

# **TENNESSEE MANUFACTURED HOUSING ASSOCIATION ..... BY-LAWS**

*(Amended on June 3, 2019)- (Last changes are indicated in **bold italics**.)*

## **ARTICLE I - NAME**

- Section 1.** The name of this Association shall be the Tennessee Manufactured Housing, Inc., d/b/a Tennessee Housing Association.
- Section 2.** This Association is incorporated under the Laws of the State of Tennessee as a non-profit corporation.
- Section 3.** This Association may become affiliated, by affirmative vote of two-thirds of the Board of Directors, with other Regional or National Associations which, in the judgment of the Directors, may best serve the interest of the membership of this Association.

## **ARTICLE II - PRINCIPAL OFFICE**

- Section 1.** The Association shall maintain its principal office and state Headquarters and Staff in Wilson County, State of Tennessee.
- Section 2.** The Association may have other offices in such places, within the State of Tennessee, as the Board of Directors may from time to time determine in their discretion to be beneficial and necessary.

## **ARTICLE III - OBJECTIVES**

The objectives of the Association shall be:

- Section 1.** To unite those engaged in the recognized branches of the Manufactured Housing Industry and Modular Housing Industry including retailers, manufacturers, manufactured and modular housing communities, service/suppliers, installers/transporters and financial/insurance, for the purpose of exerting effectively a combined influence upon matters affecting the manufactured and modular housing industries.
- Section 2.** To enable its members to transact their business to better advantage them, heretofore.
- Section 3.** To promote and maintain a code of ethics which exemplifies high standards of conduct in the transaction of its members' business.

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**Section 4.** To promote and preserve, the inherent advantages of manufactured and modular housing.

### **ARTICLE IV - DEFINITIONS**

**Section 1.** Symbolic abbreviations. The letters TMHA shall be the symbolic abbreviations of the Tennessee Manufactured Housing Association; and the letters THA shall be the symbolic abbreviation of the d/b/a of Tennessee Housing Association.

**Section 2.** The term “Manufactured Housing” means a structure, transportable in one (1) or more sections, which, in the traveling mode, is eight (8) body feet or more in width, or forty (40) body feet or more in length, or, when erected on site, is three hundred twenty (320) or more square feet, and which is built on a permanent chassis and designed to be used as a dwelling with or without a permanent foundation when connected to the required utilities, and includes the plumbing, heating, air conditioning, and electrical systems contained therein.

**Section 3.** The term “Modular Housing” means a structural unit, or preassembled component unit including the necessary electrical, plumbing, heating, ventilating and other service systems, manufactured off-site and transported to the point of use for installation or erection, with or without other specified components, as a finished building and not designed for ready removal to another site. “Modular Housing” does not apply to temporary structures used exclusively for construction purposes or nonresidential farm buildings.

**Section 4.** The term, “Manufactured and Modular Housing Retailer” is defined to mean an individual, partnership or corporation actively engaged in the sale of manufactured and modular housing at the retail level. [Selling one or more homes and displaying an average of one or more manufactured housing units for the purpose of retail sales.]

**Section 5.** The term, “Manufacturer” is defined to mean an individual, partnership or corporation actively engaged in the building or construction of manufactured and modular homes at an offsite location.

**Section 6.** The term, “Manufactured and Modular Housing Community” as used herein is an individual, partnership or corporation engaged in the ownership or management operation of a manufactured and modular housing residential area.

**Section 7.** The term “Manufactured and Modular Housing Service/Supplier” is defined to mean an individual, partnership or corporation furnishing supplies, parts, equipment and/or components and motor transport services to the manufactured and modular housing industries.

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- Section 8.** The term, “Financial/Insurance Institution” as used herein shall mean any bank, finance company, mortgage company, savings and loan association, insurance company or other financial corporation engaged in the provision of financing for any phase of the manufactured and modular housing industries or for the owners of manufactured and modular housing; or engaged in the provision of insurance for any phase of the manufactured and modular housing industries or for the owners of manufactured and modular housing.
- Section 9.** The term, “Installer/Transporter” as used herein shall mean an individual, partnership or corporation engaged in the installation or transportation of a manufactured or modular home.
- Section 10.** The term, “Agency” as used herein shall mean associates from charitable, nonprofit, or government related entities, which share an interest in manufactured or modular housing.
- Section 11.** The term, “At Large” as used herein shall mean an individual, partnership or corporation directly or indirectly associated with the housing industry or an individual, partnership or corporation with compatible goals, whose Board presence is deemed to provide a specific resource, as may be needed with the fluctuating industry trends or needs of manufactured or modular housing.
- Section 12.** The term, “Utility” as used herein shall mean an individual, partnership or corporation engaged in providing electrical, natural gas, propane, water, cable, phone, satellite or other infrastructure needs and services for the consumers of manufactured or modular homes.
- Section 13.** ***The term, “Builder/Developer” is defined to mean an individual, partnership or corporation actively engaged in the building or construction of homes not classified as manufactured or modular homes; or in the development of such projects.***

## **ARTICLE V - MEMBERSHIP**

- Section 1.** Membership in the Association shall be composed of classifications to be known as members.
- Section 2.** Membership in this Association shall be open to any individual, partnership or corporation defined in Article IV, Sections 4, 5, 6, 7, 8, 9, 10, 11 and 12.
- Section 3.** Application for membership in the Association shall be made to the Board of Directors in writing, accompanied by a check in the payment of dues for one year in advance.

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- Section 4.** Membership in this Association is an entirely voluntary matter, and the Board of Directors reserves the right to approve or reject any applications for membership.
- Section 5.** Any member (other than individual member) may designate to the Board of Directors, a representative from their partnership or corporation to act as its representative in the affairs of the Association.
- Section 6.** Any member (other than individual member) may change its representative at any time, by written notice to the Board of Directors.
- Section 7.** Dues are payable in advance in such amount or amounts as shall be determined by the Board of Directors. Renewals will be mailed annually in December, for the upcoming year.
- Section 8.** All resignations should be in writing and addressed to the Board of Directors.
- Section 9.** The Board of Directors may suspend or revoke a membership for non-payment of dues or for other cause deemed sufficient provided, however, that written notice shall be sent to the last address of the member on record in the files of the Association, informing in detail the member or his representative of the impending action and the reasons therefore, at least fifteen days before the date set by the Board of Directors to hear the evidence of all interested parties. All interested parties shall have an opportunity to present witnesses and evidence, except in the question of suspension or revocation of a membership for the nonpayment of dues.
- Section 10.** The Board of Directors may, at its discretion, reinstate to full membership in the Association, any member whose membership has been terminated for any cause, provided the cause of such suspension has been removed or waived by the board.

## **ARTICLE VI - BOARD OF DIRECTORS**

- Section 1.** The government of the Association shall be vested in a Board of Directors composed of the following:
- (a) The President, the Vice-President, the Secretary, the Treasurer and the Immediate Past President
  - (b) Director; two (2) Retailer
  - (c) Director; two (2) Manufacturer
  - (d) Director; two (2) Manufactured and Modular Communities
  - (e) Director; two (2) Service/Supplier
  - (f) Director; two (2) Financial/Insurance
  - (g) Director; two (2) Installer/Transporter
  - (h) Director, five (5) Regional Representatives
  - (i) Director, two (2) 'At Large'
  - (j) ***Director, two (2) Builder/Developer***

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- Section 2.** The Directors known as Regional Representatives shall be elected for two-year terms.
- Section 3.** The Directors representing the Retailers shall be elected for two-year terms.
- Section 4.** The Directors representing the Manufactured and Modular Housing Communities segment shall be elected for two-year terms.
- Section 5.** The Directors representing the Manufacturers segment shall be elected for two-year terms.
- Section 6.** The Directors representing the Service/Supplier segment shall be elected for two-year terms.
- Section 7.** The Directors representing the Financial/Insurance segment shall be elected for two-year terms.
- Section 8.** The Directors representing the Installer/Transporter segment shall be elected for two-year terms.
- Section 8A.** The Directors representing the 'At Large' segment shall be elected for two-year terms.
- Section 8B.** *The Directors representing the 'Builder/Developer' segment shall be elected for two-year terms.*
- Section 9.** No individual shall simultaneously occupy more than one seat on the Board of Directors.
- Section 10.** Vacancies on the Board may be filled by the Board of Directors and/or the Executive Committee at their next meeting after the vacancy occurs.
- Section 11.** No elected Director shall serve more than two consecutive terms in the same capacity.
- Section 12.** All Directors must be a member in good standing of the Tennessee Manufactured Housing Association, known as d/b/a The Tennessee Housing Association.
- Section 13.** There shall be not less than four meetings of the Board of Directors in each year, to be held at a time and place fixed by the President, and each Director notified by mail or e-mail not less than ten days prior to the meeting date.
- Section 14.** A majority of the Directors shall constitute a quorum.

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**Section 15.** Any Director who shall be absent without notice to the President and/or Executive Director from two (2) consecutive regular meetings of the Board of Directors shall automatically forfeit his/her office.

**Section 16.** To provide geographical representation on the Board of Directors, the State shall be represented by a nominated and elected regional representative from the areas of the state generally recognized as Northeast, East, Middle, Mid-West and West.

**Section 17.** If the Delegate to MHI's Federated States Division is not a board member, the Delegate will be appointed by the Board and will become a Board Member with voice, but no vote.

### **ARTICLE VII - EXECUTIVE COMMITTEE**

**Section 1.** There shall be an Executive Committee of the Association consisting of the President, who shall act as Chairman, the Vice-President, the Secretary and the Treasurer all with voting rights. The Immediate Past President and the Executive Director shall be members but shall not have a vote.

**Section 2.** The Executive Committee shall conduct the affairs of the Association in accordance with policies and instructions of the Board of Directors for the ensuing year.

**Section 3.** In the event the Immediate Past President is unable to complete his/her term, that position reverts back to the previous Immediate Past President.

### **ARTICLE VIII - OFFICERS**

**Section 1.** The elective officers of the State Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall serve for one year or until their successors are elected and qualified, with our electoral year normally beginning July 1 – June 30.

**Section 2.** The President shall be the chief executive officers of the Association and shall preside at its meetings and those of the Board of Directors and Executive Committee, between sessions of which he shall have the authority to represent the Association and act in its name subject only to its declared policies. He shall appoint each committee chairman unless otherwise directed by the Board of Directors, and shall be ex-officio member of each committee, and shall perform all other duties usual to such office.

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**Section 3.** The President, subject to the approval of the Board of Directors, shall annually appoint the following committee chairmen:

- Awards Committee Chairman
- By-Laws Committee Chairman
- Annual Meeting (formerly known as Convention) Committee Chairman
- Education Committee Chairman
- Finance Committee Chairman
- Legislative Committee Chairman
- Membership Committee Chairman
- PAC Committee Chairman
- Community (formerly known as Park) Assistance Committee Chairman
- Public Relations Committee Chairman
- Transportation Committee Chairman
- Zoning Committee Chairman

**Section 4.** All Standing Committee Chairmen are to be members of the Board of Directors.

**Section 5.** The Vice-President, or Secretary or Treasurer shall in order, perform the duties of the President in the event of his/her absence or disability. The Officers shall act as representative for the President in such matters as may be assigned to them.

**Section 6.** The Secretary or Treasurer shall have the custody of the funds and assets of the Association and shall keep for its proper books of accounts which shall at all times be open to inspection by any member. The Secretary or Treasurer shall disburse the funds of the Association under the direction of the Board. The Executive Director is authorized to sign checks up to \$4,000.00. All checks over \$4,000.00 shall require two signatures; President, Vice-President, Secretary or Treasurer, Executive Director or other persons authorized by the Board of Directors. He or she shall deposit funds and securities in such depositories as the Board of Directors may designate. A statement of all checks written will be sent monthly to the Secretary or Treasurer, upon request.

**Section 7.** All parties authorized to transact financial matters shall provide a bond in a surety company qualified to do business in the State of Tennessee in such amount as shall be presented by the Board of Directors covering the funds and securities held by him/her for the Association or for other funds in his/her custody as treasurer, the expense thereof shall be paid by the Association Corporate Resolution.

**Section 8.** The accounts of the Secretary or Treasurer shall be audited periodically by a Certified Public Accountant with an opinion letter.

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**Section 9.** There shall be an Executive Director who shall be appointed by the Board of Directors. He or she shall be the administrative officer of the Association. He or she shall have supervision of the entire staff and perform any duties delegated to him or her by the President.

### **ARTICLE IX - ELECTION OF OFFICERS AND DIRECTORS**

**Section 1.** The Nominating Committee shall consist of the Immediate Past President, as Chairman, with the current President and a minimum of two (2) Past Presidents serving on the committee. The Nominating Committee shall meet annually no later than the middle of May for the purpose of nominating persons to serve on our State Board of Directors. No person shall be nominated unless they are a member in good standing with dues paid. There shall be one (1) name submitted by the Nominating Committee for each position open. All names of nominees shall be mailed to each member, in good standing, immediately following the Nominating Committee meeting. The election may be held either during a General Membership Meeting called by the TMHA/THA President or the Board of Directors, or at the annual meeting. The Chairman shall read the slate of officers and directors submitted by the Nominating Committee and ask for additional nominations from the floor.

### **ARTICLE X - DELEGATES AND VOTING**

**Section 1.** For the purpose of voting for the Officers and Directors, the following will apply:

- a) In the event of nominations from the floor, voting shall be done by ballot.
- b) Only those members, or their representatives, as defined in Article V, Section 5, present and in good standing, shall be entitled to vote, subject to the following limitations:
  - 1. No manufacturer may cast more than five (5) votes, regardless of the number of separate plants it operates. Further, no group or combination of manufacturers under common ownership or control may cast more than five (5) votes.
  - 2. No retailer may cast more than five (5) votes, regardless of the number of separate sales centers it operates. Further, no group or combination of retailers under common ownership or control may cast more than five (5) votes.
  - 3. No community owner or land developer may cast more than five (5) votes, regardless of the number of communities or developments operated. Further, no group or combination of community owners or land developers under common ownership may cast more than five (5) votes.

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4. No service and supplier firm may cast more than five (5) votes regardless of the number of service and supply locations operated. Further, no group or combination of service and supply companies under common ownership or control may cast more than five (5) votes.
5. No insurance or finance firm may cast more than five (5) votes, regardless of the number of insurance or finance companies operated. Further, no group or combination of insurance or finance companies under common ownership or control may cast more than five (5) votes.
6. No installer or transporter firm may cast more than five (5) votes, regardless of the number of installer or transporter companies operated. Further, no group or combination of installer or transporter companies under common ownership or control may cast more than five (5) votes.
7. No regional representative firm may cast more than five (5) votes, regardless of the number of companies operated or represented. Further, no group or combination of regional representative companies under common ownership or control may cast more than five (5) votes.
8. No 'at large' firm may cast more than five (5) votes, regardless of the number of 'at large' companies operated or represented. Further, no group or combination of 'at large' companies under common ownership or control may cast more than five (5) votes.
  - c) For purposes of paragraphs 1 through 8, the term "under common ownership or control" shall mean that one person or entity owns more than 50% of the outstanding stock or more than a 50% controlling interest in the other TMHA/THA members.
  - d) No absentee voting shall be permitted. Election shall be by majority vote.

**Section 2.** In all voting, in case of a tie vote, the President has the power to cast the deciding vote.

## **ARTICLE XI - FISCAL AND ELECTIVE YEAR**

**Section 1.** The fiscal year shall be from January 1 to December 31 of each year.

**Section 2.** The elective year shall be from July 1 to June 30 of each year.

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## **ARTICLE XI - ANNUAL MEETING**

**Section 1.** The annual meeting of the Association shall be held at a time and place designated by the President with concurrence from the Board of Directors and shall be a meeting of its Officers, Board of Directors and such other Committees as the President shall determine. A quorum of the Board of Directors may issue a call for Members to meet at the Annual Meeting if the President does not.

**Section 2.** Special meetings of the Association shall be called by the Board of Directors or the President upon petition by twenty percent (20%) of its members.

## **ARTICLE XIII - ORDER OF BUSINESS**

**Section 1.** The order of business at the annual meeting of the members shall be:

1. Roll Call
2. Reading of Minutes of last meeting
3. Annual Financial Report
4. Reading of Communications, when applicable
5. Report of Officers, when applicable
6. Report of Standing Committees, when applicable
7. Report of Special Committees, when applicable
8. Unfinished Business, when applicable
9. Report of Committee on Credentials, when applicable
10. Report of Nominating Committee
11. Election of Officers and Directors
12. New Business, when applicable

**Section 2.** The above order of business may be varied in such manner as may seem appropriate to the Annual Meeting or the benefit of such addresses as may have been arranged.

**Section 3.** The order of business of the regular meetings of the Board of Directors shall be:

1. Roll Call
2. Reading of Minutes of Last Meeting
3. Reading of Financial Report
4. Reading of Communications, when applicable
5. Reports
6. Unfinished Business
7. New Business

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**Section 4.** The substance of any resolution to be introduced at any annual meeting or special meeting regularly called in accordance with the Constitution and By-Laws, shall be submitted in writing to the presiding officer in advance of its introduction.

**Section 5.** Roberts Rules of Order, last edition, shall be recognized as the authority governing the meeting of the Association or its committees, when not in conflict with its Constitution or By-Laws.

### **ARTICLE XIV – REGIONAL REPRESENTATIVES**

**Section 1.** Five regional representatives, one from each of the areas of the state generally accepted as Northeast, East, Middle, Mid-West, and West, may be elected to the Board of Directors.

**Section 2.** Members may nominate a regional representative, including themselves, on a nomination form developed for such use.

**Section 3.** No person shall be nominated unless they are a member in good standing with dues paid.

**Section 4.** The election of these regional representatives shall follow the standard nomination of officers and directors, as noted in ARTICLE IX – ELECTIONS OF OFFICERS AND DIRECTORS.

### **ARTICLE XV - GENERAL PROVISIONS**

**Section 1.** Amendments: A thirty (30) day notice must be given to the Board of Directors, prior to a board meeting in which proposed by-laws changes will be discussed. These by-laws may be amended or repealed, and new by-laws adopted by a majority vote of the membership present at any meeting, or by mailing a copy of the proposed amendment, repeal or new by-law or by-laws. The failure of any member to submit his disapproval of such amendment, repeal or new by-law or by-laws to the Executive Directors within thirty (30) days of receipt of same shall be construed as a vote of approval. Changes will take effect immediately upon ratification.

**Section 2.** Dissolution: TMHA/THA shall utilize its funds only to accomplish the goals and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed to the members of TMHA/THA. In the event of the dissolution of TMHA/THA, the Treasurer shall make a complete accounting of the funds of TMHA/THA to the Board of Directors and all remaining funds shall be distributed to one or more organized charitable, educational, scientific, or philanthropic

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organizations to be selected by the Board of Directors, and which are exempt from Federal Income Tax by reason of Section 501 (c) (3) or 501 (c) (6) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent law.

**Section 3.** Assets and Earnings: No part of the corporate assets or net earnings of TMHA/THA shall be distributed to or inured to the benefit of any member of TMHA/THA, its Board of Directors, or to any other private individual.