

BY-LAWS

Yakama Nation Housing Authority

As adopted June 15, 2004

The Board of Commissioners, acting under the authority of the Tribal Ordinance, as amended, hereby adopts the following By-laws for the corporation.

ARTICLE I. NAME

Section 1.01. Corporate Name. Pursuant to the Tribal Ordinance, the corporate name is the "Yakama Nation Housing Authority" (hereinafter, the "YNHA"). The Authority shall have perpetual succession in its corporate name.

ARTICLE II. FORM

Section 2.01. Establishment. The Yakama Nation Tribal Council established the YNHA as a public corporation by the Tribal Ordinance dated June 21, 1977, as amended by Resolutions T-137-94 and T-076-03 (the "Tribal Ordinance") (see attached).

Section 2.02. Corporate Charter. The Tribal Ordinance is the corporate charter of the Authority.

ARTICLE III. PURPOSES

Section 3.01. Purposes. Pursuant to the Tribal Ordinance, the YNHA is the tribally-designated housing entity ("TDHE") of the Yakama Nation for purposes of the Native American Housing Assistance and Self-Determination Act of 1996 ("NAHASDA") and is organized and operated for the following purposes:

- a. Remediating on the Reservation unsafe and unsanitary housing conditions that are injurious to the public health, safety and morals;
- b. Alleviating the acute shortage of decent, safe and sanitary dwellings for families of low income; and
- c. Providing employment opportunities on the Reservation through the construction, reconstruction, improvement, extension, alteration or repair and operation of low-income dwellings.

ARTICLE IV. PLACE OF BUSINESS

Section 4.01. Office. The official place of business of the YNHA shall be at 611 South Camas Avenue, Wapato, WA 98951-1499. This is subject to change by the Board of Commissioners.

ARTICLE V. REGISTERED AGENT

Section 5.01. Service of Process. The registered agent for service of process is the Executive Director of the YNHA, whose office is located at the official place of business of the YNHA.

ARTICLE VI. COMMISSIONERS

Section 6.01. Appointment. Pursuant to the Tribal Ordinance,

a. **Function and number.** The Board of Commissioners (the "Board") manages the affairs of the YNHA. The Board comprises five members-at-large and one ex-officio Tribal Council Housing Committee member.

b. **Appointing authority.** The Board members are appointed, and may be reappointed, by the Tribal Council. A certificate of the Secretary of the Council as to the appointment or reappointment of any Board member is conclusive evidence of the due and proper appointment of the Board member.

c. **Term.** Each member-at-large is appointed for a four-year term of office. Under the Tribal Ordinance, the terms are staggered. In the case of a vacancy, any appointment is only for the length of the unexpired term. The term of office of the ex-officio Tribal Council Housing Committee member conforms to the organization of the Council establishing the Housing Committee. Each Board member holds office until his successor has been appointed and has qualified.

d. **Eligibility of tenants and homebuyers.** No person shall be barred from serving as a Board Member because he/she is a tenant or homebuyer in a housing project of the Authority. Such Board member shall be entitled to fully participate in all meetings concerning matters that affect all of the tenants or homebuyers, including matters that affect the Board member as a tenant or homebuyer; provided, that the Board member shall be entitled or permitted to participate only in his/her capacity as a tenant or homebuyer, not as a Board member.

Section 6.02. Representative Capacity. No Board member may act on behalf of the Board except as authorized in advance by a vote of the majority of the full Board. Failure to comply with this section may be grounds for recommendation for removal from the Board.

Section 6.03. Resignation. Any member of the Board may resign from the Board. Resignation must be by letter directed to the Chairperson, who will then direct the letter to the appropriate appointing authority.

Section 6.04. Leave of Absence. Any member of the Board may request a temporary leave of absence from active service on the Board for good cause. Any such request must be by letter directed to the Chairperson and must specify the dates of leave requested and the reason(s) for the request. Upon a determination that a leave of absence will not interfere with the efficient operations of the Board, the Board may approve a temporary leave of absence of up to 60 days. Any approval must be by Board resolution.

Section 6.05. Removal. Pursuant to the Tribal Ordinance,

a. A member of the Board may be removed by the appointing authority for serious inefficiency or neglect of duty or for misconduct in office, but only after a hearing before the appointing authority and only after the Board member has been given a written notice of the specific charges against him at least 10 days prior to the hearing.

b. At any such hearing, the Board member shall have the opportunity to be heard in person or by counsel and to present witnesses on his behalf.

c. In the event of removal of any Board member, a record of the proceedings, together with the charges and findings thereon, shall be filed with the appointing authority and a copy thereof sent to the appropriate office of the Department of Housing and Urban Development.

Section 6.06. Recommendation for Removal. The Board may recommend to the appointing authority that a Board member be removed from office. Any decision to recommend removal from office shall be made by Board resolution and forwarded to the Housing Committee or other appropriate authority. Absence from three consecutive meetings may constitute neglect of duty.

Section 6.07. Compensation. Pursuant to the Tribal Ordinance, the Commissioners shall not receive compensation for their service but shall be entitled to compensation for expenses, including travel expenses, incurred in the discharge of their duties.

ARTICLE VII. MEETINGS

Section 7.01. Meetings. Pursuant to the Tribal Ordinance, meetings of the Board shall be held at regular intervals as provided in the Bylaws.

Section 7.02. Regular meetings. Regular meetings shall be held on the third Wednesday of each month at 10:00 a.m. at the official place of business of the YNHA, or at such time and place as may be decided by the Board.

Section 7.03. Annual meeting. The Annual meeting shall be held on the third Friday in January at 6:00 p.m., unless otherwise decided by the Board.

Section 7.04. Emergency meetings. Pursuant to the Tribal Ordinance, emergency meetings may be held upon 24 hours actual notice and business transacted, provided that not less than a majority of the full Board concurs in the proposed action.

Section 7.05. Scheduling special or emergency meetings. The Chairperson of the Board may, when he or she deems it expedient, and shall, upon the written request of two members of the Board, call a special or emergency meeting of the Board for the purpose of transacting any business designated in the call. Actual notice must be given to each member of the Board at least 24 hours prior to the time of such special or emergency meeting. No business shall be considered at that meeting other than as designated in the call, except that if all Board members are in attendance, then the Board may decide to transact any and all business.

Section 7.06. Quorum. Pursuant to the Tribal Ordinance, a majority of the full Board (i.e., notwithstanding the existence of any vacancies) shall constitute a quorum for the transaction of business. No Board action shall be taken by a vote of less than a majority of such full Board.

Section 7.07. Minutes. The minutes of any Board meeting shall be prepared and distributed to the Board at the next regularly scheduled meeting for review and approval.

Section 7.08. Failure to attend. Any Board member who, without an acceptable excuse, fails to attend three consecutive Board meetings may be removed from any office he or she holds on the Board and also may be recommended for removal from the Board, by resolution of the Board.

ARTICLE VIII. OFFICERS

Section 8.01. Appointment and Selection. Pursuant to the Tribal Ordinance, the Council shall name one of the Commissioners as Chairperson. The Board shall elect from among its members a Vice-Chairperson, a Secretary, and a Treasurer; and any member may hold two of these positions.

Section 8.02. Term. Any Board member-at-large is eligible to serve as an officer. All officers shall serve for a period of four years unless he/ she resigns or is removed from office. Officers shall be selected by the Board at the annual meeting.

Section 8.03. Chairperson. The Chairperson shall preside at all meetings of the YNHA; shall supervise the preparation of the agenda; shall conduct the meeting in accordance with the by-laws; shall represent the YNHA, working directly with any agency, on training, planning and problem-solving on housing issues; shall appoint all committees, unless otherwise decided by the Board; and shall have the right to cast a vote.

Section 8.04. Vice-Chairperson. The Vice-Chairperson, pursuant to the Tribal Ordinance, in the absence of the Chairperson, shall preside at meetings of the Board; and in case of resignation, death, or removal for cause of the Chairperson, shall assume the office of the Chairperson until such time as a new Chairperson may be elected by the Board.

Section 8.05. Secretary. The Secretary, pursuant to the Tribal Ordinance, shall keep complete and accurate records of all meetings and actions taken by the Board, and, in the absence of both the Chairperson and the Vice-Chairperson, shall preside at meetings of the Board. The Secretary also shall see that all notices are given in accordance with the provisions of these by-laws or as required by law; shall be custodian of the YNHA records; shall keep a register of the mailing address of each member, which shall be furnished to the Secretary by that member; shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairperson

or the Board; and in the absence of the Chairperson and Vice-Chairperson, shall call meetings to order until those members present select a Chairperson pro-tem.

Section 8.06. Treasurer. The Treasurer, pursuant to the Tribal Ordinance, shall keep full and accurate financial records, make periodic reports to the Board, and submit a complete annual report in written form, to the Tribal Council. The Treasurer also shall be the custodian of all funds in possession of the YNHA; and shall keep an accurate record of all funds and report the financial status of the YNHA to the Board at each monthly meeting.

Section 8.07. Failure to attend meetings. Any officer missing three consecutive meetings may be removed from office by resolution of the Board.

Section 8.08. Vacancies. In case of a vacancy in one of the offices, the Chairperson shall appoint a member to fill the vacancy to be voted on at the next regularly scheduled meeting to fill the unexpired term of office. If the office of Chairperson becomes vacant, the Vice-Chairperson shall serve as Chairperson until the next regularly scheduled meeting, at which time the Board may elect a new Chairperson.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 9.01. Employment. The Board shall employ an Executive Director to be the YNHA's Chief Executive Officer to implement and execute Board policies, and supervise and manage business affairs of the Corporation.

Section 9.02. Functions. The Executive Director shall propose the organizational structure of the YNHA to the Board, and the Board shall approve the structure and personnel positions. The Executive Director shall have authority and responsibility to hire, dismiss, evaluate and otherwise supervise the employees of the YNHA. He or she shall manage the office and develop programs that fulfill the YNHA's mission and long-range goals. The Executive Director shall submit a proposed annual budget to the Board, and shall report monthly to the Board about the status of the YNHA's operations and programs. He or she shall provide other reports requested by the Chairman or Board. The Executive Director shall perform all duties incident to this office and such other duties as maybe prescribed by the Board.

ARTICLE X. FINANCES

Section 10.01. Chief Financial Officer. The Board shall employ a Chief Financial Officer ("CFO") to manage the financial affairs of the YNHA. The CFO shall perform all duties incident to this office and such other duties as maybe prescribed by the Board. The CFO shall report to the Executive Director.

Section 10.02. Checks, Drafts, Etc. All checks, drafts, vouchers and orders for the payment of money, notes, and other evidences or guarantees of indebtedness issued in the name of the shall, unless otherwise provided by resolution of the Board, be signed by the Chairman, or his designee, and another officer of the YNHA.

Section 10.01. Sale or Pledge of Assets. The sale, mortgage or pledge of any or all property and assets of YNHA, whether or not in the usual or regular course of business, may be made only upon such terms and conditions and for such consideration as shall be authorized by resolution of the Board.

Section 10.03. Annual Financial Statement. There shall be prepared annually a full and correct financial statement of the YNHA, which shall include a balance sheet and a statement of operations for the preceding fiscal year. The financial statement shall be submitted at the annual meeting of the Board and, within twenty (20) days after the meeting, placed on the file at the YNHA's principal office. Such statement shall be prepared at the direction of the Board. If no Executive Officer is so designated, it shall be the duty of the Chairman to prepare or cause to be prepared such statement.

Section 10.04. Fiscal Year. The fiscal year of the YNHA shall begin on October 1 and end on September 30, unless otherwise provided by the Board.

ARTICLE XI. TRAVEL

Section 11.01. Authorization. The Board may authorize one or more of the Board members to travel to meetings, conferences, or on other official YNHA business. All travel on YNHA business must be approved by the Board and documented in accordance with the policies of the YNHA. This may include the preparation and submission of a YNHA Travel Form.

Section 11.02. Delegates. The Board may appoint one or more delegates to represent the YNHA before regional and/or national organizations and to attend meetings of those organizations. At meetings where YNHA is a member and may cast a vote in the proceedings, the Chairman or, in his absence, another Board member so delegated shall have the right to cast a vote in the name of the YNHA.

Section 11.03. Expenses. Board members will be eligible for reimbursement of actual expenses for travel while on official YNHA business, in accordance with the travel policies of the YNHA.

ARTICLE XII. ORDER OF BUSINESS

Section 12.01. Parliamentary procedure. Board Meetings will be conducted in accordance with Robert's Rules of Order Newly Revised (10th Edition), unless otherwise decided by the Board.

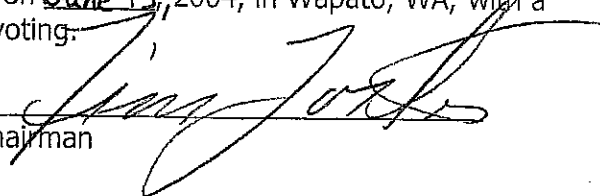
ARTICLE XIII. AMENDMENTS AND CHANGES

Section 13.01. Amendments and changes to these By-laws shall be made by at least a majority vote of the Board.

Section 13.02. No amendments or changes to these By-Laws may be made without 30-days' notice given to all Board members.

CERTIFICATION

The foregoing By-laws were duly adopted by the Board of Commissioners of the Yakama Nation Housing Authority at a regular meeting on June 15, 2004, in Wapato, WA, with a quorum of its membership being present and voting:


Chairman

ATTEST:


Secretary