



Building Owners and Managers of Metropolitan Detroit

Bylaws

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(as amended November 1998, December 2000, March 2006)

Article I. NAME

Section 1.01 The name of this organization shall be the “Building Owners and Managers Association of Metropolitan Detroit, Incorporated”, hereinafter known as the “Association”.

Article II. PURPOSES

Section 2.01 The purpose of this organization is to actively and responsibly represent and promote the interests of the commercial real estate industry through effective leadership and advocacy, through the collection, analysis and dissemination of information, and through professional development.

Section 2.02 The Association shall foster cooperation among all who are interested in the Industry embracing the ownership, management, development and leasing of commercial real estate, particularly owners and managers of commercial office, corporate, government, institutional, industrial, medical and retail buildings (the “Industry”).

Section 2.03 The Association shall promote the professional and educational growth of the Industry through the Building Owners and Managers Institute (“BOMI”) and other programs and shall facilitate the exchange of ideas and information on the ownership, management, development, construction, leasing and maintenance, of commercial real estate.

Section 2.04 The Association shall produce and maintain appropriate research, briefs, reports and studies relating to the interests of the Industry.

Section 2.05 The Association shall speak for the Industry as a class affecting ownership, management, development, leasing and operation of commercial real estate and shall make representations as permitted by law and regulation to the various offices of government and policy makers on matters such as legislation, taxation, code development, insurance and other matters of public interest.

Section 2.06 The Association shall work to improve the conditions pertaining to the ownership, management, development and operation of commercial real estate in every proper way and in accordance with the foregoing purposes and under the powers governing nonprofit corporations in the State of Michigan.

Article III. BASIC POLICIES

Section 3.01 The following are basic policies of the Association:

- a) The Association shall be non-commercial, non-sectarian and non-partisan.

- b) The Association may cooperate with other organizations and agencies concerned with the same purposes, but persons representing the Association in such matters shall make no commitments that bind the Association.

Article IV. SERVICE AREA

Section 4.01 The principal place of business of this Association shall be within the Metropolitan Detroit area. This Association shall be registered and incorporated under the laws of the State of Michigan and recognized as a not for profit under the section 501 (c) (6) of the Internal Revenue Code.

Section 4.02 This Association shall respect the mutual rights and responsibilities and shall not conflict with the geographic territory of any other BOMA Association previously admitted to membership, nor with any unrelated members-at-large in outlying territory. The exclusive geographical territory of this Association as designated by BOMA International as embracing the membership of the Association is expressly defined as follows: The political divisions of: Counties of Wayne, Oakland, Macomb, Livingston, Washtenaw, Monroe, Genesee, Lapeer and St. Clair encompassing the following postal/zip codes: 48000 - 48599.

Section 4.03 The geographic territory of this Association may be changed on request to the BOMA International Board of Governors, and notification must be made to BOMA International and to this Association at least ninety (90) days in advance of an official meeting of the BOMA International Board of Governors at which such request may be considered.

Article V. MEMBERSHIP

Section 5.01 There shall be the following categories of members: (1) Principal Members (Voting Members), (2) Additional Members (defined as another person

from the Principal Member's firm) (3) Life Members, (4) Associate Members and (5) Members-in-Transition, (6) NonProfit Members, (7) Administrative Personnel Members, (8) Student Members and such other categories as the Board of Directors may authorize.

Section 5.02 QUALIFICATIONS, APPLICATION & RESIGNATION

- a) No applicant on the grounds of race, color, religion, age, gender, handicap, disability, sexual orientation or national origin shall be excluded from participating in, or denied the benefits of membership.
- b) Applicants qualify for membership upon payment of total annual dues and the recommendation of (1) a majority of the Board of Directors or (2) two thirds of all Principal Members present and voting at a regularly scheduled Association meeting. Application for membership shall be made on a form prescribed by the Board of Directors and signed by the applicant. A current member can sponsor a prospective member. Membership is not transferable or assignable. A member shall cease to be a member upon delivery of a written resignation to the Board of Directors or refusal to pay membership dues. Under no circumstances shall there be a refund of dues. BOMA members are representatives of their company; when a person leaves the employment of a member company, the "membership" remains with the company.

Section 5.03 PRINCIPAL MEMBERSHIP

- a) A Principal Member shall be a commercial, corporate or government real estate owner, investor, developer, manager, leasing/marketing representative and those who earn their primary livelihood from associated disciplines, located within the boundaries of the Association.
- b) The Board of Directors may, by a majority vote, recognize the loss of a Principal Member as temporary and continue to consider the former Principal Member's firm as a member until such time as a new Principal Member is designated, or until such time as appropriate dues are no longer received from the Principal Member's firm.
- c) The Principal Member shall be required to participate, through payment of appropriate dues and submission of pertinent information, with the Association as well as with BOMA International.

Section 5.04**ADDITIONAL MEMBERSHIP**

- a) An Additional Member is an additional individual from the Principal Member's firm. An additional membership cannot exist until a principal membership is accepted.
- b) The Additional Member shall be required to participate, through payment of appropriate dues and submission of pertinent information, with the Association as well as with BOMA International.
- c) Additional Members shall have all the privileges and duties of Principal Members except that they may vote only in the absence of the Principal Member who represents the same property(s) and that only one such vote (by an Additional Member) shall be permitted for each absent Principal Member. Further provided, that any Additional Member shall be eligible to hold any office, including that of a director, when they have the consent of the Principal Member for whom they are an alternate.

Section 5.05**LIFE MEMBERSHIP**

- a) Any person who has been a continuous member for one or more Federated Associations (i.e. U.S., Canadian, Member-At-Large or International) for a minimum of twenty (20) years and who, by reason of retirement from business or otherwise is no longer eligible, may receive special privilege as determined by the Board of Directors to be designated a "Life Member".
- b) Candidates for Life membership are nominated by a majority vote of Principal Members present at a regularly scheduled Association meeting.
- c) Only Life Members of this Association may be proposed by this Association for life membership in BOMA International.

Section 5.06**ASSOCIATE MEMBERSHIP**

- a) Associate Members shall be companies or individuals whose primary business is in providing products or services which have a direct interest in real estate in which Principal Members are involved. Associate Members have no voting rights or responsibilities. Therefore, no distinction will be made between primary and secondary members from the same firm.
- b) Associate Members shall be served and charged separate dues without regard to corporate affiliation to any other members. Associate Members are required to apply on an entity basis with the option to include secondary Associate Members. Associate Members are limited to a 1:1 ratio to Principal Members and Additional Members combined subject to Section 5 of this item.

- c) The Associate Member shall be required to participate, through payment of appropriate dues and submission of pertinent information, with the Association as well as with BOMA International.
- d) Associate Members can participate in Association activities and projects and serve on committees, but cannot hold elective office within the Association except the Board of Directors can, by a majority vote, nominate up to two (2) Associate Members to serve as directors on the Board of Directors with voting privileges on the Board of Directors.
- e) The Board of Directors reserves the right to limit, restrict and/or reduce the number of Associate Members at its discretion in order to further the goals of the Association.

Section 5.07 MEMBERS IN TRANSITION

- a) A Member in Transition is available to a person that leaves the employment of a company and continues to need the resources the Association has available
- b) A Member in Transition may receive all mailings of the Association; may attend all member functions and events at the member price; and may continue to hold any member position in the Association for six months unless they become employed during that time. If the person gains employment they remain a Member in Transition for up to three months to allow the company to join the Association. There will be no membership or mailing fees to Members in Transition.

Section 5.08 NON PROFIT MEMBERSHIP

- a) A Non Profit Member shall be a non profit entity recognized under sections 501 (c) (3) or 501(c) (6) of the Internal Revenue Code and duly registered in the State of Michigan to include units of government and their agencies, chamber of commerce, trade association and other non profit business oriented associations not involved in the direct management of real property.
- b) A Non Profit Member may not vote or hold elective office within the Association but can participate in Association activities and projects and serve on committees.

Section 5.09 ADMINISTRATIVE PERSONNEL MEMBERSHIP

- a) An Administrative Personnel Membership shall be a person employed by a Principal Member in good standing; be in an administrative role with no staff or management responsibilities and have the endorsement of the member company's Principal Member.

- b) An Administrative Personnel Member may not vote or hold elective office within the Association but can participate in Association activities and projects and serve on committees.
- c) An Administrative Personnel Member is a local membership in the Association and shall not receive benefit in BOMA International membership.

Section 5.10 STUDENT MEMBERSHIP

- a) A Student Member shall be a person engaged in full-time study at an accredited college or university.
- b) A Student Member may not vote or hold elective office within the Association but can participate in Association activities and projects and serve on committees.
- c) A Student Member is a local membership in the Association and shall not receive benefit in BOMA International membership.

Section 5.11 HONORARY MEMBERSHIP

Honorary membership can be granted to professional associations for exchange membership privileges or to individuals or legal entities who render distinguished service to the Association and the purposes it supports, provided such individual or entity has been nominated by a majority of the Board of Directors or approved by a majority of the Principal Members voting at a regularly scheduled Association meeting.

Section 5.12 PRESIDENTS COUNCIL & ADVISORY BOARD

- a) Former Presidents, Principal, Additional or Associate Members of the Association can belong to the Presidents Council if they are still members in good standing of BOMA or are Life Members. The current BOMA President can ask former Presidents for counsel and advice on BOMA matters. The President, upon approval by the Board of Directors, can request a former President to chair or co-chair a standing or ad hoc committee for a determined or indeterminate period of time up to a maximum of two (2) years. The Association can elect a former President to the Governor position (as hereinafter defined) if nominated by the current President or Board of Directors.
- b) Former Presidents will be identified at each regular or special meeting they attend with the same protocols accorded the standing Board of Directors. All living past presidents who are active members of the Association will be named in the Association directory with their dates of service.

- c) A “BOMA Historian” title will be accorded to any volunteer, approved by the Board of Directors, to help keep the necessary BOMA archives for the ages and provide articles or inputs into the periodic newsletter for the BOMA History column.

Article VI. DUES & FEES

Section 6.01 MEMBERSHIP DUES AND SERVICE FEES

- a) Membership dues and fees shall be set by the Board of Directors.
- b) Life Members and other Honorary Members shall be charged no membership dues, but shall pay any appropriate fees as determined by the Board of Directors.

Section 6.02 PAYMENT OF DUES FOR EXISTING MEMBERS

Dues shall be assessed on an annual basis for the calendar year beginning January 1 and concluding December 31. Invoices for the following year will be mailed out on or about December 15 of each year and shall be payable immediately upon receipt. There shall be no refunds of annual paid dues. There also shall be no pro-ration of dues for existing members.

Section 6.03 PAYMENT OF DUES FOR NEW MEMBERS

Dues shall be assessed on an annual basis payable with application for membership. There will be a pro-ration of the initial annual dues for new membership. The pro-ration will be the same as BOMA International’s fees to its Locals, which is 60% of dues due after June 30th.

Section 6.04 OTHER FEES AND CHARGES

Members shall be assessed other membership service charges, fees or assessments as may be recommended by the Board of Directors and approved by a majority of Principal Members voting at a regularly scheduled Association meeting. New Associate members can be charged for initiation fees to cover administrative costs of enrollment.

Article VII. DISCIPLINE

Section 7.01 Upon receipt of a written complaint, the Board of Directors, by a two-thirds vote, may censure, suspend, or expel any member for conduct harmful to the Association. Before any such action shall be taken, the member involved shall be entitled to appear before the Board of Directors at a regularly scheduled meeting to answer the complaint. The member against whom the complaint was filed shall be notified in writing, at least thirty (30) days prior to any meeting at which the Board of Directors will consider the complaint. The written notice must include the nature and substance of the matter upon which the complaint is based.

Section 7.02 Censured, suspended, or expelled members may appeal the decision of the Board of Directors to the Association membership at a regular Association meeting. Consent by two-thirds of the Principal Members present and voting shall be required to reverse the action of the Board of Directors. This meeting must be held at least thirty (30) days after the date on which the Board of Directors renders its decision, and written notice of the appeal must be provided to all members prior to such meeting.

Section 7.03 Phone calls, faxes, emails or personal visitation will be used to collect unpaid dues 90 days after the date it is due. A written notice of suspension shall be delivered to members with unpaid dues over ninety (90) days past due. Expulsion shall be deemed complete upon notice to the Board of Directors that such written notice of expulsion has been delivered. If any dues remain unpaid, notwithstanding the requirement of this section, the directors shall have the power, by majority vote of all directors, to extend the time required for payment, and to suspend the procedures for suspension and expulsion.

Section 7.04 Members suspended solely on grounds of failure to pay dues may be reinstated, at any time, upon payment of all such outstanding dues. The directors, however, shall have the power to assess a penalty not greater than the outstanding dues amount when dues are more than one hundred eighty (180) days in arrears.

Section 7.05 At such point as a suspension or expulsion is reversed by the membership, the member shall bring their Association account into good standing within thirty (30) days. If the account is not brought current within that time, the suspension or expulsion shall be reinstated until the annual dues are paid in full.

Article VIII. MEETINGS OF THE ASSOCIATION

Section 8.01 MEETINGS, NOTICES, QUORUMS

- a) Annual, monthly and special meetings of the Association shall be held at a time and place determined by the Board of Directors. The regular meetings

will occur on a designated day of each month. Normally, no regular meetings will be scheduled for June, July and August. Regular meeting expenses will be waived for directors and officers or paid by the Association.

- b) All members shall be notified at least ten (10) days in advance of all scheduled meetings as to their date, time and location. A written notice shall include a list of extraordinary business expected to come before the meetings.
- c) No Association business requiring membership voting shall be considered as officially conducted without such notice.
- d) A quorum for all Association meetings shall consist of a no less than twenty-five percent (25%) of total voting membership.
- e) Associate Members will refrain from aggressively soliciting business in any BOMA meetings. Business cards should only be given out if asked by a Principal or Additional Member. This rule is subject to disciplinary action in case of a complaint. Censure, suspension or expulsion will be at the discretion of the Board of Directors.
- f) Every written notice shall be deemed duly served and mailed when the same has been faxed, emailed or deposited in the United States mail or overnight delivery service, with postage fully prepaid, plainly addressed to the member at their last address, fax number or email address appearing upon the books of the Association.
- g) Attendance at the meeting in person shall also constitute waiver of notice unless the person attending expressly objects to the meeting at the commencement of the meeting as not being lawfully called or convened.

Section 8.02 AGENDA OF ANNUAL MEETINGS

The agenda of the Association's Annual Meeting shall be set by the Board of Directors and include a call to order, President's report, Secretary meeting minutes and special meeting schedules, Treasurer's financial report, special reports, unfinished business from previous meetings, new business and selection of Life Members. After the call to order the President or designated speaker will introduce or identify individually the existing directors and all past Presidents present.

Section 8.03 SPECIAL MEETINGS

Special meetings may be called at any time by the President or at the written request of two (2) members of the Board of Directors or ten (10) voting members of the Association. Such meetings may act on any question that shall properly come before them subject to the quorum rules.

Section 8.04 VOTING PRIVILEGES, PROXIES

Voting shall be on the basis of one vote per Principal Member. Proxies are not allowed at any meeting of the Association, its committees, or Board of Directors. A Principal Member in good standing with BOMA can authorize or designate in writing an Additional Member of their firm in good standing with BOMA to vote in place of the Principal Member prior to any Association meeting.

Article IX. GOVERNANCE

Section 9.01 OFFICERS AND BOARD OF DIRECTORS

- a) Prior to nomination by the Board of Directors or the Nominations Committee and election, all officer and director candidates or nominees must be fully informed of the specific responsibilities and time commitments by the President and BOMA Association Management Contractor (“BAMC”) and must have volunteered to fill the position if elected by vote of the Association. Each elected officer or director shall hold their office for two (2) calendar years or until a successor is nominated and elected. Officers will be limited to two (2) consecutive terms in one position or ten (10) years of total service. In case of vacancy the Board of Directors may appoint a qualified member to fill the vacancy until the next scheduled election or special meeting called for purposes of an election without regard to consecutive terms or length of service. No member shall hold more than one office at a time except that the governorship can be awarded to an officer or director. Principal Members’ firms can provide only one (1) director at a time.
- b) All directors must be actively employed in their profession currently and must be a member of the Association in good standing. Further, all directors should have fulfilled a committee chair or co-chair position for at least one (1) year. In carrying out their duties, all directors must comply with Michigan law, including but not limited to a directors duty to act in good faith, in the best interests of the Association and exercise the degree of diligence, skill and care of an ordinary person in a similar situation.
- c) At all meetings of the Board of Directors, five (5) Directors present and voting of the nine (9) Directors of the Association shall constitute a quorum.
- d) Scheduled meetings of the Directors shall be held at least six (6) times per year to consider old and new business matters of the Association. The President shall determine such times, place and agenda for each scheduled meeting. The BAMC shall assist the President with respect to the Board of

Director meetings. The President or any two (2) directors can call for a special meeting at any time to address urgent matters.

- e) Every written notice shall be deemed duly served when the same has been faxed, emailed or deposited in the United States mail or overnight delivery service, with postage fully prepaid, plainly addressed to the director at his or her last address, fax number or email address appearing upon the books of the Association.
- f) Attendance at the meeting in person shall also constitute waiver of notice unless the person attending expressly objects to the meeting at the commencement of the meeting as not being lawfully called or convened.
- g) Participation in a Board of Directors' meeting may be by conference telephone or similar communications equipment; provided, however, that all directors participating in the meeting shall be able to hear each other. All participants in the meeting shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participants in a meeting pursuant to this procedure shall constitute presence in person at the meeting.
- h) Any action required or permitted by Michigan law or these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if consent in writing is obtained from all members of the Board of Directors. Such consent has the same effect as the vote of the Board of Directors for all purposes.
- i) Agendas and minutes of all Board of Director meetings will be available in the BOMA Office for inspection by any Association member. Board of Director minutes will list subjects discussed and actions taken in a general manner.
- j) Officers and directors are allowed three (3) unexcused absences during their two (2) year term. Excused absences will be at the discretion of the Board of Directors. After three (3) unexcused absences during any two (2) year term the director will be excused from their Board of Director duties at the next scheduled Board of Director meeting or at a special meeting called for that purpose.
- k) If an officer or director acts improperly by being rude, overly aggressive, or obstructionist during Board of Director meetings as determined by a majority of the directors (excluding the offending party), the Board of Directors can censure or suspend the offending director or remove the director at a special Board of Director meeting called for that purpose.
- l) The directors shall have all the powers usually vested in the Board of Directors of a business corporation. They shall have the general direction, control, and management of the business of the Association. They shall have the power to purchase, sell, lease, or pledge any property of the

Association, and to make all contracts and agreements in behalf of the Association which they may deem appropriate for the successful governance of the Association. They shall employ and, at their pleasure, remove any such persons or agents as they may deem necessary or proper for conducting the affairs of the Association, and shall determine the compensation and duties (in addition to those fixed by the Articles of Incorporation and by-laws) of all the officers, agents, clerks, and servants of the Association, and in general do all such lawful acts and adopt all such lawful measures and establish rules and regulations consistent with the Articles of Incorporation and by-laws of the Association as they shall deem best calculated to promote to the fullest extent the interest of the members.

- m) The directors at their first regularly scheduled meeting after election shall reaffirm or appoint an auditor/accountant who shall audit or review the books and accounts of the Association and shall certify or report their findings to the Treasurer for the next annual meeting.

- n) The management of the Association shall be vested in a Board of Directors consisting of a President, a Vice President, Immediate Past President, Secretary, Treasurer and a sufficient number of additional directors so as to compose a Board of Directors of nine (9) directors. Directors shall be Principal or Additional Members, except that (2) Associate Members, duly nominated by the Board of Directors and elected at the Annual Meeting can serve on the Board of Directors, with voting privileges. If a Principal or Associate Member is nominated by the Board of Directors but not duly elected by the membership of the Association the Board of Directors will have to nominate a different Principal or Associate Member or fill the vacancy with a Principal or Additional Member.

- o) The Board of Directors is the governing body of the Association, responsible for the successful conduct of the Association's affairs. While it may delegate powers and responsibilities, authority for all official actions not specifically excluded or directed by these by-laws shall reside with the Board of Directors.

- p) The Board of Directors shall establish policies, initiate activities, enter into contracts and make recommendations to the membership as it may deem proper to advance the interests and the objects of this Association.

- q) The Board of Directors shall consider and take action upon all matters referred to it.

- r) The Board of Directors shall have authority to contract management of this Association. This Association will direct a contractor to maintain an office, adequately staffed to conduct established activities, support the officers and committees in their current undertaking, and meet the service demands of the membership. The office and the scope of its functions and personnel are

matters within the jurisdiction and budgeting responsibilities of the Board of Directors.

- s) The Board of Directors shall obtain and promptly purchase a sufficient amount of indemnity bonds for the officers or employees of the Association who shall be deemed to have financial authority within the Association. All costs shall be paid by the Association.

Section 9.02 ELECTION OF OFFICERS, GOVERNOR,

- a) Directors shall be nominated by the Board of Directors, the Nominating Committee or in a letter signed by at least (2) Principal Members. Principal Members may also write in a candidate on their ballot if they wish. Directors shall be elected by ballot by a majority of current principal members returning ballots, which shall be emailed or mailed to the members at least 30 days prior to the Annual Meeting. All Directors nominated must be informed of the voluntary job requirements and meet all selection criteria described elsewhere in this document.
- b) The officers of the Association shall be elected from and by the Board of Directors. In order to hold the office of President, Vice President, Treasurer or Governor, the individual shall be a Principal or Additional Member in good standing of the Association and meet the other criteria contained herein. Directors voting for officers are encouraged to consider length of service on the Board of Directors; ability of the candidate and/or their employer to provide the necessary time commitment; ability to represent the membership and industry; and the past performance of the individual.
- c) Effective January 1, 1997 the elected officers of President, Vice President and Treasurer shall each serve a two (2) year term as both an officer and director. Such term shall start January 1 of odd numbered years, and may be reelected to the same position for one (1) additional two (2) year term consecutively. However, in no event may any individual serve as an officer for more than ten (10) years total. All officers shall serve until a duly elected successor has been installed. Of the remaining Board of Director members, at least two (2) directors will stand for election annually on odd-numbered years and at least two (2) directors on even-numbered years and all shall serve a two (2) year term. The Secretary will be chosen from those directors who are not officers. There is no term or time limit on elected directors. Newly elected directors and officers may attend any meeting of the Board of Directors, without vote, until they take office.
- d) Each Federated Association must elect one (1) Governor to represent the Association on the BOMA International Board of Governors. The Governor shall serve a two (2) year term and there shall be no limit on the number of terms of office which can be served by a member. The Governor must be a former officer and a Principal or Additional Member of the Association. In

emergency situations, the President or Board of Directors can designate a director or other member as Governor for a specific meeting.

- e) Vacancies in any office may be filled for the balance of the term by an appointment by a majority vote of the Board of Directors at any regularly scheduled Board of Director meeting, and such appointment shall be ratified by a majority vote of all members present and voting at the next regular Association meeting held subject to meeting and quorum rules of the Association.
- f) The immediate Past President shall automatically assume a one (1) two-year term as Director of the Association.

Section 9.03 DUTIES OF PRESIDENT

- a) The President shall be the Association's Chief Executive Officer and, subject to any specific direction of the Board of Directors, shall, in consultation with the Vice President, Treasurer and Secretary, exercise general control and management of the Association.
- b) The President shall also; a) exercise personal leadership in the motivation of other officers, directors, committee members and membership; b) influence the establishment of goals and objectives of the organization during their term of office; c) acts as spokesman and inspirational leader and take an important part in monitoring and evaluating organizational performance and effectiveness; d) work in partnership with the BOMA Association Management Contractor (BAMC) as necessary; and e) attend the BOMA International Annual Convention and Annual Winter Business meeting, and possibly serve as Governor for this Association, at Association expense, if necessary. Any traveling companion expenses will be considered personal.
- c) The President shall preside at all meetings of the Association, serve as Chairman of the Board of Directors, and serve as an ex-officio member of all committees.
- d) The President shall appoint all committee chairs and Co-Chairs and the Committee Chairs shall appoint Committee Members, subject to the approval of the Board of Directors. Volunteers from the Association membership will be given special recognition for their efforts in the committees.
- e) Subject to the approval of the Board of Directors, the President shall approve all orders on the treasury for accounts, obligations and debts against the Association, shall approve the adoption of an Annual Budget; and shall countersign all checks \$ 1,000.00 or larger drawn on any Association account. For contingency or emergency purposes the President can authorize any Director to countersign all checks larger than \$ 1,000.00

provided proper signatory cards have been previously executed. All such expenditures must be allowed by the existing Annual Budget. All other expenditures must be approved by the Board of Directors.

- f) The President shall submit to the members a true, full, and detailed written report of work accomplished and results achieved during the preceding twelve (12) months, and reporting on all matters of interest to the Association. Such report shall be published on the association website and forwarded to the President of BOMA International.
- g) Within the limits of the Articles of Incorporation, by-laws and policies of the Association, the President is responsible and has commensurate authority to accomplish the duties set forth below:
 - i. Preside at and attend all meetings of the Board of Directors. Coordinate agenda material with the BAMC.
 - ii. Keep the Board of Directors and officers informed on the conditions and operations of the Association.
 - iii. Works with the BOMA Associate Executive (BAE) in seeing that basic policies and programs that will further the goals and objectives of the Association are planned, formulated, and presented to the Board of Directors.
 - iv. Appoint chairs of Association committees and task forces (often with approval of the Board of Directors), outline the purpose and duties of committees, and monitor each committee's progress.
 - v. See that the organizational structure and policies of the Association are reviewed annually with the BAE.
 - vi. Support and defend policies and programs adopted by the Board of Directors.
 - vii. Promote interest and active participation in the Association on the part of the membership and report activities of the Board of Directors and the Association to members through letters, publications and/or speeches.
 - viii. Present an annual report at the annual meeting, at the end of the term, or at other appropriate meetings.
 - ix. With the BAMC, act as spokesman for the Association to the press, the public, legislative bodies, and related organizations.
 - x. In cooperation with those with financial responsibilities, help develop, recommend, and upon approval, operate within an annual budget. See that the finances of the Association are audited or reviewed annually.
 - xi. Be responsible to the Board of Directors and to the membership for seeing that the programs and policies of the Association reflect the needs and aspirations of the membership.

- xii. Consult and advise with the BAMC on all matters pertaining to Association policies, programs and finances.
- xiii. The President is also responsible for such other duties applicable to the office as prescribed by the Board of Directors as may be changed from time to time without prior notice.

Section 9.04 DUTIES OF THE VICE PRESIDENT

- a) The Vice President shall perform such duties as the President of the Board of Directors may designate, and in the absence or inability of the President to serve, shall perform the duties of the President. The Vice President can attend either the BOMA Annual Convention or Winter Business Meeting at the Association's expense, if pre-approved by the President. Any traveling companion expenses will be considered personal.
- b) The Vice President or designated director will review the Newsletter prior to publication and distribution.
- c) The Vice President shall automatically succeed to the position of President upon the expiration of the President's first or second term, whichever applies. The Vice President must have served as a director for at least one (1) term, or one (1) year if appointed to a vacancy, prior to being nominated and elected to the Vice Presidency.
- d) The Vice President is also responsible for such other duties applicable to the office as prescribed by the Board of Directors.

Section 9.05 DUTIES OF THE TREASURER

- a) The Treasurer shall keep a full, accurate, and current accounting of all funds belonging to the Association utilizing the BAE and auditor reports.
- b) The Treasurer shall countersign only such disbursements for which funds have been appropriated by the Board of Directors, or by order of the President. Vouchers will be reviewed for all disbursements. Treasurer is limited to \$ 999.99 check signing authority, checks in excess of \$999.99 shall require a dual signature.
- c) All disbursements, official instruments, and contracts shall be made and co-signed by the President and Treasurer or the BAE as their agent. The Board of Directors may authorize alternative signatures for use in the absence of either or both.
- d) The Treasurer and appointed auditor shall, upon the election of a successor, review all books, ledgers, and property of the Association with that successor and shall certify and warrant in writing that such material is accurate and

reflective of all Association finances and delivered in a condition suitable to the proper fulfillment of the Association's purposes. In the absence of a duly qualified and elected successor, the President shall receive such material until a successors is chosen.

- e) The Treasurer is also responsible for such other duties applicable to the office as prescribed by the Board of Directors.

Section 9.06 DUTIES OF THE SECRETARY

- a) The Secretary shall issue meeting notices in accordance with the by-laws of the Association, attending and keeping precise records of all such meetings.
- b) The Secretary or designate shall have custody of the corporate seal and current approved by-laws of the Association, attending and keeping precise records of all such meetings. The custody items will be stored in the BOMA office under lock and key.
- c) The Secretary is also responsible for such other duties applicable to the office as prescribed by the Board of Directors.

Section 9.07 QUALIFICATIONS & DUTIES OF THE GOVERNOR

- a) The Governor is defined as a commercial real estate owner, developer, manager, or other who earns his/her livelihood from the disciplines associated with commercial real estate and is an active Principal or Additional Member, in good standing, of the Association.
- b) No member of the BOMA International Board of Governors may be a paid employee of the Association. The BAMC or any paid staff member of BOMA or the Association or the BAMC are specifically excluded from this position.
- c) The Governor shall represent the interests of the Association before the BOMA International Board of Governors.
- d) The Governor is also responsible for such other duties applicable to the office as prescribed by the Board of Directors.

Article X. COMMITTEES

Section 10.01 STANDING & SPECIAL COMMITTEES

- a) The President shall, within sixty (60) days following the Annual Meeting, recommend all Standing and any Special Committees for the ensuing year or term. The President shall in all cases appoint the chair or co-chair of such committees except the nominating committee. Each committee, so selected, shall submit progress reports at the request of the President. In the selection of such committees, consideration shall be given to expertise and other relevant factors. (Possible Committees could include: Nominating, Membership, Finance, Communications and Newsletter Committee, Government Affairs, Education, Speakers Program, TOBY , Awards, Golf and Supplier).
- b) The Nominating Committee shall select candidates for officers and directors and report their names to all members in writing at least thirty (30) days prior to the Annual Meeting or the meeting at which elections are to be held. Nothing herein contained shall prevent any member from nominating or voting for any eligible member for any office in the Association, through means specified within these by-laws. The Nominating Committee must include a current director and/or a past President of the Association. The Board of Directors can appoint or affirm the current President as chair or co-chair.

Section 10.02 OTHER COMMITTEES AND COUNCILS

The President shall appoint such other councils, committees, and task forces with such duties and serving for such period as he/she may see fit.

Article XI. INDEMNIFICATION, LIABILITIES & BONDING

Section 11.01 Person Defined.

As used in this Article XI, a person means an individual, a partnership, a domestic or foreign corporation, or any other association, corporation, trust or legal entity ("Person").

Section 11.02 Indemnification - In an Action by a Third Party.

The Association shall indemnify any Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Association) by

reason of the fact that the Person is or was a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses, including the attorneys' fees, judgments, penalties, fines or amounts paid in settlement actually and reasonably incurred by the Person in connection with the action, suit or proceeding if the Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, if the Person had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Person did not act in good faith and in a manner which the Person reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 11.03 Indemnification - In an Action by the Association.

The Association shall indemnify any Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the Person is or was a director, officer, employee, or agent of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise whether for profit or not against expenses, including actual or reasonable attorneys' fees and amounts paid in settlement incurred by the Person in connection with the action or suit, if the Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association or its members. However, indemnification shall not be made for any claim, issue or matter in which the Person has been found liable to the Association unless and only to the extent the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 11.04 Indemnification - Successful Defense.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Sections 2 and 3 of this Article XI, or in defense of a claim, issue or matter in the action, suit or proceeding, that Person shall be indemnified against expenses, including actual and reasonable attorney fees, incurred in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this Section 4 of this Article XI.

Section 11.05 Reimbursement.

Any indemnification under Sections 2 and 3 of this Article XI, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because that Person has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article XI. This determination shall be made in any of the following ways:

- a) By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit or proceeding; or
- b) If the quorum described in Section 5(a) of this Article XI above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors; or
- c) By independent legal counsel in a written opinion.

Section 11.06 Partial Indemnification.

If a Person is entitled to indemnification under Sections 2 and 3 of this Article XI for a portion of expenses including attorney fees, judgment, penalties, fines or amounts paid in settlement, but not for the total amount, the Association may indemnify the Person for the portion of the expenses, judgment, penalties, fines or amounts paid in settlement for which the Person is entitled to be indemnified.

Section 11.07 Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 2 or 3 of this Article XI may be paid by the Association in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the expenses if it is ultimately determined that the Person is not entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the Person on whose behalf advances are made but need not be secured.

Section 11.08 Other Rights.

The indemnification or advancement of expenses provided under this Article XI are not exclusive of other rights to which a Person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount

of actual expenses incurred by the Person seeking indemnification or advancement of expenses.

Section 11.09 Indemnification After Termination of Relationship with Association.

The indemnification provided for under this Article XI continues as to a Person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of that Person.

Section 11.10 Liability Insurance.

The Association shall have the power to purchase and maintain insurance on behalf of any Person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against any liability asserted against that Person and incurred by that Person in any such capacity or arising out of that Person's status as such, whether or not the Association would have the power to indemnify that Person against such liability under this Article XI.

Section 11.11 Notice and Cooperation Provisions.

As a condition precedent to obtaining indemnification from the Association pursuant to this Article XI, a Person must comply to the extent permitted by law with all of the following:

- a) The Person must notify the Board of Directors in writing within seven (7) days of learning that the Person has been made a party or is threatened to be made a party to any threatened or pending action, suit or proceeding by reason of the Person's status as a director, officer, employee, agent or who otherwise may be indemnified under this Article XI. This notification shall contain a written statement by the Person who seeks indemnification summarizing all of the pertinent information which gave rise to the pending or threatened action, suit or proceeding. The Person must also attach to the written statement all written memoranda in connection with the threatened or pending action, suit or proceeding.
- b) The Person must cooperate with the Association in the defense of the threatened or pending action, suit or proceeding for which indemnification is sought. This cooperation shall include, but is not limited to, consent to the Association's selection of the attorneys to defend the threatened or pending action, suit or proceeding, and the Association's control of the defense of the action, including whether a settlement or compromise should be offered or accepted.

- c) The Association shall have the power to modify the indemnification provisions in this Article XI by contract with any Person who may be indemnified.

Article XII. PROCEDURE AT MEETINGS

Section 12.01 PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the authority governing Association meetings when not in conflict with these by-laws or amendments. The President or Vice President and committee chairs can use less formal arrangements as they see fit.

Section 12.02 AMENDMENTS OF BY-LAWS

- a) Amendments to the by-laws of this Association may be proposed by the Board of Directors or any five (5) members. Such proposals shall be submitted in writing to the full membership by email or U.S. mail at least thirty (30) days in advance of an Annual, regular or special meeting of the membership. Such notification shall consist of the full text of such amendment and the full text of any section it replaces or modifies, with a full and complete explanation of the intent and effect of such change.
- b) Proposed and duly submitted by-laws amendments shall be incorporated into these by-laws by a majority of current principal members returning ballots.
- c) The final vote on a by-law amendment should be counted unless it is nearly unanimous and recorded in the meeting minutes published in the newsletter and announced in the annual meeting report.
- d) The amendment is adopted immediately upon approval unless specifically ordered to occur upon a date or after a specific event.
- e) The Board of Directors has the right to authorize correction of "Article" or "Section" numbers, punctuation, cross-referencing within the by-laws and Articles and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with all such approved amendments.

Section 12.03 RATIFICATION

- a) These by-laws shall become effective from the date of adoption by the Association at a duly called meeting of members. Adoption shall revoke and annul any by-laws heretofore adopted.

- b) These by-laws shall sunset or terminate on December 31, 2016 and must be reaffirmed or amended by that date by the Association according to the prescribed meeting and quorum rules.

Article XIII. FISCAL YEAR

Section 13.01 The fiscal year shall begin on the first day of January and end on the last day of December of the same year.

Article XIV. STRATEGIC PLANNING & BUDGETING

Section 14.01 The Board of Directors is responsible for developing and maintaining a Strategic Long Range Plan (SLRP) for guiding the Association and facilitating transitions for succeeding Boards. The primary tools will consist of the annual budget and a 5-year forecast of membership, needs and goals.

Article XV. ASSOCIATION DISSOLUTION

Section 15.01 Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and legally qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors. Upon determination of a dissolution by the Board of Directors a resolution should be prepared describing the dissolution and effective date that includes a plan for the termination of the Association contemporaneously. The same notice and voting rules that apply to the adoption of the by-laws will apply to the dissolution.

Article XVI. BOMA ASSOCIATION MANAGEMENT CONTRACTOR (BAMC)

Section 16.01 The Board of Directors shall have authority to contract the Association Management to an independent contractor. Said contractor shall be responsible for the conduct of all operations and shall direct and promote the activities and projects assigned and perform such other duties as may be delegated by the President, or Board of Directors. Subject to the Board of Directors' jurisdiction, and within the limits of the appropriation for operating expenses in the

annual budget, the contractor shall have the authority to employ such additional assistance as the volume of work may require.

Section 16.02 The contractor and/or auditor shall keep the following records:

- a) Cash Receipts Journal showing invoice dates, invoice numbers, descriptions, debits to cash received/credits to payment on dues or accounts receivable, and credits to miscellaneous cash revenue.
- b) Cash Disbursement Journal showing dates, item descriptions, credit to cash paid, and debits to expenses or accounts payable.
- c) Sales Journal showing the dates, item descriptions of debits due or accounts receivable, credits to dues income, and credits to other sales.
- d) Dues Receivable Sub ledger showing dates, invoice numbers, descriptions, dues billed, payments, dates of payments and balances.
- e) General Journal showing corrections and adjustments to and calculations of invoices.
- f) General Ledger summarizing the activities of all journals on a monthly basis.
- g) Such other records as directed by the Board of Directors or law.

Section 16.03 The contractor and/or auditor shall make all Association books and records available for inspection by any Association member during normal business hours, provided notice of intention to inspect is given in writing by the member intending to inspect no fewer than ten (10) days in advance indicating the reason for the request. A BOMA officer or director must also be present during such inspection.

Section 16.04 BOMA ASSOCIATION EXECUTIVE (BAE)

- a) A BAE, the agent of the BAMC, is needed and contracted by the association to provide administrative stability and continuing momentum for the Association to achieve its objectives and provide member services in the face of changes of officers, directors, committee chairman and leadership.
- b) The BAE must be capable of adjusting to changes in direction, emphasis and capacities with successive elective administrations, but his/her authority and responsibilities are received from the Board of Directors and officers.
- c) Communication between the current President and Board of Directors with the staff of the BAMC must be exercised continuously so that pertinent issues

and BOMA's responsibilities are well understood. It is the responsibility of both parties to provide accurate and timely information and cooperation to the other, whether it is an internal administrative matter or information to be disseminated regarding the latest technological, managerial and legislative developments critical to the commercial real estate industry.

d) The Board of Directors and officers in the Association are primarily responsible for formulating plans and policies. The BAE should provide an excellent complement to the activity to the Board of Directors, and understanding the goals of the Board of Directors. Talents of the Board of Directors and officers should be employed in reviewing broad, general objectives, and the BAMC should work through the details of administering and bringing to fruition those objectives.

e) The BAE is the technical assistant to the President who is elected from members of the Board of Directors. In practice, however, the staff duties may range from the lowest clerical chores to the most complex operations and is very often a combination of everything in between. The BAE should be professional and retain the goodwill of the Board of Directors and officers. The BAE should have the ability to organize and administer, maintain integrity, be objective, have drive and force, the ability to write and speak well, and be encouraged to continue his/her education process.

f) The BAE's job is to maintain leadership quietly and internally while preparing information and program plans to allow volunteer members to take over the actual operation and authority. The BAE must be adaptable, energetic, innovative but above all, must be able to guide members voluntary actions effectively.

g) The BAE serves as the administrative leader who is guided and directed by the effective leadership of the current Board of Directors and officers, who guide and influence the future course of BOMA.

Section 16.05 RESPONSIBILITIES

The BAE's responsibilities also include the following:

a) Assure that the Board of Directors and officers are kept fully informed on the conditions of the Association, and on all important factors influencing them. Attend all meetings of the Board of Directors and officers unless otherwise directed.

b) Plan, formulate and recommend courses of action for the approval of the Board of Directors and be responsible for their completion.

c) Execute all decisions of the Board of Directors and be responsible for their completion.

- d) Develop for the purpose of day-to-day administration specific policies, procedures and programs to implement the general policies established by the Board of Directors.
- e) Conduct research and related projects, prepare reports and publish the results on subjects deemed of importance to the membership.
- f) Develop education programs to advance the professional/technical/managerial skills of the membership, operating within budget and program objectives approved by the Board of Directors.
- g) Plan the general administration of the entire Association operation, and be responsible for the progress of all Association projects.
- h) Act as an assistant to the legislative chairperson for the Association on any and all legislative and governmental matters affecting the commercial real estate industry.
- i) Provide the necessary liaison and staff support to committee chairpersons and committees to enable them to perform their functions. Keep the Board of Directors current on all committee activities.
- j) Promote interest and active participation in the Association's activities on the part of the membership, and report activities to the Board of Directors.
- k) Maintain effective relationships with other organizations, both public and private, and see that the position of the Association and its policies and programs will further the objectives of the Association.
- l) Assure that all funds, physical assets and other property of the Association are appropriately safeguarded and administered. Operate within the approved budget. Deliver the financial reports to the Treasurer within five (5) business days following receipt.
- m) Prepare a periodic Newsletter for the membership.
- n) Coordinate with the membership chairman membership promotion and retention programs, and keep a current membership roster.
- o) Collect dues, and keep the Board of Directors notified of members status at the monthly Board of Directors meeting and terminate non-paid members according to these by-laws.
- p) Perform secretarial functions for the Association.
- q) Maintain the official minutes of the Board of Directors and other official meetings of the organization, maintain files, and membership and mailing lists.

- r) Be responsible for the coordination of all meetings and programs of the organization.
- s) Plan and execute all communication to the membership which includes general mailings, news items and general correspondence.
- t) Make available a membership directory to be updated no less than annually.
- u) Serve on, or take part in national and regional committees of BOMA International as requested by the Board of Directors.
- v) Be an ex-officio member of the Board of Directors, and all Association committees without the right to vote.
- w) Represent the Association at meetings conducted by the International and Regional Associations as requested by the Board of Directors.
- x) Comply with all IRS rules pertaining to a non-profit organization and all other rules and regulations required by law.
- y) Be responsible for such other duties applicable to the office as prescribed by the Board of Directors.

Article XVII. CONFLICT OF INTEREST

Section 17.01 It is the policy of the Association that all officers, directors, committee members and employees of the organization shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Association in any and all actions taken by them on behalf of the Association in their respective capacities.

Section 17.02 In the event that any officer, director, committee member or employee of the Association shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Association, including but not limited to transactions involving:

- a) The sale, purchase, lease or rental of any property or other asset;
- b) Employment, or rendition of services, personal or otherwise;
- c) The award of any grant, contract, or subcontract; or
- d) The investment or deposit of any funds of the Association;

such officers, directors, committee members or employees shall give the Board of Directors written notice of such interest or relationship, and shall thereafter refrain from voting or otherwise attempting to exert any influence on the

Association, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

Section 17.03 Any member of the Board of Directors who has a conflict of interest on any matter involving the Association shall not be counted in determining the quorum for the meeting at which the matter is to be acted upon, even when permitted by law. The minutes shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 17.04 Every officer, director, committee member or employee shall be advised of this policy by the President immediately upon election or appointment. Each officer, director, committee member or employee shall be asked to submit a letter outlining any possible area of conflict of interest at the first meeting of the Board of Directors following the election or appointment of such new officer, director, committee member or employee. Such disclosure shall be made a part of the minutes of the meeting, and the letter shall become a part of the permanent record of the Association.

Section 17.05 This policy statement shall be called to the attention of the Board of Directors and each committee of the Association at a regular meeting thereof, not less than once each year, and such action shall be recorded in the minutes of such meeting. A copy of this policy statement shall be furnished to each officer, director, committee member and employee who is presently serving the Association, or who may hereafter become associated with the Association.

**Article XVIII. BOARD OF DIRECTORS BYLAWS AFFIRMATION
SIGNATURES**

President _____

Vice President _____

Treasurer _____

Secretary _____

Director _____

Director _____

Director _____

Director _____

Director _____

Date:

_____ Day of _____ 2006