

OFFICIAL

Manufactured Home Owners Association of America, Inc.

A National Nonprofit Organization EIN 61-1413822

Bylaws

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

ARTICLE I

Name, Offices and Purpose

- 1) The name of the organization is: Manufactured Home Owners Association of America.
- 2) The principal operating office of the association shall be located in the state in which the current President resides.
- 3) The Board of Directors (hereinafter referred to as "The Board") may, at times, establish additional branches, subordinate offices, or places where the association is qualified to conduct its activities.
- 4) The association is a national nonprofit corporation organized under the laws of the state of Michigan. Its purpose is to engage in any lawful act or activity for which a corporation may be organized under such law.
- 5) The association was founded and exists for the purpose of:
 - a) Insuring the constitutional and human rights of manufactured home owners in the United States.
 - b) Making manufactured housing the housing of choice, not necessity.
 - c) Dispelling, through education, the myths and misconceptions held by the public, the media and government officials about manufactured housing and its owners or residents.
 - d) Educating manufactured home owners, prospective home owners about national and state issues of concern.
 - e) Developing programs and services needed by and of value to manufactured home owners or prospective home owners.
 - f) Supporting passage, at the national and state levels, of laws to protect and enhance the rights of manufactured home owners.
 - g) Monitoring state and federal agencies to ensure their enforcement of existing laws designed to protect manufactured home owners.
 - h) Improving communications between the manufactured housing industry, HUD, SAA and others with interests in manufactured home living.

- i) Assisting states in establishing state home owner organizations to aid, guide and advise their state home owner residents.
- j) Providing guidance to state manufactured home owner organizations relative to individual state statutes and how individual states confront problems relating to manufactured home owners.
- k) Insuring the equitable treatment of all manufactured home owners in the United States by assisting in securing appropriate legal advice and/or legal action when such action is of national significance.
- l) Empowering manufactured home owners toward controlling their own destinies by promoting the idea and assisting in the development of resident owned communities when it is financially and physically feasible.
- m) Guaranteeing the treatment of manufactured home owners equal to and no different from conventional home owners in the United States.
- n) Supporting and further promoting manufactured home owners' rights under the Federal Fair Housing Act.
- o) Assuring that all members of the association are treated equally and with the same rights and privileges

ARTICLE II

Members

1) Definitions:

Members are those individuals, corporations, partnerships, trusts or other legal entities having membership rights in accordance with the provisions of the Articles of incorporation and these bylaws.

2) Qualifications of membership:

The association shall have two classes of membership: A) Voting membership and B) Non-voting membership. Membership will be granted upon approval, by the board, of an application for membership and the payment of dues within thirty (30) days of billing. Dues shall be set by the board, from time to time, for each class.

3) Voting Membership:

Any STATE manufactured home owners organization having its principal purpose specified in Article I (5) of the association's bylaws is eligible for voting membership within the following:

- a) A single vote will be allotted to each state. In the event there is more than one organization from a single state, the vote will be fractionalized except in the case of Charter Membership.
- b) Charter members are the state organizations who are the founding members and each shall retain a full vote for their state so long as their membership is retained in good standing. Subsequent members from each charter state shall be assigned non-voting status until the Charter state is no longer in good standing.

4) Non voting membership:

All other individuals and legal entities interested in the objectives and purposes of the association not otherwise eligible for voting membership shall be eligible for this class of membership.

5) Manner of Admission:

Member shall be admitted to membership in the association after submitting the application for membership with the appropriate annual dues and the application is accepted by the board.

6) Member Dues:

The amount and frequency of dues payments to the association shall be fixed by the board.

7) Good standing:

Those members, who have paid the required dues and fees in accordance with these by-laws and are not suspended, shall be members in good standing.

8) Assessment and liability:

Membership shall be non-assessable. A member shall not be personally liable, solely because of membership, for the debts, obligations or liabilities of the association.

9) Transferability of membership:

Membership in the association is not transferable or assignable.

10) Restriction of Rights:

No member shall speak for the association to the news media or act on behalf of the association without the express authority of the board.

11) Termination of membership:

Membership in the association may be terminated upon:

- a) Resignation of a member.
- b) Failure to pay dues.
- c) A change in the purpose of a member organization that no longer qualifies it for voting membership.
- d) The failure of a member to otherwise abide by these bylaws.
- e) Death of an individual member.
- f) Where an action can and will cause harm to the association.

ARTICLE III

Meetings

1) Annual Meeting:

Annual meeting of the association shall be held each year at such time and place as determined by the board.

2) Special meeting:

Special meetings may be called by the President or the board or by five (5) or more voting members. No business other than that specified as the meeting's purpose shall be discussed at such special meeting.

3) Place of meeting:

Member meetings shall be held at the association's principal place of business or at such other place as the board may designate from time to time.

4) Meeting notice:

Notice of annual or special meeting shall be in written form containing location, date, time and, in the case of a special meeting, the purpose of such meeting. Such notice shall be given by or at the direction of the President, the Secretary or other persons calling the meeting to each voting member not less than five (5) nor more than sixty (60) days before the date of such meeting. Notice is to be given in person, by first class mail, by hand delivery or by communication equipment. If mailed, the notice shall be deemed given when deposited in USPS depository addressed to the members' address as it appears in the association's records with postage prepaid. Non-voting members may be given notice of any annual or special meeting in any manner deemed appropriate but the association is not obligated to do so.

5) Delegates:

Each voting state home owners organization shall elect or appoint a member of their group as Delegate to the office in the state organization so that he/she may represent the association and the state group. Notice of name and mailing address of such delegate should be sent promptly to the association Secretary soon after the appointment is made.

6) Quorum:

Delegates from five (5) states in good standing shall constitute a quorum for the purpose of conducting association business. In emergency situations, as determined by the President, association business may be conducted without a quorum. In no case may association business be conducted with less than three (3) members in good standing. A majority of those members in attendance at such emergency or regular meeting shall be necessary for the adoption of any matter unless, by law, a greater proportion is required.

7) Voting:

Each charter delegate present at an annual or special meeting shall be entitled to one (1) vote on each matter submitted to a vote. All other delegates shall have the vote allotted to them at the time of their association's membership approval.

a) All regular members in good standing shall have the right to vote, as prescribed in these bylaws, on the election of officers, on the disposition of all or substantially all of the association's assets, on any merger, its principal terms or amendments of same or any election to dissolve the association. If the association is dissolved, these members shall receive a prorated distribution of all assets (exclusive of those held in charitable trust) which may remain after payment of any obligation or debt of the association and any other debt or payment, which may be required by applicable law.

8) Adjournment and notice of adjourned meeting: Any meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the members present. No meeting may be adjourned for more than sixty (60) days. When such a meeting is adjourned to another time and/or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the same adjourned meeting. If, after adjournment, a new record date is fixed, a new notification shall be given to those entitled to vote as prescribed in these bylaws.

ARTICLE IV

Action without a meeting

1. Action by unanimous written consent: Any action required or permitted to be taken, by voting members, may be taken without a meeting if all members consent to the action in writing. The written consent(s) shall be filed with the minutes of the proceeding involved. The written consent(s) shall have the same force and effect as the unanimous vote of the members.
2. Action by written ballot without a meeting: Any action taken without a meeting shall comply with the following:
 - a) The association shall distribute one written ballot to each member entitled to vote. Such ballot shall be delivered in the manner herein prescribed for giving notice of meetings. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet quorum requirement, (2) In matters, other than election of officers, ballots will state the percentage of approval needed to pass the indicated action, and, (3) specify the time by which ballot must be received so as to be counted. Each ballot so distributed shall (a) set forth the matter being considered, (b) provide a method to approve or disapprove and (c) provide a reasonable time for the return of the ballot to the association.

In the matter of election of officers, a written ballot which is marked "withhold" or marked other wise so as to indicate "withholding" shall not be counted for or against any candidate.

- b) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those marked "withhold" or otherwise giving such indication) within the allotted time equals or exceeds a quorum required to be present at a meeting authorizing the action and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number or voted cast by written ballot without a meeting.
- c) A written ballot cannot be revoked.
- d) All written ballots shall be filed with the secretary of the association and maintained in the association records for at least two (2) years.

ARTICLE V

Board of Directors

1) Function:

All association power shall be exercised by and under the authority of the Board of Directors hereinafter referred to as the Board and the business and affairs of the association shall be managed under the direction of the board.

2) Number of Directors:

The number of board members of the association shall be eleven (11). This number may be increased or decreased from time to time by amendment to these bylaws but no decrease shall have the effect of shortening the term of any incumbent director.

The board shall be composed of all the officers of the association and each officer shall have one (1) vote except the President who shall cast a vote ONLY in the case of a tie.

3) Honorary Directors:

Honorary Directors may be appointed by the Board at any time to serve at the will of the board. Such honorary directors may be invited to attend board meetings but shall not be entitled to vote on board matters.

4) Designation or Removal:

Any officer who resigns his/her office or is removed from office shall be automatically deemed removed from the board.

ARTICLE VI

Board Meetings

1) Annual Board Meeting:

The annual meeting of the board shall be held without notice at the annual membership meeting.

2) Regular board meetings:

There shall be no other regular meetings of the board other than the annual meeting until such time as the size and/or activities of the association warrants additional meetings of the board on a regular basis. At that time, the board may determine the number and dates of such regular meetings.

3) Special Board Meetings:

Special meetings of the board may be called at any time by the president of the association or by three (3) directors.

4) Place of Board Meetings:

Meetings of the board shall be held at the principal place of business of the board or at such other place as the board may, from time to time, designate.

5) 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) 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, or First Class Mail. If mailed, the notice shall be deemed given on the third day after it is deposited in the US 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 the business to be transacted or the purpose of any meeting.

6) 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 at, nor the purpose of any annual, regular or special meeting of the directors need be specified in a written waiver of notice.

7) 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 at the time of adjournment and, unless the time and place of the adjournment, to the other directors.

8) Quorum:

A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the members of the board.

9) 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.

10) Actions without a meeting:

- a) By written consent: Any action required or which may be taken without a meeting if consent, in writing, setting forth the action to be taken, shall be signed by all the directors. Such consent shall have the same effect as a unanimous vote.
- b) By conference call: Should any event require immediate action of the board, the President may place a telephone conference call providing a quorum of the board responds and all persons participating can hear each other at the same time or VIA FACSIMILE. Written notice of what action taken during such conference call shall be given to each member of the board within ten (10) days of the date of such conference call.
- c) By written ballot: The board may act by written ballot as is fully set forth for members in Article VI, part 2.
- d) COMMUNICATIONS: ALL COMMUNICATION WHICH REQUIRE ACTION BY VOTE OR REQUIRES EXPENDITURE OF CORPORATE FUNDS SHALL BE IN WRITING AND PROPERLY APPROVED IN ACCORD WITH THESE BYLAWS.

11) The usual parliamentary rules laid down in Roberts Rules of Order 10th Edition or subsequent revision thereof, shall govern all deliberation of ANY duly convened meeting except as they conflict with these bylaws. These bylaws will be supreme.

ARTICLE VII

Committees

1) Function:

Committees shall serve in an advisory capacity and shall make specific recommendations to the board regarding these aspects of the business and affairs of the association to which they have been delegated responsibility.

2) Types of committees:

The board, by majority resolution, may appoint such standing committees or ad hoc committees, as from time to time, it deems necessary.

3) Committee Powers:

Any committee shall and may exercise all authority granted to it by the board except that no committee shall have the authority to:

- a) Fill vacancies on the board or any committee thereof.
- b) Adopt, amend, or repeal bylaws.
- c) Amend or repeal any resolution of the board.
- d) Act on matters committed by the bylaws or resolutions of the board to another committee of the board.

4) 4. Removal of Committee Members:

The board may remove a chairperson or a member of any committee and the chairperson of a committee may remove any member of a committee. Any such removal may be made with or without cause.

5) Resignation of committee member:

A committee member may resign from any committee by providing written notification of such resignation to the chairperson of the committee and to the president of the association and such resignation shall become effective immediately upon receipt by the chairperson or at such later date as may be specified in the notification.

6) Vacancies:

Any vacancy occurring in the membership of any committee may be filled by the board.

7) 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 by conference telephone (as set forth in 10b of Article VI) if a majority of the committee participates in the call of via facsimile.

ARTICLE VIII

Officers

1) Designation:

The officers of the association shall consist of a President, a First Vice President, a Vice President North East, a Vice President South West, a Vice President North West, a Vice President South East, a Secretary/Treasurer, and Immediate Past President (for one year) and a one year Trustee (if there is no Immediate Past President). The association may also have other officers, assistant officers and/or agents as may be deemed necessary or appropriate by the board from time to time.

2) Duties:

The officers of the association shall the following duties:

- a) 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.
- b) 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.
- c) Vice Presidents (North East, South West, North West, South East) 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.
- d) Secretary/Treasurer: The Secretary/Treasurer shall have the custody of and maintain all of the corporate and financial records and shall record the minutes of all meetings. The minutes of the Annual Meeting shall be prepared within sixty (60) days following the meeting and a copy shall be mailed to each delegate. 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 Secretary/Treasurer shall also prepare an annual report and shall perform such other duties as may be prescribed by the president or the board.
- e) Immediate Past President or Trustee: The immediate past president's primary responsibility and function shall be to provide continuity from one administration to that of the successor and shall be the source of information, guidance and inspiration to all officers of the association. In the absence of an IMMEDIATE past president, a trustee shall be elected for a term of one year to fill the vacant slot on the board and shall perform such duties as may be assigned by the president or the board.

3) Election and Term:

Only persons who are members in good standing in a state's home owners organization are eligible to hold office on the association's Board of Directors. Before the scheduled election, the member state from which the nominee claims membership shall verify, to the association's board of directors, the nominee's eligibility to be a candidate.

- a) The same person shall not fill two or more offices. Each officer shall hold office for the period of their term and until a successor shall have been elected and qualified 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 for any 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 for any elected in an even numbered year who shall serve a single year term.
- d) Vice Presidents North East and North West shall be elected in each even numbered year by the delegates. Each will serve a term of two (2) years except for any elected in an odd numbered year shall serve a single year term.
- e) Vice Presidents South West and South East shall be elected in each odd numbered year by the delegates. Said vice presidents shall serve a term of two (2) years except for any elected in an even numbered year shall serve a single year term.
- f) Secretary/Treasurer shall be elected in each even numbered year by the delegates and shall serve a term of two (2) years except for any elected in an odd numbered year who shall serve a single year term.
- g) All officers shall turn over, within thirty (30) days of the election of their successor, all association books and records in their possession to their respective successors. Failure to release records may cause sanctions to be invoked by the board.

4) Removal of officers:

Any officer or agent elected, or appointed by the board, may be removed by a majority vote of the board whenever, in its judgment, the best interest of the association will be served thereby.

5) Resignation of officers:

Any officer or agent elected or appointed by the board may resign by providing written notification of such resignation to the president (or if the president is resigning - to the senior ranked vice president) of the association. Such resignation shall become effective upon acceptance of same by the board.

6) Vacancies:

Any vacancy during the year, however occurring, in any office, may be filled by the president with board approval. All such appointments shall expire at the next annual meeting or when a successor has been elected and qualified.

7) Liability Insurance:

Upon the majority vote of a board quorum, the association may purchase and maintain insurance on behalf of any person who is a Director, officer, employee or agent of the association or is reviving at the request of the association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in such capacity or arising out of their status as such official.

ARTICLE IX

Books, Records and Finances

1) Fiscal year:

The fiscal year of the association shall be from January 1 until the December 31 of the calendar year.

2) Books and records:

- a) The association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of meetings of its members, its board and its committees.
- b) The association shall maintain, at its registered office or principal place of business, a record of the names, addresses of its members and directors.
- c) Any books, records and minutes shall be in written form or any other form capable of being converted to written form with a reasonable time.

3) Funds:

- a) All funds received by the association shall be credited to the account of the association and placed in depositories approved by the board.
- b) The authorized signers on all depositories shall be two of the following officers: The president, first vice president, the secretary and treasurer of the association. Two officers shall sign all checks.

4) Financial Audit:

The board shall authorize an audit of all association records and accounts.

5) Directors' inspection rights:

Any director, upon written demand and stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the relevant books and records of accounts, minutes of the association and to make extracts thereof.

6) Members' inspection rights:

Any member, for a purpose reasonably related to the members' interest as a member, may inspect and copy the records of members names, addresses and voting rights during usual business hours on ten (10) days prior written notice or, upon written demand and tender of reasonable charges, may obtain from the secretary, a list of members, their addresses and voting rights and of the last annual election.

ARTICLE X

Non-profit Operations:

This association will not have or issue shares of stock. No dividends will be paid and no part of the income of this association will be distributed to its members or officers. The association, however, may pay compensation of a reasonable amount to members and officers for services rendered or expenses incurred.

ARTICLE XI

Corporate Seal:

The board shall provide a corporate seal, which will be circular in form and shall have inscribed thereon, the name of the association, the year and state of incorporation.

ARTICLE XII

Modification of bylaws:

The board shall have the power to adopt additional bylaws or to alter, amend, and repeal the bylaws of this association provided, however, that written notice of significant change has been furnished to all delegates prior to its consideration by the board and, provided further, that no such modification or change shall have the effect of depriving members of their rights herein.

ARTICLE XIII

Amendments of Articles of Incorporation:

The power to amend and/or repeal the Articles of Incorporation of this association is vested in the Board subject, however, to the filing and recording of same as required by law and may be exercised as follows:

A resolution setting forth the proposed change may be submitted to the board at one of its meetings. If such notice of change is given, it shall be adopted upon receiving an affirmative vote of a majority of the delegates entitled to vote.

-----End of Document-----

NOTE: This document contains 14 pages
Updated as of September 24, 2004