-based membership to the Corporation. Any legally competent person, 18 years of age or older, who resides in the State of Arizona shall be eligible for membership upon election to the Board of Directors.

B. At least one-third of the **Arizona Housing Development Corporation** governing board shall consist of residents of low-income neighborhoods, shall be low-income community residents, or shall be elected representatives of low-income neighborhood organizations.

C. The **Arizona Housing Development Corporation** governing board shall not be a charter form of organization and no more than one-third of its members shall be public officials. A "public official" is defined as an elected official (e.g. a council member, alderman, commissioner, state legislator, member of a school board, etc.), an appointed public official (e.g. a member of a planning or zoning commission, or any other regulatory and/or advisory commissions that are appointed by official), a public employee (e.g. any employee of a public agency or a department of the government), or a person appointed by a public official as herein defined.

SECTION 1.02-ELECTION OF MEMBERS

Members may be elected at any meeting of the Board of Directors, hereinafter called "the Board."

SECTION 1.03-VOTING RIGHTS

Each member shall be entitled to one vote on each matter submitted to vote of the members.

SECTION 1.04-LIABILITY FOR CORPORATION'S OBLIGATIONS

The corporation shall provide liability coverage for its Board of Directors.

SECTION 1.05-COMPENSATION

Directors shall not receive any compensation for their services as directors; however, the Board may be reimbursed for out of pocket expense incurred while acting in their capacity as Directors.

SECTION 1.06-MEMBERSHIP-MINIMUM NUMBER

The Board of Directors shall constitute the membership of the Corporation and their number shall not exceed nine (9) nor be less than five (5).

ARTICLE II

MEETING OF DIRECTORS

SECTION 2.01-ANNUAL MEETING

An annual meeting of the Corporation shall be held on the second Thursday of the month of January each year, beginning with the year 1999, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the fixed day for the annual meeting is a legal holiday in Arizona, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special or regular meeting of the Board in a manner and time deemed convenient.

SECTION 2.02- SPECIAL MEETING

A special meeting of the Board may be called by a Director of the Board provided a notice of twenty-four (24) hours is given to the Directors. A majority of Board members shall be considered quorum for purposes of a special meeting. The Board will only consider or discuss the issues or purposes for which the special meeting was called.

SECTION 2.03-NOTICE OF REGULAR MEETING

At the direction of the President or Director calling the meeting written or printed notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally or by mail, to each Director entitled to vote at such meeting, not less than three (3) nor more than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Corporation.

SECTION 2.04-PLACE OF MEETING

The Board may designate any place within Yuma County as the place for the annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation.

SECTION 2.05-INFORMAL ACTION BY THE BOARD

The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board. The Board may also act on all matters by written consent, telephone conference call, or approval of all the Directors of the Corporation setting forth the action taken.

SECTION 2.06-QUORUM

For all meetings of the Corporation quorum shall consist of a majority of its Directors. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting and reschedule such meeting within seventy-two (72) hours.

ARTICLE III

POWERS OF THE BOARD

SECTION 3.01-GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors whose powers shall include those powers as are enumerated in the Articles of Incorporation.

SECTION 3.02-RESIDUARY POWERS

All the powers of the Corporation shall be vested in the Board. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation.

SECTION 3.03-NUMBER, TENURE AND QUALIFICATIONS

The number of Directors shall be no less than five (5) nor more than nine (9). The Directors elected at the annual meeting of the **Arizona Housing Development Corporation** shall be elected as follows: Director shall serve for a term of five (5) years, officers of the Corporation shall serve for a term of three (3) years. Board server for term of five (5) years, the officer shall serve for a term of three (3) years.

SECTION 3.04-VACANCIES

Any vacancy occurring on the Board shall be filled by the Board until the next annual meeting of the Corporation and until a successor has been elected by the members and qualified. A Director elected by the members to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 3.05-DIRECTORS/REMOVAL FROM OFFICE

A) A Director may be removed for inefficiency, neglect, or misconduct. A special meeting shall be called by the President to consider and vote upon the removal of a Director if a request signed by a majority of the members has been received by the President of the Corporation at least fifteen (15) days prior to the date of such a meeting. The Director, whose removal is to be considered, must be apprised of the charges against him/her and the date of the meeting in writing at least fifteen (15) days prior to the meeting. At such a meeting a quorum shall be seventy-five percent (75%) of the members. The charges against the Director shall be presented and the Director or his/her counsel shall have an opportunity to respond. If a majority of those present at the meeting vote for the removal of the Director, the Director shall be removed from office. The vacancy created by the removal of the director shall be filled in accordance with Section 3.04 of these bylaws.

B) Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered his/her office as Director, unless the Board votes otherwise.

ARTICLE IV

OFFICERS

SECTION 4.01

The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board may elect or appoint such other officers, as it shall deem desirable.

SECTION 4.02

The officers of the Corporation specified by Section 4.01 shall be elected by the Board at the annual meeting of the Corporation or as soon thereafter as feasible.

SECTION 4.03

The officers shall serve at the pleasure of the Board and may be removed at any time by vote of a majority of the Board.

SECTION 4.04-PRESIDENT

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. He/she shall preside at all meetings of the Board. He/she may sign, with attestation of the Secretary or Treasurer or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds and contracts, or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or their bylaws or statute to some other officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 4.05-VICE-PRESIDENT

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President of the Board.

SECTION 4.06-SECRETARY

The Secretary shall keep the minutes of the meeting of the Board in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; (and in general form all duties incident to the reports to the Board of Directors and other such duties as from time to time may be assigned to him/her by the President of the Board. These duties may be delegated to the staff.)

SECTION 4.07-TREASURER

The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
(b) Receive and give receipts for moneys due and payable to the Corporation from any source.
(c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositaries as provided in the bylaws or as directed by the Board of Directors or President.
(d) Write checks and disburse funds to discharge obligations of the Corporation. All checks will be signed by the President and Treasurer.
(e) Maintain the financial books and records of the Corporation.
(f) Prepare financial reports at least annually.
(g) Perform other duties as assigned by the President or by the Board of Directors.
(h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
(i) Perform all the duties incident to the office of treasurer.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 5.01-**CONTRACTS**

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a special instance.

SECTION 5.02-**CHECKS, DRAFTS, ETC.**

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by any two officers of the Board.

SECTION5.03-**DEPOSITS**

All funds due to Corporation shall be deposited timely in such banks, trust companies or other federally insured depositories as may be selected by the Board.

SECTION 5.04-**GIFTS**

The Board may accept gifts, donations, or contributions on behalf of the Corporation. However, no member of the Board, may accept any personal gifts, donations, or contributions.

ARTICLE VI

The Corporation shall keep correct and complete books and records of accounts and minutes of the meetings of the Board. And there shall be kept at the registered office a record giving the names and addresses of the Board, all the members, or his/her agent or attorney, for any purpose at any reasonable time. The Board shall require that an audit of the financial audit of the financial records be conducted in accordance with the requirements of its funding sources and accepted accounting practices.

ARTICLE VII

SEAL

The Board shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Revised Statutes, Articles of Incorporation, or bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled thereof, whether before or after time stated therein, shall be deemed equivalent to the giving of such notice.

Any Director may waive notice of any meeting. (The 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 because the meeting is not lawfully called or convened.)

ARTICLE IX

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

SECTION 9.01

These bylaws and articles of incorporation may be amended by a majority of the Board at any regular or special meeting of the Board. Provided, however, no such action shall change the purposes of the corporation so as to impair its rights and powers under Arizona law, or to waive any requirement or bond or any provision for the safety and security of the property and funds of the corporation or its assent of rights, privileges, or immunities then existing. Additionally, no such action shall in any way alter or violate the purposes and objectives of the corporation as stated in the Articles of Incorporation. Notice of any proposed amendments shall be given by written notice to the Directors at least ten (10) days prior to the meeting. The Articles of Incorporation shall be amended as required by Arizona Corporate Law.

SECTION 9.02

Amendments shall be signed and acknowledged by the President and attested by the Secretary or Treasurer of the Corporation and shall be filed, recorded and published as required by statute.

ARTICLE X

SECTION 10

PRESUMPTION OF ASSENT

A voting Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by Certified Mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

KNOW ALL MEN BY THESE PRESENT: That the undersigned President and Treasurer of the Corporation identified in the foregoing bylaws were duly adopted by the Board of Directors of said Corporation, as bylaws of said Corporation on the 21st day of May at a duly called and constituted meeting of the Board of Directors and that they do now constitute the bylaws of said corporation.

PRESIDENT

Attested 5-28-98