

BY-LAWS of

THE MOUNTAIN VIEW HOUSING COOPERATIVE

(Revised to include amendments as of March 21, 2000)

(SUPERSEDES ALL PREVIOUS ISSUES)

- 1.1 The name of the Cooperative shall be Mountain View Housing Cooperative.

PURPOSE

- 2.1 The purpose for which this Corporation is formed is to own and operate a manufactured housing park, and partake in other cooperative activities, on a nonprofit basis for the benefits of the residents thereof.

MEMBERSHIP

- 3.1 Membership is open to household units who currently reside in or own a mobile home in the park. Each such unit shall designate the household member entitled to cast the vote of the unit. Should a dispute arise between members of the household, each adult shall be entitled to cast one-half (1/2) a vote, if there are three (3) adults, etc. Each household membership shall have only one vote.
- 3.2 The membership fee shall be Five Hundred Dollars (\$500.00). This is book value.
- 3.3 Any lot in the park that becomes vacant (other than a temporary vacancy when a member of the Cooperative replaces his or her existing manufactured home with a new or different one), shall be offered for membership by the Board of Directors to an approved lower-income family individual. During the first sixty (60) days following the date of which a lot or home becomes vacant, the Board of Directors shall give first preference for new membership to households which can show evidence of meeting the current low and moderate income guidelines established by the U. S. Department of Housing and Urban Development. In the event that no such income qualified household applies for membership during the sixty (60) day period, the provisions of this sub-section shall not be deemed to apply to others applying for membership after the close of the sixty (60) day period. This By-law will be enforced and cannot be changed for a minimum of twenty (20) years from the date on which it was passed.
- 3.4 Any member wishing to make an on-site sale of their home shall give written notice to the Board of Directors stating the intention to sell, the asking price, and estimated date of sale, and the name, address and phone number of any pending buyer (s). For a period of thirty (30) days following the delivery of the notice to the Board, the member may sell only to a lower-income family or individual. During this thirty (30) day period, the Board may advertise the sale or otherwise

assist the member in procuring a lower-income buyer. After expiration of the thirty (30) day period, if the member receives more than one offer for the same price and upon the same terms and conditions, and one of said offers is from a lower-income family or individual, the member shall accept the offer from the lower-income family or individual. The Board will keep a waiting list for this purpose. Notwithstanding the foregoing, the Board may authorize the sale to someone other than a lower-income family or individual at the request of the selling member.(amended on 10/11/97)

- 3.5 A lower-income family or individual shall be defined as a family or individual whose total household income does not exceed 80% of the median income in Belknap County as determined by U. S. Dept. of Housing and Urban Development and published in the Federal Register. (amended on 10/11/97)
- 3.6 There shall be no sub-letting All homes shall be owner-occupied (amended 10/11/97)
- 3.7 Expulsion of Members. Any member whose activity in the Association is contrary to basic consumer cooperative principles or who endangers effective operation of the Association may be expelled by the Board of Directors. Written notice of the charges against each member and reasonable opportunity for a hearing shall be provided prior to any such expulsion. His or her shares shall be purchased at book value, less any debts owed and expenses caused the Association, if and when there are sufficient reserve funds. He or she shall have the right to appeal at the next membership meeting and an opportunity to be heard in his or her own defense, either in person or by counsel.
- 3.8 A majority of the current membership shall constitute a quorum at a meeting of the members. There shall be no voting by proxy: nor shall a proxy be counted towards the establishment of a quorum.
- 3.9 A membership interest may not be transferred to someone who does not plan to actually reside in the mobile home park.
- 3.10 Certificate of membership shall be issued to any member who has fully paid their membership fee. This certificate shall entitle the holder to a lifetime lease on their lot, provided that the holder abides by the rules and regulations of the association. The certificate shall be transferable to a family member.
- 3.11 Anyone who subscribes to membership shall have full voting rights.

ANNUAL MEETING

- 4.1 The annual meeting of the members shall be held in August of each year in Gilford, New Hampshire or a place designated by the Board of Directors.

- 4.2 Notice of the time and place of the annual meeting and the subject matter, other than the election of Directors, to come before it, shall be given in writing to each member no less than thirty (30) days prior to the date of the meeting.
- 4.3 The annual report of the Corporation shall be made available to each member no later than thirty (30) days before the annual meeting.
- 4.4 Special meetings of the membership may be called by a vote of the Board of Directors or by petition by ten (10) percent of the membership.

DIRECTORS

- 5.1 The management and control of the affairs of the Corporation shall be vested in and exercised by a Board of Directors consisting of seven (7) members, who shall be elected at the annual meetings of the Corporation or special meetings held in lieu thereof as follows: The first seven (7) Directors elected shall serve until the annual meeting of the Corporation in August, 1990. Four (4) Directors shall be elected at the annual meeting in 1990 and at alternate annual meetings thereafter, and three (3) Directors shall be elected at the annual meeting in 1991 and alternate annual meetings thereafter.
- 5.2 All Directors shall serve a term of two (2) years, commencing at the annual meeting in which they are elected and serving thereafter until their successors are duly chosen and qualify, unless otherwise specified in the Articles of Association.
- 5.3 At each election for Directors, every member entitled to vote at such elections shall have the right to vote for as many persons as there are Directors to be elected.
- 5.4 Vacancies may be filled by a majority vote of the Directors present at any regular meeting of the Board to serve until the next annual meeting.
- 5.5 Regular meetings of the Directors shall be held not less than quarterly and at such places as the Board determines. Special meetings of the Directors may be held at the call of the chair or by any two (2) Directors. Written notice stating the place, day, and hour of any meeting shall be delivered personally or by mail to each Director not less than five (5) days prior to the date of the meeting; provided that written notice may be waived by approval as noted in writing at a meeting by two-thirds (2/3) of the Directors then in office.
- 5.6 A quarterly report shall be issued by the Board of Directors to all members in the association.

- 5.7 At any meeting of the Directors, a simple majority of the numbers of Directors then in office shall constitute a quorum for the transaction of business.
- 5.8 No Director may serve more than three (3) consecutive two (2) year terms.
- 5.9 Directors shall serve without compensation.
- 5.10 Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action shown taken, shall be signed by all Directors.
- 5.11 No more than two (2) Directors may be relatives.

OFFICERS

- 6.1 The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such officers or representatives as the Board of Directors may appoint. All officers of the Corporation shall be elected at the first Board meeting after the annual meeting of the membership.
- 6.2 The term of all officers shall be one (1) year, or until their successor is duly elected. There shall be no limitation on the number of terms an officer may serve.
- 6.3 The President shall preside at all meetings of the Directors and shall be the Executive Officer of the Corporation. He or she shall manage the affairs and be responsible for the general administration in the guidelines established by the Board. The President shall perform such duties prescribed by the Board or necessary to accomplish the objectives of the Corporation.
- 6.4 The Vice-President shall preside at all meetings in the absence of the President and perform such duties delegated to him or her by either the Board or the President. He or she shall report on the activities of the President to the Board in the absence of the President.
- 6.5 The Secretary shall keep the records of the organization of the Corporation and these By-Laws, with reference on the margin thereof to all amendments. He or she shall keep a true record of the proceedings of all meetings of the Directors. If the Secretary is absent from any such meetings, the Secretary Pro Tem shall be chosen at the meeting who shall keep a true record of the proceedings.
- 6.6 The Treasurer shall have charge of all the funds of the Corporation and make all disbursements. He or she shall keep an accurate account of all financial transactions of the Corporation, showing in detail all the receipts in the books belonging to the Corporation, which shall always be open to the inspection of any

member at reasonable times and places. The Treasurer shall also make the books open to any member who is not a Director for sixty (60) days following the presentation of the annual report to the membership or upon the decision of any three (3) members at any time.

- 6.7 All officers of the Corporation shall, subject to these By-Laws and to any vote of the Directors consistent therewith, have such powers and duties as the Directors shall from time to time designate in addition to the specific powers and duties set forth above.
- 6.8 Each Officer, Director, employee, and agent handling funds or securities amounting to \$1,000 or more in any one year shall be covered by adequate bond.

INDEMNITY

- 7.1 The Directors, Officers, and members shall not be personally liable for debts, liabilities, or other obligations of the Corporation.
- 7.2 Should any person be sued, either alone or with others, because he or she was or is a Director, Officer, or employee of the Corporation, in any proceedings arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Corporation, indemnity for his or her reasonable expenses, including attorneys fees incurred in the defense of the proceeding, may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and (2) the court finds that his or her conduct fairly merits such indemnity. The amount of such indemnity shall be so much of the attorneys fees incurred and other expenses as the court finds to be reasonable.

FISCAL YEAR

- 8.1 The fiscal year of the Corporation shall be the twelve (12) month period ending June 30th of each year. The Association shall cause its books to be audited at the end of each year by qualified independent accountants who shall not be Officers or Directors. Where the annual business of the Association amounts to less than \$50,000, the audit may be made by a committee consisting of three (3) members elected at the annual membership meeting. A full report of the audit shall be submitted to the annual meeting of the Association. The report shall include a statement of the amount of business transacted with members, the amount of business transacted with non-members, the balance sheet, and the income and expenses of the Association.

COMMITTEES

9.1 The standing committees of the Association shall be:

(a) Membership - to evaluate prospective new members and to inform them of cooperative principals; to make recommendations regarding prospective members to the Board of Directors; to provide membership training and education; to coordinate a membership waiting list; and to do outreach and marketing for the cooperative.

(b) Finance - to monitor the Association's finances; to investigate the cost of recommended changes and how those costs will affect the monthly carrying charges; to develop projections, long-term financial plans, and annual operating and capital budgets; to develop the policies and training needs of the Treasurer.

(c) Operations - to oversee the effective operation of the Association in relation to the upkeep of its ground systems; to develop in-services, standards, and repair procedures; to maintain a list of qualified trades-people; to develop the policies and training needs of the staff involved with the physical operation of the Cooperative.

(d) Social - to coordinate the social activities of the Association.

(e) Legal - to act as liaison between the Cooperative and its attorney; to monitor the activities of the Board of Directors and Cooperative representatives to ensure compliance to the By-Laws and federal, state, and local regulations; to assist the Board of Directors in enforcing park rules; to serve the Notice to Quit and Demand for Rent as directed by the Board of Directors when necessary. (amended May 20, 1993)

(f) Grievance - to act as arbitrator for disputes arising between tenants; to present the Board with recommended solutions to these disputes; to listen to complaints and grievances by tenants and offer suggestions to remedy any problems. (amended May 20, 1993)

AMENDMENT

10.1 The By-Laws may be amended or replaced and new By-Laws adopted by a simple majority vote of the membership present at a regular or special meeting, provided that notice of the proposed amendment shall be given in writing to all members thirty (30) days prior to such meetings. Technical changes in wording or detail of the proposed amendment that do not alter the subject matter shall not require an additional thirty (30) day notice period.

- 10.2 The Board will appoint a Board member and a member of the membership to inspect the bank statement and the Treasure Books monthly and report the inspection at the following meeting. (amended June 7, 1990)

DISSOLUTION

- 11.1 Dissolution of the Corporation shall be as outlined in RSA 301-A:33. The provisions of RSA 292 and 293-A for the dissolution of nonprofit and business corporations shall apply to associations formed under this chapter; provided, however, that the Secretary of State shall charge and collect a fee of \$5.00 for both filing a statement of intent to dissolve as well as for filing articles of dissolution and issuing a certificate of dissolution. In the event of dissolution of the Association, the assets, after payment of the Association's debts and expenses, shall be distributed on the following manner:

- I. The book value of the membership certificates of shares shall be returned to the members. Amounts paid on subscriptions shall be returned to subscribers. The amounts allocated in distribution of net savings under RSA 301 - A:28 shall be returned to those members entitled to them.
- II. Any surplus remaining after the distribution in Paragraph I. may be distributed as a contribution to any cooperative association or other nonprofit association to which contributions are deductible from income tax under current Internal Revenue Service regulations, selected by a majority vote by the membership.

These By-Laws have been amended to include all amendments made as of March 21, 2000.
SUPERCEDES ALL PREVIOUS ISSUES.

ADDENDUM TO BY-LAWS

MEMBERSHIP

3.1

Membership is open to household units currently residing in our park providing the occupants are members in good standing of the Cooperative, own, and live in such unit. Each such unit shall designate the household member entitled to vote. Should a dispute arise between household members, each adult shall be entitled to case ½ vote (if 2 adult members in household), 1/3 vote (if 3 adult members in household), etc. Each household unit shall have only 1 total vote. For those persons buying and intending to live in such unit and who in all other ways qualify for membership, membership will become effective when the purchase and occupancy of the unit has taken place (whichever is later).

3.1a

A member in good standing must be current with membership fees, park rent (or any legal agreement) and in compliance with all Park Rules and By-Laws.

DIRECTORS

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All directors must be members in good standing, and serve at the pleasure of the Board. Members in good standing must be current with membership fees, park rent (or any legal agreement), and in compliance with all Park Rules and By-Laws. Any Board Member attending Board meetings shall waive their opportunity to vote on any issues brought before the Board if not in good standing as described in Section 3.1a of the By-Laws. Board Members may also be removed from the Board for any of the above violations, by a majority vote of the Board of Directors.

Candidates for Board of Directors positions must be in good standing at the time of elections as described in Section 3.1a of the By-Laws.

A Director resigning from the Board may do so in writing or verbally. Verbal resignations must e made during a Board meeting in the presence of Board members. Acceptance of resignations by the Board of Directors will, in either case, be made in writing and are not subject to later renegotiation.