

AAMHO

Arizona Association of Manufactured Home, RV and Park Model Owners

AAMHO BYLAWS

Approved by the Board of Directors
January 10, 2019

**BYLAWS
OF THE
ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC.**

WHEREAS, the Arizona Association of Manufactured Home Owners Inc. (the "Association") was incorporated as a nonprofit corporation in the State of Arizona on February 11, 1987

WHEREAS, A.R.S. § 10-3101, *et seq.* vests the authority to adopt initial bylaws and amend said bylaws in the Board of Directors; and

WHEREAS, at a meeting of the Board of Directors duly called and held on December 13, 2018 a majority of the Directors present voted in favor of adopting these Bylaws for presentation to the members for ratification as set forth herein.

NOW THEREFORE, the Amended Bylaws of the Association which were adopted in their entirety are hereby revised and updated as follows:

ARTICLE I

NAME AND LOCATION OF ASSOCIATION

Section 1.1 Name. The name of the Association is the Arizona Association of Manufactured Homeowners Inc., and shall herein be referred to as "AAMHO".

Section 1.2 Principal Office. The principal office of the Association in the State of Arizona is currently located at 2334 South McClintock Drive, Tempe, Arizona 85282-2674. The Association may change the location of its principal office as the Board of Directors may determine or as the affairs of the Association may require. The mailing address for the Association is 2334 South McClintock Drive, Tempe, Arizona 85282-2674

ARTICLE II

DEFINITIONS

Section 2.1. The term "Manufactured/Mobile Home" means a dwelling unit built on a chassis and containing complete electrical, plumbing, and sanitary facilities, and designed to be installed on a temporary or permanent foundation for permanent living quarters and not less than 400 square feet when prepared for occupancy.

Section 2.2. The term "RV" means travel trailers, motor homes, or recreational vehicles and refers to a vehicular type unit which has its own motor power or is mounted on or drawn by another vehicle and which was not designed for permanent living, but which may be used for temporary or permanent living quarters.

Section 2.3. The term “Park Model” means a dwelling unit built on a chassis and containing complete electrical, plumbing, and sanitary facilities, designed to be installed on a temporary or permanent foundation for permanent living quarters and of no more than 400 square feet when prepared for occupancy.

ARTICLE III

PURPOSE

Section 3.1 Purpose. To protect, preserve and improve the welfare, rights and benefits of its members and enlighten the public to these purposes. Further, to monitor adverse legislation and promote bills favorable to AAMHO.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Powers and Duties. The affairs of the Association shall be controlled by its Board of Directors. The Board and Officers shall have the power and duties necessary for the administration of the business of the Association and may perform all such acts as required by Arizona Statutes and these Bylaws. In addition to the powers and duties granted and imposed by statute, the powers and duties of the Board of Directors shall include, but are not limited to, the following:

- (A) Open bank accounts on behalf of the Association and designate the signatories thereon,
- (B) To do all things necessary to carry out and enforce the terms and provisions of the Articles of Incorporation and these Bylaws and to do all things and acts which in the sole discretion of its Board of Directors shall be deemed to be in the best interest of the Members,
- (C) To approve committee appointments and to delegate to such committees the authority to carry out certain duties of the Board of Directors,
- (D) To estimate the amount of the annual budget, to provide the manner and time of assessing and collecting from the Members the annual membership dues provided for in these Bylaws,
- (E) Levy and collect annual membership dues,
- (F) To create, amend and maintain policies for the operation of the Association,
- (G) To do all other acts and things required by applicable law or statutes or authorized in the Articles of Incorporation and these Bylaws but not explicitly set out above,
- (H) In general, to do and perform such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary or appropriate.

Section 4.2 Number of Board of Directors. The number of Board of Directors is defined as eight (8) Officers: President, Vice President, Secretary, Treasurer, Education Director, Legislative Director, Membership Director, Park Model Director, and seven (7) Regional District Directors and seven (7) Regional Associate Directors.

Section 4.3 Terms and Term Limitation. Officers shall be elected at the Annual Meeting of Members or appointed to the Board by the Board of Directors to fill a vacancy during the year as needed. Directors shall be elected to and shall serve the remainder of the two-year term. No Officer shall serve more than two (2) consecutive terms, or portions thereof in the same office, except where no replacement candidate is available for that specific position it may be extended an additional two year term if all listed requirements are met.

- a. Consent of the affected officer.
- b. The Board approval of this extension shall require a two-thirds (2/3) documented quorum of the Board of Directors, not including the officer affected.
- c. Elected as required for the position at the Annual Meeting.

Section 4.4 Regular Board Meetings. Regular Board Meeting must occur once a month from September through May on the second Thursday of each month through the following year. Directors who participate by conference call shall be deemed present. All procedures required to participate in person at such meetings shall be followed by those participating by conference call.

Section 4.5 Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) Officers. The person or persons authorized to call special meetings of the Board of Directors by conference call or electronic means.

Section 4.6 Teleconference Meetings. Meetings of the Board of Directors may be held by telephone or other similar electronic communications equipment by which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting.

Section 4.7 Meeting Rules. Meetings shall be conducted in accordance with parliamentary procedures set forth in Roberts Rules of Order and the Association Bylaws.

Section 4.8 Notice. Notice of any special meeting of the Board of Directors shall be given to all Directors at least three (3) days prior to said meeting by any generally accepted electronic means.

Section 4.9 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 4.11 Attendance at Meetings. Any Officer or Regional Director who fails to attend three (3) or more meetings of the Board between September and the following May, will be automatically removed.

Section 4.12 Removal or Disqualification. The Board of Directors may remove any Officer or Regional Director elected or appointed by the Board whenever in its judgement the actions are prejudicial and not in the best interest of the Association.

Section 4.13 Compensation. Officers and Regional Directors shall not receive any compensation for their services. Any Officer or Regional Director may be reimbursed upon written

submission and receipts of actual expenses incurred in the performance of his or her duties and approved by the Board of Directors prior to being paid.

Section 4.14 Open Board Meetings. Notice of the time and place of all meetings of the Board of Directors shall appear in the Connection Newsletter and be open to all Members and invited guests. Members shall be permitted to attend and listen to the deliberations and proceedings. Members may not participate in any deliberation or discussion unless expressly authorized to do so by a vote of the majority of the Officers and Regional Directors present. The foregoing notwithstanding, any meeting or portion of a meeting of the Board of Directors may be closed if, and only if, the closed meeting or portion thereof is limited to consideration of the following:

- (A) Employment or personnel matters of the Board of Directors or the Association,
- (B) Legal advice from an attorney for the Board of Directors or the Association,
- (C) Pending or contemplated litigation, or
- (D) Pending or contemplated matters relating to enforcement of the Association's Articles of Incorporation and/or these Bylaws.

ARTICLE V

OFFICERS

Section 5.1 Officers. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Director, an Education Director, a Legislative Director, and a Park Model Director. All Officers and Regional Directors of the Association must be Members in good standing. Any Officer may also hold the position of Regional Director, however that person is limited to one vote not two.

Section 5.2 Election and Term of Office. The officers of the Association shall be elected to a two-year term as defined in Section 5.3 of these Bylaws.

The President, Legislative Director, Membership Director, and Treasurer shall be elected in even numbered years.

The Vice President, Secretary, Education Director, and Park Model Director shall be elected in odd numbered years.

Any member in good standing who meets the stated criteria for the position sought is eligible to run for office.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.4 President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association. The President shall preside at all meetings of the Annual Meeting of Members and of the Board of Directors. The President shall have the power to appoint committee chairs and members with the approval of the Board of Directors. The President may sign, with the Secretary, any other Officer or Agent, of the Association authorized by the Board of Directors. Contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association is required. The President shall be a voting, ex-officio, member of all committees except the Nominating Committee.

Section 5.5 Vice President. Absence of the President or in the event of the President's inability to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 5.6 Treasurer. The Treasurer shall:

- a. have charge and custody of and be responsible for all funds and securities of the Association, and
- b. ensure that receipts are given for monies due and payable to the Association from any source whatsoever, and
- c. that all such monies are deposited in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and
- d. perform all the duties incident to the Office of Treasurer, and
- e. perform such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors, and
- f. be responsible for ensuring that an accurate record and identification of monies received from any source, including the payment of association dues, and

g. If required by the Board of Directors, the Treasurer shall give, at the Association's expense, a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.7 Secretary. The Secretary shall:

- a. keep the minutes of the Annual Meeting of Members and of the Board of Directors through generally recognized electronic means, and
- b. record same in the Corporate Book, and
- c. post copies of such minutes as directed by the President, and
- d. shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and
- e. shall ensure that the Association's records are kept in a safe and secure place, and
- f. that a register of the post-office addresses of each member shall likewise be kept in a secure environment at the Association's place of business or at another site designated by the Board of Directors, and
- g. shall in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 5.8 Immediate Past President. The Immediate Past President shall perform such duties and responsibilities as may be assigned by the President or the Board of Directors. The Immediate Past President shall have voice but not vote in board deliberations.

ARTICLE VI

COMMITTEES

Section 6.1 Committees: Within sixty (60) days of taking office, the President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as necessary to conduct business. The Board of Directors shall review annually the following standing committees and may add or delete from this list as they see the need.

- a. Education
- b. Finance
- c. Legislative

- d. Membership
- e. Nominating

Section 6.1a. Each committee shall elect or appoint a Chair as their first order of business.

Section 6.1b. The President shall be an ex-officio member with the right to vote on all committees except the Nominating Committee.

Section 6.1c. Nomination Committee: A chairperson shall be appointed by the Board of Directors, excluding the President. The Committee shall consist of a minimum of three (3) members representing different Regional Districts. The Committee shall notify the Secretary in writing at least forty-five (45) days prior to the date of the Annual Meeting of Members, the names of the candidates it proposes, and the Secretary shall notify the Members in the February Connection Newsletter.

Section 6.2 Executive Committee

6.2.a The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, Legislative Director, Education Director, Membership Director and Park Model Director.

6.2.b The Executive Committee shall, in the interim between meetings of the Board of Directors, act for the Board in conducting business and affairs of the Association.

6.2.c The Executive Committee shall meet as frequently as AAMHO business and affairs require, at such time and place as they may select.

6.2.d Special meetings of the Executive Committee shall be held whenever called by the President, or by at least two (2) Committee members at such time and place as may be specified. Notice shall be given at least three (3) days prior according to the provisions of Article VI, Section 6.8 except where emergency action is required in which case members may be notified by telephone or email.

6.2.e Emergency meetings of the Executive Committee shall allow for members being polled by phone and/or email by the President or any other Committee member to determine their opinion when an emergency decision is required. Any official action must still be recorded as a special meeting of the Committee.

6.2.f Quorum: A majority of the Committee in attendance in person or by conference call shall constitute a quorum.

Section 6.3 Membership Committee.

6.3.a The Membership Committee shall consist of at least two (2) Members of the Association. A committee member may, but need not, be an Officer or Regional Director of the Association. The Board of Directors may increase the number of members on the Membership Committee.

6.3.b It shall be the duty of the Membership Committee to educate the residents of Manufactured Home, Park Model and RV Parks as to the purposes of the Association and the benefits of membership. The Membership Committee shall be responsible for promoting membership growth and AAMHO educational programs.

ARTICLE VII

MEMBERSHIP

Section 7.1 Qualification. Any person with an Equitable Ownership Interest (Homeowner) of a manufactured home, park model or RV located on a rented or leased lot (Home Site) within a park shall be eligible for membership in the Association. A Membership may include all persons living in the home (a "Household"). Upon completion of the appropriate membership application form and the payment of the current annual membership fee the Household shall be referred to as a "Member" of AAMHO. Membership shall automatically terminate on the last day of the month in which the Member ceases to be a Homeowner or the Member's earlier failure to renew the Member's membership by failing to pay annual membership dues within sixty (60) days after the due date.

Section 7.2 Criteria. No person who holds a corporate interest in, or is an owner in whole or part of a park, or who is involved in the management of a manufactured home or RV park, shall be eligible for membership in the Association.

The Association (AAMHO) reserves the right to deny membership to individuals who have demonstrated conduct injurious to the Association or its purposes.

Any individual membership may be suspended or terminated for cause. Sufficient cause shall be willful violation of the AAMHO Bylaws or Policies, or any other conduct deemed prejudicial to AAMHO interests.

Section 7.3. Voting Rights. Each household shall be entitled to one (1) vote on each matter submitted to a vote of the Members at the Annual Meeting of Members. An exception will be granted for those Households that maintain two (2) separate memberships; each membership shall have one (1) vote each at the Annual Meeting of Members.

Section 7.4 Transfer of Membership. Membership in the Association is inextricably and irrevocably connected with lease or rental of a Home Site by the Household and may not be transferred.

Section 7.5 Life Membership

Life Member: Nominations for Honorary Life Membership shall be made through the appropriate Chapters, District Directors, or directly to the AAMHO Board of Directors. Letters of nomination should be submitted to the President and Membership Director and must specifically address the Honorary Life Membership criteria outlined in the AAMHO Policy Manual

ARTICLE VIII

MEETINGS OF MEMBERS

Section 8.1 Annual Meeting of Members. An Annual Meeting of the Members of the Association shall be held prior to April 1 of each year on a date, time, and at a location as determined by the Board of Directors for the purpose of electing or announcing the results of the election of Officers and Directors and transacting such other business as may properly come before the meeting.

Section 8.2 Removal of an Officer. At any Annual Meeting of the Members, any voting member desiring to remove one or more of the Officers for cause, must submit written supporting documentation, in writing, justifying the alleged grounds to the Board of Directors, 90 days prior to the Annual Meeting of Members.

Section 8.3 Eligibility Date. For any Meeting of the Members, the Board of Directors may fix a date not more than fifty (50) nor less than ten (10) days before the date of such meeting, to determine eligibility to vote.

Section 8.4 Place of Meeting. Meetings of the Members shall be held in the State of Arizona, at a suitable place designated by the Board of Directors

Section 8.5 Notice of Meetings. Notice stating the place, day and hour of the Annual Meeting of Members must be published in the December Connection Newsletter not less than thirty (30) days prior to the meeting.

Section 8.6 Minutes. Minutes shall be taken at every Annual Meeting of Members. Copies of the minutes shall be available upon request for inspection by Members and Directors at all reasonable times.

Section 8.7 Meeting Rules. Meetings shall be conducted in accordance with parliamentary procedures set forth in Roberts Rules of Order, 11th Edition, and the Association Bylaws.

ARTICLE IX

BUDGET AND ANNUAL ASSESSMENTS

Section 9.1 Annual Budget. Not later than thirty (30) days prior to the beginning of each fiscal year, the Finance Committee in conjunction with the Treasurer and Board of Directors shall be responsible to prepare an estimated annual budget for the upcoming fiscal year of the Association. The budget shall consider the estimated cash requirements for the year needed to effectively maintain the Association and all other amounts that the Board of Directors may deem necessary or determine appropriate for the operation, administration, and maintenance of the Association.

Section 9.2 Regular Assessments. The Board shall approve the estimated annual budget for each fiscal year, and the Board shall furnish a copy to each Member attending the Annual Meeting of Members. The Board shall determine the amount of the annual membership dues and shall provide notice of these dues to every Member. The Board shall give notice of the annual membership dues to each Member at or before the Annual Meeting of Members.

ARTICLE X

RECORDS

Section 10.1 Access to Records. The Association shall make the approved minutes and bylaws of the Association reasonably available for examination and copying by a Member. The Association may charge a reasonable fee for the time and costs of copying Association records. Association records may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

- (A) Personnel matters or medical records;
- (B) Communication between an attorney acting on behalf of the Association;
- (C) Pending or contemplated litigation, or;
- (D) Meeting minutes or other records of a session of a meeting of the Executive Committee that is not required to be open to all Members pursuant to statute or Section 4.13 of these Bylaws.

ARTICLE XI

FISCAL YEAR

Section 11.1 Fiscal Year. The fiscal year of the Association shall be from the first day of January through the last day of the succeeding December.

ARTICLE XII

MISCELLANEOUS

Section 12.1 Notices. All notices required or permitted to be sent to the Board of Directors will be sent by first-class mail, or by generally accepted electronic means to the office of the Association as set forth herein, or to such other address as the Board may, from time to time, designate. All notices required or permitted to be sent to any Member will be sent by first-class mail, or generally accepted electronic means to such address as the Member may have designated in writing to the Board of Directors. All notices will be deemed to have been given when mailed.

Section 12.2 Waiver. No restriction, condition, obligation, or provision contained in these Bylaws will be deemed to have been abrogated or waived because of any failure to enforce it, regardless of the number of violations and failures to enforce that may occur.

Section 12.3 Invalidity. If any provision or provisions of these Bylaws is or are declared invalid, the invalidity will in no way impair or affect the validity, enforceability, or effect of the remaining provisions of these Bylaws.

Section 12.4 Captions. Captions are inserted in the Bylaws for convenience and reference only, and will not be taken in any way to limit or describe the scope of these Bylaws or any provision thereof.

ARTICLE XIII

CONFLICTS

Section 13.1 Conflicts. In case of conflict between these Bylaws and the Articles of Incorporation, the Articles shall control. If any provision of these Bylaws is less restrictive than the Articles of Incorporation when dealing with the same subject, the more restrictive provisions of the Articles of Incorporation shall be applicable in the same manner as if included in the provisions of these Bylaws.

ARTICLE XIV

DISSOLUTION

Section 14.1 Dissolution. Upon dissolution of the Association, any funds remaining after all authorized debts are paid shall be distributed to one or more qualified non-profit organizations as specified in the Articles of Incorporation.

ARTICLE XV

AMENDMENTS

Section 14.1 Amendments. Any amendment of these Bylaws shall be adopted by the majority vote of the Annual Meeting of Members present.

IN WITNESS WHEREOF, these Bylaws of the Arizona Association of Manufactured Home Owners Inc. are adopted as set forth above.

Eileen Green, President

**CERTIFICATION OF BYLAWS
OF THE
ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC.**

WHEREAS, the Arizona Association of Manufactured Home Owners Inc. (the "Association") was incorporated as a nonprofit corporation in the State of Arizona on February 11, 1987

WHEREAS, A.R.S. § 10-3101, *et seq.* vests the authority to adopt initial bylaws in the Board of Directors; and

WHEREAS, at a meeting of the Board of Directors duly called and held on December 6, 1986 a majority of the Directors present voted in favor of adopting the original Bylaws herein incorporated

NOW THEREFORE, the Bylaws of the Association are hereby revised and updated in their entirety as follows:

SECRETARY'S CERTIFICATE

The undersigned does hereby certify that:

She/he is the duly elected Secretary of the Arizona Association of Manufactured Home Owners Inc., an Arizona nonprofit corporation; and

The foregoing Bylaws constitute the revised Bylaws of the Arizona Association of Manufactured Home Owners Inc. as approved by a majority of the Directors present at a meeting duly called and held on December 13, 2018 and adopted by the Delegates at the Annual Meeting of Members held February 23rd, 2019.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand as of this date of
, 2019.

Sandra McNary, Secretary