

GOLDEN STATE MANUFACTURED-HOME OWNERS LEAGUE



2022

LEAGUE BY LAWS

Revised March, 2022 by Member Ballot Vote

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ARTICLE I
NAME AND OFFICES OF CORPORATION

Name

Section 1.01

The name of this Corporation is:

GOLDEN STATE MANUFACTURED-HOME OWNERS LEAGUE, INC.

Principal Offices

Section 1.02

The Principal offices for the transaction of the activities, affairs, and business of the Corporation shall be located as determined pursuant to the majority vote of the Board of Directors. Any changes of location shall require a 2/3 (two-thirds) vote of approval from the Board of Directors. Any transaction involving the use of GSMOL property or possessions as collateral for the borrowing of funds shall require a 2/3 (two-thirds) vote of approval from the Board of Directors.

Other Offices

Section 1.03

The Board of Directors following a consultation with Regional Managers may by 2/3 (two-thirds) vote of approval at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

Purpose

Section 1.04

The specific and primary purpose, for which this corporation is formed, is to promote general welfare of manufactured/mobilehome owners or residents.

ARTICLE II
MEMBERS

Available Member Classes

Section 2.01

GSMOL membership shall be available in the following classes;

- Regular member (2.02 (a))
- Special Member (2.02 (b))
- Member at Large (2.02 (c))
- ROP member (2.02 (d))
- Associate Member (2.02 (e))
- Corporate Member (2.02 (f))
- Affiliate Member (2.02 (g))

Classes and Qualifications of Members
Regular Members

Section 2.02

(a) Regular Member

- (1) Manufactured/Mobilehome owners or residents, other than park owners, their employees or agents, who reside in a mobilehome park or recreational vehicle (RV) park shall be eligible to become Regular Members provided that they reside in the mobilehome, have made application for membership to GSMOL, have paid the required membership fees and are registered in the GSMOL membership records with a valid membership number assigned.
- (2) Any Manufactured/Mobilehome owner or resident who owns any interest in a resident owned manufactured/mobilehome community, whether by stock ownership or any other form of ownership, and who otherwise qualifies for regular membership as set forth herein, shall be eligible to become a Regular Member.
- (3) The Statewide President, Statewide Treasurer, Statewide Secretary, Statewide Vice President of Resident Owned Manufactured Housing Communities, Statewide Vice President at Large, all Zone Vice Presidents, Regional Managers, Associate Managers and committee members shall be Regular Members or a Member at large (section 2.02 (c)) prior to being nominated, elected, or appointed to the above positions, Chapter officers shall qualify in accordance with Article V, Section 5.01

Non GSMOL members may serve on Committees but will require a 2/3 (two-third) vote of the Board of Directors at a regular Board meeting or by electronic mail prior to appointment.

(b) Special Member

Manufactured/Mobilehome owners, other than park owners, their employees or agents who reside in a manufactured/mobilehome or RV part-time (minimum of 3 (three) consecutive months in the same location in any calendar year) and have a different permanent mailing address, may become a Special Member by following the same procedure set forth in subparagraph (a) above. Their membership card shall state "Special Membership", but such Members shall have all the same rights as Regular Members, including the same voting rights. The class of Special Membership shall include homeowners who reside in a mobilehome park or RV park on a seasonal basis, but is not available for mobilehomes or RV's that are not located in a mobile home or RV park.

(c) Member at Large

A homeowner (MRL 798.9) or a resident (MRL 798.11) who has tenancy (MRL 798.12) in a mobilehome park (MRL 798.4) where said park does not have a GSMOL Chapter or the Chapter is inactive, may join GSMOL as a "Member at Large" by following the same procedure set forth in subparagraph (a) above. A Member at Large shall have all the same voting rights as a Regular Member. Any such member shall remain a Member at Large until a Chapter is formed in the park where that member resides or the Chapter is reactivated. At that such time, the Member at Large shall become a Regular Member of that Chapter.

(d) Member Residing in Resident Owned Community (“ROP member”)

- (1) A homeowner residing upon a parcel owned by the homeowner or who owns stock in a cooperative may become a “Member Residing in Resident Owned Community” by following the same procedure set forth in subparagraph (a) above. Members residing on resident owned parcels shall be referred to in these Bylaws as “ROP members”. ROP members shall be represented on the Board of Directors on a statewide basis by the Vice President for Resident Owned Manufactured Housing Communities (ROP Vice President). ROP members shall retain their ROP membership designation whether or not such members are affiliated with a Park Chapter.
- (2) A mobilehome owner who resides in a resident-owned park, and who owns a share of the park ownership, or the space upon which their mobilehome is located, shall not be disqualified from membership by virtue of being an owner of the park with other homeowners, or through their membership in the homeowners association. Nor shall such mobilehome owners be disqualified from regular membership if they render a management function in a resident-owned park, either directly or by their participation in a management committee in that park.

(e) Associate Member

Persons and organizations not eligible to be Regular Members may become Associate Members upon application and payment of the required fee to the GSMOL Home Office. Associate Membership shall be available on a family unit or business organization basis with one (1) Associate Membership for each family, or a business organization. A regular member, who moves from a manufactured/mobilehome or recreational vehicle, thereby losing his or her eligibility for regular membership, may transfer to Associate Membership at the same dues as a Regular Member. Associate Members shall not have any voting rights.

(f) Corporate Member

Business entities and other organizations may become Corporate Members upon application and payment of the required fee to the GSMOL Home Office. Corporate Membership shall be available on an entity or organization basis, with one (1) Corporate Membership for each entity or organization. Corporate Members shall not have any voting rights.

(g) Affiliate Member

Local and regional manufactured-home advocacy groups or organizations may become Affiliate Members by either a financial contribution in an amount to be set by the Board of Directors or by establishing a number of GSMOL members within their membership or advocacy as set by the Board of Directors. Affiliate Membership shall be available on any entity or organization basis, with one (1) Affiliate Membership for each entity or organization. Affiliate Members shall not have any voting rights.

Household Membership

Section 2.03

Adults, age 18 or over, in the same household of a Regular Member shall be granted separate voting rights as a Regular Member by paying additional dues of \$10.00 (ten dollars) per year. Household members shall not be entitled to receive an additional hard copy of *The Californian* mailed to them, but may, however, request an electronic copy via email.

Membership Dues

Section 2.04

Regular and Associate Membership dues shall be paid on an annual basis and may be renewed on the anniversary date at the commencement of membership. The amount of dues for both classes of members shall be in such sums as the Board of Directors may establish, from time to time, by 2/3 (two-third) vote. The Board of Directors may determine to reduce membership dues for either class in the event that a member prepays dues for periods of more than 1 (one) year. The Board of Directors shall, by Resolution, determine the effective dates for renewal of a membership, delinquency of a membership renewal, and termination of membership for failure to pay applicable membership dues. Membership shall be non-assessable.

Membership in Good Standing

Section 2.05

Those members who have paid the required dues and are registered at the Home Office with a membership number in accordance with these Bylaws, and who are not suspended as defined in Section 2.12, shall be members in good standing.

Number of Members

Section 2.06

There shall be no limit to the number of members the Corporation may admit.

Membership Book

Section 2.07

The Corporation shall keep in written form or in any form capable of being converted into written form a membership book containing the name, address, telephone number, if available, and class of each regular and Associate Member. The book shall also contain such information for memberships which have been terminated and shall include the date of termination. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection as set forth in Section 2.08 of these Bylaws and as required by law.

Inspection Rights of Members

Section 2.08

(a) Demand

Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331

of the Corporations code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.08 (c) of these Bylaws, a regular member satisfying the qualifications set forth hereinafter may do either or both of the following:

- (1) Inspect and copy the record of all regular and Associated Members names, addresses, email addresses, and voting rights, at reasonable times, on 5 (five) business days prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Home Office of the Corporation, as directed by the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, email addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of 10 (ten) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection

The rights of inspection set forth in Section 2.08 (a) of these bylaws may be exercised by any regular member in good standing, for a purpose reasonably related to such person's interest as a member. An Associate Member shall have none of the rights of inspection described in the Section 2.08.

(c) Alternative Method of Achieving Purpose

The Corporation may, within 10 (ten) business days after receiving a demand pursuant to Section 2.08 (a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.08 (a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the Corporation's offer by the Member making the demand shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.08 (a) of these Bylaws.

(d) Use of Membership List

Without the consent of the Board of Directors, a membership list or any part thereof shall not be :

- (1) Used to solicit money or property unless such money or property be used solely to solicit the vote of the regular membership in an election to be held by the Corporation.
- (2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Corporation.
- (3) Used for any commercial purpose, or purpose in competition with the Corporation.
- (4) Rented or sold to or purchased by any person.

(5) Shared with any individual or entity.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under the Section 2.08, it may deny the member access to the membership list. Anyone who uses the Corporation's membership list in violation hereof, or in violation of Corporations Code Section 8338(a) is liable for any damage that the violation causes to the corporation. Any profit derived as a result of the unauthorized use of the membership list must be accounted for and paid to the corporation. The court may also award exemplary and punitive damages if the violation was fraudulent or malicious.

(6) As used in this section, the term "membership list" refers to the members' names and postal addresses (cf. Corporations Code 8338(e)). However, to protect members' rights to privacy, access to members' phone numbers, email addresses and other personal information shall be under the control of the Zone Vice President or Region Manager for the specified area, or, if there is no Zone Vice President or Region Manager for that area, the Chair of the Membership Committee. Specific procedures are defined in Information Technology Protocols and Practices (Form 890). This protocol document shall be kept on file in the Home Office and made available on the GSMOL website, and may be updated as necessary by the Membership Committee with the approval of the Board of Directors.

(e) Inspection Rights

The accounting books and records and minutes of proceedings of the Board of Directors shall be open to inspection upon written demand on the Corporation by any regular member at any reasonable time. Such inspection shall take place at the principal office of the corporation for any purpose reasonably related to a regular member's interest as a member. All related costs of such inspection incurred by the Corporation may be charged to the requesting member(s) at the discretion of the Board of Directors. All financial reports and minutes of proceedings of the Board of Directors shall also alternatively be made available in electronic form upon written demand on the Corporation by any regular member at any reasonable time.

Certificates of Membership

Section 2.09

The Board of Directors of the Corporation may provide for the issuance of certificates or membership cards evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its members during its life or on dissolution.

Non-liability of Members

Section 2.10

A regular or Associate Member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Transferability of Membership

Section 2.11

Neither a regular or Associate Membership in the Corporation nor any rights in said membership

may be transferred for value except that a member selling his or her home may transfer his or her current membership to the purchaser, with concurrent notice of such transfer to the Home Office.

Termination and Suspension of Membership

Section 2.12

(a) Causes of Termination

A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of a member upon reasonable notice to the Corporation.
- (2) Expiration of the period of membership, unless the membership is renewed on renewal terms fixed by the Board of Directors.
- (3) Failure of a member to pay dues within the period of time adopted by the Board of Directors.
- (4) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications or engages in an activity that is contrary or detrimental to the goals and objectives of the Corporation as determined by the Board of Directors.
- (5) The death of a regular or Associate Member in which there is no surviving person within the family unit constituting membership.
- (6) The dissolution of a corporation or business Associate Member.
- (7) Expulsion or suspension of the member under Section 2.12 (c) of these Bylaws, based on the good faith determination by the Board of Directors, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Code of Ethics of the Corporation. The Code of Ethics of the Corporation shall be adopted and published to the membership, and amended, from time to time, by resolution of the Board of Directors, and shall set forth prohibited conduct which is materially and seriously prejudicial to the purposes and interest of the Corporation.

(b) Suspension of Membership

A member may be suspended under Section 2.12 (c) of these Bylaws based on the good faith determination by a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's Code of Ethics, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a member during that period of suspension.

(c) Procedure for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member under Sections 2.12 (a) or (b) of these Bylaws, the procedure set forth below shall be followed:

- (1) The member shall be given 20 (twenty) days' notice of the proposed expulsion or suspension and the reason for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. A notice given by mail shall be sent by Federal Express, first-class or registered mail to the member's last address as shown on the Corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 (five) days before the effective date of the proposed suspension or termination. Upon request by the member, the hearing shall be held by the Board, or by a committee of no fewer than

three (3) disinterested members to be appointed by the President which shall include at least one Board member. The committee shall be authorized to determine whether the suspension or termination should occur. The hearing shall be held at the Corporation's principal office, or in the subject member's Region as determined by the Board or appointed committee. After selecting a chairperson, the committee shall allow the member to testify, or shall consider his or her written statement or evidence, and shall also permit and hear testimony from witnesses. The committee shall decide whether or not the member should be expelled, suspended or sanctioned in some way, and its decision shall be final.

- (3) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 90 (ninety) days after the effective date of notice.

(d) Effect of Expulsion, Suspension, or Termination

All rights of a regular or Associate Member in the Corporation shall cease on the expulsion, suspension, or termination of such member's membership. Expulsion, suspension, or termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

(e) Action

No action may be taken under Section 2.12 to terminate or suspend the membership of a member who also occupies a position on the Board of Directors until that member has first been removed from said position.

Regular Meetings

Section 2.13

Commencing with the 2017 calendar year, a ballot election conducted by mail shall constitute the regular meeting of members and shall be held on or before the 15th day of April of each even-numbered year. The delegate system shall no longer be used. The regular meeting shall be conducted pursuant to a written ballot which shall be distributed to all members who have voting rights according to Sections 2.13 and Sections 2.16–2.12 hereof. Notice of the regular meeting, and all subject matter which is a part thereof, together with a written ballot and ballot instructions, shall be published in the Corporation's member publication, "The Californian", not less than thirty (30) days prior to the proposed date established by the Board of Directors for the regular meeting, and publication of such notice shall constitute written notice to all members of the regular meeting.

(a) Voting for Issues and Measures by Membership

The regular meeting ballot shall contain any measures or issues which have been submitted to or drafted by the Board of Directors, and which have been approved by the Board of Directors, and which require a vote of the members for passage or approval. Said measures or issues shall include, but shall not be limited to, proposed Bylaw amendments.

(b) Election of Board Members

The membership shall, by ballot vote at the regular meeting of members to be conducted by the Corporation as provided in Section 2.16 (b), elect members of the Board of Directors to serve their respective terms of office as provided in Section 3.04. The President, Secretary, Treasurer, and Vice President at Large shall be elected by a plurality vote of the general membership. The 6 (six) Zone Vice Presidents and the Vice President for Resident Owned Manufactured Housing Communities shall be elected by a plurality vote of the respective constituency to be represented by the Vice President. Newly elected Board members shall be sworn into office at the next Board meeting. The newly elected Directors shall also sign the Leadership Code of Conduct (Form #870).

(c) Board of Director Vacancies

The membership shall fill vacancies on the Board of Directors of the offices for President, Secretary, Vice President at Large or Treasurer by ballot at the next regular meeting of members to be conducted by the Corporation pursuant hereto, by a plurality vote if a vacancy exists that is not regularly scheduled for election at that regular meeting. Any vacancy in the office of any other Vice President shall be filled by a plurality vote of the members representing that Director's Vice Presidential constituency. Individuals elected to fill a vacant position on the Board shall complete the un-expired term of the office.

(d) Quorum

A quorum is established by the number of properly marked ballots received in a timely manner from the members who are eligible to vote in a regular or special meeting of members. All references in the Bylaws to a plurality vote of members shall refer to a plurality of the quorum.

(e) Proxies and Cumulative Voting

Members entitled to vote shall not have the right to vote by written proxy at any regular or special meeting of members. Cumulative voting shall not be authorized for any vote conducted at a regular or special meeting.

Meeting of Members

Section 2.14

The election of Directors shall constitute a meeting of members. The Board may hold Regional Conferences for members as frequently as the members and Board may deem beneficial. The Conference activities may include, but are not limited to, meetings with the Board, Regional caucuses, educational workshops, and legislative, legal, or industry speakers.

Special Meetings of Members

Section 2.15

Special meetings of regular members for any lawful purpose shall be called by the Board of

Directors, the President, or by 5% (five percent) or more of the regular members of the Corporation. Special meetings shall be held by mail on a date designated by the Board of Directors via a mailed written notice and ballot not less than 30 (thirty) days prior to the proposed meeting date, pursuant to the procedures set forth in Sections 2.13 and 2.16–2.21 hereof. Associate Members shall not be permitted to vote in such special meetings.

Voting of Membership

Section 2.16

(a) One Vote per Member

Each regular member is entitled to 1 (one) vote, including regular memberships which consist of more than 1 (one) individual residing in a family unit. Each regular member who has purchased an individual membership is entitled to 1 (one) vote on each matter submitted to a vote of the members. Associate members shall not be entitled to vote on any matters submitted to a vote of the membership.

(b) Balloting Process

Election of the Board of Directors, proposed amendments to the Bylaws and all other issues requiring a vote of the membership shall occur by written mail ballot, pursuant to a method of notice, distribution and tabulation of votes as determined in the sole discretion of the Board of Directors to be fair, impartial and cost effective. The Corporation shall distribute a written ballot to every member eligible to vote as determined pursuant to Section 2.17. Distribution of ballots shall be by mailed notice in The Californian in the same manner as notice of any regular or special meeting is to be given as provided in these Bylaws. One (1) authorized replacement ballot per member may be obtained from any GSMOL Board member, Region or Associate Manager or Chapter/Super-Chapter Officer in the event that a member loses or misplaces their ballot, or does not receive a ballot via mail.

Record Date of Membership

Section 2.17

The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any regular or special meeting of members. Such record date shall not be more than 90 (ninety) nor less than 10 (ten) days before the date of the meeting. The Board shall also fix, in advance, a date as the record date for the purpose of determining those members who are entitled to exercise any rights with respect to any other lawful action. Such record date shall not be more than 60 (sixty) days prior to such other action.

Contents of Ballot

Section 2.18

The Corporation shall distribute a written ballot to every member eligible to vote in any regular or special meeting. The ballot shall clearly set forth the proposed action, specify the issues to be

decided, provide an opportunity to specify approval or disapproval of any candidate or proposal, and provide a fair and reasonable time within which to return the ballot to the Corporation. The ballot shall state the minimum number of votes required to be cast by ballot within the time period specified in order to properly authorize the action.

Revocation of Ballot

Section 2.19

A written ballot, once sealed and deposited into the mail, may not be revoked.

Ballot Inspectors

Section 2.20

In advance of any action submitted by written ballot to the members, the Board of Directors may appoint any persons, other than individuals personally involved with the issue or issues being submitted for consideration of the membership, as ballot inspectors to act as monitors of the reasonable and fair conduct of the ballot issue and the counting of ballots received by the Corporation. Said inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Tabulation of Ballot Vote

Section 2.21

Tabulation of ballots shall occur as soon as reasonably practicable after all eligible ballots are received, in the presence of the Ballot Inspectors. All ballots shall be opened and counted by an impartial team of disinterested regular members which has been appointed by the Board of Directors for such purpose.

ARTICLE III BOARD OF DIRECTORS

Number and Constituency

Section 3.01

The Board of Directors, hereinafter referred to as the "Board", shall be composed of the following members of the Board, representing the following respective constituencies:

Board Member	Constituency
President	Statewide
Vice President–Zone A	Northern Inland California
Vice President–Zone A–1	Northern Coastal California
Vice President–Zone B	Central Inland California
Vice President–Zone B–1	Central Coastal California
Vice President–Zone C	Los Angeles, Orange, and San Bernardino Counties
Vice President–Zone D	San Diego, Imperial and Riverside

	Counties
Vice President–ROMHC	Member Services–Statewide education on park purchase
Vice President at Large	Statewide
Secretary	Statewide
Treasurer	Statewide

Eligibility

Section 3.02

Members of the Board shall be regular members of the Corporation in good standing, permanently residing in the geographical area of the constituency in which they serve. A candidate for the Board of Directors must be a manufactured/mobilehome owner who is a resident in a manufactured/mobilehome community prior to nomination to the Board of Directors.

Nominations

Section 3.03

Candidates for election to the Board of Directors shall submit a Declaration of Candidacy to the Election Committee, accompanied by a nominating petition bearing the names of no fewer than 10 (ten) members in good standing. A Chapter may nominate a candidate by majority vote of those members attending a duly noticed and convened meeting. The Chapter shall submit a Declaration of Candidacy and a letter signed by the Chapter's Officers verifying the nominating procedure to the Election Committee. Each Declaration of Candidacy and any required nominating petition shall be submitted at least 90 (ninety) days prior to the election date. Nominees shall submit written confirmation of their willingness to serve and a resume of experience to the Editor of *The Californian* at least 90 (ninety) days before the election date.

Term of Office

Section 3.04

Each member of the Board shall hold office for a term of 4 (four) years, beginning upon the date said member is sworn in at the next Board meeting following an election by ballot, and shall serve until such Board member's successor is elected and sworn in at a duly noticed Board meeting pursuant to the election procedures set forth herein. Board members shall be elected on a staggered basis in which approximately ½ (one-half) of the members of the Board are elected at each regular meeting of members. The election of all Board members was phased-in at the 1990 Convention and staggered in every Biennial convention thereafter. With the addition of two new Vice Presidents in 2010, and the creation of the Vice President at Large in 2012, the election of all Board members shall continue to be staggered as follows:

Group I

1990 Election and every 4 (four) years thereafter:

President, Zone A-1 Vice President, Zone B Vice President, Zone B-1 Vice President, Vice President for Resident Owned Manufactured Housing Communities

1998 Election and every 4 (four) years thereafter:
Zone D Vice President

Group II

1990 Election (for a 2 (two) year partial term), and then 1992 Election and every 4 (four) years thereafter:

Secretary, Treasurer, Zone A Vice President, Zone C Vice President

2014 Election and every 4 (four) years thereafter:
Vice President at Large

Compensation

Section 3.05

Members of the Board shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board and other allowable expenses incurred conducting GSMOL business as may from time to time be allowed by the Board.

Any immediate family member or registered domestic partner of a Director may work for GSMOL in a voluntary position only. Expenses incurred by such person in furtherance of their authorized activities shall be submitted to the Treasurer within 60 (sixty) days of the expense, except phone bills which will be handled per Treasurer's policy.

Powers and Duties

Section 3.06

(a) General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

(b) Specific Powers

The Board shall:

- (1) Conduct the activities and affairs of the Corporation and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate authority to act to any person or committee provided that the delegated corporate power shall be exercised under the ultimate authority of the Board. The Board may overrule the action or actions of

such person or committee at any time by majority vote of the Board.

- (2) Determine the methods and procedures for conducting elections within the provisions set forth in these Bylaws.
- (3) Require a majority vote to adopt any proposal concerning a change in corporate policy.
- (4) Retain independent contract personnel and authorize the creation of corporate employee positions and wholly owned subsidiary corporations.

Meetings

Section 3.07

(a) Regular Meetings

Regular Meetings of the Board shall be held quarterly at minimum via teleconference, or otherwise at a location to be specified by the Board, or more often as the Board shall agree by majority vote.

Changes of regular meeting dates may be affected with consent of the members with at least 10 (ten) days prior notice given to all Board members unless notice of said meeting is waived pursuant to Section 3.07 of these Bylaws.

(b) Annual Meeting

The Annual Meeting of the Board shall be held in January of each year.

(c) Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, presiding Vice President, or by a majority of the Board members, providing that 48 hours' electronic transmission or telephone notice, or 4 (four) days' notice by mail is required, including for any matters affecting the Legal Defense Fund (LDF), Disaster Relief Fund (DRF) and other funding issues. Notice of a special meeting need not be given to any Board member who signs a waiver of notice or a written consent to holding the special meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meetings.

(d) Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board members.

Action without a meeting may take one of the following forms:

- (1) Should an emergency arise which would require immediate action of the Board, the President may place a telephone conference call providing notification when made to all Board members by phone and electronic mail and providing a quorum of the Board participates. Written notice of what action was taken at such conference call shall be given to each member of the Board within 10 (ten) days of the date of placing said conference call.

- (2) When a majority vote is required to ratify an appointment recommended by the President, the Secretary shall poll the Directors by mail or electronic mail within 10 (ten) days of the appointment.

(e) Open Meetings

All meetings of the Board shall be open to all members of the Corporation with the exception that pending legal proceedings and legal issues, personnel matters, real estate or lease negotiations or the consideration of contract bids may be discussed or considered in a closed or executive session of the Board members only.

(f) Voting Procedure

Each member of the Board, including the President, shall have 1 (one) vote. A majority vote of the Board shall be calculated as 50% of the voting directors plus one, rounded up to the nearest whole number. For example, a majority of 11 voting directors shall be calculated as 6. A 2/3 majority shall be calculated as 66.66% of the votes cast, rounded up to the nearest whole number. For example, a 2/3 majority of 11 voting directors shall be calculated as 8.

(g) Quorum

A quorum of the Board shall be a majority of the Board members.

(h) Transactions of the Board

Except as otherwise provided in these Bylaws, or by law, every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Board members if any action taken is approved by at least a majority of the required quorum for such meeting.

(i) Conduct of Meetings

The President of the Corporation or, in his or her absence, the acting Vice President, shall preside at meetings of the Board. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(j) Adjournment

A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 (twenty-four) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

Vacancies

Section 3.08

- (a) At the annual meeting of the Board of Directors, one of the Vice Presidents shall be selected by majority vote to serve as the temporary presiding (acting) officer of the Corporation in the case of death, permanent disability, resignation, removal or temporary absence of the President to perform the duties of the President. He or she shall within 10 (ten) days after assuming the temporary role of President, submit to the Board of Directors a ballot for the election of a new President until the next election or until the un-expired term of the position expires, whichever first occurs. The ballot shall be prepared only if the absence of the President is to be permanent, and shall require a majority vote of the Board of Directors.
- (b) When a vacancy in the office of a Vice President occurs, the Regional Manager, and Associate Managers of the Zone involved shall submit to the Board of Directors the name/names of qualified persons who have agreed to accept the office. From the name/names submitted, the Board of Directors by a 2/3 (two-thirds) vote shall fill the office for the un-expired term.
- (c) Any vacancy in the offices of Vice President for Resident Owned Manufactured Housing Communities, Secretary or Treasurer shall be temporarily filled by appointment of the President subject to a majority vote of the Board.
- (d) Persons selected to fill vacancies shall serve on a temporary basis until the next election of Directors, at which time the un-expired terms of such positions shall have been filled pursuant to Sections 2.13–2.21 hereof.

Removal of Board Members

Section 3.09

(a) Removal for Cause

The board shall declare a board position vacant on the occurrence of any of the following events:

- (1) The member of the Board has been declared of unsound mind by a final order of the court.
- (2) The member of the Board has been convicted of a felony.
- (3) The member of the Board has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Californian Corporations Code upon Directors who perform functions with respect to assets held in charitable trust; or
- (4) The member of the Board has failed to attend 3 (three) consecutive regular meetings of the Board.

(b) Removal Without Cause

In those instances where a member of the Board has been elected and not appointed, the Board may, without cause, recommend to the constituent membership the removal of said member of the Board by recall vote. A recall recommendation vote shall require a 2/3 (two-thirds) vote of the

Board and shall have the effect of suspending the affected Board member until the recall recommendation is voted upon by the appropriate constituent membership. The removal of a member of the Board shall be accomplished by the majority vote of those constituent members voting at a recall election held for that purpose. A recall vote of the membership constituency shall take place within 90 (ninety) days of the resolution of the Board recommending that the Board member be recalled and shall be conducted pursuant to the election provisions of Sections 2.15 through 2.20 of these Bylaws.

In those instances where a member of the Board has been appointed to fill a vacancy on the Board, the Board may, without cause, remove that member of the Board by a 2/3 (two-thirds) vote of the Board.

Duties of Officers

Section 3.10

(a) The President shall:

- (1) Direct the activities of the Corporation, supervise the execution of the policies of the Board of Directors, and report results and actions to the Board of Directors.
- (2) Preside at all Conventions and Board of Directors meetings, may relinquish the Chair to a qualified person.
- (3) Recommend chairpersons to the Board for approval for the Standing Committees as set forth in these Bylaws.
- (4) Be entitled to 1 (one) vote on all matters brought before the Board which require a vote.
- (5) Co-signs all contracts over \$500.00 (five hundred dollars).

(b) Each Vice President and the Vice President for Resident Owned Manufactured Housing Communities shall:

- (1) Guide those Regions within the Zone in which he or she was elected, or in the case of the Vice President for Resident Owned Manufactured Housing Communities, provide preliminary education to all chapters seeking information on acquisition. Guide existing resident owned park chapters when requested.
- (2) Perform such duties on a statewide basis as the President or Board of Directors may direct.
- (3) Conduct Zone meetings specifically for Regional Managers and the Chapter leaders at least 2 (two) times a year. These may be held in combination with the Zone meetings for Zone membership prescribed in Section 6.04., or apart from them.
- (4) In the case of death, permanent disability, resignation or removal of the President, the Vice President appointed as acting officer [(Section 3.08 (a))] shall temporarily assume the duties of the President.

(c) The Secretary shall:

- (1) Record in an accepted format which shall constitute the minutes of the Corporation, the proceedings of all Conventions, regular and special meetings of members, and Board of Directors meetings.

- (2) Record in the minutes of any meeting, all non-unanimous votes of the Board by identifying the vote of each Board member except with respect to any secret ballot votes or votes taken in executive session. If a secret ballot vote is taken, the minutes must so state.
- (3) Provide each member of the Board of Directors with a copy of the minutes of each meeting of the Board via electric mail within 2 (two) weeks of the meeting date. Minutes of executive session meetings shall be prepared separately from any other minutes, and shall be hard mailed only to the Directors within 2 (two) weeks of the meeting date so as to protect the confidentiality of the executive session.
- (4) Keep or cause to be kept, a book of minutes at the principal office of the Corporation or at such other place as the Board of Directors may order, of all meetings of the Board and its committees, or of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present and the proceedings of the meetings
- (5) Give or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, save-the-date or meeting reminders, and to coordinate the dates and times of meetings amongst members of the Board of Directors or any such committee.
- (6) Provide any member in good standing with an agenda of Board meetings with attachments, if any, via electronic mail. Keep or cause to be kept an email distribution list of all members in good standing who make requests for Board agendas and any such attachments
- (7) Perform any other duties as prescribed by the Board.

(d) The Treasurer shall:

- (1) Be the Chief Financial Officer of the corporation and shall maintain and keep, or cause to be kept and maintained, adequate and correct amounts of the properties and business transactions and accounts of the corporation. He/she shall be responsible for the financial records of the Corporation, and the books of account shall at all reasonable time be open to inspection by any Director.
- (2) Chair Budget Committee meetings in conjunction with staff to present a budget together with justification for amounts submitted to the Board of Directors at its August meeting.
- (3) Cause an audit to be made according to Article VII of these Bylaws.
- (4) Oversee the deposit of receipts and the payment of expenditures by the Corporation. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with depositories designated by the Board of Directors, and shall disburse or cause to be disbursed corporation funds as directed by the Board.
- (5) Render to the President and the Board of Directors upon request an open account of all corporate transactions and of the financial condition of the corporation.
- (6) Perform any other duties prescribed by the Board.

(e) The Vice President for Resident Owned Manufactured Housing Communities shall:

- (1) Appoint at least 2 (two) members who reside in a resident owned community, who shall work with the Vice President to conduct a quarterly survey/search to determine which manufactured home/mobilehome parks or communities within California are being offered for sale or may be candidates for a resident owned purchase by their residents. The search shall include information from the internet sources, newspaper articles, real estate listings or other

industry sources.

- (2) Contact the leadership of any resident organization which is identified in the survey/search conducted pursuant to subparagraph (1) above, and offer GSMOL resources to assist with any park purchase effort.
- (3) Monitor the progress of each such effort by residents to purchase their park.
- (4) Submit a report which includes subparagraphs (1)–(3) above at each quarterly meeting of the Board of Directors.

(f) The Vice President at Large shall:

- (1) Assist the President and the Board of Directors as directed, with first priority being whatever assistance the President may, in the President's discretion, request or direct. Such duties may include, but are not limited to, any of the following areas, issues or tasks described in this subparagraph (f).
- (2) Serve as Chair of the Political Action Committee Fund and work directly with the legislative advocate(s) employed by the Corporation to receive and process requests for endorsements or financial contributions.
- (3) Provide oversight and assistance to the administration of the Home Office and its staff, including but not limited to management, support and assistance of the staff and employees as required.
- (4) Provide oversight and assistance to the operation of the Legislative Committee (i.e. Legislative Action Team), including but not limited to leadership, support and assistance in connection with formation of the legislative agenda and the implementation of same.
- (5) Be available to assist any other Vice President as required, subject to the direction of the Board of Directors.

ARTICLE IV COMMITTEES

Standing Committees

Section 4.01

- (a) The Board of Directors may by majority vote create one or more Standing Committees. The Board should consider creating the following Standing Committees which have been created in the past: Budget, Legislative, (the Legislative Action Team), Membership, Publications and Public Relations. Current information on Standing and Special Committees can be found on the GSMOL website.
- (b) The President shall annually recommend all Standing Committee Chairpersons subject to the approval of the Board of Directors. The Chairperson of each Committee shall appoint and remove members of the Corporation as the other members of the Committee.
- (c) Standing Committee Chairperson shall serve in said capacity from the date of their approval by the Board of Directors, to the date of approval of the appointment of their respective successors by a majority vote of the Board of Directors. Members of Standing Committees

shall serve at the pleasure of the respective Chairpersons of such committees and may be removed without cause from committee membership by the respective Standing Committee Chairpersons.

- (d) The Standing Committees shall investigate the subject matter relevant to the Committee and shall make written reports containing recommendations to the Board of Directors at each regularly scheduled meeting or at such other times as the Board of Directors may request.
- (e) The Standing Committees shall operate under the direction of the Board of Directors.
- (f) The President shall be an ex-officio member of all Standing Committees except the Election Committee.
- (g) The President shall not be Chairperson of any Standing Committee or other Committee.
- (h) Within 60 (sixty) days of appointment, Committee Chairpersons shall present a proposed operating budget to the Board of Directors who shall approve or reject.

Special Committees

Section 4.02

- (a) The Board of Directors may create Special Committees for any lawful reason or purpose, or any other committee as needed. The President shall recommend the chairperson with the approval of the Board. Such Special Committee shall cease to exist upon completion of its designated assignment, i.e., bylaws/resolutions, Convention, and election.
- (b) The President shall not be Chairperson of any Special Committee.
- (c) Within sixty (60) days of appointment, the Committee Chairperson shall present a proposed operating budget to the Board of Directors who shall approve or reject.
- (d) The President shall be an ex-officio member of any special Committee, except the Election Committee.
- (e) The Chairperson shall have authority to appoint and remove all members of the Special Committee.

Committee Authority

Section 4.03

No Committee, Standing or Special, may exercise any of the authority or power of the Board of Directors unless authorized by a majority vote of the Board of Directors.

Committee Budgets

Section 4.04

The Board of Directors shall appropriate the funds necessary to permit each Standing or Special Committee to accomplish its assigned duties by a majority vote of the Board.

Committee Policies and Practices

Section 4.05

Each Committee shall have a "Policies and Practices" document, which will be kept on file in the Home Office and available on the GSMOL website, stating the purpose, goals, policies, procedures, and current members of the Committee. This document may be updated at any time as needed by the members of the Committee in question, with the approval of the Board of Directors

ARTICLE V
CHAPTERS

Definition

Section 5.01

- (a) A Chapter is an organization of family units/households holding membership in the Corporation. The Chapter must hold an un-revoked Charter signed by the President and Secretary, issued by the authority of the Board of Directors, under the seal of the Corporation. All Chapter officers must be members in good standing of the Corporation. All Chapter Officers must hold an individual membership to serve.
- (b) The Board of Directors, upon a 2/3 (two-thirds) vote, may suspend or revoke the Charter of a Chapter within its discretion and upon such grounds as it may deem sufficient.
- (c) An active Chapter requires a minimum of 3 (three) Officers: President, Vice President and Secretary/Treasurer may be combined.
- (d) An active Chapter requires a minimum of 15 (fifteen) members or 10 (ten) per cent of the occupied spaces in the park when a park is less than 150 (one hundred fifty) spaces, of which at least 3 (three) regular members shall be willing to serve for the 3 (three) or more Chapter offices. "Occupied spaces" shall mean all spaces in the park where a manufactured home or mobilehome is installed on the space, with a homeowner living in the home.
- (e) An active Chapter receiving a Charter from the Board of Directors need not be limited to one park, but may be a chapter comprised of residents of two (2) or more parks within the same geographical area and within the same GSMOL region.
- (f) Chapters comprised of members in 2 (two) or more parks, known as Super-Chapters, may be formed with an active chapter as the Main Park and the other park(s) as Satellite Park(s); or may be formed with 2 (two) or more parks none of which has an active chapter. In the second instance the park with the largest number of members shall be considered the Main Park
- (g) Formation of a Super-Chapter shall follow the procedures set forth in Super-Chapter Guidelines (Form #270). This document will be kept on file in the Home Office and available on the GSMOL website, and shall be updated as needed by the Membership Committee with the approval of the Board of Directors

Chapter Officers

Section 5.02

- (a) Each Chapter shall elect a President, Vice President(s), a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined in one office.
- (b) Chapter officers shall appoint a Membership Chairperson and a Legislative Contact who shall take instruction from the Legislative Action Team (LAT) Committee. These roles may be taken by any of the elected officers or by other members.
- (c) Chapter Officers shall receive assistance and guidance from the Regional Manager or Associate Manager.
- (d) Chapter Officers shall promote member interest by holding regular Chapter meetings at least 4 (four) times per year.
- (e) Chapter Officers shall inform their membership of all communications received from the Corporation.
- (f) Chapter Officers shall be elected by members in good standing as of the date of election.

- (g) In January of every year, each Chapter shall submit three forms to the Home Office: (1) the Roster of Chapter Officers (Form #240); (2) The Minutes Verification Form (Form #330), verifying that at least 1 (one) general Chapter meeting was held in the past calendar year; and (3) the Annual Treasurer's Report (Form #285). If the required forms are not received by January 31, the Chair of the Membership Committee shall instruct office staff to send a reminder.
- (h) An election of Chapter Officers shall be held every year or every two years, according to the individual Chapter's Bylaws. Reappointment of Membership Chair and/or Legislative Contact by the newly elected officers may also occur at this time. Following the election, the Roster of Chapter Officers (Form #240) shall be submitted to the Home Office.
- (i) In the event of a vacancy in any Chapter office, the Chapter Officers shall appoint an interim officer to serve out that person's term until the next regular election of officers. The interim officer shall be reported to the Home Office using the Roster of Chapter Officers form (Form #240).

Chapter Bylaws

Section 5.03

- (a) Chapters shall adopt Bylaws which shall not conflict with GSMOL Corporate Bylaws.
- (b) The Corporation shall make sample chapter bylaws available to each Chapter.
- (c) Chapter Bylaws and current roster of officers shall be on file in the office of the Corporation. Chapters shall conduct at least 4 (four) meetings each twelve month period to qualify for annual budgetary allocation.
- (d) Chapters may submit the Chapter Allocation Form (Form #250) and Minutes Verification Form (Form #330) in their anniversary month if they have conducted at least 4 (four) meetings since the last anniversary. The specifics of the Allocation procedure shall be described in Chapter Allocation Procedure (Form #245). This document shall be included in both the Chapter Handbook (Form #1205) and the Regional Officers Manual (Form #1220).

Removal or Suspension of Chapter Officer

Section 5.04

Any Chapter Officer may be removed or suspended from office with or without cause by a majority vote of members present at a meeting provided that:

- (a) Removal for Cause: A notice of intent to make a motion at the next meeting, stating the reason why the officer should be removed or suspended from office, shall be given at a chapter meeting.
- (b) All members shall be notified in writing of the reason for the proposed removal or suspension, and that matter will be voted upon at the next chapter meeting.
- (c) The vote shall be taken by written secret ballot.

Chapter Audit of Records

Section 5.05

- (a) An audit of the Chapter financial record shall be performed no less than once a year or upon the request of a newly elected Treasurer. The audit may be performed by a qualified person selected by a majority vote of a quorum of the Chapter membership.

- (b) The Regional Manager may assume control of a Chapter's financial records for an audit if he or she has reason to believe that a Chapter is expending funds in a manner other than authorized by the Corporation.

Chapter Funds

Section 5.06

Chapter funds may be disbursed by the Chapter with the approval of the majority of the Chapter's members and as set forth in the Chapter consistent with its Bylaws. Funds of inactive Chapters may be donated as approved by the majority of the regular members to the GSMOL General Fund or Legal Fund or to any not-for-profit charity. GSMOL may accept funds from the treasury of a Chapter that has become inactive, and hold them in escrow until the chapter reactivates. At that time, GSMOL will return funds, with accrued interest, to the reactivated chapter.

Chapter Meetings

Section 5.07

All Chapter meetings shall be held on a regular schedule and open to regular members, invited guests, and invited speakers. Any person who disrupts a Chapter meeting or who has been expelled or suspended from membership may be excluded from participating in the meeting.

Suspension or Revocation of a Chapter

Section 5.08

A Chapter's Charter may be temporarily suspended by the applicable Zone Vice President until the suspension is either terminated or sustained by vote of the Board of Directors. A Chapter's Charter may be suspended or revoked only by vote of the Board of Directors. The Charter of a Chapter may be suspended or revoked provided that the Board of Directors determines that a good and sufficient cause exists for the suspension or revocation. Inactivity of a Chapter, as defined in Section 5.10 of these Bylaws, is a good and sufficient cause for suspension or revocation of a Chapter's Charter.

Inactive Chapter

Section 5.9

In the event that a Chapter fails to conduct 1 (one) Chapter membership meeting per year or fails to elect a President, at least 1 (one) Vice President, and a Secretary/Treasurer for a period of at least 2 (two) years, the Chapter shall be deemed to be inactive.

Ability to Sue in Chapter Name.

Section 5.10

No Chapter shall have authority to become a named party in any judicial or administrative proceeding without the express prior written consent of the Corporation, which may only be given following deliberation and the approval vote of the Board of Directors.

Section 5.11

Chapter officers shall be guided by the Chapter Handbook (Form #1205). At least every other year,

a review of the Handbook shall be undertaken by the Membership Committee and the Office Staff, and any needed revisions made.

ARTICLE VI
REGIONS AND ZONES

Regional Structure

Section 6.01

The State of California shall be divided into geographical areas to be known as Regions. The number of Regions shall be no fewer than 11 (eleven). The regional borders shall be established by the Board of Directors.

Zonal Structure

Section 6.02

The State of California shall be divided into no less than 6 (six) geographical areas to be known as Zones and shall be designated as Zone A (Northern Inland California); Zone A1 (Northern Coastal California); Zone B (Central Inland California); Zone B1 (Central Coastal California); Zone C (Los Angeles, Orange and San Bernardino Counties); and Zone D, San Diego, Imperial and Riverside Counties. Each Zone shall be composed of 1 (one) or more Regions.

Zone Vice President and Vice President
for Resident Owned Manufactured Housing Communities

Section 6.03

Each Zone shall be represented by an elected Vice President residing within the Zone who shall serve as an officer of the Corporation and as a member of the Board. The 7th (seventh) Vice President shall represent the Resident Owned Manufactured Housing Communities members on a statewide basis.

Zone Meetings

Section 6.04

The Zone Vice President shall conduct Zone meetings at least 2 (two) times each calendar year. The ROP Vice President shall conduct at least 1 (one) meeting in each Zone at least once a year if requested.

Regional Managers

Section 6.05

Each Region shall have a Region Manager residing within the Region who shall be selected by the Zone Vice President and confirmed or rejected with the advice and consent of the Board of Directors. Based upon a request or recommendation from the Zone Vice President, and upon a finding of good cause by the Board of Directors, the Board shall have discretion to appoint more than one Region Manager within any Region as required by the circumstances. Each such appointment shall be designated to a defined territory within the Region. The Zone Vice President shall fill in the Appointment of GSMOL Managers form (Form #620) for each new Region Manager,

and all newly appointed Region Managers shall sign the Leadership Code of Conduct (Form #870). These forms shall be submitted to the Home Office. The Region Manager of each Region shall:

- (a) receive whatever remuneration and benefits the Board may from time to time determine;
- (b) oversee the new and renewal membership campaigns in parks in the Region;
- (c) develop and implement a regional educational strategy which shall include, but not be limited to, the subjects of park conversions, the Mobilehome Residency Law, the rights and duties of California manufactured/mobilehome residents, the advantages and benefits of membership in the Corporation, and pending legislative issues on the federal, state, and local levels;
- (d) coordinate with and organize the Chapters located within the Region;
- (e) operate as a Regional clearing house of information being distributed both from the Board of Directors to the membership and from the membership to the Zone Vice President;
- (f) coordinate interesting and informative programs concerning the manufactured/mobilehome style of living consistent with the aims and objectives of the Corporation for the benefit of Chapters and political and community gatherings within the Region;
- (g) work with the Zone Vice President, Vice President for Resident Owned Manufactured Housing Communities, and other Regional Managers within the Zone to create a strategy for the entire Zone which is consistent with the duties described in this section;
- (h) serve at the pleasure of the Board of Directors;
- (i) appoint Associate Managers as may be necessary to cover areas within the Region subject to Board of Directors approval. The Region Manager shall fill in the Appointment of GSMOL Managers form (Form #620) for each new Associate Manager, and all newly appointed Associate Managers shall sign the Leadership Code of Conduct (Form #870). These forms shall be submitted to the Home Office. Associate Managers work closely with the Region Manager to perform the duties and assignments as requested. Associate Managers will work to involve and inform membership on a local or multiple park level. Associate Managers will keep the Region Manager and Zone Vice-President apprised on happenings, trends, issues and concerns of Chapters and individual members.
- (j) attend such Region, Zone, Chapter, and governmental meetings as his or her schedule permits;
- (k) conduct Region meetings for Region and Chapter leadership and members as frequently as necessary and at least annually;
- (l) focus on media relations with newspapers, radio and TV stations in the local areas in his or her Region, including media relations.
- (m) Responsibilities of Region and Associate Managers shall be defined in the appropriate documents included in the Regional Officers Manual (Form #1220). These documents can be updated as needed, with the approval of the Board of Directors.
- (n) Region and Associate Managers shall be guided by the Regional Officers Manual (Form #1220), which is a collection of policies-and-practices documents, combined with information and resources local to the specific officer's area of responsibility (which the officer will furnish), and kept in a 3-ring binder. The policies-and-practices documents may be updated at any time with the approval of the Board of Directors.

Open Meetings

Section 6.06

All Zone, Region and Chapter meetings shall be open to all members of the Corporation.

ARTICLE VII
BUDGET AND FINANCE

Annual Budget

Section 7.01

The Budget Chairperson shall be responsible for presenting a proposed annual budget to the Board of Directors for adoption at the September Board meeting. The proposed budget shall include a line-by-line breakdown of anticipated expenses.

Budget Expenditures

Section 7.02

The proposed budget adopted by the Board shall be reviewed by the Board at each regular meeting of the Board.

Bonding

Section 7.03

Any person authorized by the Board of Directors to dispense funds of the Corporation shall be bonded for at least the sum of \$100, 000.00 (One Hundred Thousand Dollars) with a reputable surety bonding company.

Audit

Section 7.04

The financial records of the Corporation shall be audited annually by a Certified Public Accountant. The audit shall include a review of all income received and expenses incurred by the Corporation during the period being audited. In the event a Treasurer or Administrator takes office in mid-term, a full audit may be made.

Employee Wages and Benefits

Section 7.05

All matters pertaining to annual salary and benefits of key personnel shall be discussed and voted upon by a majority vote of the Board of Directors. A preliminary report shall be prepared by the Office Administrator and distributed to the Board of Directors 10 (ten) days prior to any meeting on which the subject is agendaized.

Draft or Check Endorsement

Section 7.06

Any officer of the Corporation may be authorized by Board resolution to sign drafts or checks drawn on the accounts of the Corporation. Any such drafts or checks must be signed by any 2 (two) of the authorized individuals.

Contributions

Section 7.07

Donations may be accepted by the Corporation and deposited in the applicable account maintained by the Corporation.

Balanced Budget

Section 7.08

Any budget approved by the Board shall be "balanced", such that projected expenses for the budget year do not exceed projected revenue.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01

(a) Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, Regional Managers, employees, and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying any such positions against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in the Bylaw, shall have the same meaning as in Section 7237 (a) of the California Corporations Code.

(b) Approval of indemnity

On written request to the Board of Directors by any person seeking indemnification under Section 7237 (b) or Section 7236 (c) of the California Corporations Code, the Board shall promptly determine under Section 7237 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237 (b) or Section 7237 (c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly conduct a ballot vote of the membership pursuant to the procedures set forth in Section 2.20 of these Bylaws to determine under Section 7237 (e) whether the applicable standard of conduct set forth in Section 7237 (b) or Section 7237 (c) has been met, and, if so, a majority of members voting may authorize indemnification.

(c) Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding defined in this Article shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Insurance

Section 8.02

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, Regional Managers, employees, and other agents, against any liability asserted against or incurred by any Officer, Regional Manager, employee, or agent in such capacity or arising out of the Officer's, Regional Manager's, employee's, or agent's status as such.

ARTICLE IX
PARLIAMENTARY AUTHORITY

Section 9.01

The issue of Robert's Rules of Order currently in use shall govern the proceedings of the Corporation in all matters not otherwise provided for in these Bylaws or the Corporations Code. The parliamentary authority adopted by the Corporation shall be applicable to all Chapter, Regional and Zone proceedings.

ARTICLE X
AMENDMENTS TO BYLAWS

Review by Bylaws Committee

Section 10.01

All amendments to the Bylaws which are submitted by an individual member or Board member shall be directed to the Bylaws Committee no less than 60 (sixty) days before the Board of Directors meeting at which the amendment is sought to be introduced. The Bylaws Committee shall review each such amendment submitted and report its recommendations to the Board of Directors at a Board of Directors meeting.

Amendment

Section 10.02

(a) The approval of an amendment to the Bylaws by a majority of the Board of Directors shall constitute a recommendation to the membership to approve the proposed amendment.

(b) A summary of proposed amendment to the Bylaws shall be published in one issue of The Californian at least 30 (thirty) days prior to the time when a vote will be taken on the proposed amendment. The full text of the proposed amendment shall also be provided to each active Chapter, posted on the GSMOL website and provided to any member in good standing upon request.

(c) Members by a majority vote shall be able to amend the Bylaws. Proposed amendments shall become part of the Bylaws if so approved. Approval of any proposed Bylaw amendment requires a majority vote of those eligible members voting by written ballot in a regular or special meeting of members, conducted in accordance with Article II hereof.

ARTICLE XI

EFFECTIVE DATE

OF BYLAWS

Section 11.01
Approved Bylaw
amendments
become effective
day of the month
their approval by
vote, unless
provided in the
of the Bylaw
amendment



shall
on the first
following
member
otherwise
language
measure.

