



By-Laws of the New York Housing Association

As Adopted by Membership
October, 2019

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The NEW YORK HOUSING ASSOCIATION, INC. BY-LAWS shall read as follows:

A not-for-profit membership organization, incorporated under the laws of the State of New York.

ARTICLE 1 — NAME

The name of this organization shall be the New York Housing Association, Inc. (“NYHA” or the “Association”).

ARTICLE 2 — PURPOSE AND MISSION

The purpose of the Association shall be to promote the general welfare and interests of the Factory-Built Housing Industry and the Factory-built Home Owner within the State of New York. The Association is composed of professionals committed to the quality and growth of the Factory-Built Housing Industry. The Association is dedicated to:

- (a) Encouraging and promoting affordable housing choices for the State of New York.
- (b) Enhancing the image and public awareness of factory-built housing living.
- (c) Promoting the highest standards of business ethics and practices within the industry.

ARTICLE 3 — OFFICE

The principal office of NYHA shall be located where it may, in the judgment of the Board of Directors, best serve the Members.

ARTICLE 4 — ORGANIZATION

4.1 The New York Housing Association is composed of Members, whose rights and obligations shall be set forth in these By-Laws as hereafter provided.

4.2 The governing body of NYHA shall be a Board of Directors representing the Members, as set forth in Article 8.

ARTICLE 5 — DEFINITIONS

5.1 The letters “NYHA” shall be the symbolic abbreviation of the New York Housing Association, Inc.

5.2 The term “Affiliate” shall mean parties having a direct or indirect interest or relationship with the factory-built housing industry but not qualifying as a Member of the other divisions, and shall include organizations and entities representing the interests of residents of factory-built home communities, homeowner’s associations and other similar entities and organizations.

5.3 The term “Community Owner” shall mean any corporation including, but not limited to a cooperative corporation, limited liability company, partnership or sole proprietorship engaged in the ownership, management and/or development of a factory-built home residential community in which the land and/or home are leased, but shall not include any Affiliates, as defined in section 5.2.

5.4 The terms “Executive Committee”, “Officers,” and “At-Large Director” are defined in section 8.1 below.

5.5 The term “Manufacturer” shall mean any corporation, limited liability company, partnership or sole proprietorship engaged in the production of factory-built housing.

5.6 The term “Member” shall mean a corporation, limited liability company, partnership, sole proprietorship, or individual engaged in providing sites, selling, manufacturing and all other areas relating to factory-built housing, including, but not limited to, suppliers of original equipment, after market equipment, finance, insurance; attorneys, service companies; distributor and transporter companies; and owner repair or service centers. All Members must comply with the provisions of Article 6 and be in good standing.

5.7 The term “Municipal” shall mean any governmental entity having a direct or indirect interest or relationship with the industry.

5.8 The term “Retailer” shall mean any corporation, limited liability company, partnership or sole proprietorship maintaining an inventory in one or more sales centers, engaged in the retail sale of new or previously owned factory-built homes.

5.9 The term “Sector” shall mean one of the following segments of the factory-built housing industry:

- (a) Manufacturer
- (b) Finance and Insurance
- (c) Community Owner
- (d) Retailer
- (e) Supplier/Affiliate

5.10 The term “Supplier” shall mean any corporation, limited liability company, partnership or sole proprietorship engaged in the production, transportation, distribution and/or supply of components for the construction, set-up and/or installation or repair of manufactured and modular homes, including, but not limited to, land improvement and home set-up.

5.11 The term “Transporter” shall mean any corporation, limited liability company, partnership or sole proprietorship engaged in the transport of factory-built housing for hire.

ARTICLE 6 — MEMBERSHIP

6.1 Any individual or entity eligible to be a Member, as such term is defined in Article 5 of these by-laws may submit an application for membership in the Association to the Board of Directors in writing, accompanied by payment of dues for one year.

6.2 Membership in this Association is an entirely voluntary matter, and the Board of Directors reserves the right to approve or to reject applications for membership.

6.3 If a Member is a partnership, limited liability company, or corporation, the name of the individual who will act as its designated representative in the affairs of the Association shall be designated in writing to the Board of Directors, provided, however, that such designated representative may be changed by the Member at any time upon written notice to the Board of Directors.

6.4 An applicant may apply for membership under one or more categories of membership. The applicant must present a membership application inclusive of all business in, serving or related to the factory-built housing industry, which the applicant owns, controls, or has a controlling or management interest in or is under common control.

6.5 The Board of Directors may suspend or revoke a membership for non-payment of dues or, by a two-thirds vote of the Board members, for other causes deemed sufficient.

6.6 The Board of Directors may, in its discretion, reinstate the membership of any Member whose membership has been terminated for any cause, provided the cause of such suspension has been removed.

6.7 The Board of Directors may, in its discretion, create categories of membership for, (a) Affiliates, (b) Municipal employees and officials and, (c) such other categories as the Board may determine. Membership in such categories shall include all privileges of membership except that members in such categories shall not be eligible (i) to vote on Association matters, (ii) for membership on the Board of Directors or, (iii) to be an Officer of the Association.

ARTICLE 7 — DUES

7.1 Dues for each category of membership shall be set at the discretion of the Board of Directors.

7.2 All dues shall be billed from the office of the Association.

7.3 All dues shall be received by the office of the Association and these monies shall be deposited in the official depository.

7.4 Dues are payable in advance, and in such amount or amounts as shall be determined by the Board of Directors.

ARTICLE 8 — BOARD OF DIRECTORS

8.1 The business of the Association shall be managed by a Board of Directors comprised of the following, which shall have, and may exercise the powers of the Association, except as otherwise reserved to the membership by law, by the Articles of the Association, or by these By-Laws:

(a) Executive Committee (Officers): The five Executive Committee members are the President, Vice President, Secretary, Treasurer and Past President.

(b) At-Large Directors: Twelve At-Large Directors who shall, to the extent possible, represent the diversity of the Sectors of the Association.

8.2 The Directors shall be elected in the manner set forth in Article 10.

8.3 A quorum shall consist of 50% of the duly elected directors. At regular meetings of the Board, a quorum shall be required to attend in person, but additional Board members may attend by teleconference

or videoconference.

8.4 There shall be not less than four regular meetings of the Board of Directors in each year at a time and place fixed by the President or Executive Director at least thirty days in advance. The President may call additional meetings of the Board in a proper case, which meetings may be held by teleconference or videoconference.

8.5 Any Director or Officer who shall be absent from two consecutive regular meetings of the Board or three meetings of the Board within a calendar year shall automatically forfeit his or her office unless the Board of Directors shall waive this provision upon receipt of proper notification for such absence, satisfactory to it.

8.6 Vacancies

- (a) In case a vacancy occurs among the Officers, the Board members shall elect for the unexpired term a person from their Board to fill such vacancy not later than at the next regularly scheduled Board Meeting.
- (b) In case a vacancy occurs within the Board of Directors, the Board shall elect for the unexpired term, a Member in good standing from the same Sector not later than at the next regularly scheduled Board Meeting.

8.7 Duties of the Board of Directors

The Board of Directors shall have the authority to:

- (a) Make decisions and establish the goals that the Executive Committee shall carry out for the benefit of the Association;
- (b) Authorize the expenditure of funds;
- (c) Establish and implement personnel policies for the employment of a professional staff member to manage the affairs of the Association and other employees of the Association. Such policies shall include, but not be limited to, a Sexual Harassment Policy as required by applicable law; and,
- (d) Perform any and all acts authorized by the New York Not-For-Profit Corporation Law;

8.8 Except as set forth below, eligibility for service on the Board is limited to a single designated representative of a Member. A Member may not have more than one designated representative serving as a member of the Board, except that where a Member has representatives serving as an At-Large Director, not more than one additional representative of such a Member shall be eligible for service on the Board. It is the intention of this provision that no Member may have more than two representatives serving on the Board at any one time.

8.9 Each Board member shall be entitled to one vote. Whenever a vote of the Board members shall be required for approval of an action, the affirmative vote of a majority of the Board members present and voting at a meeting in which a quorum is present shall be required. Provided however, whenever a two-thirds vote of the Board is required by these By-laws or otherwise, the affirmative vote of twelve Board members present at a meeting shall be required. Members of the Board participating by teleconference or

videoconference shall be considered present for purposes of this section.

8.10 The normal order of business of NYHA and its Committees, except when otherwise provided, shall be: (1) roll call; (2) reading of minutes of its last meeting; (3) reading of treasurer's report; (4) reading of communication; (5) reports of officers; (6) reports of standing committees; (7) reports of special committees; (8) unfinished business; (9) new business; (10) election of officers; and (11) adjournment. In unusual circumstances, the order of business may be changed by a simple majority vote of the Board.

8.11 Authority for questions of procedure not covered by these By-Laws shall be settled by reference to the most current version of Robert's Rules of Order Newly Revised.

8.12 Committees

- (a) Committees may be established by the President for specific tasks and for specific periods of time.
- (b) All committee meetings, including those of the Executive Committee, may be attended by any Board member or general Member. Notwithstanding the foregoing, the Executive Committee or the Board of Directors, upon the vote of two-thirds of its members, may convene in Executive Session to discuss personnel matters or other sensitive matters. All committees, including the Executive Committee, must make a full report of their activities, including, in general terms, matters discussed in Executive Session and recommendations at each meeting of the Board of Directors. Attendance at such meetings by teleconference or videoconference shall be permitted in all cases.
- (c) Any action recommended by a committee must be voted on by the Board of Directors and approved by a simple majority before implementation.

ARTICLE 9 — EXECUTIVE COMMITTEE (OFFICERS)

9.1 The Executive Committee shall consist of the Officers of the Association. The Executive Committee shall plan programs, process committee reports, expend funds, appropriate funds for ongoing business, and handle Association business within the framework of goals established, and direction given, by the Board of Directors at regular meetings. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session on all matters except for matters concerning personnel and personnel policy, and must report to the Board of Directors at the Board's succeeding meeting any action taken. Notwithstanding the provisions of Paragraph (c) of Section 8.12 of these By-laws, action taken by the Executive Committee when exercising the power of the Board of Directors may be implemented immediately upon adoption by the Executive Committee. Four voting members of the Executive Committee shall constitute a quorum for the transaction of business.

9.2 The Officers shall be elected for a term of one year or until their successors are elected and qualified. The President may not serve in that office for more than four terms.

9.3 A candidate, to be eligible for the office of President, Vice President, Secretary or Treasurer shall be a Member in good standing of NYHA, must have been a member of the Board for a period of at least two years and attended a minimum of four meetings of the Board of Directors during the previous year.

9.4 All meetings shall be conducted by the ranking elected officer present at the meeting.

9.5 Duties of Officers

- (a) The President shall be the principal elected Officer, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with the right to vote, of all committees except the Nominating Committee. The President shall also, at the annual meeting of the Association and at such other times as the President shall deem proper, communicate to the Association or the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
- (b) The Vice President shall perform the duties of the President in the event of his or her absence or disability. The Vice President shall act as the representative of the President in such matters as may be assigned to them.
- (c) The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors, Executive Committee and all other NYHA meetings and shall notify Members of meetings at least ten (10) days in advance of such meetings.
- (d) The Treasurer shall be responsible for the funds and assets of the Association; shall be responsible for accurate records of finances; shall make those records available for inspection by any Member at all times; shall report the status of funds at all NYHA Board of Directors meetings; and shall disburse the funds under the direction of the Board of Directors. NYHA shall have a surety bond for the faithful performance of the Treasurer's duties and/or of other persons handling monies. The cost of the bond shall be paid by the funds of the association.
- (e) The Past President shall be a member in good standing who previously served as President of the Association for a period of at least two years. The Past President shall be a member of the Executive Committee and shall perform such other duties as may be delegated to her or him by the President.

ARTICLE 10 — NOMINATIONS, ELECTIONS OF ELECTIVE OFFICERS

10.1 The Nominating Committee shall be responsible for nominating candidates to fill the vacancies on the Executive Committee (Officers) and for At-Large Directors. The Nominating Committee shall consist of three Members of the Board, who shall be appointed by the President for a term of one year. The Nominating Committee shall submit to the Board of Directors no later than thirty days prior to the annual meeting, a slate of candidates for positions on the Executive Committee and At-Large Directors. For At-Large Directors to be nominated for election at the 2019 annual meeting, only, the Nominating Committee shall designate four At-Large Directors to be nominated to serve for a term of three years, four At-Large Directors to be nominated to serve for a term of two years and four At-Large Directors to be nominated to serve for a term on one year. The slate of candidates nominated shall broadly reflect the diversity of the Sectors of the Association. A copy of these nominations shall be submitted to the membership at large no later than twenty days prior to the annual meeting.

10.2 The election of the Executive Committee (Officers) and At-Large Directors shall be held at the annual meeting. At-Large Directors shall be elected for terms of three years, provided, however, for the election of At-Large Directors to be voted on at the annual meeting to be held in 2019, four At-Large Directors shall be elected for a term of three years, four At-Large Directors shall be elected for a term of two years and four At-Large Directors shall be elected for a term on one year. Upon the expiration of the

terms of At-Large Directors elected for a term shorter than three years, their successors shall be elected for a term of three years. Each Member in good standing shall have one vote. If a Member is not represented and in attendance at the annual meeting, the Member may designate any person who will be in attendance as the Member's proxy to cast ballots in the annual election. In order to vote by proxy, the official proxy form must be completed and returned to the offices of the New York Housing Association at least thirty days prior to the date of the annual meeting.

10.3 Newly elected Officers and Directors shall take office immediately following the annual meeting.

10.4 Delegates to any Association affiliated with NYHA shall be appointed by the Board of Directors of NYHA.

ARTICLE 11 — EXECUTIVE DIRECTOR

The administration and management of the Association shall be the responsibility of a salaried staff head, contracted by and directly responsible to the Board of Directors. That person shall have the title of Executive Director or such other title as the Board may from time-to-time designate. The Executive Director shall be responsible for carrying out the stated objectives of the Association, using as guidelines the most current Executive Director "job description" and such written policies, directions, and procedures as may be established from time-to-time by the Board of Directors. As the contracted senior management executive of the Association, the Executive Director shall be responsible for office staffing and for the day-to-day operation of the Association. Should the Board contract with an Executive Director, contract language shall include authority to hire and terminate staff in accordance with applicable New York State and Federal Law.

ARTICLE 12 — FISCAL YEAR, ACCOUNTS AND ANNUAL MEETING

12.1 The fiscal year of the Association shall begin on January 1 and terminate December 31.

12.2 The annual meeting of the NYHA shall be held at a time and location established by the Board of Directors.

12.3 A Finance Committee shall be appointed at the first Board of Directors meeting following the adoption of the budget. This Finance Committee shall be responsible for overseeing the fiscal management of the Association, and shall also be responsible for submitting a budget for the following fiscal year. The proposed budget shall be submitted to the Board sixty (60) days prior to the annual meeting for their approval. The proposed budget shall be mailed to the general membership at least twenty (20) days prior to the vote to approve such budget.

12.4 The accounts of the Association shall be audited by a certified public accountant (CPA) upon any change in the office of the presidency. However, such audit shall occur no less than once every four years. In other years, the accounts of the Association shall be reviewed by a CPA. Such CPA shall provide a report to the Board of Directors within three months of the end of the fiscal year.

12.5 Notwithstanding the foregoing, an audit by a CPA shall not be required to be conducted in any year in which the Board of Directors, upon consent of the Association's CPA, votes by not less than a 2/3 majority, to have the accounts of the Association reviewed by a CPA. Nothing contained in this Article 12 shall be deemed to prohibit the Board from requiring an audit by a CPA for any year that the Board determines such an audit is appropriate.

ARTICLE 13 — CONFLICTS OF INTEREST

The Association recognizes that the skills, talents and relationships of its Officers, directors, employees and persons or entities with whom it has a contractual relationship (“contractors”) are among its richest assets. The Association is also aware that acquiring goods or services from, or engaging in transactions with, its Officers, directors, employees or contractors or Members of their families or entities in which they have a financial interest or with which they are affiliated (such persons and entities are referred to collectively as “Interested Parties”) may create an appearance of impropriety. In order to protect the Association against any improper appearance, the Board shall adopt a Conflict of Interest and Compensation Policy that shall restrict the Association’s business dealings with Interested Parties, including but not limited to appropriate procedures for determining compensation, that shall be at least as stringent as the following:

- (a) The Association may acquire goods or services from, or otherwise transact business with, an Interested Party if the Board determines in its judgment that the goods or services provided to the Association are, or the transaction is, on terms no less advantageous to the Association than the terms that are available to the Association from third parties. If an Interested Party offers terms which are as advantageous to the Association as terms offered by another vendor, the Association may, but shall not be required to, consider other benefits derived by it from the Interested Party (*e.g.*, past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.
- (b) Whenever the Association is considering acquiring goods or services from, or entering into a transaction with, an Interested Party, the details that create the Interested Party relationship shall be disclosed to the Association in writing. A copy of the disclosure shall be supplied to the Board.
- (c) The Association shall enter into a transaction with an Interested Party (an “Interested Party Transaction”) only if the Board is made aware of the information referred to in Section 8.1 (b) of this Article and the majority of the directors then serving approve the transaction as being fair and in the best interests of the Association. For purposes of the preceding sentence, any director who is (or has an interest in or is related to) the Interested Party that is a party to a proposed transaction shall not participate in the vote on the transaction, and shall not attend any portion of the meeting while the approval of the transaction is considered. Notwithstanding the foregoing, however, prior approval of the Board of Directors shall not be required if the transaction falls below a *de minimis* threshold established by the Board.
- (d) Procedures for determining compensation of Interested Parties.

ARTICLE 14 — AMENDMENTS TO BY-LAWS

By-Laws may be amended at any Board of Directors meeting by a two-thirds vote of the Board of Directors, taken after notification of the total membership, in writing, at least thirty days prior to the vote to amend. Any such amendments must then be ratified by a majority of the Members voting at the next annual meeting.

ARTICLE 15 — MISCELLANEOUS

15.1 All NYHA insignia is the property of the Association, and the use of the insignia by any organization other than NYHA must have the approval of the Board of Directors.

15.2 A parliamentarian shall be appointed to aid the presiding officer. The parliamentarian shall be appointed by the Board of Directors at the first meeting following the annual meeting.

ARTICLE 16 — DISSOLUTION

In the event of the dissolution of NYHA for any cause whatsoever, all of its assets and property, over and above what may be required for the payment of its just debts and obligations, shall be distributed in conformance with New York State Law.