

**BYLAWS
TEXAS BUILDING OWNERS AND MANAGERS ASSOCIATION, INC.**

Article I - Name

The name of the Association shall be TEXAS BUILDING OWNERS AND MANAGERS ASSOCIATION, INC. ("Texas BOMA"), and the same shall be incorporated under the laws of the State of Texas.

Article II - Principal Office

The principal offices of Texas BOMA shall be in the City of Austin Texas, unless otherwise designated by the Texas BOMA Board of Directors.

Article III - Purposes and Objectives

The purposes of Texas BOMA shall be as follows:

- (1) To establish headquarters for the purpose of acquiring, maintaining, publishing and disseminating information pertinent to ownership, leasing and management of office buildings, medical buildings, retail centers, corporate facilities, and other commercial buildings;
- (2) To render services and encourage practices beneficial to building ownership, management and construction;
- (3) To represent the managers and owners of commercial, medical and retail buildings in the State of Texas by working with the state legislature and state regulatory agencies to encourage and support beneficial laws/codes/standards and oppose or modify detrimental laws/codes/standards;
- (4) To increase the prestige, image and professionalism of the members of Texas BOMA; and,
- (5) To provide educational opportunities to the Local Associations and members with the support and tools necessary to provide services to their local members.
- (6) To establish and maintain professionalism in commercial property management, both corporately and individually. This image is to be reflected in all actions, publications, and education/training activities and shall include establishing standards, ethical commitment and identification of member entities.
- (7) To Promote the BOMA/BOMI industry designations (RPA, SMA, and FMA) and the RBM certification in the property management/commercial real estate industry in Texas.

Article IV - Membership

Section 1. CLASSIFICATION. Each Local Association shall be considered a federated local association of Texas BOMA (with their eligible constituent members) organized with objectives consistent with the purposes herein recited. Persons or firms who are Principal Members or Allied Members of each Local Association, as set forth below, are members of Texas BOMA through membership in a Local Association or, in the absence of a Local Association, they may be Members-at-Large of Texas BOMA. Such membership shall be subject to all provisions of this Article and be classified as follows:

- a. Principal Members. Principal Members of Texas BOMA shall be companies, partnerships, corporations, trusts, individuals, building management firms or other entities or organizations owning, developing, managing, leasing, or controlling real property, (for example, commercial office, retail center, corporate, government,

institutional, and/or medical buildings located within the boundaries of the State of Texas) who are members in good standing of a Local Association or who pay dues directly to Texas BOMA because there is no Local Association in such member's area.

- b. Allied Members. Allied Members of Texas BOMA shall be dues paying companies, corporations, partnerships or sole proprietorships which manufacture, distribute, and/or supply products or services to the membership of Texas BOMA.
- c. Life Members. Life Membership shall be granted to Principal Members who, by reason of retirement or other worthy circumstance, are no longer eligible for this or any other membership category and, additionally, who have rendered distinguished service to Texas BOMA and the purposes it espouses. Those being nominated for Life Membership shall have been approved by the Local Association and shall be submitted to the Board of Directors of Texas BOMA for approval and, further provided, however that:
 - (1) Such member/representative must have been involved in the business activities described in Article IV, Section 1a for a period of not less than 20 years and a member in good standing of Texas BOMA.
 - (2) Life Members may not vote, serve on the Board of Directors, or hold office.

Upon confirmation of Life Membership status by the Board of Directors of Texas BOMA, such member shall continue to receive all membership privileges (except as noted in c. (2) above); however, dues for such shall be waived as outlined in Article V – Dues, Section 4.

- d. Honorary Members. Honorary membership in Texas BOMA may be awarded by the Board of Directors. Honorary Members may not vote, serve on the Board of Directors, or hold office.

Section 2. MEMBERSHIP DETERMINED. Membership determined by those entities/persons outlined above who have all current dues assessed against it as established from time to time by the Board of Directors. Membership shall also include those entities or persons who have been designated as Life or Honorary Members by the Board of Directors of Texas BOMA.

Section 3. ADMISSION OF MEMBERS. New members shall be admitted upon payment to Texas BOMA of all current assessments and when approved by a majority of the members of the BOMA Board of Directors of the applicable Local Association. Members-at-Large shall be approved by a majority of the members of the Texas BOMA Board.

Article V - Dues

Section 1. DUES DETERMINATION. Dues for membership in Texas BOMA will be determined by the Texas BOMA Board and reviewed annually.

Section 2. MEMBERSHIP LEVELS. Texas BOMA will utilize membership reports provided by BOMA International to determine current memberships for each local.

Section 3. PAYMENT OF DUES. Dues shall be payable annually based on a schedule adopted by the Texas BOMA Board of Directors. Dues shall be collected through the local associations,

except for Member-at-Large, who will be billed directly in advance by Texas BOMA on an annual basis, due on January 1st. Dues are non-refundable.

Section 4. LIFE AND HONORARY MEMBERS. Dues for Honorary and Life Members shall be waived. Other monetary concessions or waivers pertaining to the Honorary and/or Life Member and his/her attendance at Texas BOMA activities shall be determined by the Board of Directors of Texas BOMA.

Article VI - Resignation and Dismissal

Section 1. RESIGNATION. Resignation from membership in Texas BOMA shall be effective upon the filing of a notice of resignation with the appropriate Local BOMA Association Executive. Resignation during the year of any member, shall be effective from the date of the resignation, but without entitling any such member to a refund of dues for the current year. The resignation of any member from membership in Texas BOMA shall terminate the rights and privileges of that member.

Section 2. TERMINATION OF MEMBERSHIP. A membership in any category may be removed for cause from membership by a two-thirds vote of the appropriate Board. Membership may be terminated for the following justifiable grounds, including but not limited to:

- a. The member no longer qualifies for membership in any category;
- b. The member is no longer in the geographic territory served by the Association; and/or,
- c. The member fails to pay dues.

For any cause other than non-payment of dues, the following elements of due process will be granted a member before a vote for removal shall occur:

- a. Written notice of the charges;
- b. Written notice of the date, time and place of the hearing before the Board;
- c. The right to examine evidence and cross-examine witnesses; and,
- d. The opportunity to refute charges.

Only those charges brought by a voting member in good standing will be considered by the Texas BOMA Board.

Article VII - Officers, Directors and Management

Section 1. BOARD OF DIRECTORS. The business of Texas BOMA shall be managed under the general supervision of a maximum of twenty-four (24) members of a Board of Directors ("Board"), consisting of:

- fifteen (15) directors designated by each of the federated Local Associations allocated as noted below,
- the President of each local association,
- the Allied Director, and
- The two most Immediate Past Presidents.

There will be 15 Board members that will be selected by the federated Local Associations, with the number selected by each federated Local Associations to be determined on a percentage of membership basis, with a maximum of four (4) directors designated by each federated Local Association.

It is the intent of the Board that director terms will nominally be two years, adjusted as necessary by the federated Local Associations in their discretion to allow for filling partial terms.

- a. The allocation of Board membership will be recalculated periodically, but no less than once every two years. The allocation of Board membership shall apply even though a Board member moves into an officer's position. Should the number of federated Local Associations within Texas change, the Board may change the number of locally designated directors in order to maintain an overall number of Board members of twenty-four (24).
- b. It will be the responsibility of the Local Association to select the most qualified, interested and dedicated representatives from their respective organizations to serve on the Board of Directors.
- c. After 6 consecutive years, a Board member must relinquish their position for at least one two-year term before being re-selected to the Board, except for those who would complete their terms as officers of Texas BOMA and any Presidents of Local Associations. Texas BOMA Past Presidents would relinquish their position for at least one term after leaving the Board before being re-selected.
- d. A Board member should be expected to attend all business and annual meetings, but will be subject to removal if at least 50% of the meetings are not attended annually.
- e. A simple majority of the Board members shall constitute a quorum.
- f. The officers and the Allied Director shall be elected by the Board of Directors upon nomination from the Nominating Committee. Each officer elected will serve a one year term or until a successor has been named. The Allied Director will be elected for a two year term or until a successor has been named.
- g. Upon death or resignation of any director designated by the federated Local Association, that association shall appoint a replacement for the remainder of the term.
- h. The Board of Directors shall have the power to incur expenses necessary for conducting the business of Texas BOMA.
- i. All members of the Board of Directors, whether elected or appointed, shall be entitled to vote.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee, as defined in Article XII, Section 1, shall conduct the affairs of Texas BOMA in accordance with the Bylaws, policies, and instructions of the Board of Directors and shall be authorized to act for Texas BOMA in an emergency when the Board is not in session, except where these Bylaws require, either expressed or implied, action to be taken by the Board.

- a. Between Board meetings, the Executive Committee shall serve as the Legislative Committee of Texas BOMA for the purpose of determining Texas BOMA's position in legislative matters requiring a timely response and responding immediately thereto.
- b. The Executive Committee shall submit an annual budget and dues schedule for approval by the Texas BOMA Board of Directors.
- c. The Executive Committee shall be responsible for directing the Association Executive.

Section 3. OFFICERS. The officers of Texas BOMA shall be the President, First Vice President, Second Vice President and the Secretary/Treasurer, all of whom shall be members of the Board of Directors. Officers shall be elected by a majority vote of the members of the Board. They shall hold office for one year and/or until their successors are elected by the Board and installed.

Section 4. THE PRESIDENT. The President shall be the Chief Executive Officer of Texas BOMA. Subject to such limitations as may from time to time be established by either of such bodies, the President may delegate any specific power, except such as may be conferred upon the President exclusively, to any other officer or officers of Texas BOMA; and shall preside at all meetings of the membership, Executive Committee, and Board of Directors of Texas BOMA and shall appoint all committees unless otherwise provided herein. The President shall make an annual report showing the condition and affairs of Texas BOMA, make such recommendations to the Board of Directors; shall, from time to time, bring before the Board and/or Executive Committee such information as may be required regarding the purposes, management and property of Texas BOMA, and shall be an ex-officio member of all committees of Texas BOMA. The President shall automatically remain a member of the Board for two years after completion of his or her term of office, so long as that individual also remains a member in good standing of Texas BOMA.

Section 5. FIRST VICE PRESIDENT. The First Vice President shall be the Texas BOMA Education Chair; Website Chair; and in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the President, Board of Directors or Executive Committee may prescribe.

Section 6. SECOND VICE PRESIDENT. The Second Vice President shall be the Texas BOMA Legislative Chair, and, in the absence or disability of the First Vice President, perform the duties and exercise the powers of the President and shall perform such other duties as the President, Board of Directors or Executive Committee may prescribe.

Section 7. SECRETARY/TREASURER. The Secretary/Treasurer shall be ex-officio secretary of the Board of Directors of Texas BOMA and shall give notice of all meetings of the membership and Board; and shall keep correct written minutes of the proceedings of such meetings and shall generally perform the duties pertaining to the office of Secretary. The Secretary/Treasurer shall also keep full and accurate accounts of all receipts and disbursements in books belonging to Texas BOMA and shall deposit all monies and other valuable effects, in the name and to the credit of Texas BOMA, in such depositories as may be designated by the Board except in an emergency; and shall make disbursements for Texas BOMA as approved by the Board or Executive Committee and obtain proper receipts or invoices to support such disbursements. The Secretary/Treasurer shall render quarterly to the Board of Directors an account of all transactions detailing the financial condition of Texas BOMA. The Secretary/Treasurer shall prepare annually a draft of a proposed budget and submit same to the Executive Committee for approval. At the Annual Meeting, shall present a written report of the fiscal year immediately past or currently ending. The Secretary/Treasurer may delegate to the Association Executive such of duties as deemed advisable, subject to control and counter signature on disbursements exceeding an amount as shall be determined, from time to time, by the Board. Further, the Secretary/Treasurer may delegate to another officer of Texas BOMA signatory responsibilities for disbursements in an emergency or when the Secretary/Treasurer gives express facsimile approval regarding a specific disbursement.

Section 8. ASSOCIATION EXECUTIVE. The Board may retain, hire or otherwise appoint an Association Executive and has the authority to contract for prescribed services.

Section 9. OFFICER VACANCIES. An officer vacancy may be filled for the remainder of the term by vote of a majority of the Directors voting at a Board meeting or by mail/facsimile/electronic ballot.

Section 10. OFFICER TERMS. Each duly elected officer of Texas BOMA shall take office immediately following his or her election by the Board. Each officer shall serve for a period of one year or until his or her successor is duly elected and installed.

Section 11. CONTINUANCE IN OFFICE. Whenever, for any reason, the federated local associations do not select directors needed to fill Board positions, the Board may select Board members for such Board positions from the members of Texas BOMA. Board members selected in this manner shall continue in office without interruption until their successors in office shall have been duly selected and installed.

Section 12. INDEMNIFICATION. Each officer, director, Association Executive, and General Counsel of Texas BOMA shall be indemnified by Texas BOMA against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such position, or any settlement thereof whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply except in such cases wherein the officer, director, Association Executive, or General Counsel commits a breach of duty or loyalty to Texas BOMA or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of monies or dividend; or is finally adjudged liable, by due legal process, of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such position may be entitled. The Board shall annually review the need for error and omission insurance covering the Board and Officers.

Article VIII - Nominations to the Board

The Board of Directors shall select annually by majority vote of the Board a Nominating Committee consisting of five members. The Nominating Committee shall present its slate of officers and the Allied Director, as otherwise outlined in these Bylaws, for the ensuing year to the membership of Texas BOMA Board as applicable.

Article IX - Meetings

Section 1. ANNUAL ASSOCIATION MEETING. The Annual Meeting of the members of Texas BOMA shall be held at such time and place as may be designated by the Board or Executive Committee.

Section 2. SPECIAL ASSOCIATION MEETINGS. Special meetings of the membership for any purpose, unless otherwise prescribed in the Bylaws, may be called by the President or by the Secretary at the request in writing, of a majority of the Board, a majority of the Executive Committee, or a majority in number of the voting members.

Section 3. BOARD MEETINGS. The Board shall meet at least quarterly. The Board may, at any time by written vote of a majority of its voting members, call a special meeting of the Board to be held at any time and place. Such meetings of the Board may be called by the President at any time to be held at any place, and must be called by the President on written request of a majority of the members of the Board. The Board may conduct its meetings in person, or by conference call, and any necessary vote ensuing from such meeting may be held in person or by mail/facsimile/electronic ballot. The Board shall decide whether it is necessary and feasible to conduct an audit, either by an accountant or by Association members.

Section 4. NOTICE OF MEETINGS. Written notice, stating the time and place of all annual and special meetings of the members and the general nature of the business to be considered, shall be given by the Secretary or other person designated by the Board, to each Local BOMA Association for dissemination of a notice sent via mail/facsimile/electronic means addressed to the last known address of each member as shown by said Local BOMA Association records, at least ten (10) days before the meeting, provided that the Board may, by resolution, fix the time for regular meetings and provide that it shall not be necessary to give notice of the time, purpose and place of holding said regular meetings when so designated by the Board.

Article X - Quorum

Section 1. MEMBERSHIP. Twenty-five or more of the voting members of Texas BOMA shall constitute a quorum for a General Membership Meeting so long as there is representation of at least three members from each of at least three different local associations in Texas for said meeting/vote. One hundred and fifty or more of the voting members of Texas BOMA shall constitute a quorum for a facsimile or electronic vote so long as there is representation of at least three members from each of at least three different local associations in Texas for said facsimile or electronic vote. These standards shall apply to any meeting/vote of the members for the purpose of transacting business, unless otherwise provided by law, by the certificate of incorporation, or by the Bylaws.

Section 2. BOARD OF DIRECTORS. As prescribed in Article VII, Section 1-e, of these Bylaws.

Article XI - Voting

On all matters coming before the general membership at any general membership meeting of Texas BOMA, each voting member in good standing as determined by the appropriate Local Association and in attendance at such meeting shall be entitled to one vote. Upon demand of any voting member, the vote upon any question before each meeting of the members shall be by ballot.

Article XII - Committees

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the four officers of Texas BOMA. The President shall serve as chairman of the Executive Committee. A majority of the foregoing shall constitute a quorum. The two most Immediate Past Presidents of Texas BOMA shall be ex-officio members eligible to vote at any Executive Committee meeting attended or participating in person. The Executive Committee may conduct its meetings in person, or by conference call, and any necessary vote ensuing from such meeting may be held in

person or by mail or facsimile ballot. The Association Executive and General Counsel shall serve on the Executive Committee but are not eligible to vote.

Section 2. OTHER COMMITTEES. There shall be such standing and special committees as the President shall designate.

Article XIII - Motions

Section 1. PROCEDURE. Roberts' Rules of Order shall be recognized as the authority governing the meetings of Texas BOMA or its committees.

Article XIV - Consideration for Services

Directors and Officers shall not receive any compensation for their services, provided, however that nothing contained herein shall be construed to preclude said Directors or Officers from serving Texas BOMA in any other capacity and receiving compensation therefore upon proper authority from the Board.

Article XV - Fiscal Year

The fiscal year of Texas BOMA shall begin on the first day of January and end on the thirty-first day of December.

Article XVI - Amendments

Section 1. AT MEETINGS. The Bylaws may be amended by a majority vote of the voting members present at any regular or special meeting of the membership provided the proposed amendment shall have been first submitted to the Board in writing. The Board shall consider such amendment and, at the time the amendment is presented to the members for action, shall make its recommendations thereon and provided further, that written notice of the proposed amendment has been sent to each Local Association for dissemination to each voting member of Texas BOMA at least 30 days prior to the meeting at which such amendment is presented. Each voting member in good standing present at the meeting shall be entitled to cast one vote.

Section 2. ELECTRONIC OR POSTAL REFERENDUM. The Bylaws may be amended by voting members of Texas BOMA. Upon Texas BOMA Board approval, written notice of amendments shall be forwarded to each Local Association for dissemination to each member in good standing with a 30 day period for submitting a nay vote. After 30 days, provided the nay votes are not in majority, the proposed amendments become effective.