

BYLAWS OF ROC Association

- 1.1 The name of this Association shall be ROC Association, referred to as the “Association,” located in Concord, New Hampshire. The Association is an unincorporated organization pursuant to Delaware Statutes Section 1901-1916 consisting of 2 or more Members joined by mutual consent for a common, nonprofit purpose.

PURPOSE

- 2.1 The ROC Association is committed to the development of all community members. The ROC Association Board of Directors will support a strong peer network of co-op leaders among communities. Work includes advocating for communities within the ROC USA Board and representing the network of communities to external stakeholders. Ultimately, building cohesive relationships between ROC Association, ROC Network, and ROC USA.
- 2.2 The Association’s three duly elected Directors automatically serve as Directors on the Board of Directors of ROC USA, LLC, representing an expressed commitment on the part of ROC USA to engage and empower community leaders from the communities it serves with governance, strategy and fiduciary authority.
- 2.2 The Association will conduct its business on a nonprofit, cooperative basis in a manner designed to reflect the International Cooperative Principles attached hereto and incorporated herein by this reference to the extent permitted by law.

MEMBERSHIP

- 3.1 A “Member” means a Resident Owned Community (“ROC”) which, under the ByLaws of the Association, may participate in the selection of persons authorized to manage and direct the affairs of the Association and meets all of the following requirements:
- (1) The ROC is or once was under contract with a Certified Technical Assistance Provider trained and certified by ROC USA Network.
 - (2) The ROC is willing to accept membership responsibilities, including, but not limited to, voluntary participation in the election of Directors of the Association and participation in its activities, including serving on standing and ad hoc committees, Association meetings by phone or in person and advocacy.
 - (3) The ROC meets the following membership qualifications:
 - (a) commits to the purposes and policies of the Association including these Bylaws; and,
 - (b) any other criteria established by the Board of Directors.
- 3.2 Each Member shall have one vote. A ROC may not have more than one membership in the Association.
- 3.3 Those ROCs qualifying for membership shall: (1) automatically become Members of the Association upon the purchase of their community with its Membership Fee to be paid by

ROC USA Network from the fee collected at closing; and (2) commit to the purposes and policies of the Association, including these Bylaws.

- 3.4 The one-time Membership Fee shall be \$250, however co-ops otherwise eligible and in existence at the time of formation will be exempt from the fee. Membership Fees accumulate no interest for the Member, are used to pay annual expenses, including filing fees and insurance. Membership fees are non-refundable.
- 3.5 Under no circumstance will the Membership Fee be raised on new Members beyond \$250 unless matched 1:1 with the imposition and/or increase of mandatory fees on current Members. This is intended to avoid raising fees on future Members without an equal expense for the current Members.
- 3.6 Membership is automatically terminated in the following circumstances: the ROC loses possession (title) of its manufactured home community or requests termination of its Membership.

VOTING

- 4.1 Each Member's Board of Directors will receive a ballot from the Association's Board of Directors on three-year election cycles (or as needed for special elections) by U.S. Mail for the purpose of voting for one of the individuals who has been nominated to serve both as a Director to the Board of Directors of this Association. The ballot shall clearly state the slate of nominees and be identifiable by the nominee's name and home ROC or other means. Each Member will cast one vote for a nominee Director to serve the Member's respective region of the U.S with said regions reflected on the map attached hereto and incorporated herein to the extent permitted by law. The ballots shall be sealed and mailed and opened at the offices of ROC USA where a true and valid copy will be made available to all Members. A tally will be completed and verified by the Board of Directors.

Elections will be held by this method or special election to ensure that three individuals will serve on the boards of both ROC Association and ROC USA on an ongoing basis.

Candidates for Director must be nominated by the Board of Directors of the ROC of which they are a Member and resident homeowner. Paragraph 7.3 contains additional criteria for eligibility.

- 4.2 The Association's Board of Directors will also submit ballots to the Members for votes concerning By-law matters relating to the Association. Conference call and other forms of electronic communication may be used to facilitate Member discussions as a part of a formal ballot voting process. On any issue, a majority (51%) vote shall rule, whether that is for or against a motion, except as otherwise provided in these bylaws or the Delaware statutes.
- 4.3 The following matters shall also be submitted to a vote of the Members:
 - (1) Change in Member fees. Membership fees shall be established in an amount sufficient to allow the Association to meet its expenses and may be adjusted annually, including but not limited to: liability insurance for the Association.
 - (2) Amendments to the Bylaws. Notice of the meeting shall include the text of the proposed amendment.

- 4.3 Each Member shall have one vote.
- 4.4 Due to the distances of this national Association, the Board may cause to be submitted by mail ballot any and all questions to be voted on at any Member meeting, including the election of Directors. In such event, the Secretary shall direct ROC USA to mail to each Member's Board of Directors through its President the ballot on each such question and a voting envelope. The ballot must be signed by Directors of the Member and cast only in a sealed envelope. The Member's vote will be as decided by a majority of the Member's Board of Directors unless otherwise directed by the Members' Bylaws. A vote so cast shall be counted as if the Member were present and voting in person.
- 4.5 The quorum for valid ballot elections and/or any meeting of the Members shall be 25 percent of the Members.
- 4.6 In the event a quorum is not reached after proper mailing and notification, the Board of Directors of the Association may at its election appoint a Director to fill the seat for a full or partial term as the Directors so desire. A Director who is on the Board and on the ballot for re-election shall recuse themselves from the discussion and vote of the Board.

FISCAL YEAR

- 5.1 The fiscal year of the Association shall be the twelve (12) month period ending the last day of December of each year.

ANNUAL AND SPECIAL MEETINGS

- 6.1 The Annual Meeting of the Members shall be held in the month of June each year in a place designated by the Board of Directors. The Annual Meeting of Members shall be accessible via conference call or live simulcast for those not able to attend due to the distances involved in the Membership of the Association.
- 6.2 Notice of the date, time, call in number, link and place, all if applicable, of the Annual Meeting and of any Special Meeting and the agenda items or subject matter to come before it, shall be given in writing to each Member at its address not less than 14 days no more than 90 days prior to the date of the meeting. Notice shall be given to each Member either personally or by mail, as determined by the Board of Directors. If mailed, the notice shall be deemed to be given when deposited in the United States mail, addressed to the Member at the address of the Member as it appears on the records of the Association with first class postage prepaid.
- 6.3 Special meetings of the Members may be called by the President or the Board of Directors.
- 6.4 The Secretary shall call a special meeting upon receipt of a petition for a special meeting signed by at least (1/6) of the Members and stating the business to be brought before the meeting. The Secretary shall set the date, place and time of the Special Meeting which shall be held within 30 days after receipt of such petition.

- 6.5 Except as provided in Delaware Revised Statutes Chapter 19 and these Bylaws or adopted Board policies, the provisions in the most recent edition of *Robert's Rules of Order* shall prevail.

BOARD OF DIRECTORS

- 7.1 The Board of Directors shall manage and direct the affairs of the Association, develop the policies of the Association, and establish a website for the purposes of posting information for its Members.
- 7.2 The three (3) individuals elected under Paragraph 4.1 will serve on the Board of ROC USA, LLC as well as serve on the Association's Board of Directors.
- 7.3 A person eligible to serve as a "Director" shall be a person who: (a) owns and resides in a manufactured dwelling (herein after referred to as a "Home") in a ROC and who has signed a lease with the ROC, and has paid the membership fee; (b) is willing to accept Director responsibilities, including, but not limited to, voluntary participation in the governance of the Association and in the operation of the Association; (c) commits to the purposes and policies of the Association including these Bylaws; (d) is elected by the Members or appointed by the Board to serve as a Director; (e) is nominated to run for the Association Board by its ROC Board of Directors; (f) meets any other criteria established by the Board of Directors; and (g) commits to serving on the ROC USA, LLC Board of Directors as one of three Association Directors thereon.
- 7.4 The Board of Directors shall consist of three (3) Directors meaning and intending to be the same three Directors which serve conterminously on the ROC USA Board of Directors. The Board of Directors shall be elected by the Membership at an Annual or Special Meeting of the Association or by ballot. All newly elected Directors will take office at the next regularly-scheduled Board of Directors meeting.
- 7.5 At each election for Directors, each Member shall be entitled to one vote for a representative Director from its region.
- 7.6 All Directors shall serve for a term of three years and those terms shall be staggered. No Director may serve for more than two consecutive three-year terms. Directors shall serve until their successors are duly chosen.

Transition to 3-year terms table		
Director	Original term end	Term end at next election
New England	12/31/19	12/31/21
Midwest	12/31/19	12/31/22
West	12/31/20	12/31/23

- 7.7 Vacancies that result from resignation, removal or other means may be filled by a unanimous consent of the one or two remaining Directors. In the event of three vacancies for whatever reason, a Member election under the management of the president of ROC USA will be undertaken and completed within four months. A Director may give his or her resignation either orally or in writing. The Director so elected shall serve the remainder of

the unexpired term, which shall not be counted as a consecutive term for the purposes of Paragraph 7.6 of these Bylaws.

- 7.8 The Board of Directors may from time to time set up committees of Members and other volunteers to work on specific responsibilities, with the committee members serving at the pleasure of the Board of Directors. These committees will report to the Board of Directors and operate with only as much authority as granted by the Board. Further explanation of these committees may be found in the policies of the Board of Directors.
- 7.9 Regular meetings of the Directors shall be held no less than once in every four month period and may be conducted in person or by a telephone conference or equivalent means which allows discussion. Notice of the time and place together with the agenda of the Board of Directors' meeting shall be posted on myROCUSA.org. The Board shall have the sole discretion to establish the agenda for all regular meetings.
- 7.10 Special meetings of the Directors may be held at the call of the President or any two Directors and may be conducted in person or by a telephone conference or equivalent means which allows discussion. Written notice stating the place, day, and time of any special meeting shall be posted on the Association's website and communicated personally to each Director not less than three (3) days before the date of the meeting. In an emergency situation, a shorter notice may be given, provided that the agenda for that meeting is limited to dealing with the emergency at hand and that all actions taken are reported at a subsequent properly noticed meeting.
- 7.11 Regular and Special Meetings of the Board of Directors shall be open to the Membership except when the Board moves to an Executive Session. Executive Sessions are used only for purposes of protecting a person's reputation and confidentiality, or to receive or discuss advice from legal counsel. The minutes shall reflect the decision made but not the discussion.
- 7.12 At any meeting of the Board of Directors, the majority of Directors shall constitute a quorum for the transaction of business. A majority of those present must vote in the affirmative to pass a motion once a quorum has been established.
- 7.13 Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the written motion is approved and signed and dated by all Directors. Authority for such action commences when the last Director signs. A copy of the written motion with all signatures must be kept with the Board minutes.
- 7.14 Directors are entitled to reasonable reimbursement for expenses incurred and a daily stipend while conducting legitimate Association business as described in the ROC USA Travel Policy. Any expenses incurred must have prior approval by the Board of Directors. Receipts must accompany all requests for reimbursement.
- 7.15 Any Director may be removed as follows:
 - (1) A written request for removal approved by at least 20% of the Members;
 - (2) The Director whose removal is sought shall be given ten days notice of the date, time and place of the membership meeting at which removal will be considered and the notice

shall inform the Director that the Director shall be given an opportunity to answer the reasons for the removal at the meeting;

(3) The Members shall be given the notice of meeting required in Section 6 above and the notice shall include a statement that one of the purposes of the meeting is to consider removal of a Director;

(4) After the Director is heard, a majority of the Members present at the Membership meeting at which a quorum is present must vote in favor of removal. The written statement of reasons for removal shall be filed with the minutes of the meeting. This section does not restrict any Directors' voluntary resignation from the Board of Directors or from office.

7.16 The Board of Directors of the Association shall adopt a Conflict of Interest policy and procedure.

OFFICERS

8.1 The Officers of the Association shall consist of a President, Secretary and Treasurer. All Officers must be Directors of the Association and must meet the requirements for being a Director set forth in paragraph 4.1 and 7.3.

8.2 Officers shall be elected annually for one (1) year terms. (This is independent of Board terms).

8.3 The President shall serve as chair and preside at all meetings of the Directors and Membership. He or she shall be responsible for general administration according to the guidelines established by the Board and the Membership. The President shall perform such duties prescribed by the Board or as necessary to accomplish the objectives of the Association.

8.4 The Secretary shall keep the records of the Association and these Bylaws. Amendments to these Bylaws shall be typed, noted, dated and maintained with these Bylaws, and available to Members on the Association's group pages on myROCUSA.org. He or she shall keep a true record of the proceedings of all meetings of the Directors and Members and post minutes the website. If the Secretary is absent from any such meetings, the chair may request that some person act as a recording secretary to take the minutes. Additionally, a recording device can be used to assist in the note taking process. The Secretary shall also be responsible for directing ROC USA staff to post meeting notices and maintain Membership lists. The signature of the Secretary, or acting secretary, on minutes and actions of the Board shall serve as evidence of their authenticity.

8.5 The Treasurer shall direct ROC USA staff who are hereby delegated responsibility for managing all the funds of the Association, including all disbursements and collections. ROC USA staff shall be responsible for storing and making available to the Treasurer all financial records of the Association, including previous fiscal years; financial reports, bank statements and returned checks, invoices, records and any and all other financial records.

8.6 All Officers of the Association shall, 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. Any officer may be removed by the Board whenever in its judgment the best interests of the Association will be served by removal.

- 8.7 Each Officer, Director, employee, and agent handling funds or securities amounting to \$5,000 or more in any one year shall be covered by adequate bond. The Association shall bear the cost of the bond.

INDEMNITY

- 9.1 The Directors shall be entitled to the maximum indemnity allowed under Delaware Statutes Section 1901-1916, et seq., or as this statute may be amended in the future. Any indemnity or advance of expenses shall be reported to the Members with the notice of the next membership meeting.

RECORDS

- 10.1 The individual member records and of the Association shall be kept by the Secretary.
- 10.2 General records of the Association shall be open to the inspection by any Member for a proper purpose, except that Members may inspect only their own records at a reasonable time upon written notice stating the purposes for the inspection. The Board may state reasonable conditions restricting the disclosure of information, including but not limited to information protected for reasonable privacy concerns of Members or governmental requirements of confidentiality, matters protected by the attorney-client relationship, financial applications, credit reports, hardship applications, materials discussed in executive session and individual collection matters.

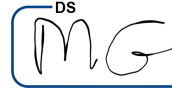
DISSOLUTION

- 11.1 In the event of dissolution of the Association, the Board, after payment of the Association's debts and expenses, shall distribute the assets in the following manner:
- (1) The Association shall redeem each membership for the amount paid for the membership, less amounts owed to the Association by the Member on a pro-rata basis, to the extent possible.
 - (2) Any surplus remaining shall be distributed to:
 - (a) ROC USA, LLC;
 - (b) An organization organized for a public or charitable purpose;
 - (c) A religious corporation;
 - (d) The United States;
 - (e) This state;
 - (f) A local government in this state; or
 - (h) A corporation that is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code.

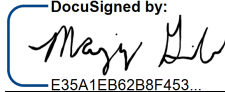
CERTIFICATION

These Bylaws, dated January 16, 2013, were revised and approved by the membership with a ballot vote of 60 votes in favor: 2 votes not in favor with the required quorum of 62 (25% of 248 Members) on January 6, 2020.

Signed: 01/20/2022



DocuSigned by:



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Marjory Gilsrud, ROC Association Secretary

International Cooperative Principles

1st Principle: Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2nd Principle: Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership and are organized in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5th Principle: Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

6th Principle: Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

These principles can be found on the International Cooperative Alliance website at <http://www.ica.coop/al-ica/>.

Disclaimer: For information purposes, and to foster better understanding and communication, every effort has been made to create a clear and concise Spanish translation of the contents of this document. However, should a dispute or

disagreement arise, the English language version of this document will be used to determined legal findings and outcomes.