

**BY-LAWS
OF THE
HOMELESS HOUSING AND ASSISTANCE CORPORATION**
(amended May 8, 2007)

ARTICLE I - THE CORPORATION

Section 1. Name of the Corporation. The name of the Corporation shall be the "Homeless Housing and Assistance Corporation".

Section 2. Description. The Corporation is a public benefit corporation, created by and having the powers and function set forth in section two of Chapter 215 of the Laws of 1990, as may be amended thereafter.

Section 3. Office of the Corporation. The office of the Corporation shall be located at 40 North Pearl Street, Albany, New York 12243, or as designated by resolution of the Members.

Section 4. Seal of the Corporation. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its creation.

ARTICLE II - MEMBERS

Section 1. Members. The Corporation shall have three (3) Members: The Commissioner of the Office of Temporary and Disability Assistance (formerly the Department of Social Services), the Chairperson of the Housing Finance Agency, and a Member appointed by the Commissioner of the Office of Temporary and Disability Assistance.

Section 1.1 Advisory Members. The Commissioner of the Office of Temporary and Disability Assistance may appoint up to three (3) Advisory Members. Advisory Members may provide input on matters of common interest, but shall not have power to vote at meetings.

Section 2. Terms. The terms of the Members shall be for so long as they hold their respective offices, or as to Members and Advisory Members appointed by the Commissioner of the Office of Temporary and Disability Assistance, until another Member shall be appointed or the term of the Commissioner of the Office of Temporary and Disability Assistance appointing such Member or Advisory Member terminates.

Section 3. Powers. The powers of the Corporation shall be vested in and exercised by no less than two (2) of the Members then in office. The Corporation may delegate to one (1) or more of its Members, or its officers, agents and employees, such duties and powers as it may deem proper.

Section 4. Chairperson. The Commissioner of the Office of Temporary and Disability Assistance shall serve as the Chairperson of the Corporation. If the Chairperson is absent from a meeting of the Members, he/she may designate another Member to act as Chairperson of the meeting.

Section 5. Designees. Members and Advisory Members may each designate an individual to represent them at all meetings of the Corporation from which they may be absent. Any such designee shall have the power to attend any meeting of the Corporation. The designee of a Member may vote at any meeting of the Corporation as if the designating Member were present and voting. The designation of an individual to represent a Member or Advisory Member shall be made by written notice, signed by such Member or

Advisory Member and filed with the Chairperson of the Corporation. The designation shall continue until revoked. Such designation may properly be revoked at any time by the designating Member or Advisory Member through written notice to the Chairperson of the Corporation.

Section 6. Removal. The Commissioner of the Office of Temporary and Disability Assistance may, upon written order, remove or replace the appointed Member or any Advisory Member for cause or without cause.

Section 7. Compensation. No Member, officer or employee of the Corporation shall receive any additional compensation, either direct or indirect, other than reimbursement for actual and necessary expenses incurred in the performance of duties, by reason of service as a Member, officer or employee of the Corporation.

Section 8. Non-Liability for Debts. The private property of the Members shall be exempt from the execution or other liability for any debts of the Corporation and no Member shall be personally liable or responsible for any debts or liabilities of the Corporation.

Section 9. Property Interest of Members. No Member of the Corporation shall have any right, title or interest in or to any property or assets of the Corporation, either prior to or at the time of any liquidation or dissolution of the Corporation.

ARTICLE III - OFFICERS AND EMPLOYEES

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, Assistant Secretary, Counsel, Assistant Counsel, Treasurer, Assistant Treasurer, Comptroller, Assistant Comptroller and such other officers as may be determined by the Members from time to time to perform such duties as may be designated by the Members.

Section 2. Appointment and Term of Office. The officers shall be appointed annually by the Members at a regular meeting of the Members. Each officer shall hold office, unless removed, and until his or her successor shall have been appointed. Except as otherwise provided in these By-laws, a vacancy in any office shall be filled by appointments made by the Members.

Section 3. Removal of Officers. Any officer appointed by the Members may be removed by the Members whenever in their judgment the best interests of the Corporation will be served thereby.

Section 4. The President:

(a) shall be the principal executive officer of the Corporation, shall have general supervision and control of the business and affairs of the Corporation; and

(b) may sign any contracts, mortgages, notes, intercreditor agreements, deeds, and other obligations or instruments authorized by the Members to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Members, or by these By-laws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and

(c) may authorize other officers of the Corporation to sign and execute, in the absence of the President, contracts, mortgages, notes, intercreditor agreements, deeds and other obligations or instruments, but only upon the direction of the President; and

(d) shall in general perform all duties incident of the office of President and such other duties as may be prescribed by the Members from time to time.

Section 5. Vice-President. The Vice-President:

(a) shall preside over all meetings of the Corporation in the absence of the President and shall perform the duties of the President in the event the office of President is vacant or in the event the President is unable to perform such duties by reason of illness, disability or absence; and

(b) shall be authorized, in the absence of the President, to execute on behalf of the Corporation contracts, mortgages, notes and such other instruments as may be authorized by the Members to be executed.

Section 6. Counsel. The General Counsel to the Commissioner of the Office of Temporary and Disability Assistance shall be the Secretary and Counsel of the Corporation, unless and until the Members of the Corporation shall appoint a designated Secretary and Counsel for a specified term.

Counsel shall:

(a) be the chief legal officer of the Corporation;

(b) advise the Members and officers of the Corporation on all legal matters relating to the operation and purpose of the Corporation;

(c) draft, review and approve as to form all agreements, contracts, deeds, mortgages, notes or other documents necessary for all phases of the Corporation's functions;

(d) in general perform such other services usually incident to the position and office as Counsel; and

(e) perform such other duties as Counsel as may from time to time be assigned by the Members of the Corporation.

Counsel may, with the approval of the Members, appoint an Assistant Counsel to assist Counsel in performing the aforementioned duties.

Section 7. Secretary. The Secretary shall:

(a) keep the minutes of the meetings of the Members in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with these By-Laws or as required by law;

(c) be custodian of the records of the Corporation;

(d) keep a register of the name and addresses of all Members;

(e) have general charge of the books of the Corporation;

(f) keep on file at all times a complete copy of the By-Laws of the Corporation containing all amendments thereto; and

(g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Members.

The Secretary may, with the approval of the Members, appoint an Assistant Secretary to assist the Secretary in performing the aforementioned duties.

Section 8. Treasurer. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Corporation, and for the deposit of all such monies in the name of the Corporation in such banks or banks, trust companies or other depositories as shall be elected by the Members in accordance with the provisions of these By-Laws;

(c) be responsible for the investment of the Corporation's fund as required and establish and coordinate policies for investments; and

(d) in general perform all the duties incident to the office of Treasurer, and such other duties as set forth time to time may be assigned by the Members.

The Treasurer may, with the approval of the Members, appoint an Assistant Treasurer to assist the Treasurer in performing the aforementioned duties.

Section 9. Comptroller. The Comptroller shall:

(a) establish, coordinate and administer an adequate plan for the financial control of operations of the Corporation;

(b) consult with the Members concerning any phase of the financial operations of the Corporation as it relates to the attainment of objectives and the effectiveness of policies and procedures in accordance with the provisions of these By-laws;

(c) establish and administer tax policies and procedures;

(d) assure protection of the assets of the Corporation through internal control and auditing and assuring proper insurance coverage as necessary;

(e) shall be authorized, in the absence of the President and the Vice-President, to execute on behalf of the Corporation contracts, mortgages, notes and such other instruments as may be authorized by the Members to be executed; and

(f) in general perform all the duties incident to the office of Comptroller, and such other duties from time to time may be assigned to the Comptroller by the Members.

The Comptroller may, with the approval of the Members, appoint an Assistant Comptroller to assist the Comptroller in performing the aforementioned duties.

Section 10. Other Employees. The Corporation may from time to time employ such personnel as it may deem necessary to exercise its powers, duties and functions as prescribed by law, within the limits of

monies available for such purpose and subject to the laws of the State of New York.

ARTICLE IV - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held on the second Tuesday of September of each year at a place and time designated by the Chairperson or such earlier or later day as the Chairperson may determine. If the day fixed for the meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Meetings. The Chairperson may, when he or she deems it advisable, and shall, upon the request of the two (2) other Members, call a meeting of the Corporation. The call for a meeting specifying the time and place of the meeting, shall be delivered in person, mailed, or delivered in electronic form to the business or home address of each Member of the Corporation at least two days prior to the date of such meeting. At such meetings, any and all matters may be considered and acted upon by the Members of the Corporation present, whether or not such matters were specified in the call.

Section 2.1 Executive Session. Members may conduct an executive session in conformity with the law.

Section 3. Waiver of Notice. Notice of meetings to a Member shall not be required and shall be deemed waived when all Members of the Corporation are present at a meeting thereof or where any Member or Members not present waive notice thereof in writing. No notice of or waiver by any Member with respect to any meeting shall be required if such Member is present at the meeting.

Section 4. Quorums. At all of the meetings of the Corporation two (2) of the Members shall constitute a quorum for the purpose of transacting business and, except as otherwise expressly required by law or by these By-laws, the act of a majority of the Members present at any Corporation meeting at which a quorum is present shall be the act of the Corporation.

Section 5. Matters Considered at Meeting. Any matter designated in the notice of meeting or deemed of importance or significance by the Chairperson or a Member of the Corporation shall be considered and acted upon at the meeting of the Members.

Section 6. Resolutions to be in Writing. All resolutions presented to the Corporation shall be in writing and upon the same becoming effective shall be copies in or attached to the minutes of the proceedings of the Corporation.

Section 7. Webcasting of Meetings. All meetings of the Corporation shall be webcast in the manner required in order to comply with law.

Section 8. Certification of Resolutions. Each Member and any Officer of the Corporation is authorized to certify, when required, the records, proceedings, documents and resolutions of the Corporation and to affix the seal of the Corporation to all contracts, documents and instruments to be executed by the Corporation.

ARTICLE V - FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence April first of each calendar year and conclude March thirty-first of the following calendar year.

ARTICLE VI - FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided by these By-laws, the Members may authorize any officer of officers, agent or agents, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, all notes, bonds and other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or the Assistant Treasurer, and countersigned by the President or the Vice President, unless the Members direct otherwise.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks, trust companies and other depositories as the Members may select.

Section 4. Gifts. The Members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the Corporation, and may obtain federal designation as a charity.

ARTICLE VII - BOOKS, RECORDS, AUDITS AND REVIEWS

Section 1. Books and Records. The Corporation shall keep correct and complete books, records and accounts and shall keep minutes of the proceedings of its Board of Members. The Corporation shall keep at its principal office a record stating the name and addresses of the Members. All books and records of the Corporation may be inspected by the Comptroller of the State of New York and the New York State Department of Audit and Control.

Section 2. Audits. The Corporation shall annually cause an audit to be performed by an independent certified public accountant.

ARTICLE VIII - MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify each present or past Member or officer, their testator or interstate, to the full extent permitted by law against any actions, civil or criminal, brought against such Member or officer in connection with activities of the Corporation. The Corporation is authorized to purchase insurance for indemnification of its Members and officers.

Section 2. Insurance. The Corporation may procure insurance against any loss in connection with its activities, properties and other assets, in such amount and from such insurers as it deems desirable.

Section 3. Investments. The Corporation may invest any funds of the Corporation, or any other monies under its custody and control not required for immediate use or disbursement, at the discretion of the Corporation, in obligations of the State or the United States government or obligations the principal and interest of which are obligations in which the Comptroller of the State is authorized to invest pursuant to Law.

Section 4. Rules and Regulations. The Board of Members shall have the power to make and adopt such rules and regulations not inconsistent with Law or these By-laws, as it may deem advisable for the management of the business and affairs of the Corporation.

ARTICLE IX - AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Members present at any meeting, provided a quorum, as provided in these By-Laws, be present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal, or such requirement shall have been duly waived by all Members.

ARTICLE X - SUSPENSION OF BY-LAWS

Section 1. Any and all of these By-Laws may be suspended by unanimous consent of the Members constituting a quorum present at any meeting of the Corporation.

Dated: May _____, 2007

Secretary