

# BYLAWS OF ALL PARKS ALLIANCE FOR CHANGE

*For clarification, any highlighted material is a new addition or modification and any material with a strike-through is existing material that is being modified or removed. Once approved, stricken material and highlighting will be removed.*

## ARTICLE I. OFFICES: CORPORATE SEAL

Section 1. *Registered Office.* The registered office of All Parks Alliance for Change (hereafter, APAC) shall be set forth in the Articles of Incorporation.

Section 2. *Corporate Seal.* APAC shall have no corporate seal.

## ARTICLE II. PURPOSE

Section 1. The primary purposes of this organization is ~~educational~~ to educate and advocate for residents of manufactured home communities (hereafter known as Communities) in Minnesota, pursuant to Internal Revenue code 501(c)(3) guidelines. This organization will provide an effective voice for manufactured homeowners and other park Community residents to express their needs and concerns in the community. Through action and communication, this organization will serve as a vehicle to promote meaningful social change, to protect their legal rights, and to improve the quality of life in manufactured home parks. This organization will also work to promote the health, safety, and welfare of residents and address issues affecting the quality of their housing their Communities.

## ARTICLE III. SERVICE AREA

Section 1. APAC conducts its organizing activities throughout the State of Minnesota. APAC chapters may be formed throughout this service area.

APAC's Board of Directors (hereafter known as The Board) may establish new chapters or dissolve existing chapters as it deems appropriate. APAC's Board of Directors may approve organizing activities beyond this designated area for special exceptions.

## ARTICLE IV. MEMBERSHIP

Section 1. APAC is a membership organization of ~~manufactured home park~~ Community residents. APAC membership applies to an entire household and ~~every adult residing in a household is considered a member~~, with each household receiving one vote. Annual membership dues shall be established by the Board.<sup>+</sup>

---

<sup>+</sup>~~Yearly membership dues are currently \$5.00~~

Section 2. Voting on all issues at the APAC Annual Meeting is for members only. All members get one vote per household. No proxy vote or absentee votes are allowed, **nor shall proxies be counted towards reaching a quorum.** ~~However, Absentee voting can be allowed in certain cases for greater Minnesota members that have a Board position or have proven activity.~~

Section 3. No members shall have a conflict of interest by owning or being employed by a non-resident owned ~~manufactured home park~~ **Community.**

~~Section 4. **At-large members** are defined as previous manufactured home owners/residents who retain all membership rights and privileges.~~

Section 5 4. **Benefactor members** are those who, without voting privileges, contribute time and/or financial assistance to APAC or Community home owners/residents. ~~of manufactured home parks.~~

## **ARTICLE V. CHAPTERS**

Section 1. APAC ~~is an organization of~~ **maintains** chapters which are formed from **Community** home owners/residents ~~of manufactured park who have attained the required membership levels.~~ A chapter can be formed when 10% of the occupied households in a park **Community** ~~are members of APAC,~~ sign on to form an official chapter. **Chapters require a minimum of 2 households and no more than 20 households are required, although there is no limit to how many households can be included.** ~~with the following exceptions:~~

~~— parks with 20 or fewer households require two households~~

~~— parks with more than 100 households require 15 households~~

~~— parks with more than 300 households require 20 households~~

Chapters participate in APAC programs, addressing ~~manufactured home park~~ **Community** issues and receive support from APAC staff along with other resources.

Section 2. Members living in the same city, but residing in different parks **Communities** who are not part of an established park chapter may form a city-level chapter to participate in broader APAC issues if there are at least two parks, at least 10 members, and at least one member **resident** in each park **Community.**

Section 2 3. The APAC Board has sole authority to form APAC chapters, define chapter boundaries, allocate staff and other resources, and approve fundraising and expenditures. Effective ~~August 2006,~~ All chapters will be required to have a review every two years. Chapters not having the required **10% household** status will be considered inactive, ~~with active members retaining all rights and privileges.~~

Section 3 4. Chapters have the sole authority to make all decisions of a chapter – including the number and titles of steering committee members, local issues and programs. The steering committee shall be comprised of members of their local chapter.

Section 4 5. Chapters shall operate autonomously in **actions**, funding, and leadership from APAC, and non-resident owned ~~manufactured home parks~~. **Actions of the chapters must meet the guidelines of APAC to maintain chapter status.**

Section 5 6. All current chapters shall submit a ~~monthly~~ **quarterly** report to APAC.

## **ARTICLE VI. THE BOARD**

Section 1 The Board shall be composed of members as defined in Article IV. ~~These representative(s)~~ **Board members** shall be those ~~members~~ who state their desire to join and are accepted as representatives by a majority vote of the ~~existing Board of directors~~ **Board**. ~~These elections shall take place annually and the Board will provide all member households with a written notice of the annual election meeting, including the purpose, date, time and location.~~ *(Moved to it's section [Art. VI, Sect. 7])* This notice shall make it clear that all residents of the household who are eligible for membership are invited to attend. Candidates for the Board must be active members who ~~have shown interest in~~ **agree to and will support** APAC's goals.

Section 2. The term of office for the APAC Board member shall run concurrently with the fiscal year of the organization. Renewal for Board Membership will be reviewed annually. Fiscal year is concurrent with the calendar year of January to December.

Section 3. The Board shall limit the number of representatives from any one ~~manufactured home park~~ **Community** to two individuals at ~~one~~ **any given** time. The total number of APAC Board members shall not exceed twenty at ~~one~~ **any given** time.

Section 5 4. **Annual Membership Meeting** - The annual **membership** meeting will be held ~~each year~~ annually during the month of ~~August~~ October at a place that is decided by ~~the Board of Directors~~ **The Board**. Items affecting the membership will be voted on and approved at the annual meeting, including adopting statewide issue priorities for action to be carried out during the following year. The Executive Board as deemed necessary can change the month.

Section 6 5. **Board Committees** – The Board may establish permanent or standing committees as well as temporary or ad-hoc committees to conduct programs and activities. The Board's standing committees ~~will~~ **may** include, **but not be**

**limited to:** finance & fundraising, membership & events, public policy & legislative, and planning & personnel.

Section 7 6. Inactivity of a Board member for a period of three (3) consecutive months, involving not attending a regularly scheduled Board meetings or without providing any notice of for their absence, can result in removal of that individual from the Board by a vote of active Board members.

Section 7. These elections of Board Officers shall take place annually and the Board will provide all member households with a written notice of the annual election meeting, including the purpose, date, time and location. This notice shall make it clear that all residents of the household who are eligible for membership are invited to attend.

## **ARTICLE VII. POWERS – THE BOARD**

Section 1. The Board shall have general charge and control of the affairs, funds, and property of this organization. This includes, but is not limited to, the authority to:

- Choose APAC's issues, programs and projects.
- Approve the annual budget and overseeing APAC's finances.
- Hire, evaluate, and, if necessary, terminate the Executive Director.
- Establish organizational policies.
- Develop and monitor APAC's strategic plan.
- Conduct the annual planning process and develop the Annual Work Plan.
- Create Board committees.
- Elect and, if necessary, remove Board officers.
- Certify and review the status of parks Communities as APAC chapters.
- Identify bylaws changes and recommend them to the membership.

In addition, Board members have the responsibility to:

- Prepare for each Board meeting by reading the Board packet and other materials.
- Maintain a current knowledge of APAC's issues, programs and activities.
- Attend all regular and special Board meetings. Participate actively and provide input.
- Notify the president or Executive Director if you they are unable to attend a meeting.
- ~~Serve on at least one committee and actively participate in meetings of the committee.~~
- ~~Provide a two-way communication link between their manufactured home park chapter Community and the APAC Board.~~
- Remain a member in good standing.
- ~~Recruit members in their park Communities.~~

- Identify potential park ~~Community~~ chapters or Board members.
- Assist in fundraising activities.
- Attend and participate in APAC events.
- Immediately disclose any conflict of interest and ~~do not participate in~~ **recuse themselves from any** related decisions.
- Ensure the prompt investigation of credible reports of mismanagement or inappropriate conduct by Board members or employees.

## ARTICLE VIII. EXECUTIVE OFFICERS

Section 1. The APAC Board shall elect, at its first meeting of the fiscal year, ~~five~~ **four (4)** of the Board members to the offices of President, First Vice-President, ~~Second Vice-President~~, Secretary and Treasurer.

Section 2. The duties of the President shall be as follows:

- Preside at regular and special meetings of ~~the Board of directors~~ **The Board.**
- Develop the agenda for Board meetings with the Executive Director.
- Work closely with the officers and other Board members.
- Appoint committee chairs in consultation with the Board.
- Chair the planning & personnel committee and, if one is established, the executive committee.
- Maintain ~~weekly~~ **regular** contact with the Executive Director and receive regular updates on the functions, activities and financial health of APAC.
- Serve as a public representative and spokesperson for APAC, including at events.
- Find opportunities throughout the year to have direct communication with members.
- Participate in APAC fundraising efforts, including fundraising events and foundation grant request site visits.
- Serve as a signatory agent for APAC.

Section 3. The duties of the First Vice-President shall be as follows to:

- Chair the membership & events committee and work to fulfill the duties and meet the goals of the committee.
- Take over for the president in case of absence or inability to perform normal duties and succeed to the presidency should the president resign or be removed for any reason.
- Assist the President in the performance of his/her duties.
- Perform all other duties which should be properly delegated to the Vice-Presidents from time to time.

Section 4. ~~The duties of the Second Vice-President shall be as follows to:~~

- ~~Take over for the first vice-president in case of absence or inability to perform normal duties and succeed to the presidency should the president and the first vice-president resign for any reason.~~
- ~~Assist the president in the performance of his/her duties.~~
- ~~Perform all other duties which should be properly delegated to the vice-presidents from time to time.~~

Section 5. The duties of the Secretary shall be as follows to:

- Keep all minutes of the Board, Convention and Executive Committee Meetings.
- Maintain files for these minutes, making them available to any member at any time.
- Read and submit minutes of the previous meeting for approval at each of the above mentioned meetings.
- Perform all other properly delegated duties.

Section 6. The duties of the Treasurer shall be as follows to:

- Ensure that accurate records are kept of all moneys the organization received.
- Maintain regular contact with the Executive Director and receive regular updates on the financial health of APAC.
- Render to the President, Board, ~~Convention~~, and Executive Officers an account of all his/her transactions as Treasurer and to the financial condition of the organization.
- Act as chairperson or co-chairperson of the APAC finance & fundraising committee, and so coordinate all fundraising activities for APAC.
- Serve as a signatory agent for APAC.
- Perform all other properly delegated duties.

Section 7. Impeachment – Any Board member or officer who violates the bylaws or policies of APAC, ~~that have been stated before as last amended and approved by the membership~~, in such a way as can be deemed detrimental to the organization as a whole, can be impeached by ~~the APAC of directors~~ **The Board.**

Section 8. Compensation – Elected Officers shall not receive **salaried** compensation for their services as officers. Board members may be reimbursed mileage for travel to and from APAC functions, with the approval of the Treasurer and if funds are available, at a mileage rate determined by the Board.<sup>2</sup>

---

<sup>2</sup>The current mileage reimbursement rate is \$0.20 (twenty cents) per mile.

Section 9. ~~Executive Board~~ **Special Board Meetings** – The ~~Executive~~ Officers may call a special meeting between Board meetings to carry out any necessary Board business.

## **ARTICLE IX. RULES OF ORDER**

Section 1. 30% of Board members, in good standing, constitutes a quorum and must be present at any Board meetings, **either in person, online,** or by phone, before voting or business can take place.

Section 2. Resignation of Board members or ~~Executive~~ Officers ~~should~~ **shall** be by written notice to the Secretary or President of APAC, ~~with resignation effective immediately thereafter.~~ The Board may hold a special election to fill the vacated seat of ~~Second~~ Vice-President, Secretary, or Treasurer.

Section 3. The meetings and proceedings of APAC shall be regulated and controlled according to **the rules as laid out in the official bylaws, and supported by** Robert's Rules of Orders (as revised) for parliamentary procedure. In cases where these bylaws and Robert's Rules conflict, APAC bylaws will prevail.

## **ARTICLE X. BOOKS AND RECORDS: FISCAL YEAR**

Section 1. **Records** – The Board ~~of APAC~~ shall cause to be kept at the registered office of APAC, originals or copies of the following:

- A membership register, giving the names and addresses of members.
- Records of all proceedings of Board members and officers.
- A complete accounting record of the membership dues, billings, and payments.
- Bylaws of the organization and all amendments thereto, policies, and procedures.

**Section 2. Fiscal Year** – The APAC fiscal year shall be the calendar year.

Section **3.** **Disbursement of Funds** – ~~The Executive Officers~~ **Signatories** and the Executive Director shall have the authority to disburse funds ~~as ordered~~ **within the guidelines of the annual budget as approved** by The Board. Any disbursement **for non-scheduled payments above \$500** shall require two signatures **by authorized signatories.**

## **ARTICLE XI. ENDORSEMENTS**

~~APAC will not publicly endorse programs or positions of any organization or individuals except in cases where it pertains to manufactured housing, or APAC is working on the same or similar issue~~

**ARTICLE XII.        NON-DISCRIMINATION**

Section 1.        External – The terms and conditions of the bylaws will be applied equally to all citizens of the State of Minnesota, without discrimination on the basis of race, color, creed, national origin, sex, age, religion, sexual orientation, **gender identity**, mental or physical ability, political affiliation, marital status, status in regard to public assistance, veteran status, or ex-offender status, in compliance with all federal, state and local laws.

**ARTICLE XIII.      AMENDMENTS**

These bylaws may be amended by the APAC membership, provided that thirty days notice of a motion is given and that two-thirds (2/3) of the voting APAC members present at the announced APAC annual membership meeting(s) vote in favor of the proposed amendments.

**ARTICLE XIV.      SEVERABILITY**

If the application of any provision of bylaws to a situation is ~~finally~~ determined by a court of competent jurisdiction to be invalid, such determination shall not affect the validity of any other provisions of these bylaws which can be given effect without application of the provision determined to be invalid as applied. To this end the provision of all articles, sections, subsections or subdivisions herein and the various applications thereof are declared to be severable.