



This manual shall serve as the guidelines used to implement various policies as set forth in the MBI bylaws, and/or as approved by the MBI Board of Directors (BOD). Any BOD actions not specifically covered in the bylaws shall be governed by this document.

This document may be changed by a majority vote of the BOD present at any regularly scheduled meeting where a quorum (as defined in the bylaws) is established or any special meeting, whether in person or by teleconference, called for the purpose of changing this manual.

#### *Board Member Pledge*

#### RESPONSIBILITIES OF A BOARD MEMBER

- Know and effectively articulate the MBI mission, purpose, goals, policies, and programs.
- Attend Board meetings and Committee meetings as scheduled.
- Chair and/or participate in at least one Committee or Council.
- Commit time, thought, and effort to MBI.
- Participate in establishing and enforcing organizational policies.
- Accept responsibility for oversight of MBI financial accountability.
- Identify friends and associates who might be prospective members or volunteers.
- Support and advise the board president as appropriate.
- Participate actively in assessing MBI's performance and setting its strategic goals and objectives.
- Represent MBI to the community.
- Invite MBI staff to speak at group meetings you attend.
- Avoid conflicts of interest.
- Maintain confidentiality of all MBI board meetings.

In this capacity, you are representing the industry, not your individual company. Your actions and comments may be viewed by others as representing the industry (implied authority). On matters concerning the industry, the MBI Executive Director is the spokesperson. In his/her absence, the Board President speaks for the industry.

## MBI CONFLICT-OF-INTEREST POLICY

MBI member employees and Board members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which MBI wishes its business to operate. The purpose of these guidelines is to provide general direction so that Board members and member employees can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when a Board member or an employee is in a position to influence a decision that may result in personal gain or gain for a relative as a result of MBI's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the board member or employee is similar to that of persons who are related by blood or marriage.

No presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if a Board member or an employee has any influence on any material business transactions, it is imperative that he or she discloses to an officer of the board as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where a Board member, an employee, or a relative has a significant ownership in a firm with which MBI does business, but also when a Board member, an employee, or a relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving MBI.

When serving in the capacity of a Board member, the basis of your decisions must always be what is in the best interest of the Association in advancing its mission, rather than advancing your personal or business interests.

## ANTITRUST POLICY STATEMENT

In recognition of the fact that MBI is a trade association representing competitors, all members and member employees are required to follow the antitrust laws involving all activities within the scope of their responsibilities. The general requirements of antitrust laws prohibit any agreement or discussion to restrict trade between competitors.

Prohibitions that are particularly relevant and sensitive include, but are not limited to, the following:

- Agreeing to fix or regulate prices, markups, or the conditions of the terms of sale, either at the wholesale or retail level for suppliers to manufactures, or for manufacturers to dealers.
- Agreeing to establish geographical trading areas, allocating markets or customers, or classifying certain customers as being entitled to preferential treatment.
- Participating in any plan designed to induce any manufacturer or distributor to sell or refrain from selling, or to discriminate in favor for or against any particular customer or class of customers.
- Agreeing to limit or restrict the quantity of supplier products, mobile offices, or modular structures produced.
- Participating in any plan which has the effect of discriminating against or excluding customers.
- Agreeing to establish or limit the terms of credit or financing for mobile offices and modular structures.
- Agreeing or participating in any plan to refuse to deal with potential customers of suppliers without a sound business justification.
- Agreeing to standardize services, products, or financing, provided to end users.

This is only a general outline of the areas that illustrate antitrust dangers in discussions among competitors and between sellers and their customers.

In addition to these specific guidelines, all members of MBI meetings should adhere strictly to the agenda and should not discuss subjects of double legality. During meetings, there should not be recommendations about "sensitive" antitrust subjects (e.g., those that relate to price, products, markets, and the selections of customers and suppliers). Prices should not be discussed at all. When prices and costs are to be mentioned, only a general reference to past pricing and cost date are permitted. No discussion can occur about current or prospective prices, costs, and how other individual member companies conduct their business.

## INDUSTRY CODE OF CONDUCT

The purpose of the industry code of conduct policy is to:

- encourage and promote high standards and conduct in the marketing and manufacture of structures in the commercial modular construction industry;
- identify and resolve problematic and unprofessional behavior at its earliest stages among MBI members; and
- add value to MBI membership by providing a resource for expectations of professional conduct.

MBI has adopted the following articles in order to promote and maintain high standards of professional service and business conduct among its members and the industry:

A member shall not give or accept gifts from suppliers, customers or other business associates that create the appearance that the gift giver is entitled to preferential treatment, an award of business or better pricing.

A member shall not give or accept gifts of cash, gifts prohibited by law, or gifts given as bribes, kickbacks or to secure an improper business advantage.

A member shall not give or receive gifts in the form of services or other non-cash benefits, such as the promise of employment.

A member shall not knowingly misrepresent information concerning his or her financial and professional business background.

A member shall not knowingly make misrepresentations about his or her company, competitors, or the Association.

A member shall not knowingly make misrepresentations about his or her products or services.

MBI Member Pledge

As a member of MBI, we pledge:

To improve individual competence and advance the knowledge and proficiency of the commercial modular industry through continuing education and learning opportunities.

To promote greater awareness of modular construction methods and practices.

To treat suppliers, manufacturers, and vendors in a professional manner and as part of the project team.

To promote safety and quality in our projects and within our company.

To participate to the best of our ability in the promotion of the commercial modular industry.

To adhere to honesty and integrity and to generally accepted principles of professional conduct.

To adhere to the articles of the Industry Code of Conduct as adopted by the MBI governing board.

## I. MBI MEMBERSHIP

1. Membership is open to any firm or corporation engaged in the commercial modular construction industry as described in the definition of the industry contained in the MBI bylaws. From time to time, the MBI Board of Directors may grant honorary or lifetime membership to an individual based on their prior service to the association.
2. Voting
  - a) In accordance with Article II item 4 of the MBI bylaws, each member firm or corporation shall appoint a person to be its MBI representative who shall represent, vote, and act for the member in all MBI affairs. This person will be designated the member company's "primary member" for purposes of Association business. Each member company is entitled to one (1) vote on such occasions.
3. Acceptance of Members
  - a) Any company eligible for membership under the MBI bylaws shall submit a signed application, on a form approved by the Board of Directors. Such application shall be accompanied by the appropriate dues payment. Each application shall be considered by the Business Development Committee, which will make recommendations to the Board of Directors at its next regularly scheduled meeting, or at any special meeting of the Board. The Board may accept the Business Development Committee's recommendation by a simple majority vote, deny the recommendation, or ask for additional information on any applicant. Applicants whose applications are accepted shall become MBI members upon payment of the required dues and fees.
4. Duration of Membership and Resignations
  - a) Membership shall be continuous so long as member complies with all requirements of the MBI bylaws.
  - b) Membership may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of the MBI bylaws. All rights, privileges, and interest of a member in or to MBI shall cease on the termination of membership. Any member may, by giving written notice of such intention, to the Secretary or the Board of Directors, withdraw from membership. Such notice shall be presented to the Board of Directors.
  - c) Withdrawals shall be effective upon such notice by the member. Obligations of the members to MBI prior to such date must be fulfilled.
  - d) No refund of pro-rated dues will be owed to any member withdrawing from membership prior to their renewal date.
5. Conduct Violations

- a) Upon receiving a written allegation against a member, the MBI Executive Director will contact the accused member company. The MBI Executive Director will request a written response to the allegation(s). Any response (or no response) will be referred to the MBI Board of Directors Executive Committee. The Executive Committee may appoint impartial members of the Board to review the case and report back to the Executive Committee with recommendations. Recommendations may include taking action or no action against the member company, including, but not limited to:
  - o Making company and representatives inactive from MBI, thereby removing the company and representatives from the MBI online directory and from receiving leads.
  - o Prohibiting the company from having representatives on the MBI Board of Directors or its affiliates.
  - o Suspending or expelling the member company from MBI.

Any action taken by the Board towards a member company may be appealed by that company with a written request to appear before the Board at the next scheduled meeting. Upon hearing such appeal, the Board of Directors will take any final actions in the matter.

## 6. Dues

- a) Yearly dues for MBI shall be set by the Board prior to October 1st of the preceding year.
- b) Payment of dues shall be made no later than January 31st of each year. Any hardship cases shall be approved by the Board. After this date, dues will be considered delinquent per Article III item 2 of the MBI bylaws.
- c) Affiliate and Subsidiary Dues: It shall be the policy that any affiliate or subsidiary of a MBI member company pay the appropriate level of dues to the Association as a separate entity IF that affiliate or subsidiary desires to maintain its own branding and be listed on the MBI membership rolls (e.g., online directory, lead referrals, job postings). Affiliate or subsidiary companies of MBI members that choose not to pay separate member dues will not be included under the membership umbrella of the parent company for purposes of obtaining membership benefits otherwise reserved for members.

For the purpose of this policy, "brand" means public-facing communication and advertising (e.g., websites, email addresses, and marketing materials). If a company's multiple brands appear to the public as separate companies, those brands should have separate MBI memberships. If necessary, the Board of Directors will make a determination if a company applying for or renewing membership should have multiple memberships instead of one. If a company desires to have only one of its brands as a MBI member, a single brand name will be used as the company name on the MBI rolls. A combination of company names will not be allowed, nor will MBI use websites, email

addresses, or other forms of communication and advertising that do not match the MBI member's brand name.

## II. OFFICERS AND BOARD MEMBERS

### 1. Selection of the Board Slate

The Association shall petition qualified MBI member companies to solicit representatives to serve on the Board of Directors via electronic call for nominations to all members in the fall of each year, as well as by any other means necessary to ensure an adequate candidate pool.

The Leadership Development Committee (defined in Section III of this document) will consider the segment of industry the candidate represents, experience in the industry, and commitment to the Association's overall objectives.

The Leadership Development Committee will prepare a slate of directors, including officers, to present to the Board of Directors for approval. Once approved by the Board of Directors, the slate will be presented to the MBI membership at the annual business meeting of the Association for approval. Terms will commence immediately upon completion of the business meeting. The Board will consist of not more than twenty (20) representatives.

MBI Board members will be limited to two consecutive full terms, unless selected to serve on the Executive Committee by the Board. Candidates should be reviewed with the following criteria in mind.

- a) A Board candidate shall be an employee of a company in good standing with the Association before being considered. The member company should have been in good standing with the Association for five (5) years prior to the candidate's consideration. The individual should have at least five (5) years of industry-related experience, must be granted full authority from their respective company to vote on industry issues and must have the support from their respective companies (financial and otherwise) that allows attendance to all regional, Board and annual meetings. Selection and acceptance onto the MBI Board automatically designates an individual as the primary (voting) representative for a member company.
- b) No more than one (1) individual representative from a member company can serve on the Board at the same time. Candidates for the Board must disclose if an affiliate relationship on the Board exists.
- c) Selection of candidates should take into consideration the geographical location, size, and type of member company when determining Board openings. MBI shall endeavor to have a diverse representation of membership serving on the Board of Directors.
- d) Candidate should have volunteer service to MBI prior to consideration. Service includes serving on an MBI Committee, the MBI Educational Foundation, or volunteering to present or speak at MBI conferences and events.



- e) In an effort to maintain a balanced and representative Board, and to encourage further participation by all MBI members, a Board member indicating a desire to serve a second full term is not automatically guaranteed a second term but will be considered with respect to any other candidate indicating interest and otherwise qualified.

Factors determining whether an existing Board member will be considered for a second term include prior Board meeting attendance and involvement on other committees or programs. Any existing Board member desiring to serve a second Board term must reapply via the nominating process when opened to the members at large.

## 2. Election of the Board and Officers

At the general business meeting of the Association during the annual convention, the President shall call on the Chair of the Leadership Development Committee or their appointee to give the report of the Leadership Development Committee. The President shall then ask for a motion to accept the entire slate as presented, the motion seconded, and a vote of the membership to complete the election. If the entire slate is rejected, the President shall ask for a motion to approve each candidate individually. This process will continue until a Board of Directors meeting the minimum qualifications is elected by a majority of members present at the annual meeting.

## 3. Reimbursement of Expenses

There will be no reimbursement of expenses for Officers and Board Members, unless specifically approved within the budget by the Board.

## 4. Term of Office

The term of office for Board of Directors shall be two years and run from annual convention to annual convention. The Board members' terms shall be staggered to ensure continuity, with approximately half ending on odd years and half on even years.

## 5. Vacancies

The Board of Directors may, by majority vote, fill any vacancies created by a departing Board member for the remainder of that Board member's term. It is not a requirement to fill the vacancy with another individual from the same company. The Board should seek the best qualified candidate to fill the vacancy. The Board should also ensure that the candidate meets the same criteria established by the Leadership Development Committee for selection of Board members. The Board is not required to fill any vacancy unless the total number of Board members falls below the minimum number as set forth in the MBI bylaws.

## 6. Board of Director Meetings

- a) The Board of Directors shall meet a minimum of four (4) times annually with one meeting taking place at the annual convention. Other meetings may be called as necessary by the President of the Association. The meetings will either be in-person or virtual, at the discretion of the Board president.

Unless specifically allowed by vote of the Board, Board meetings are not open to members. The Board meetings shall be in accordance with Roberts Rules of Order. The President shall vote in case of a tie, and the Executive Director is a non-voting Board position. Voting must take place during the Board meetings, unless it is an action item which needs immediate attention. If this is the case, voting may be accomplished via e-mail or by any other electronic means as directed by the President and in compliance with all governing laws and regulations.

- b) Agenda: An agenda shall be developed by the President and Executive Director and mailed or e-mailed to all Board Members at least one (1) week prior to each Board meeting.
- c) Representation: The staff shall be represented at all Board meetings.
- d) Minutes: Minutes will be prepared by the Executive Director. The minutes will be mailed or emailed to the Board prior to the next scheduled Board meeting.
- e) Orientation: The Executive Director shall prepare an orientation packet for each new Board member to be sent out prior to the annual convention.
- f) Incoming Board Members: Incoming Board Members will begin their term with the Board meeting held during the annual convention.
- g) Proxy: Proxy voting shall not be allowed.

## III. COMMITTEES

### 1. Standing Committees

A committee formed from members of the Board of Directors, and, in some instances, can include members at large. These committees are ongoing from year to year and focus on accomplishing both the immediate and long-term needs of the Association.

All committees shall be comprised of volunteer Board members, with the Chair appointed by the President at the first Board Meeting during the Annual Convention. The term of each Chair shall be one (1) year, unless otherwise noted.

- a) Executive Committee: Chaired by the President, consisting of the President, Past President, Vice President, Vice President Elect, Treasurer, Secretary, and Executive Director (non-voting).

- b) Finance & Audit Committee: Chaired by the Treasurer, consisting of the Treasurer and at least one (1) other Board member not serving as an officer. At the President's discretion, the committee may include non-Board members as well.
- c) Leadership Development Committee: Comprised of the following individuals – the Executive Director (non-voting), the Past President (voting), the Vice President (Chair, voting), and two (2) other Board members not serving on the Executive Committee (both voting members). The selection of the two (2) Board members to serve will be at the sole discretion of the current Chair and will be completed within thirty (30) days prior to the call for nominations.
- d) Outstanding Achievement Committee: Comprised of past recipients still active in the industry.

## 2. Action Committees

Action Committees may be formed by the Board Chair consisting of volunteer members of the Board of Directors and may include members at large. These groups (also known as a task force) focus on short term, specific needs of the Association and membership, generally responding to emerging issues and trends. An Action Committee will be dissolved once the goals have been achieved, or it may become a Standing Committee if the needs it serves require ongoing management.

The following Action Committees shall be comprised of volunteer Board members and members at large as defined in the bylaws, with the Chair and Vice Chair position filled by vote of the committee annually. Chairs of the Executive Committee and Finance Committee may not serve as chairs of another committee or council.

- Business Development
- Government Affairs
- Professional Development
- Public Relations

Except where prohibited in bylaws, Action Committees may be suspended or deleted at the discretion of the Board of Directors.

## 3. Board Member Responsibilities to Committee(s) and Council(s)

All Board Members are required to serve on at least one (1) Committee or Council and are expected to:

Review all relevant material before Committee meetings. Make contributions and voice objective opinions on issues.

Actively participate in Committee meetings.

Carry out individual assignments made by the Committee Chair.

Work as part of the Committee and staff team to ensure that the Committee develops policies, products, and services to benefit the membership.

Represent the Committee in meetings and other Association groups.

Promote clarity within the Committee on its role and how it supports the interest of the Association.

#### 4. Standing Committee Roles and Responsibilities

##### a) Executive Committee Definition (per bylaws Article VII 1):

The 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 Committee will be comprised of the immediate Past President (non-voting), President, Vice President, Vice President Elect, Secretary, Treasurer, and Executive Director (non-voting). Each year, the President shall serve as the Executive Committee Chairperson. The Chairperson will serve a one (1) year term. Terms of Committee members will be set in accordance with the MBI bylaws to assure continuity in the actions of the Executive Committee.

##### Executive Committee Purpose:

The Executive Committee plays an important role in the Association by maintaining continuity through succession. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. The Executive Committee is solely responsible for performance evaluation and negotiation of the Executive Director within the approved budget established by the Board of Directors.

##### Executive Committee Meetings:

Three (3) voting members shall constitute a quorum for the transactions of business. Meetings may be called by the President or by two (2) voting members of the Executive Committee. Any decision or transactions of business made by the Executive Committee on behalf of the Board of Directors should be unanimous by the members of the Executive Committee. Any decision or transaction of business that does not have unanimous vote will go to the full Board for approval.

##### b) Finance & Audit Committee Definition:

The Finance & Audit Committee is chaired by the Treasurer and consists of at least one (1) member of the Board of Directors not serving as an officer. At

the Treasurer's discretion, the Committee may include non-Board members as well.

Finance & Audit Committee Purpose:

The Finance & Audit Committee monitors and manages the financial position of MBI, reviews and recommends for approval the annual budget, ensures all tax returns and audits are completed, reviews liability coverages, and works to ensure the financial stability is sustained and in accordance with the annual budget. The Chair of the Finance & Audit Committee also serves as the Association's compliance officer responsible for investigating and resolving all internally (staff) reported complaints and allegations concerning violations of the Code or other allegations as set forth in the company's "Whistleblower Protection" Policy as set forth in the personnel manual.

c) Leadership Development Committee Definition:

The Leadership Development Committee will be comprised of the following individuals: the Executive Director (non-voting), the Past President (voting), the Vice President (Chair, voting), and two (2) other Board members not serving on the Executive Committee (both voting members). The selection of the two (2) Board members to serve will be at the sole discretion of the current Chair and will be completed within thirty (30) days prior to the call for nominations.

Leadership Development Committee Purpose:

The purpose of the Leadership Development Committee is to prepare the slate of Board of Directors for the upcoming year to be submitted to the MBI Board of Directors for approval not later than December 31<sup>st</sup> of the current year. The Leadership Development Committee will also identify and recruit potential industry leaders for roles on other committees, councils, or other MBI activities.

d) Outstanding Achievement Committee Definition:

The Outstanding Achievement Committee shall be comprised of the former winners of the award active in the industry. Only former recipients still active will be eligible to vote.

Outstanding Achievement Committee Purpose:

The Committee will meet to consider candidates for this prestigious award via email and/or teleconference. A scorecard will be compiled on each nominee based on the following criteria:

Individual service to the Association shall constitute fifty (50) percent of the award criteria, with twenty-five (25) percent consideration given to service on behalf of the industry, and twenty-five (25) weight given to other intangibles such as corporate support of the Association, willingness to provide feedback on issues, encouraging others to

participate, and the Committee's overall perception of the candidate's ethics and character.

After assessing each scorecard, past recipients will be asked to submit their vote in writing to MBI. MBI will tabulate the votes and coordinate a conference call with past recipients to discuss and make the final selection.

The award may be given to a previous recipient if that person's contributions to the industry and the association since receiving their prior award merit consideration.

#### SEE ALSO SECTION V. – FINANCIAL MANAGEMENT

### 5. Action Committee Roles and Responsibilities

#### a) Business Development Committee Definition:

The Business Development Committee is comprised of volunteer members of the Board of Directors and members at large with a Chair appointed by the President to serve a one (1) year term. It is recommended that this Committee have at least one (1) Board member from each industry segment serving.

#### Business Development Committee Purpose:

The Business Development Committee will make recommendations and develop programs consistent with MBI resources and long-range plans. The Committee will monitor membership activity and will work to increase the membership base.

#### b) Government Affairs Committee Definition:

The Government Affairs Committee is comprised of volunteer members of the Board of Directors and members at large with a Chair appointed by the President to serve a one (1) year term. It is recommended that the Committee have substantial representation from all sectors and that the members cover as wide a geographical area as possible.

#### Government Affairs Committee Purpose:

The Government Affairs Committee monitors all activity within the industry relative to rules, regulations, and laws either in force, or under consideration, which have a direct effect on the ability of the membership to conduct business.

#### c) Professional Development Committee Definition:

The Professional Development Committee will be comprised of volunteer members of the Board of Directors and members at large.

Professional Development Committee Purpose:

The Professional Development Committee will make recommendations and develop training activities to support the professional development and growth of industry participants consistent with MBI resources and long-range plans.

d) Public Relations Committee Definition:

The Public Relations Committee is comprised of volunteer members of the Board of Directors and members at large, with a Chair appointed by the President for a one (1) year term.

Public Relations Committee Purpose:

Public Relations Committee monitors and manages areas relative to public awareness, image, branding, and marketing of the Association and the Industry.

#### IV. Councils

##### 1. Purpose

Councils serve as an advisory board on matters of importance to MBI members doing business in a particular geographic region or interest area. It is anticipated that councils will meet at least once annually in person to provide input and advice to the MBI Board of Directors. The council may also meet via conference call as deemed necessary throughout the year. MBI staff will facilitate meetings and calls and will provide support and attend meetings when possible.

The purposes of Councils are:

To provide additional leadership opportunities within MBI for members.

To serve as an advisory board to MBI to ensure we are understanding our members' needs.

To serve as forums for best practices and networking activities to be delivered more effectively by MBI.

Councils will be made up of a minimum of five (5) MBI members including any current Board members interested in participating. Participation in a council is voluntary and to the greatest extent possible, member-driven. Each council shall select a chair and vice chair for the purposes of conducting meetings and reporting back to the MBI Board of Directors. Council participation is only open to MBI members in good standing.

Actions taken by a council are not binding until voted upon by the MBI Board of Directors.

2. Creation of New Councils

Any member may petition the MBI Board for the creation of a new council. New councils are created by a majority vote of board members present at a regularly scheduled meeting where a quorum is present.

3. Dissolution of Existing Council

The Board of Directors may vote to dissolve any council for any reason or no reason whatsoever. Dissolution of an existing council requires a two-thirds vote of the Board members present at a regularly scheduled Board meeting.

4. Existing Councils

Canadian Council – The Council serves as an advisory board on matters of importance to MBI members doing business in Canada. It is anticipated that this council will meet at least once annually in person to provide input and advice to the MBI Board of Directors.

European Council – The Council serves as an advisory board on matters of importance to MBI members doing business in Europe. It is anticipated that this council will meet at least once annually in person to provide input and advice to the MBI Board of Directors.

South American Council - The Council serves as an advisory board on matters of importance to MBI members doing business in South America. It is anticipated that this council will meet at least once annually in person to provide input and advice to the MBI Board of Directors.

V. FINANCIAL MANAGEMENT

1. Fiscal Year: MBI's fiscal year is the calendar year.
2. Financial Records: MBI's financial records will be maintained on an accrual basis.
3. Check Signing: The Executive Director will have the primary responsibility for signing checks after approval by the Treasurer. Bills will be paid in the following manner:
  - i. Coding and Approval by the Executive Director.
  - ii. Send check register to the Treasurer for approval via e-mail, or by any other electronic means.
  - iii. Executive Director to sign checks after confirmation and approval from Treasurer.
  - iv. Non-budgeted items or items exceeding approved category/department budgets by more than 10% must be approved by the Board of Directors.
  - v. Accounts Receivable must be called on when 45 days past due.
  - vi. Reimbursements shall be invoiced in the same manner.



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- vii. Bank Statements: Copies of bank statements shall be made available to the Treasurer upon request.
  - viii. All financial reports must be approved by the full Board at least quarterly, with explanations for significant budget variances.
4. Financial Statements: Quarterly financial statements shall be prepared and circulated to the Board. These statements are available to any member upon request. The financial statements shall include profit and loss statements showing the latest quarter, year-to-date, and comparison to budget for each of these terms. In addition, a balance sheet and an accounts receivable aging summary shall be provided, along with other financial statements as requested by the Finance & Audit Committee.
  5. Audits: A CPA at the conclusion of each year shall audit MBI's records.
  6. Taxes: MBI shall file a 990 IRS tax return.
  7. Membership Dues: The MBI membership shall be billed for dues for the upcoming year.
  8. Revenues: Deposits of incoming revenues shall be made in a timely manner, not less than weekly. Invoices should be sent out within two (2) weeks after expenses incurred.
  9. Budget: A budget shall be prepared prior to the beginning of each year according to the following schedule: The Staff and Finance & Audit Committee shall prepare a draft budget between May 30th and October 31<sup>st</sup> of each year for approval by the Board prior to December 31<sup>st</sup> of each year.
  10. Reserves: MBI will target available liquid cash reserves equal to four (4) months of current year budgeted operating expenses (all non-event expenses). Any funds in excess of this amount may be invested for mid- and long-term planning needs.

### VI. INSURANCE

1. Directors and Officers Liability Insurance: Directors and Officers liability insurance in the minimum amount of \$1,000,000 shall be carried by MBI.
2. General liability Insurance: General liability insurance in the minimum amount of \$1,000,000 shall be carried at all times.
3. Fidelity Bond: A fidelity bond shall be in force covering the Secretary/Treasurer and staff members in the amount of \$50,000.

### IX. MBI SPOKESPERSON

The Executive Director is MBI's chief paid representative and serves as a non-voting officer of the Association. The Executive Director reports directly to the Executive Committee for matters of contract negotiations and emergency actions required. The

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Executive Director reports to any and all Board members for matters pertaining to the governance, strategic vision, financial performance, and attainment of stated goals for the Association. Unless otherwise voted upon and approved by the Board of Directors, the Executive Director is the spokesperson MBI.

## X. STAFFING

1. Contracts: Contract negotiations shall take place periodically with annual performance evaluations of the Association Management Company (AMC) by the Executive Committee occurring prior to the beginning of each calendar year.

The contract of the AMC shall be negotiated by the Executive Committee and included in total staffing expense for the Finance & Audit Committee and Board review and approval.

2. Employment Terms: The Executive Committee shall have full authority to negotiate contracts and/or employment terms with the AMC within approved budget limits. The Executive Committee shall also have the authority to enter contracts with independent contractors for necessary services within approved budget guidelines.

## XI. AWARDS

1. Awards of Distinction

MBI members receive an award for each qualified entry judged a winner and honorable mention at the annual convention. Only MBI member companies supporting the Seals program are eligible. Additional awards for multiple affiliates and/or the owner may be ordered from MBI after the annual convention.

2. Outstanding Achievement Award

A plaque presented to an individual for meritorious service. The General Membership presents nominees to the Outstanding Achievement Standing Committee for selection.

3. Past President and Outgoing Board Members

A plaque presented to members at the end of their service to the Board.

4. Hall of Fame

Any member in good standing may nominate a candidate for Hall of Fame consideration. The MBI board will review and vote upon any and all nominees. This award is in recognition of the contributions of an individual or individuals whose careers are dedicated to our industry, or whose acts have had a significant impact on the careers of others involved. Selection for the recipients shall be made with the following considerations:

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- Longevity: An individual demonstrating a lifetime of dedication in our industry may not qualify on longevity alone but will be considered and evaluated on additional criteria below.
  - Corporate Citizenship: Recognition shall be made for those consistently demonstrating service to others in the industry or making significant achievements in the areas of social concern, or outstanding and consistent product quality. Service on the MBI Board of Directors in an example.
  - Success: Business and/or financial success that has the respect of those involved in the nominating process and selection.
  - Pioneer-Innovator: The Hall of Fame shall recognize those showing clear and original ideas advancing the industry and demonstrated by the adoption of others.
5. Executive Director's Volunteer of the Year Award  
Recognizes a MBI member who has made significant contributions to MBI and have demonstrated outstanding volunteer service through participation in and leadership of the MBI programs and events and who have contributed countless unpaid hours. The recipient is selected by the MBI staff and is typically given to a non-Board member volunteer.
  6. Excellence in Innovation Award  
Recognizes a member or non-member company in the commercial modular construction industry that has made significant contributions towards innovation in the industry. The recipient is selected by the MBI staff and announced at the annual convention.