

BYLAWS OF
OCEANSIDE MANUFACTURED HOMEOWNERS ALLIANCE, INC.
Updated October, 2015

ARTICLE I --- NAME AND PURPOSE

1. **Name:** The name of the organization shall be: OCEANSIDE MANUFACTURED HOMEOWNERS ALLIANCE, INC. (a.k.a., "OMHA" and hereinafter called "the Alliance") and it shall be organized as a Non-Profit Public Benefit Corporation under the laws of the State of California.
2. **Purpose:** This corporation is organized and operated exclusively for Social Welfare purposes within the meaning of 501 (c) (4) of the Internal Revenue Code.

ARTICLE II --- PRINCIPAL PLACE OF BUSINESS

1. The principal place of business of the Alliance shall be: 200 N. El Camino Real, Sp. # 138, Oceanside, CA 92058. The Board of Directors of the Alliance is granted full authority to relocate said office within the City of Oceanside as it deems necessary.
2. The mailing address of the Alliance shall be: P. O. Box 642, San Luis Rey, California, 92068.

ARTICLE III --- MEMBERSHIP

1. **Eligibility for Membership:**
 - (a) Application for Voting Membership shall be open to all manufactured/mobile home residents, with the exception of park owners and park management personnel, within the City of Oceanside, State of California.
 - (b) Application for Voting Membership shall not be open to any individual previously removed from office and/or removed from membership by a majority vote of the Board of Directors pursuant to Article IV, Section 13, "Removal for Cause."
2. **Annual Membership:** The annual membership dues shall be ten dollars (\$10.00) per manufactured/mobile home, with voting rights in Alliance elections for all household members who are at least eighteen years of age and are listed on the master membership list.
3. **Membership Cards:** The Alliance Secretary shall, upon request from a member to the membership chair, issue a membership card to each qualified household member who has complied with Article III, Section 2, above.

ARTICLE IV - GOVERNMENT

1. **Board of Directors:** The Alliance shall be governed by a Board of Directors which shall be responsible for its overall policy and direction, as well as its day-to-day operations. The Board is authorized to delegate responsibility for some of its activities to committees which it may duly appoint.
2. **Composition and Quorum:** The Board shall consist of the following six (6) members: President, Vice President, Secretary, Treasurer, Ombudsman, and one Director-at-Large. If two of the current sitting Board members are present at an officially-convened meeting, then they shall represent a quorum for the purpose of conducting the business of the Alliance.

3. **Compensation:** Board members shall receive no compensation other than reimbursement for reasonable expenses as approved by the Board of Directors.

4. **Term of Office:** All Board members shall serve for a two-year (2-year) term, but shall be eligible for re-election without restriction.

5. **Board Elections:** The Alliance elections shall be held annually during the combined December Board and General membership meeting. The election for President, Treasurer, and Director-at-Large will be held during the odd numbered year for the term beginning at the first Board meeting of the even numbered year. The election for Vice President, Ombudsman, and Secretary will be held during the even numbered year for the term beginning at the first Board meeting of the odd numbered year.

6. **Election Procedures:**

A. The Alliance's newsletter shall annually publish in its October edition a list of offices for which an election shall be held at the combined Board and General Membership meeting held in December. Also published in the October newsletter will be an official Statement of Nomination form outlining the following rules for nomination:

(1) In order to be a candidate, nominate a candidate or vote for a candidate, other than Director at Large, one must be a member in good standing on September 1st of the current year.

(2) The nominator must complete, sign and date the statement of nomination which shall include a summary of the nominee's qualifications. The nominee must also sign and date the form, verifying that he or she accepts nomination.

(3) To qualify for election, a statement of nomination must be received by the Vice President no later than the November Board meeting. The Vice President shall verify that the nomination is valid and certify it for inclusion on the official election ballot.

(4) The election shall be held at the combined Board and General Membership meeting in December.

B. If more than one candidate for an office is accepted, an official election ballot listing the candidate(s) for each office alphabetically, shall be prepared by an Elections Committee under supervision of the Vice President.

C. If there is no opposition to a candidate for office, the election may be decided by "acclamation" by the members of the Alliance.

D. The election shall be held at the combined Board and General Membership meeting in December. Each current member in attendance shall be issued an official election ballot and shall choose one (1) candidate for each office. A committee of three (3) volunteer members, each from a different member park and not seeking office themselves, shall collect the ballots and tabulate the vote. The candidate for each office with the highest number of votes shall be declared the victor. The results shall be announced by the foreman of the Election Committee prior to the close of the meeting and shall be published in the next Alliance newsletter. In the event of a tie vote, the outgoing Board of Directors shall, within 48 hours, hold a closed meeting of the Board of Directors to determine the outcome of the vote, based on which candidate is best qualified for the office in the best judgment of a majority of the Board of Directors. The winner and the runner-up shall be notified by telephone.

E. The newly-elected officers / directors shall assume their duties at the following January meeting of the Board of Directors.

7. **Park Representatives:** The Alliance newsletter shall annually publish in its October edition a request for volunteers for the position of Park Representative for each member park, which shall include a description of the duties involved and a procedure for official application. In December, each member park in the Alliance shall annually elect a Park Representative from a slate of qualified member volunteers. The election will be supervised by the current Park Representative, or, if there is no current Park Representative, by the Vice President or Acting Vice President. Only OMHA members living in the park and who are members in good standing as of Sept. 1 of the current year will be qualified to vote. Those person(s) wishing to volunteer for the position must notify the Vice-President of the Alliance on or before December 5th. The Vice-President shall be responsible for coordinating the selections with the assistance of the current Park Representative for each member park. In the event of more than one volunteer for each member park, one volunteer shall be designated by the Vice-President of the Alliance as Park Representative, and another as Alternate Park Representative. The Alternate shall assist the primary Park Representative as needed, and shall become acting Park Representative in the event that the primary Park Representative is unable to fulfill his/her duties. In the event that a Park Representative resigns or is unable to continue with their duties prior to the end of his/her term of office, and there is no Alternate Park Representative for the member park, the Vice President shall appoint a new Park Representative from among qualified member volunteers from the respective park according to the procedures set forth herein.

8. **Duties of a Park Representative:** A Park Representative shall be responsible for the dissemination of Alliance information and materials to members of the Alliance residing within their respective parks. Under the direction of the Vice President, a Park Representative shall be the primary recruiter(s) for new members of the Alliance. A Park Representative, upon due notification made to the Director of Neighborhood Services of the City of Oceanside, may have the opportunity to attend the annual inspection for the rent control adjustment for their respective park, and receive meeting notices, staff reports and other information from the City. In order that they may stay well-informed, a Park Representative and/or their alternate are strongly encouraged to attend all Alliance meetings, including meetings of the Board of Directors.

9. **Director-at-Large:** In odd-numbered years, during the week preceding the December Board/General Membership meeting of the Alliance, Park Representatives shall, under the supervision and direction of the Vice-President of the Alliance, convene a meeting in which they elect a Director-at-Large from amongst the existing Park Representatives. This meeting and subsequent vote for Director-at-Large may be held electronically. The Director-at-Large will begin his/her term of office at the first Board meeting of the following even-numbered year.

10. **Officer(s) / Board of Directors Vacancy** (*other than Director-at-Large*): All Board of Directors positions are voluntary. Nothing binds any Board member to the office except his/her own personal commitment. Should any Board member vacate office before the end of his/her term, for any reason, the Board of Directors, by majority vote, shall appoint a replacement for the open position for the remaining term of office. Prior to making such appointment, members of the Alliance must first be given written notice of any vacancy by posting notice in the Alliance newsletter. As described in Section 6A(2) above, an official Statement of Nomination form shall be supplied to current members wishing to nominate a member in good standing for the open position. Complete instructions for the nomination process shall be provided with the nomination forms. The Vice President, or the President in case the Vice President position is vacant, shall receive and certify all nomination forms, and compile a list of candidates and their qualifications. The replacement officer shall then be elected from such list by a majority vote of the membership. In the event there has been no one nominated for a position after there has been written notice given in the newsletter as described

above, or notice given pursuant to a regularly-scheduled election, the nomination deadline for that vacancy may be extended. Names of nominated candidates will be published in the Alliance newsletter prior to an election.

11. **Director-at-Large Vacancy:** Since the Director-at-Large is also a Park Representative, within 10 days after early termination of the Director-at-Large position, the Vice President of the Alliance shall appoint a new Director-at-Large to fulfill the remaining term of office from amongst the contingent of Park Representatives. Unless giving express notification that the resignation includes the Park Representative position also, he/she may continue serving as Park Representative.

12. **Resignation of Board Member(s):** Any resignation by a member from the Board of Directors of the Alliance must be made in writing, directed to the President of the Alliance (or to the Vice-President, in case of the President's resignation). Resignations shall become effective when they are formally accepted by a majority vote of the Board of Directors at the next meeting immediately following such resignation.

13. **Removal for Cause:** Any member of the Alliance, including, but not limited to, a member of the Board of Directors or a Park Representative, may be subject to removal from office and/or termination of membership from the Alliance in accordance with California Corporations Code Sections 7340-7341, for the following reasons, including but not limited to, as a result of an individual's personal dishonesty, willful or reckless misconduct, breach of fiduciary duties; intentional failure to perform stated duties; willful or reckless violation of any law, rule, or regulation (other than traffic violations or similar offenses), or a member's failure to follow reasonable instructions of the President and/or Board of Directors, or material breach of any provision of these bylaws. The member under consideration for early termination or removal from office shall be notified in writing and given the opportunity to appear before the Board to present any contrary evidence or explanation he or she may have. A Director or Park Representative may be removed from office prior to the end of his/her term of office at a meeting of the Board of Directors called for that purpose. Removal of a Director or Park Representative must be by a majority vote of all Board members present at the meeting.

ARTICLE V --- MEETINGS

1. **Board Meetings:** The Board of Directors shall meet monthly or otherwise as determined by a majority vote of the Board to conduct the business of the Alliance, including, but not limited to, receiving reports from Officers, Directors, Park Representatives, committees and general members, and taking action on those items as required. General members may attend Board meetings, however, anyone wishing to address the Board must have their topic of discussion placed on the agenda by notifying the President of the Alliance at least 24 hours in advance of the meeting. These meetings will be held at a place and time determined by the Board. Advance notice of all regularly-scheduled Board meetings shall be published in the Alliance newsletter.

2. **General Membership Meetings:** General Membership Meetings for such purposes as updating members on relevant matters and conducting elections shall be held monthly or otherwise as determined by a majority vote of the Board on the fourth Friday at 1:00 PM at the El Corazon Senior Center, 3302 Senior Center Drive, Oceanside, CA. With advance notice published in the Alliance newsletter, this meeting can be held at a different date, time and/or location, as deemed necessary by a majority vote of the Board of Directors.

3. **Combined Board and General Membership Meetings:** Meetings may be combined, as deemed necessary by the Board. The combined meetings with advance notice published in the Alliance Newsletter, shall be held on a date determined by a majority vote of the Board of Directors at El Corazon Senior Center, 3302 Senior Center Drive, Oceanside, CA. With advance notice published in the Alliance newsletter,

this meeting can be held at a different date, time and/or location, as deemed necessary by a majority vote of the Board of Directors.

ARTICLE VI --- DUTIES OF THE BOARD MEMBERS

1. **President:** The President of the Alliance shall generally oversee the operation of the organization. He/she shall schedule the agenda for and preside over all Board and General Membership meetings and should at all times be familiar with legislative matters of importance to the organization, and with the work of any duly-appointed committees. He/she shall also maintain the official archives of the Alliance, and make copies of records, other than current year financial and minute records, when a written request is submitted. With the consent of one other member of the Board, the President may convene special meetings at any time, upon 48-hours advance notice. The President shall, in rare instances, when there is insufficient time to convene a face-to-face meeting, hold an electronic vote by e-mail or telephone. Copies of all communication via e-mail, transcripts and notes of telephonic communication shall be collected and recorded into the minutes of said "Electronic Meeting".

2. **Vice-President:** The Vice-President of the Alliance shall conduct the duties of the President in his/her absence, and shall assume such other duties as requested by the President. He/she shall be in charge of membership recruitment, and shall direct the efforts of the elected Park Representatives in those matters. The Vice President shall also oversee the annual election of Park Representatives, as described in Article IV, Section 7 and the election of a Directors-at-Large, as described in Article IV, Section 9, and fill a vacancy in a Park Representative position from among member volunteers from that park.

3. **Secretary:** The Secretary (or in his/her absence, a person officially designated by a majority vote of the Board to assume the duties of the Secretary) shall record the minutes of every meeting of the Alliance, without exception. He/she shall also maintain the current year Special, Board and General membership minutes and make copies of these records available to Board members, within seven business days of said meeting, for correction. The Secretary shall also make a copy of any written meeting records available for the requested meeting(s) within ten (10) business days, to any member upon written request and the provision of a stamped, self-addressed envelope when a paper copy is requested.

4. **Treasurer:** The Treasurer shall maintain all financial records of the income and expenditures of the Alliance. He/she must present a precise report of the Alliance's current financial standing at all Board and General Membership meetings. If the Treasurer is unable to be present to give the report, he/she shall make current records available to the Secretary, President, or Vice President. The Treasurer shall prepare checks for payment of all debts of the Alliance. The Alliance checkbook shall be available to designated signers (President, Vice President and Treasurer) at all times. The Treasurer shall be required to be bonded, and the expense for the bonding shall be borne by the Alliance. At the end of the fiscal year, the Treasurer shall submit all financial records to the Board of Directors for an annual audit-like process in which the records shall be reviewed by any person or persons appointed by the Board of Directors, and upon completion of the audit, all the documents shall be turned over to the President to be placed in the official archives. The person reviewing the financial records shall submit a computerized report to the Board of Directors, noting any irregularities. Should a Treasurer leave office for any reason prior to the end of his/her elected term, the audit-like process described above shall be implemented within two (2) weeks and prior to the new Treasurer assuming duties.

5. **Ombudsman:** The Ombudsman shall provide information and/or referrals to any member who seeks it concerning the member's rights and responsibilities and where the member can seek additional help when there is a conflict, disagreement, problem, or other dispute between the member and his/her park's owner

and/or management. The Ombudsman shall not become a party to any conflict, disagreement, problem, or other dispute nor shall the Ombudsman commit or bind OMHA to become such a party. The Ombudsman shall keep accurate records on each request for information and/or referrals, who requested it and when, what information and/or referrals were given and when, and any and all follow-up or subsequent contact with the member concerning the subject. The Ombudsman shall be familiar with the California Mobilehome Residency Law, Title 25, the Oceanside Rent Control Ordinance, the Oceanside Mobile Home Park Conversion Ordinance, and local and state government agencies, and know where to find answers to questions or issues with which he/she is not personally familiar.

6. Board members, upon election, shall make a good faith effort to familiarize themselves with local and state laws and agencies dealing with manufactured home living.

ARTICLE VII --- OTHER PROVISIONS

1. **Rules of Order:** All meetings of the Alliance shall be conducted in accordance with Robert's Rules of Order, as amended, insofar as those rules do not conflict with any portion of these Bylaws.

2. **Amendments to Bylaws:** These Bylaws may only be amended by recommendation of a majority of the Board of Directors and by vote of two-thirds of the current members present at any General Membership meeting. Notice of a proposed amendment change to the Bylaws must be made available to all members, in writing, at least one General Membership meeting prior to such vote.

3. **Non-Liability of Members:** A member of the Oceanside Manufactured Homeowners Alliance, Inc. shall not, solely because of such membership, be liable for any debts, obligations or liabilities of the Alliance.

4. **California Corporations Code:** Nothing in these Bylaws is intended to be in conflict with the California Corporations Code for Non-Profit Mutual Benefit Corporations, Part 3, Chapter 1, Sections 7150 – 7153, Bylaws. Should any conflict arise, then the California Corporations Code cited above shall prevail. Any Bylaw requirement included in the entire California Code for Non-Profit Mutual Benefit Corporations that is not specifically addressed in these Bylaws shall also apply.

5. **Availability of Articles and Bylaws:** Pursuant to California Corporations Code § 7160, the Alliance shall keep at its principal office in this state the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. A copy of the Articles of Incorporation and/or Bylaws, as amended to date, shall be posted on the Alliance website and furnished to any member of the Alliance upon written request to the Secretary and the provision of a stamped, self-addressed envelope when a paper copy is requested.

OCEANSIDE MANUFACTURED HOMEOWNERS ALLIANCE, a California Corporation, by:

DATE: _____

ROBERT MARKLEY, President

DATE: _____

FRANK CROWLEY, Vice President

DATE: _____

JANET PTASZEK, Secretary

DATE: _____

BARRY HORTON, Treasurer

DATE: _____

LINDA WALSHAW, Ombudsman

DATE: _____

THOM TAYLOR, Director at Large