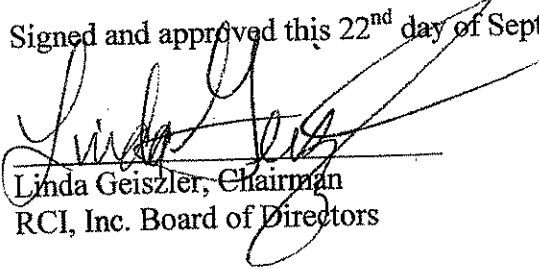


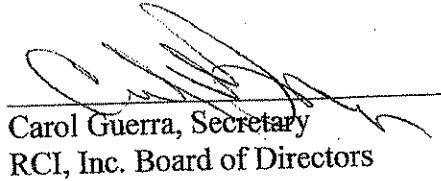
**Board Resolution
Adoption of Bylaws**

Upon the recommendation of the Executive Committee of the RCI, Inc. Board of Directors, the following resolution has been duly adopted by the Board of Directors of RCI, Inc. at a duly called meeting dated September 22, 2009.

Be it resolved, that the RCI, Inc. Bylaws, as amended, are hereby approved by the RCI, Inc. Board of Directors.

Signed and approved this 22nd day of September 2009 by:


Linda Geiszler, Chairman
RCI, Inc. Board of Directors


Carol Guerra, Secretary
RCI, Inc. Board of Directors

BYLAWS

RCI, INC.
(Revised July 2009)

ARTICLE I

Offices

Section 1. Principal Office.

Principal office of the Corporation is located in Bernalillo County, State of New Mexico.

Section 2. Change of Address.

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal's office from one location to another within the named county and such changes of address shall not be deemed nor require an amendment of these Bylaws.

Section 3. Other Offices.

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require and as the board of directors may from time to time designate.

ARTICLE II

Name and Non Profit Purpose

Section 1. Name.

The name of this Corporation shall be RCI, Inc.

Section 2. IRC Section 501 (c) (3) Purposes.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

Section 3. Specific Objectives and Purposes.

The specific objectives and purposes of this Corporation shall be to provide services to individuals with special needs and disabilities.

ARTICLE III

Board of Directors

Section 1. Number.

The Corporation shall have not less than nine (9) Directors nor more than fifteen (15) Directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications.

Directors shall be the age of majority in this state and shall reflect a wide range of community interest and individual professions.

Section 3. Powers.

Subject to the provisions of the law of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties.

The following shall be the duties of the Directors:

- (a) Preparing for attending and participating in Board and Committee meetings;
- (b) Setting the policy for the Corporation. This is done by participating in development and approval of:
 - i. The mission and vision statements;
 - ii. The organization's programs and services; and
 - iii. The Strategic Plan.
- c. Monitoring the Corporation's operations by:
 - i. Hiring and periodically evaluating the Corporation's President/CEO;
 - ii. Working with and providing support to the Corporation's President/CEO;
 - iii. Providing fiscal oversight and approving the annual budget; and
 - iv. Reviewing program evaluations/surveys;
- d. Authorizing major expenditures as approved by the Executive Committee and as per the company's Purchasing Policies and Procedures.

- e. Serving as a public figure for the Corporation through:
 - i. Fundraising, by directly donating to the Corporation on an annual basis and soliciting donations from others; and
 - ii. Advocating for the Corporation.
- f. Recruiting and orienting board members when a vacancy arises;
- g. Acting in the best interest of the Corporation;
- h. Acting in accordance with the Corporation's mission, policies and procedures.

Section 5. Term of Directors.

Prospective Directors may be elected from names submitted to the Board of Directors by the Board Development Committee. Each Director shall hold office for a term of three years. A Director may be elected for four consecutive terms. An officer whose term as a Director is due to expire before the end of their term as an officer, may serve until his/her term of office expires.

A Director may be re-elected after an absence of twenty-four (24) months from the Board.

The terms of the Directors will start the month in which they are elected.

Section 6. Compensation.

- a. Directors shall serve without compensation for attending regular, special, and committee meetings of the Board of Directors. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties e.g., conferences.
- b. The Board of Directors will uphold RCI's Policies and procedures in regards to gifts.
- c. No Director or Officer shall receive any of the net earnings of the Corporation, or share in any of the corporate assets should the Corporation be dissolved.

Section 7. Meetings.

At least four (4) meetings of the Board of Directors will be held each year, at a time approved by a vote of the Board. The Annual Meeting of the Board will be held each September .

Section 8. Special Meetings.

Special meetings of the Board of Directors maybe called at any time by the Chairman, after five (5) days notice of such meeting, or by the Secretary upon petition of at least 75% of the Board of Directors to the Secretary.

Section 9. Notice of Meetings.

Unless the Board of Directors chooses to hold regular meetings at a certain hour and day of each month at the same place, notice of the hour, day, and place of every regular, as well as of every special meeting, will be given to each Director at least five (5) days before each meeting, at their address as shown by the records of the Corporation.

Section 10. Quorum for Meetings.

Forty (40) percent of the number of Directors, to the next higher whole number, will constitute a quorum of any meeting of the Board of Directors.

Section 11. Conduct of Meetings.

The Chairman of the Board shall preside over all meetings of the Board of Directors. In his or her absence, the Vice-Chairman of the Board shall preside over the meeting. In his or her absence, a Director chosen by a majority of the Directors present will be appointed to preside over the meeting. The Secretary of the Board shall act as Secretary of all meetings of the Board. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Every action or decision by a majority of the Directors at a meeting which has a quorum present is an act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval for a matter by the Board.

Section 12 Vacancies.

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary, or the Board of Directors.

Directors may be removed from office, with or without cause, by a two-thirds majority vote of the Board members at a meeting with a quorum present or as permitted by and in accordance with the laws of the state.

Section 13. Inactive Directorship.

Absence of a Director from three consecutive meetings of the Board, unless such absences are noted as excused in the minutes of the meetings from which he/she was absent, will be deemed a resignation.

Section 14. Conflict of Interest.

It is a Board member's responsibility to be familiar with and uphold RCI, Inc.'s Conflict of Interest Policy and to advise the Board Chairman of any real, presumed or potential conflict of interest. The Board Chairman and the Executive Committee will decide whether the matter constitutes a conflict of interest. Each year, Board member's will be required to sign a Conflict of Interest Questionnaire with results provided by the Chairman of the Board at the annual meeting.

Section 15. Non-Liability of Directors.

The Directors shall not be personally liable for the debts, liabilities or other obligation of the Corporation.

Section 16. Indemnification by Corporation of Directors and Officers.

The Corporation will defend and hold harmless each Director and Officer of the Corporation and their heirs, legal representatives and devisees against all loss, liability, or expense (including costs and attorney fees actually and reasonably incurred) in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if the Director or Officer is adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Corporation. Advance indemnification may be allowed of a Director or Officer for expenses to be incurred in connection with the defense of an action, suit or proceeding, if the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of duty to the Corporation.

ARTICLE IV

Officers

Section I. Designation of Officers.

The officers of this Board shall be the Chairman, Vice-Chairman, Secretary and Treasurer, and immediate Past Chairman, (to serve for one (1) year after his/her term as Chairman).

Section 2. Election and Term of Officers.

The officers shall be elected by the Board of Directors at the annual meeting in September and take office at the following meeting. Officers must be members of the Board of Directors.

Except as otherwise provided in Article IV, Section 1 of these Bylaws, officers shall serve for a term of two years. At the end of the two-year term, the Chairman of the Board will be automatically replaced by the Vice Chairman of the Board and will continue to the newly appointed Chairman of the Board for a period of one year be available as past Chairman to the newly appointed Chairman of the Board for a period of one year.

Section 3. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board of Directors by two-thirds majority vote of the Board members at a meeting with a quorum present. Any officer may resign at any time by giving written notice to the Chairman of the Board, the Secretary, or the Board of Directors.

Section 4. Vacancies.

Vacancy caused by the death, resignation, removal, disqualification or otherwise of an officer shall be filled by the Board of Directors. In the event of a vacancy in an office other than that of Chairman, such vacancy may be filled temporarily by appointment by the Chairman until such time as the Board fills the vacancy by election.

Section 5. Duties of Chairman.

The Chairman of the Board presides at all meetings of the Board. The Chairman may appointment in consultation with the Executive Committee, the Chairman of all standing and special committees. The Board Chairman is a voting ex-officio member of all Board committees.

Section 6. Duties of Vice Chairman.

The Vice-Chairman shall have all the powers and perform all duties of the Chairman in his/her absence. In case of the resignation or death of the Chairman, the Vice-Chairman automatically becomes Chairman for the remainder of the unexpired term.

Section 7. Duties of Secretary.

The Secretary shall keep careful records of the proceedings of the meeting of the Executive Committee and the Board of Directors.

She/he shall carry on correspondence as directed by the Chairman for the operation of the Corporation.

Section 8. Duties of Treasurer.

The Treasurer shall chair the Finance Committee and perform all duties of the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws or which may be assigned.

ARTICLE V

President/CEO

Section 1. Duties of President/CEO.

- a. The President/CEO is hired by the Board of Directors and performs the duties detailed in his/her job description under the direction of the Board of Directors.
- b. The President/CEO is a non-voting member of the Board of Directors, the Executive Committee and other committees.
- c. The President/CEO is accountable to the Board for the development and implementation of the strategic plan of the organization.
- d. The President/CEO shall be accountable for the actions and duties of the staff of RCI, Inc. The authoritative chain of command from the Board to the staff shall flow through the President/CEO.
- e. The President/CEO is responsible for the day-to-day management and operations of the Corporation.

ARTICLE VI

Committees

Section 1. Executive Committee.

- a. The Executive Committee shall consist of the officers of the Board, the President/CEO, and other directors appointed by the Chairman. The Chairman of the Board shall be the Chair of the Executive Committee.
- b. The Executive Committee does not have the power to amend the Articles of Corporation and the Bylaws.

- c. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, (and is subject to the direction and control of the full Board of Directors.
- d. The Executive Committee shall ensure compliance with the Bylaws of the Corporation.
- e. The Executive Committee shall review and recommend any proposed changes in the Bylaws and any corporate-wide policy brought before the Committee.
- f. The Executive Committee shall meet as necessary to carry out its duties.

Section 2. Other Committees.

- a. The Board shall have at a minimum the following standing committees: Executive, Finance, Personnel and Board Development.
- b. The Executive Committee may appoint other committees from time to time on an as needed basis by resolution. These committees may consist, in part, of persons who are not members of the Board of Directors and who act in an advisory capacity to the Board.
- c. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Director or Directors.

ARTICLE VII

Administration and Fiscal

Section 1. Management.

The management of the Corporation is the responsibility of the President/CEO.

Section 2. Accounting.

The monies, accounts and fiscal records of the Corporation will be maintained in accordance with generally accepted accounting principles and will be audited annually by a certified public accountant selected by the Finance Committee.

Section 3. Fiscal Year.

The fiscal year of the Corporation will be from July 1 through June 30 of each year.

ARTICLE VIII

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records.

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors and Committees of the Board, including the time and place of such meetings, the names of those members present and the proceedings thereof.
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A copy of the Articles of Incorporation and Bylaws are amended to date.

Section 2. Corporate Seal.

The Board of Directors may adopt, use or alter the Corporate Seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to Corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE IX

Amendment of By Laws

These Bylaws may be altered, amended or repealed and new Bylaws adopted by approval of two-thirds majority of the Board of Directors.

ARTICLE X

Parliamentary Authority

In all matters of procedure not covered by these Bylaws, the Board of Directors, the Executive Committee and all Committees will be governed by the latest edition of Robert's Rules of Order.