

**BYLAWS OF**  
**ASSOCIATION OF MANUFACTURED HOME OWNERS (AMHO)**  
**Revised and Approved 1/12/2012**

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principle place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

**2.1 Classes of Membership:** The corporation shall have two classes of membership; voting and non-voting.

**2.1.1 Voting Members:** Voting (regular) members must own and reside in a manufactured home in a manufactured housing community. Voting members may be elected or appointed to the Board of Directors and may be appointed to serve on corporate standing or temporary committees as well as appointment as regional organizers or representatives.

**2.1.2 Non-Voting Members:** A second class of non-voting membership allows supporters not residing in a manufactured community to contribute their skills and expertise to the furtherance of corporate objectives. Non-voting members may be appointed, by the president, to serve in an advisory capacity to the board, or on standing and/or temporary committees or task forces. Non-voting memberships shall include “Corporate Memberships” and “Friends of AMHO Memberships.”

**2.2 Qualifications for Membership:** AMHO has a Non-Discrimination Policy: AMHO values and seeks a diverse membership. There shall be no barriers to full participation in this organization on the basis of gender, race, creed, age, sexual orientation, marital status, national origin, disability, class or any other criteria as established by law. AMHO prohibits discrimination in all its programs and activities.

**2.2.1** To qualify for membership, a member shall have a self-declared interest consistent with AMHO’s goals and mission, in the promotion, creation, preservation, development, and /or management of manufactured housing communities that guarantee affordability of the same for individuals and families in the State of Washington. Voting (regular) members must own and reside in a manufactured home in a manufactured housing

community. A membership application and dues are submitted to the membership committee for approval. Owners and management of manufactured communities are ineligible for membership. Dual membership in another manufactured housing association is allowed.

**2.2.2** Community and/or home owners associations of manufactured/mobile home owners qualify for an Association Membership with the same requirement that members must be homeowners who reside in the manufactured housing community. Memberships will be reviewed and accepted upon payment of dues established by the Board. The community and/or home owners' association will then have one vote on all pertinent issues presented for voting at the annual meeting.

**2.2.3** Vendors providing goods and/or services to manufactured/mobile home residents qualify for a Corporation Membership upon payment of dues established by the Board. They are non-voting members.

**2.2.4** Other individuals, businesses and organizations qualify for a Friends of AMHO Membership upon payments of dues established by the Board. They are non-voting members.

**2.2.5** Membership will not be available to Community owners, their immediate families, employees, representatives or agents. Membership will not be available to employees of management companies who contract with and/or work for community owners. Membership will not be available to representatives of community owners operating as an Owners' Association or in any other capacity.

**2.3 Membership Dues:** The Board of Directors may, from time to time, establish dues for membership. Members will pay annual dues per household.

#### **2.4 Voting Rights:**

**2.4.1** Member households shall have one vote per household. However, any household resident, at least 18 years of age, of the manufactured/mobile homes located in manufactured/mobile home communities may qualify for an Individual Membership, upon payment of separate dues if more than one resident of the household desires to vote.

**2.4.2** Each voting member may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

#### **2.5 Annual Meeting**

The annual meeting of the members shall be held on a day, time, and at a place designated by the Board for the purpose of electing Directors and transacting such business as may properly come

before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **2.6 Special Meetings**

The President, the Board, or not less than 10% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose. Such request must be in writing.

## **2.7 Place of Meetings**

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

## **2.8 Notice of Meetings**

The President, the Secretary or the Board shall cause to be delivered by mail to each member not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 10% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give written notice by mail of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so or may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

## **2.9 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

## **2.10 Quorum**

Fifty (50) members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

## **2.11 Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

## **2.12 Proxies**

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

Proxy forms are available from the Secretary.

## **2.13 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents, including communications by facsimiles and/or e-mails, may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

## **2.14 Meeting by Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

# **ARTICLE 3. BOARD OF DIRECTORS**

## **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall have voting rights in all matters affecting the corporation.

### **3.2 Numbers**

The Board shall consist of five, seven, or nine, but not less than five Directors, the specific number to be set by resolution of the Board, but it will always be an odd number. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors shall be voting members of the corporation. Directors shall not simultaneously serve on the boards of other organizations whose goals conflict with AMHO. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws. In the selection of Directors, efforts shall be made to include ethnic and geographic diversity as well as manufactured housing community expertise.

### **3.4 Election of Directors**

Directors shall be elected each year at the annual meeting of the Board. The term for each Director shall be three years, except that during the first annual meeting one-third of the Directors shall be elected to one year terms, one-third of the Directors shall be elected to two year terms, and one-third shall be elected to three year terms. One-third of the Directors shall thereafter be elected annually with three year terms.

### **3.5 Terms of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the expiration of his or her term or until his or her successor is elected, whichever is later.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by the written request of the President or any three Directors, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to

call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them. Notice of any special meeting shall be delivered by mail.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communications with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### **3.11 Waiver of Notice**

#### **3.11.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.11.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.12 Quorum**

Fifty one percent of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.13 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.14 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.15 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **3.16 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.17 Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.

### **3.18 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.19 Board Committees**

#### **3.19.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, which may include Directors and members. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **3.19.2 Quorum; Manner of Acting**

The act of a majority of the members of a committee present at a meeting at which a quorum (majority of committee members present) is present shall be the act of the committee. Any committee action shall be reported to the Board at its next regularly scheduled meeting where this action will be voted on by the Board.

#### **3.19.3 Resignation**

Any members of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **3.19.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.20 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 President**

The President shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office to President and such other duties as are assigned to him or her by the Board from time to time.

There will be a two (2) term limit on the position of the Presidency.

#### **4.7 Vice Presidents**

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

#### **4.8 Secretary**

The Secretary shall: (a) keep the minutes of the meetings of the members and the Board, and the minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.9 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of Treasurer, keep records of the post office address and class, if applicable, of each member and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

#### **5.1 Books and Records**

The corporation shall keep at its principle or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class of member, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

#### **5.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending December 31.

#### **5.3 Communications**

Any requirement of notice by mail contained in these Bylaws may be met by means of facsimile transmission and/or by e-mail and/or courier. Likewise, any requirement of notice by personal communication contained in these Bylaws may be met by telephone conversation and/or by e-mail and/or by courier.

#### **5.4 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

#### **5.5 Executive Director**

An Executive Director (ED) may be appointed when the Boards so decides. The Executive Director will be responsible for the day-to-day operations of AMHO and will report directly to the Board at regularly scheduled meetings. The ED will be a paid staff person and need not be a manufactured home owner.

#### ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors.

#### ARTICLE 7. DISSOLUTION

The Board of Directors, by a two-thirds (2/3) vote of those present at a special meeting for the purpose of discussing the dissolution, merger or consolidation of the corporation, shall so resolve. If the vote is to dissolve, then after all creditors are satisfied, and any donor's instructions are met, all remaining assets of the corporation shall be distributed to another Washington corporation with the same or substantially similar purpose as AMHO.

The foregoing Amended Bylaws were adopted by the Board of Directors on July 21, 2011.

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Lynda G. Mallory,  
Secretary  
07/21/2011