



**Manufactured Housing Institute Bylaws**  
**Approved by the MHI Membership on October 22, 2007**

**Article I. Name and Location**

*Section 1. Name*

The name of the organization shall be the Manufactured Housing Institute, hereinafter referred to in these bylaws as “MHI.”

*Section 2. Location*

The principal office of MHI shall be as designated by the Board of Directors. The association may have other offices as designated by the Board of Directors.

**Article II. Membership**

*Section 1. Membership Classes*

(A) The classes of the general membership shall be:

*1. Manufacturer Member.* A Manufacturer Member fabricates manufactured and/or modular housing units. The classification, qualification, and privileges of manufacturer members shall be governed by Article X of these bylaws. Manufacturers will be organized in a Manufactured Housing Division and a Modular Housing Division. Manufacturer Members are eligible to vote and hold elective office.

*2. Community Owner Member.* A Community Owner Member is an entity that is either an owner or a fee manager of a land-lease community. The classification, qualification, and privileges of community owner members shall be governed by Article X of these bylaws. Community Owner Members will be organized in a Communities Division, also known as the National Communities Council. Community Owner Members are eligible to vote and hold elective office. A Community Owner Member must be a member of a state association member representing the state in which the community owner member’s headquarters office is located or the state in which the plurality of its communities are located.

*3. Community Affiliate Member.* A Community Affiliate Member is an entity whose primary business supports the development, finance or operation of land-lease communities but is not a community owner, community manager or builder-developer.

The classification, qualification, and privileges of Community Affiliate Members shall be governed by Article X of these bylaws. Community Affiliate Members will be organized in a Communities Division, also known as the National Communities Council. Community Affiliate Members are eligible to vote and hold elective office.

4. *Financial Services Member.* A Financial Services Member provides financial services to manufacturers, retail sellers, buyers or owners of manufactured homes. The classification, qualification and privileges of Financial Services Members shall be governed by Article X of these bylaws. Financial Services Members will be organized in a Financial Services Division. Financial Services Members are eligible to vote and hold elective office.

5. *Supplier Member.* A Supplier Member provides services (other than financial services), goods or equipment to manufacturers and owners of manufactured and/or modular homes. The classification, qualification and privileges of Supplier Members shall be governed by Article X of these bylaws. Suppliers will be organized in a Suppliers Division. Supplier Members are eligible to vote and hold elective office.

6. *State Association Member.* A State Association Member is a state association representing any aspect of the factory-built housing industry. The classification, qualification and privileges of State Association Members shall be governed by Article X of these bylaws. State Association Members will be organized in a Federated States Division and shall appoint one certified representative and up to two alternate certified representatives. State association executives may be appointed as state association certified representatives to the Federated States Division. Retailer certified representatives of State Association Members will be organized in a Retail Division, also known as the National Retailers Council. Community certified representatives of state associations will be organized in a Communities Division, also known as the National Communities Council. State Association Members are eligible to vote and hold elective office.

7. *Retailer Member.* A Retailer Member is an entity that is an owner of a manufactured and/or modular home retail sales center with a physical location for the display of models (on site, on private property or in planned or land-lease communities) for the sale of manufactured and/or modular homes. The classification, qualification, and privileges of Retailer Members shall be governed by Article X of these bylaws. Retailer Members will be organized in a Retail Division, also known as the National Retailers Council. Retailer Members are eligible to vote and hold elective office. A Retailer Member must be a member of a State Association Member in each State in which that Retailer Member operates physical retail sales centers and also must be licensed by each State in which licensing is required.

8. *Builder-Developer Member.* A Builder-Developer Member is an entity that develops, but does not own or manage, manufactured and/or modular home communities and subdivisions (except prior to filling and selling the property or lots in the property). The classification, qualification and privileges of Builder-Developer Members shall be

governed by Article X of these bylaws. Upon joining MHI, Builder-Developer Members shall choose whether to become members of the Communities Division, the Modular Housing Division or the Retail Division. Builder-Developer Members are eligible to vote and hold elective office.

(B). The classes of special membership shall be:

1. *Individual Member.* Any person employed by, or with a significant ownership or management interest in a Manufacturer, Community Owner, Community Affiliate, Financial Services, Supplier, State Association, Retailer or Builder-Developer Member.

2. *Other Classes of Membership.* The Board may establish other classes of special membership which shall be required to be approved by the general membership.

### *Section 2. Election of Members*

To become a member, application must be made electronically or in writing to the Board of Directors for consideration at its next regular meeting. A non-refundable application fee determined by the Board of Directors may be required to accompany applications. Membership in any category is contingent upon approval by a majority at a Board of Directors meeting. Membership shall be open to all candidates who qualify in accordance with the bylaws, and no applicant meeting the qualifications imposed by the bylaws shall be denied membership, except that an expelled member may not be reinstated without first curing the grounds for expulsion unless a majority of the Board of Directors waives the necessity for cure.

### *Section 3. Representation*

Each general member shall appoint and certify one of its officers or other executives to be its certified representative to MHI. Each general member may also appoint an alternate certified representative, with the exception of State Association Members which may appoint up to two alternate certified representatives.

### *Section 4. Resignation*

Any member may withdraw from MHI after fulfilling all its obligations to MHI. All resignations shall be presented to the Board of Directors at its next regular meeting. All resignations shall be effective as of the closing date of the dues-paying period. All members are liable for all sums due and owed to the end of the final period during which the membership was in effect.

### *Section 5. Expulsion*

A member may be expelled from membership for cause by a two-thirds vote of the directors present at a Board of Directors meeting. The member must be notified of the charges, the right to present a defense, and the time and place of the board meeting fifteen

days in advance by registered or certified letter sent to its last recorded address. The decision of the Board is final. Expulsion may be ordered only for members who fail to meet obligations to MHI imposed under these bylaws, or who engage in conduct which is disruptive of and in subversion of the lawful objectives of MHI, as established by the MHI Board of Directors; the fact that a member disagrees with MHI policy positions is not a basis for expulsion, and no member may be expelled for engaging in lawful competitive conduct.

#### *Section 6. Reinstatement*

A member who has resigned or been expelled may be reinstated by reapplying for membership in accordance with section 2 of this article.

### **Article III. Fiscal Year**

The fiscal year of MHI shall be January 1 to December 31.

### **Article IV. Dues and Assessments**

#### *Section 1. Dues*

The Board of Directors shall establish the dues for membership in the association. The Board of Directors may establish a separate dues structure for each class of member that is currently established or that may be created in the future. Members of each membership class shall pay dues as prescribed in the dues schedule most recently adopted by the Board of Directors upon consideration of recommendations, if any, proposed by the Division Board(s) of Governors representing each respective membership class. MHI general membership dues include a \$25 subscription to *Modern Homes* magazine, which includes subscriptions for both certified and alternate representatives.

#### *Section 2. Assessments*

In addition to dues established pursuant to section 1 of this article, with thirty days notice to the membership of the proposed action, the Board of Directors may approve special assessments by a two-thirds vote of board members present.

### **Article V. Membership Meetings**

#### *Section 1. Annual Meeting*

There shall be an annual meeting of the general membership during each fiscal year at a time and place to be designated by the Board of Directors for election of the chairman, vice chairman, secretary and treasurer, as applicable in accordance with these bylaws. Notice of the annual meeting shall be made at least thirty days in advance to the last recorded address of each general member

### *Section 2. Special Meetings*

Special meetings of the general membership of MHI may be called by the chairman of the Board of Directors or a majority of the Executive Committee. Upon written request of twenty-five percent of the general members of MHI, the chairman of the Board of Directors shall call a special general membership meeting to consider specific subjects specified in any such written request. Notice of any such special general membership meeting shall be sent to the last recorded address of each of these general members at least ten days, and not more than thirty days, before the date set for the meeting. All notices shall state the date, place and purpose of the meeting.

### *Section 3. Quorum*

The presence in person or by absentee ballot of ten percent of the combined voting power of the members entitled to vote shall be necessary to constitute a quorum for the transaction of business at any membership meeting. At any general membership meeting, a majority of the combined voting power of those voting is necessary for approval of actions.

### *Section 4. Nominations of Officers*

Not less than thirty days prior to the annual meeting, the president shall notify the voting general members of the slate of candidates for chairman, vice chairman, secretary and treasurer prepared by the nominating committee for election by the membership at the annual meeting. Nominations may also be made from the floor by any voting general member at the annual meeting.

### *Section 5. General Membership Voting*

At annual and special meetings of the general membership, each general member shall be entitled to one vote and motions under consideration need to be approved a majority of the members present. For any motion under consideration, any general member may call for a divided vote. In that event, one vote shall be taken of the members of the Manufactured Housing Division and another of the members of the other Divisions. For a motion to then pass, it must be approved by at least fifty percent of each of the two groups voting.

## **Article VI. Board of Directors**

### **Article VI. Board of Directors**

#### *Section 1. Composition and Terms*

The management, affairs, business and concerns of MHI shall be vested in a Board of Directors composed of:

- a. two certified representatives from each of the following divisions: the Manufactured

Housing Division, the Modular Housing Division, the Communities Division, the Retail Division, the Financial Services Division and the Suppliers Division. Each division shall select its representatives to the Board of Directors;

- b. one certified representative from the Federated States Division selected by the division.
- c. the elected officers of MHI;
- d. a maximum of six task force chairs appointed by the MHI Chairman for terms of one year; and
- e. a special member nominated by the MHI Chairman and elected annually by the special membership in a manner set by the Board.

### *Section 2. Duties and Powers*

The Board of Directors may:

- a. hold meetings at such times and places as it deems proper;
- b. admit members to MHI and expel them, subject to the limitations upon such actions imposed by these bylaws;
- c. establish or dissolve committees and task forces on particular subjects composed of members of MHI;
- d. audit the financial records and supervise disbursement of the funds of MHI;
- e. authorize consultant contracts, retain general and special counsel and approve firms for audits; and
- f. devise and execute such other measures as it deems proper and expedient to promote the objectives of MHI and to best protect the interests and welfare of the members in accordance with these bylaws.

### *Section 3. Meetings*

- a. The Board of Directors shall meet at least two times a year at a time and place it determines. One of the regular meetings of the Board of directors shall be held in conjunction with the annual meeting of the general membership. Directors shall attend meetings and serve on the Board of Directors at their own expense.
- b. Any Director who misses two consecutive regular meetings of the Board without reason and prior notification to the President shall be considered to have resigned from the Board and any other office held and may be replaced under the provisions of section 5

of this article.

c. Special meetings of the Board of Directors shall be called by the President at the direction of the Chairman or at the written request of one-third or more members of the Board of Directors. With the exception of special meetings held in conjunction with a membership meeting, notice of any special meeting shall be given to each Director at least ten working days before such meeting.

d. The Board may act on a matter without an in-person meeting via teleconference or other electronic means if the proposed action is sent to all members. A two-thirds majority vote of the Board of Directors is required to approve any proposed action by such means.

e. If such facilities are made available, any member of the Board may participate in a meeting of the Board by telephone or videoconferencing system.

#### *Section 4. Quorum*

Attendance by at least fifty percent of the members of the Board of Directors will constitute a quorum, and the act of a majority of the Directors present at a meeting at which a quorum is present constitutes valid action of the Board.

#### *Section 5. Vacancies*

Whenever any vacancy occurs on the Board of Directors, it shall be filled by a majority vote, by ballot, of the Board of Governors of the division that selected the vacating director at its next regular meeting. The person chosen shall hold office for the remainder of the term of the member of the Board whose position has become vacant.

#### *Section 6. Waiver of Notice*

The Board may waive the period of advance notice of meetings with the written consent of two-thirds of its members, provided, however, that every member of the Board shall receive at least five days notice of any such meeting and an opportunity to register an objection to waiving the required period of notice.

#### *Section 7. Removal of Directors*

Directors may be removed for cause at any time by a vote of two-thirds of the members of the Board present at any regular meeting of the Board or at a special meeting called for that purpose. Any such director shall be notified ten days in advance of the meeting at which such action is contemplated and given an opportunity to present a defense to such action.

## **Article VII. Elected Officers**

### *Section 1. Positions and Terms*

- a. The elected officers of MHI shall be the chairman and vice chairman of the Board of Directors, the secretary, the treasurer and the immediate past chairman. The chairman, vice chairman, secretary and treasurer shall be elected according to the provisions of article V, section 5. The certified representative of any member is eligible to hold any office of MHI.
- b. Officers shall serve for one year. The Vice Chairman shall assume the position of Chairman if the Chairman's office becomes vacant. The Chairman and Vice Chairman may succeed themselves if the membership requests such succession by a majority of the combined voting power of members eligible to vote at an annual meeting at which a quorum is present; provided, however, that no Chairman or Vice Chairman may serve for more than two one-year successive terms.
- c. Officers shall serve for one year commencing at the end of the annual meeting if the annual meeting occurs during the fourth calendar quarter or on November 1 if the annual meeting does not occur during the fourth calendar quarter.

### *Section 2. Vacancies*

A vacancy in the office of Vice Chairman, Secretary or Treasurer shall be filled for the unexpired term by a majority vote, by ballot, of the Board of Directors.

### *Section 3. Duties*

The duties of the officers shall be as follows:

- a. the Chairman of the Board of Directors shall preside at meetings of the members of MHI, the Board of Directors and the Executive Committee and shall perform all other duties incident to the office. The Chairman may establish special committees and task forces except as otherwise provided. The chairman is an ex-officio member of all committees and task forces.
- b. the Vice Chairman of the Board of Directors shall perform the duties of the chairman of the Board of Directors in the chairman's absence.
- c. the Secretary shall be the custodian of the seal of MHI and shall sign such documents on behalf of MHI as may require the signature of the secretary. In consultation with the chairman, the secretary may delegate duties to assistant secretaries.
- d. the Treasurer shall be the liaison between the controller of MHI and the Board. The treasurer shall head the audit committee.

## **Article VIII. Appointed Officers**

### *Section 1. President*

The Board of Directors shall designate a President to be employed by MHI. The President's compensation shall be reviewed annually by the Executive Committee.

### *Section 2. Duties*

The President shall be the chief executive officer of MHI. The President shall report regularly to the Executive Committee and the Board of Directors. The President shall attend all meetings of the Board of Directors and Executive Committee unless excused for consideration of particular issues. He/she shall have the duty and responsibility of maintaining an adequate staff to carry out the purposes of MHI and its various divisions within the annual budget approved by the Board of Directors. The President shall have the authority to employ and discharge staff.

### *Section 3. Controller*

The Controller of MHI shall be the chief fiscal officer of MHI and shall, subject to the supervision and authority of the President, be responsible for all of its fiscal affairs. The funds, books and vouchers of MHI shall at all times be subject to inspection and verification by any member of the Board of Directors, the Executive Committee or the Audit Committee.

### *Section 4. Bond*

Any officer or employee of MHI handling funds of MHI shall furnish, at the discretion of the Board of Directors and at the expense of MHI, a bond in an amount to be fixed by the Board of Directors.

## **Article IX. Committees**

### *Section 1. Executive Committee*

- a. The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, and Immediate Past Chairman of MHI.
- b. The Executive Committee may act in place of the Board of Directors between Board meetings. Notice of all actions taken at such meetings shall be sent to the Board of Directors within ten days. Three of the five members, which must include either the Chairman or Vice Chairman, shall constitute a quorum. A majority of those present at a validly constituted meeting shall be necessary for initiation, approval or ratification of any action of the Executive Committee.
- c. The Executive Committee is responsible for reviewing the salary of the president on

an annual basis.

*Section 2. Nominating Committee*

The Board of Directors shall establish a nominating committee to solicit from all members the names of candidates for Chairman, Vice Chairman, Secretary and Treasurer and to present a slate of candidates for election as provided in these bylaws.

*Section 3. Audit Committee*

The Executive Committee of the Board of Directors shall appoint two or more members of the Board of Directors as the audit committee to assist the Treasurer in monitoring the finances of MHI. The Audit Committee may conduct financial reviews as well as coordinate an audit, if authorized by the Board of Directors.

*Section 4. Quorum*

The majority of the members of any committee shall constitute a quorum for conduct of business. A majority of those present and voting shall be necessary for approval or ratification of any action.

**Article X. Divisions**

*Section 1. Names and Purposes*

MHI members shall be organized under the following Divisions:

- a. The Manufactured Housing Division, composed of Manufacturer Members producing HUD Code manufactured homes;
- b. The Modular Housing Division, also known as the National Modular Housing Council, composed of Manufacturer Members producing IRC code modular homes and modular home builder-developers;
- c. The Communities Division, also known as the National Communities Council, composed of Community Owner Members, Community Affiliate Members, Community Builder-Developers and community state certified representatives;
- d. The Retail Division, also known as the National Retailers Council, composed of Retailer Members and retailer state certified representatives.
- e. The Financial Services Division, composed of Financial Services Members;
- f. The Suppliers Division, composed of Supplier Members; and
- g. The Federated States Division, composed of state association members.

The primary purposes of the Divisions are:

- a. to promote the advancement of the industry; and
- b. to promote and expand business opportunities for all Division members.

*Section 2. Eligibility for Elected Office*

Only a certified or alternate certified representative of a member is eligible to hold any office to which a Division member may be elected.

*Section 3. Division Meetings*

- a. There shall be an annual membership meeting of each division that shall be scheduled in conjunction with the annual meeting of the general membership in accordance with Article V, Section 1.
- b. At any Division membership meeting, Division members shall be entitled to one vote each. Division members shall be eligible to hold elective offices as provided for in these bylaws.
- c. Special meetings of the Divisions may be called by the chairman of the respective Division Board of Governors or upon written request of at least twenty-five percent of the Division members. Such requests shall state the purpose of the proposed meeting.
- d. Written notice of all special meetings shall be sent to each member at the address in the records of MHI no less than fifteen days before the date of such meeting. The notice shall state the place, day and hour of the meeting and the purpose for which the meeting is called.

*Section 4. Quorum for Divisions*

Ten percent of the Division members shall constitute a quorum at a general membership meeting of the Divisions.

*Section 5. Division Boards of Governors*

- a. The affairs of each Division shall be conducted by a Board of Governors. The composition, size and terms of office for each Division board shall be determined or modified by a two-thirds vote of the Division members, although Division Boards of Governors shall have a minimum of five members. Only those individuals who are certified or alternate representatives of Division members are eligible for election to the Division Boards of Governors.
- b. Elections for each Division's Boards of Governors shall be conducted by secret ballot

at the annual meeting of the members of the Division. At any annual or other meeting of the members of MHI or of the Division, when a member has the right to vote upon a question or in an election, such vote shall be cast on behalf of the member by its certified or alternate representative.

*Section 6. Duties and Functions of Division Boards of Governors*

The function of the Division Boards of Governors shall be:

- a. to consider and make recommendations to the MHI Board of Directors about matters of particular concern to Division members;
- b. to consider and make specific recommendations to the MHI Board of Directors about public policy impacting the industry;
- c. to alert the MHI Board of Directors and the entire membership of MHI about matters of interest or concern to Division members; and
- d. to stimulate the interest of Division members in promoting the welfare of the industry.

*Section 7. Division Boards of Governors Meetings*

The Boards of Governors shall meet as necessary and appropriate to conduct their respective business. The chairman of a Division Board of Governors, or any five members of the Board, may call a meeting of the Board of Governors at any time or place upon giving not less than seven days written notice to the members of the Division Board of Governors of the date, hour and place of the meeting.

*Section 8. Division Boards of Governors Quorum*

At any meeting of a Division Board of Governors, the majority of its members shall constitute a quorum for the conduct of business. Members shall serve on the Board of Governors at their own expense.

*Section 9. Division Boards of Governors Vacancies*

- a. Any vacancy that may occur on a Division Board of Governors may be filled for the unexpired term by a majority vote of those remaining members present at a properly called meeting of the Board at which a quorum exists.
- b. If any member of a Board of Governors fails to attend two consecutive meetings of the Division Board of Governors, without reason and prior notification to the chairman, that member shall be deemed to have resigned from the Board, and the Board of Governors may fill the vacancy as provided in the first paragraph of this section.

### *Section 10. Officers*

- a. Each Division shall elect its chairman and vice chairman at an annual meeting of the general membership in accordance with election procedures adopted by the Division. No Division chairman is eligible to serve more than two consecutive years in office.
- b. In the event of the resignation, absence or disability of the chairman of a Division, the vice chairman shall assume the powers and duties of the chairman for the remainder of the chairman's term or until the chairman is again able to serve.

## **Article XI. Indemnification**

To the extent permitted by the law of the State of Illinois from time to time in effect and subject to the provisions of this Article, MHI shall indemnify all persons made or threatened to be made a party to proceedings by reason of his or her being a Director, Officer or employee of MHI. MHI may purchase and maintain insurance on behalf of Directors and Officers and others who may be indemnified to the extent of such person's right to indemnity under this Article.

## **Article XII. Rules of Order**

Robert's Rules of Order, Revised, shall be the parliamentary authority of MHI in all cases and instances not specifically covered in MHI's bylaws, provided, however, that the presiding officer of the Board of Directors or of any committee may, with the acquiescence of the members of such board or committee, adopt such less formal procedures, including straw votes where appropriate, in order to expedite the work of the Board or committee without depriving any member of the right to be heard or to vote on any proposal.

## **Article XIII. Notices**

### *Section 1. Types of Notice.*

Notwithstanding anything herein to the contrary, all notices, ballots or other material to be provided to members, directors, officers or committee members of MHI may be provided by any means permitted under the Illinois Not-for-Profit Corporation Law or any successor statute. If mailed, said material shall be deemed delivered when deposited in the United States mail, addressed to said member, director, officer or committee member at the address of such member, director, officer or committee member appearing in the records of MHI, postage prepaid. Any notice delivered by facsimile (if permitted by law) shall be deemed delivered upon successful transmission of such facsimile. Any notice delivered by electronic mail or other electronic means (if permitted by law) shall be deemed delivered upon successful transmission of such electronic mail or other means.

*Section 2. Waiver of Notice.*

Whenever any notice is required to be given to any member, director, officer or committee member of MHI under the provision of any statute, the Articles of Incorporation or these Bylaws, the person or persons entitled to such notice may waive that right, whether before or after the time stated therein, which shall be deemed equivalent to the giving of such notice.

**Article XIV. Amendments**

*Section 1. Amendments by the General Membership*

These bylaws replace in full all bylaws previously enacted by or for MHI and any divisions and councils of MHI. They may be amended, repealed or altered in whole or in part by a majority of the combined voting power of general members entitled to vote at any meeting of MHI at which a quorum is present, provided that the proposed change shall have been sent to the last recorded address of such general member at least thirty days before the meeting.

*Section 2. Amendments by the Board of Directors*

These bylaws may also be amended by the Board of Directors by a two thirds vote of the directors, with such amendment to be effective only until the next general membership meeting unless it is approved by the membership at such meeting in accordance with this article.