

# OFFICIAL

## **National Manufactured Home Owners Association, Inc. By-laws**

A National 501 (c)(3) Nonprofit Organization EIN 61-1413822

As proposed for adoption at meeting in Las Vegas on September 30, 2001

Amended and adopted on September 27, 2002 at Annual Meeting in Chicago

Amended and approved on September 26, 2003 in Wilmington, DE

Typo corrections September 2004

Amended and approved on September 24, 2004 in Raleigh NC

Language due to Delaware Incorporation 2007

Amended and approved on August 13, 2012 (name change)

Amended and approved on September 10, 2012 (term limits; president has a vote on all issues)

Amended and approved on July 8, 2013 (expanded opportunity for members to vote)

Amended and approved on September 20, 2017 (number of terms; length of terms)

Amended and approved on October 5, 2017 (number of board members; new positions)

Amended and approved on November 1, 2022 (electronic meetings; absences; amendments)

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### **ARTICLE 1 - NAME, PURPOSE**

- Section 1: The name of the organization shall be the National Manufactured Home Owners Association (NMHOA) (Herein referred to as the Association).
- Section 2: The Association works to inform, promote, connect and strengthen individual state manufactured home owner associations and manufactured home owners across the country, to ensure that manufactured home owners receive the equitable and just treatment entitled to all home owners.

### **ARTICLE II – MEMBERSHIP**

- Section 1: The Association shall have membership.
- Section 2: Application for membership shall be open to any state manufactured home owners' organization, any individual manufactured home owners' association, and any individual manufactured home owner that supports the purpose statement in Article 1, Section 2; continuing membership is contingent upon being up-to-date on membership dues.
- Section 3: Membership - Voting rights:  
Any state manufactured home owners' organization and any local manufactured home owners' organization, which are legally incorporated in their respective states, and any individual manufactured homeowner that supports the purpose statement in Article 1, Section 2 is eligible to vote.

A single vote is allotted to each State.

- The vote is only available to attendees at the annual meeting.
- Section 4: Annual Subscription:  
All individuals, groups or organizations, who do not own a manufactured home but are interested in and support the objectives and purposes of the Association and are not otherwise eligible for voting membership, shall be granted an Annual Subscription when their application is received and accepted by the Board.
- Section 5: Membership Dues.  
The amount of annual membership dues shall be fixed by the Board and shall be in accordance with the type of membership for which the member qualifies.
- Section 6: Restriction of Rights.  
No member, other than the Board President, shall speak for the Association to the news media or act on behalf of the Association without the express authority of the Board.

### **ARTICLE III – BOARD OF DIRECTORS AND ELECTIONS**

- Section 1: Board Role, Size, Composition.  
All Association power shall be exercised by and under the authority of the Board of Directors hereafter referred to as the “Board” and the business and affairs of the Association shall be managed under the direction of the Board. The Board shall have up to seventeen (17) and no fewer than seven (7) Directors. The number of Directors may be increased or decreased by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Each Director shall have one (1) vote on the Board except the President who shall cast a vote only in the instance of a tie.
- Section 2: Directors shall serve for a term of two (2) years, and may be elected to serve a maximum of three (3) terms. Directors may be elected to serve additional terms at the discretion of the Nominating Committee with input from the board.
- Section 3: Compensation.  
Board Directors shall receive no compensation for Board service other than reimbursement for reasonable and documented expenses.
- Section 4: Honorary Directors.  
The Board may appoint Honorary Directors at any time to serve at the will of the Board. Honorary Directors shall not be entitled to a vote on the Board. Honorary Directors will serve no more than three (e) terms of two (2) years per term for a maximum of six (6) years on the Board.
- Section 5: Resignation, Termination and Absences.  
A Director may resign at any time by giving written notice to the Secretary. The resignation is effective when the notice is given unless a later effective date is specified in the notice. If a Director elected as a member representative no longer represents a member organization, the person is no longer eligible to serve as a Director. The vacancy shall be filled as described in Article V, Section 11.
- A Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the remaining Directors present, provided specific notice of the proposed removal is provided to Directors at least two (2) weeks prior to the meeting. Following the vote for removal, the removed Director has thirty (30) days to submit a written appeal to the Board President. The President may allow for a confirmation vote at the following scheduled Board meeting.

If a Director misses three (3) consecutive meetings, it shall be deemed as their resignation unless the absences are otherwise authorized by the Board. It is recommended Directors unable to attend a meeting contact the board via e-mail and ask to be excused. The Secretary will note in the minutes all members excused by the board.

Section 6: Vacancies. When a Board vacancy occurs, a successor to fill the unexpired term shall be appointed by the Board by a majority vote of the remaining Directors.

#### **ARTICLE IV – MEETINGS**

Section 1: Annual Board Meeting.  
A meeting of the Board shall be held at the Annual membership meeting. The Annual membership meeting may be a face to face meeting or held via electronic means.

Section 2: Regular Board Meetings.  
The Board shall meet as often as needed or as scheduled to conduct such business as is determined necessary.

In order to facilitate participation and defray travel expenses, meetings by electronic means may be held in lieu of face-to-face Board meetings.

Section 3: Special Board Meetings. Special meetings of the Board may be called at any time by the President of the Association or by a majority of the current Directors. Telephone conference calls may be used in lieu of face-to-face Board meetings.

Section 4: Notice of Board Meetings.  
Written or printed notice stating the place, date and hour of any special meeting of the Board must be given to each Director no less than ten (10) days nor more than thirty (30) days before the meeting by or at the direction of the President, the Secretary or other persons calling the meeting. Notice must be given either personally, by facsimile, e-mail, or first-class mail. If mailed, the notice shall be deemed given on the third (3<sup>rd</sup>) day after it is deposited in the U.S. Mail and directed to the address as appears in the records of the Association and with postage prepaid thereon. Except as otherwise specified in these Bylaws, the notice need not specify business to be transacted or the purpose of any meeting.

Section 5: Waiver of Notice.  
A written Waiver of Notice signed by any Director, whether before or after any meeting, shall be equivalent to the giving of notice to said Director. Attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting and waiver of any and all objections to the place or time of the meeting or the manner in which it has been called or convened, except when a Director attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any annual, regular or special meeting of the Directors need be specified in a written Waiver of Notice.

Section 6: Adjourned Meeting.  
A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of such adjourned meeting shall be given to the Directors who were not present.

Section 7: Quorum.

A majority of the number of current Directors shall constitute a quorum for the transaction of business at any meeting of the members of the Board.

Section 8: Voting.

- (A) Each Director, except the President, present at any meeting shall be entitled to one (1) vote on each matter submitted to a vote of the Directors. The President shall cast a vote only to break a tie.
- (B) A majority vote by the Directors present at a meeting of the Board at which a quorum is present, shall be the act of the Board unless a greater number is required under the provisions of the Articles of Incorporation or by any provision of these Bylaws.

Section 9: Action without a meeting.

Upon initiative of two-thirds (2/3) of the Directors, an action that may be taken at a regular or special meeting may be taken without a meeting if the Association mails or electronically delivers a ballot to every Director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 10: Fiscal Year.

The Association's fiscal year shall be from January 1st through December 31st.

#### **ARTICLE V – OFFICERS AND DUTIES**

Section 1: The officers of the Association shall consist of a President, a First Vice President, a Vice President Region 1, a Vice President Region 2, a Vice President Region 3, a Vice President Region 4, a Secretary, a Treasurer, and up to five at-large members. Their duties are as follows:

**President:** The President shall be the chief executive officer of the Association and shall be responsible for the active management of the business and affairs of the Association subject to the direction of the Board. The President shall preside at all meetings of the members of the Board.

**First Vice President:** In the absence, inability, refusal of the President to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President.

**Vice Presidents (Regions 1-4):** Regional Vice Presidents shall serve members within their regional sphere of influence. In the absence of the President or First Vice President or in the inability or refusal to act of either, the Vice Presidents (successively in the order designated at the time of their election) shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such duties, as from time to time may be assigned to them by the President or the Board.

**Vice President – Resident Owned Communities:** The Vice President – Resident Owned Communities shall serve to address issues of Resident Owned Communities in all regions. In the absence of the President or First Vice President or in the inability or refusal to act of either, the Vice Presidents (successively in the order designated at the time of their election) shall perform the duties of the President and, when so acting, shall have all the powers of, and be

subject to, all the restrictions upon the President. Any Vice President shall perform such duties, as from time to time may be assigned to them by the President or the Board.

**Secretary:** The Secretary shall have the custody of and maintain all of the corporate records and shall record the minutes of all meetings. The minutes of the Annual Meeting shall be prepared within thirty (30) days following the meeting and a copy shall be given by facsimile, e-mail or first-class mail to each delegate. The Secretary shall also prepare reports and shall perform such other duties as may be prescribed by the President or the Board. A binder of meeting minutes and motions shall be maintained as a record of actions by the Board of Directors.

**Treasurer:** The Treasurer shall maintain all of the corporation's financial records. He/She shall also have custody of all corporate funds and financial records and shall render accounts thereof at the Annual and regular meetings of the Board, and whenever else required by the President or the Board, shall issue check(s) for all duly authorized expenditures submitted on proper form. The Treasurer shall also prepare an annual report and shall perform such other duties as may be prescribed by the President or the Board.

**Associate Treasurer:** The Associate Treasurer will assist the Treasurer as requested and will maintain a capability to replace the Treasurer in the event the Treasurer becomes temporarily unavailable.

Section 2: Election and Term.

Any recognized member of the Association or grantee of an Annual Subscription shall be entitled to serve as an Officer and member of the Board.

- (A) The same person shall not fill two (2) or more offices unless necessary to fill essential vacant positions. Each officer shall hold office for the period of their term and/or until a successor is duly elected or until their earlier resignation, removal from office or death.
- (B) The President shall be elected by the Delegates in each even numbered year and shall serve a term of two (2) years except if elected in an odd numbered year, who then shall serve a single year term.
- (C) The First Vice President shall be elected by the Delegates in odd numbered years and shall serve a term of two (2) years except if elected/appointed in an even numbered year, who shall serve a single year term.
- (D) The Vice Presidents (Regions 1&2) shall be elected in each even numbered year by the Delegates. Said Vice Presidents shall serve a term of two (2) years except for those elected in an odd numbered year, who shall serve a single year term.
- (E) The Vice Presidents (Regions 3&4) shall be elected in each odd numbered year by the Delegates. Said Vice Presidents shall serve a term of two (2) years except for those elected in an even numbered year, who shall serve a single year term.
- (F) The Vice President – Resident Owned Communities shall be elected in each odd numbered year by the Delegates. Said Vice Presidents shall serve a term of two (2) years except for those elected in an even numbered year, who shall serve a single year term.
- (G) The Secretary shall be elected in each even numbered year by the Delegates and shall serve a term of two (2) years except if elected in an odd numbered year, who shall serve a single year term.

- (H) The Treasurer shall be elected in each odd numbered year by the Delegates and shall serve a term of two (2) years except if elected in an even numbered year, who then shall serve a single year term.
- (I) The Associate Treasurer will be by appointment of the President and shall serve the same term as the Treasurer.
- (J) All officers shall turn over to their respective successors (within thirty (30) days of the election of their successor) all books, accounting, records, reports, and other Association property in their possession belonging to the Association.

#### **ARTICLE VI - COMMITTEES**

Section 1: The Board may create standing and ad hoc committees as needed. Standing committees may include, but are not limited to: Bylaws Committee, Convention Committee, Development Committee, Legislative Committee, Membership Committee, Communications Committee and Nominations Committee. The Board Chair shall appoint committee chairs and members; standing committee chairs must be Directors.

Section 2: Meetings:  
Committee meetings may be held at such time and in such places as is convenient for the chairperson and the members to conduct the business and duties assigned to them. Meetings may be face to face or by electronic means.

#### **ARTICLE VII – INDEMNIFICATION**

Section 1: The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the organization; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Association and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director, or employee under this Article

shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **ARTICLE VIII – DISSOLUTION**

Section 1: In the event of the Dissolution of the Association, all assets shall be disposed of in keeping with its tax exempt status and governing laws.

#### **ARTICLE IX – AMENDMENTS**

Section 1: The Board shall have the power to adopt additional Bylaws or to alter, amend, and repeal the Bylaws of this Association provided that no such modification or change shall have the effect of depriving members of their rights herein.