

BYLAWS
OF
THE NATIONAL ASSOCIATION
OF
MANUFACTURED HOME OWNERS

August 2017

ARTICLE I: NAME AND LOCATION

The name of this not-for-profit corporation shall be The National Association of Manufactured Home Owners. The principal office of the Association shall be located in Jacksonville, FL, or in such other place as the Board of Directors may determine from time to time.

ARTICLE II: PURPOSE

The purpose of the Association is to promote the rights and specific interests of owners of manufactured homes. The Association will seek to fulfill its purpose through a variety of means, including, but not limited to, the following:

- Regular offerings of Blogs, Newsletters and other educational programs to members on topics related to the purchase and ownership of manufactured homes
- Promotion of various advocacy initiatives specific to the rights and interests of owners of manufactured homes
- Networking opportunities
- Interactive website
- Annual Meeting

ARTICLE III: MEMBERSHIP

Membership in the Association shall be open to any individual or organization with an interest in the Purpose of the Association. Membership is contingent upon completion and receipt of a membership application with payment of any dues that may be prescribed by the Board of Directors. A member who has not timely paid his or her dues shall not be considered in "good standing" with respect to the Association until such time as the dues are paid.

ARTICLE IV: BOARD OF DIRECTORS

1. Number. A Board of Directors, consisting of not less than three (3) and not more than five (5) individuals elected by and from the membership of the Association, shall manage the business of the Association. Subject to the foregoing sentence, the Board may take action from time to time to increase or decrease the number of Directors on the Board. Each Director must be at least eighteen years of age.
2. Term. The Directors to be chosen for the ensuing year shall be elected at the Annual Meeting of the Association and they shall serve for a term of three years. A Director may serve an unlimited number of terms. Initial terms of office for the Board of Directors shall be set in such a manner to ensure that Board members serve staggered three year terms.
3. Management of Association. The Board of Directors shall control and manage the affairs and business of the Association. The Board of Directors may only act in the name of the Association when it is regularly and properly convened by its President after proper Notice of such meeting.
4. Board Meetings. A majority of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote. Voting by proxy is not permitted. The Board of Directors is authorized to make such rules and regulations governing its meetings as it deems necessary and appropriate.
5. Removal. A Director may be removed from office at any time, with or without cause, by vote of a majority of the whole Board of Directors.
6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. In such cases, the replacement Director shall serve until the next scheduled Annual Meeting, at which time he or she will be required to stand for election to fill the remainder of the term previously vacated.
7. Compensation. A Director may not receive any compensation for his or her services as a Director. Upon approval by the Board, reimbursement for reasonable expenses for attendance at any annual, regular, or special meeting of the Board, or any committee thereof, shall be allowed. A Director who serves the Association in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board.

ARTICLE V: OFFICERS

1. Number and Title. The Officers of the Association shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. Officers by virtue of their office shall be members of the Board of Directors.

2. Term. The Officers to be chosen for the ensuing year shall be elected at the Annual Meeting of the Association and they shall serve for a term of three years. An Officer may serve an unlimited number of terms. Initial terms of office for the Officers shall be set in such a manner to ensure that Officers serve staggered three year terms.

3. Removal. A Director may be removed from office when sufficient cause for removal exists and is proven. The Board of Directors may entertain charges against any Director. The Board of Directors shall, in its sole discretion and in the best interests of the Association, prescribe appropriate rules and procedures to govern such a removal proceeding.

4. Vacancies. Any Vacant Officer position shall be filled by a vote of the majority of the Board of Directors. In such cases, the replacement Officer shall serve until the next scheduled Annual Meeting, at which time he or she will be required to stand for election to fill the remainder of the term previously vacated.

5. President. The President, by virtue of his or her office, shall be the Chairperson of the Board of Directors and the Chief Executive Officer of the Association. The President shall call and preside over all meetings, act for and on behalf of the membership of the Association and act as official spokesperson of the Association, in addition to such other duties that the Board of Directors may assign to the President from time to time.

6. Vice President. The Vice President shall, in the absence of the President, assume all of the duties of the President and shall also be responsible for publicity and notifications of meetings of the Association, in addition to such other duties that the Board of Directors may assign to the Vice President from time to time.

7. Secretary. The Secretary shall keep a permanent record of all formal meetings, legal documents and legal transactions of the Association. The Secretary shall transcribe the minutes of each meeting and shall maintain a copy of same. The Secretary shall also be responsible for maintaining a current membership database of the Association, in addition to such other duties that the Board of Directors may assign to the Secretary from time to time.

8. Treasurer. The Treasurer shall maintain all financial receipts and a permanent record of all financial business and transactions of the Association. A current

financial report shall be submitted to the Board of Directors at each meeting. The Treasurer shall prepare and present an annual financial summary of the Association at the Annual Meeting, in addition to such other duties that the Board of Directors may assign to the Treasurer from time to time.

ARTICLE VI: MEETINGS

1. Annual Meetings. The Board of Directors shall hold an Annual Meeting of the membership to elect Directors and Officers and transact any other business within its powers. The Annual Meeting shall be held in the fourth quarter of each and every year at a specific time and place that the Board designates. The number of voting members present at a properly called Annual Meeting shall constitute a quorum.

2. Regular Meetings. Between Annual Meetings, regular meetings of the Board of Directors shall be held not less than three times per calendar year and at such intervals and venues/formats as the Board may determine are appropriate.

3. Special Meetings. From time to time, and in addition to the Annual Meeting and any regularly scheduled Board of Director meetings, a special meeting of the membership may be warranted. The President or a majority of the Board of Directors may call special meetings of the Association when it is deemed to be in the best interest of the Association. No business shall be transacted at such meeting except with respect to matters specified in the Notice.

4. Notice. Notice of Annual Meetings shall be provided to any person entitled to vote at least thirty (30) calendar days prior to the date of such meeting. Notice of regular and special meetings shall be provided to any person entitled to vote at least ten (10) business days prior to the date of such meeting. Notice shall be made by personal delivery, mail, facsimile, email or other written form of communication, including posting to the Association's website. Notice of a special meeting shall state at a minimum the reasons for the meeting, a brief description of the business to be transacted at the meeting, and who called the meeting.

ARTICLE VII: ELECTIONS AND VOTING

1. Nominations for the Board. Nominations for election to the Board of Directors will be held from the floor at the Annual Meeting. All members in good standing of the Association who have reached at least 18 years of age are eligible for election to the Board of Directors.

2. Voting in General. All members in good standing shall be entitled to vote on any matter properly brought before the membership for a vote. Each member

shall have one vote. Voting by proxy is not permitted. During all properly called meetings, and with the exception of election to the Board of Directors, all votes shall be conducted by a show of hands of the members present and voting.

3. Voting for the Board. Votes to elect members of the Board of Directors shall be conducted by secret ballot at the Annual Meeting, unless there are less than two candidates nominated for office. If less than two candidates are nominated, a vote conducted by a show of hands will be permissible. A majority of members voting at the Annual Meeting shall elect the Board of Directors.

ARTICLE VIII: COMMITTEES

The Board of Directors shall create and appoint all committees of the Association. The term of office for members of such committees shall be established by the Board of Directors. All members in good standing of the Association are eligible to serve on all committees the Board establishes.

ARTICLE IX: DUES

The amount and date for payment of any dues of the Association that may be prescribed by the Board of Directors shall be effective upon an affirmative majority vote of the Board of Directors.

ARTICLE X: INDEMNIFICATION

The Association shall indemnify any present or former Officer or Director of the Association who, by reason of serving in that capacity in good faith, was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The Association may, with Board approval, provide such indemnification to any employee or agent of the Association.

ARTICLE XI: AMENDMENTS

Any amendments to these Bylaws shall be effective upon an affirmative majority vote of the Board of Directors.