



## **BYLAWS OF THE MODULAR BUILDING INSTITUTE**

### **Article I.**

1. Name. The name of the Association shall be the Modular Building Institute.
2. Location. The principal office of the Association is located in Charlottesville, VA.
3. Definition. The Modular Building Institute is an international trade association of member organizations involved in the commercial modular construction industry.
4. Purposes. The purposes of this Association shall be:
  - a. To safeguard and promote the interest of the members of the industry by all legal means.
  - b. To encourage and promote high standards and conduct in the marketing and manufacture of structures in the commercial modular construction industry
  - c. To recognize contributions of members to the growth and development of the Association and the industry.
  - d. To recognize projects of member organizations which exemplify the quality and versatility of the industry.
  - e. To discourage unfair practices in the commercial modular construction industry.
  - f. To further the education of members of the Association by cooperation with all parties interested in the commercial modular construction industry.
  - g. To hold meetings and workshops for the presentation and discussion of matters of concern to the members to develop and promulgate standards, codes, formulas, and best practices in the trade.
  - h. To encourage communication among the members for the mutual exchange of knowledge and experience.
  - i. To encourage the personal and technical development of the association's members.
  - j. To monitor federal, provincial, and state building codes and administrative rules and regulations and to facilitate the implementation of favorable rules and regulations for our industry.
  - k. To establish an identity for the commercial modular construction industry, separate from manufactured housing and residential buildings.
  - l. To support a structure for discussion and dealing with specific industry segments.
  - m. To increase awareness of our products and processes to the consumer.

5. Restrictions. All policies and activities of the Association shall be consistent with:
  - a. applicable federal, state and local antitrust, trade regulation, or other legal requirements;
  - b. applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure the benefit of any private individual

## **Article II.**

1. Membership Qualifications. Membership in the Association is available to organizations involved in, or associated with, the commercial modular construction industry.
2. Regular. Any organization engaged in the sale, lease, manufacturing, or construction of commercial modular buildings.
3. Associate. Any organization engaged in the manufacture or distribution of equipment, materials, and supplies, services, or consultation provided to the membership is eligible to be an Associate Member.
4. Voting. Each organization shall appoint and certify to the Secretary of the Association a person to be its representative in the Association and who shall represent, vote, and act for the member in all affairs of the Association. Each member organization is entitled to one vote on such occasions. The Board of Directors has discretion to create and approve additional, non-voting membership categories and applications.
5. Applications for Membership. All applicants for membership must complete and sign the application form provided by the Association and submit the application to the principal office of the association located in Charlottesville, VA.
6. Admission of Members. Admission to membership is by majority vote of the Board of Directors based upon a determination that an applicant has met the Association's criteria for membership.
7. Resignation. Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.
8. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

## **Article III.**

1. Dues. Dues are established by the Board of Directors.
2. Delinquency. Any member of the Association who is delinquent in dues is notified of the

delinquency. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership.

3. Refunds. No dues will be refunded.

#### **Article IV.**

1. Directors. The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the Association.
2. Composition of the Board. The Board of Directors shall consist of a minimum of ten (10) persons elected by and from the regular and associate membership.
3. Election and Term of Office. At, or before each annual meeting of the Association an election is held to choose new board members of the Board of Directors. Directors serve two-year terms with a maximum of two (2) two-year terms. Election onto the Executive Council relieves term limit requirements. The Board of Directors may, by resolution, authorize an extension to a Board Member's term of service.
4. Vacancies. If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board at its next regularly scheduled meeting. Provided that if the vacancy results in the board size falling below the minimum required in Article IV.2, the board must fill the vacancy at its next regularly scheduled meeting following the notification of the vacancy.
5. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. A majority of the Board constitutes a quorum. Proxy voting is not permitted. Electronic voting is permitted at times when the board cannot meet in person. Any such electronic votes must be unanimous with all board members voting. Otherwise, the issue is held until the next regularly scheduled meeting.
6. Removal. A director may be removed for adequate reason by a two-thirds vote of the regular membership.
7. Compensation. Directors do not receive compensation for their services.

#### **Article V.**

1. Officers. The officers of the Association are a Past President, President, a Vice President, a Vice President-Elect, a Treasurer, a Secretary and an Executive Director.
2. Qualifications. Officers must be members of the Association who have been elected as directors. The Executive Director shall not be a member of the association. No person may hold more than one office at the same time. Officers may serve consecutive terms.
3. Election and Term of Office. Officers, except for the Executive Director, are elected at the Annual Business Meeting of the membership. Officers, except for the Executive Director, serve for one year.

4. Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President of the Association acts as Chairman of the Board of Directors, the Vice President acts in place of the President when the President is not available, the Treasurer is the financial officer of the Association, and the Executive Director, appointed or terminated by the Executive Committee is the Association's chief employed administrative officer.
5. Vacancies. If a vacancy occurs among the officers, other than the Executive Director, for any reason, the position is filled for the unexpired portion of the term by the Board with a majority vote of board members present at a meeting in which a quorum has been established.
6. Removal. An officer may be removed for adequate reason by a two-thirds vote of the Board of Directors present at a meeting in which a quorum has been established.
7. Compensation. Officers do not receive compensation for their services.

#### **Article VI.**

1. Annual Membership Meeting. The Association holds an annual meeting of the regular membership at the place and on the date that the Board of Directors determines.
2. Special Meetings. Special meetings of the Association regular membership may be called by the Board of Directors at any time.
3. Notice. The Board of Directors must give Association members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.
4. Voting. The presence of twenty percent of the regular membership constitutes a quorum. A majority of members where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Mail or electronic voting is permitted for the annual membership meeting, and may occur prior to the annual meeting date.

#### **Article VII.**

1. Committees. An Executive Committee consists of the officers of the Association and may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting. The President appoints whatever other committees are necessary.
2. General Counsel. A General Counsel is appointed or terminated by the Executive Committee as needed.
3. Auditors. Auditors are appointed or terminated by the Executive Committee.
4. Rules. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association. These rules will be in the Policy and Procedures Manual which is a part of these Bylaws. The Policy and Procedures Manual may be

changed by a majority vote of the Board of Directors as needed.

5. Amendment. Amendments to these Bylaws may be made without prior notice at an annual meeting of the Association by a two-thirds vote. Emergency amendments may be made at any time by a two-thirds vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a two-thirds vote at the next meeting of the Association's regular membership.