

**BUILDING OWNERS AND MANAGERS ASSOCIATION OF  
METROPOLITAN BIRMINGHAM**

**BYLAWS**

**ARTICLE I**

Section 1. NAME

- a) The name of this corporation shall be the "Building Owners and Managers Association of Metropolitan Birmingham," herein known as the Association.

Section 2. PRINCIPAL PLACE OF BUSINESS

- a) The principal place of business of this Association shall be the City of Birmingham. The Association shall be registered under all appropriate laws regarding nonprofit corporations for this state.

**ARTICLE II**

SECTION 1. PURPOSE

- a) The Association shall foster cooperation among all who are interested in the management, development, leasing and ownership of real estate, particularly owners and managers of commercial office, corporate, government, institutional, industrial, warehouse and medical buildings.
- b) The Association shall promote the professional and educational growth of members and the industry through the Building Owners and Managers Institute and other programs and shall facilitate the exchange of ideas and management and ownership of commercial real estate.
- c) The Association shall work to improve the conditions pertaining to the ownership, development, management, 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 Alabama.
- d) The Association management shall be the spokesperson for its members as a class in matters affecting ownership, development, and leasing of commercial real estate and shall make representations in ways permitted by law and regulation to the various offices of government and policymakers on matters such as legislation, taxation, code making, insurance, and other matters of public interest.
- e) The Association shall produce and maintain appropriate research, briefs, reports, and studies relating to the interests of members and the commercial real estate industry.

SECTION 2. LIMITATIONS AND RESTRICTIONS

- a) The foregoing provisions shall be construed both as objects and powers. It is hereby expressly provided that the foregoing enumeration of specific purposes shall not limit or restrict in any way any purpose or power granted nonprofit corporations operating in this state by statute or general law.

## ARTICLE III

### SECTION 1. CLASSES OF MEMBERSHIP

- a) There shall be seven (7) categories of membership to include Principal, Additional, Allied, Professional, Government, Life and Honorary. "Membership," unless otherwise limited as defined herein, shall be deemed to include all seven (7) categories of membership. "Member" and "Members" shall likewise, unless otherwise limited or defined herein, be deemed to include a member or members of all six classes.

### SECTION 2. APPLICATION, QUALIFICATION, RESIGNATION

- a) Application for membership shall be made on a form prescribed by the directors and signed by the applicant and one current member acting as sponsor. Membership is not transferable or assignable.
- 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 members voting at a regularly scheduled Association meeting.
- c) Before a determination of qualification shall be made, the following characteristics shall be examined: adherence to generally accepted commercial real estate standards of good development, construction, appearance, management, operation, maintenance, and cleanliness; the principles of this Association, and the principles of the Building Owners and Managers Association International.
- d) A member shall cease to be a member upon delivery of a written resignation to the directors. Under no circumstances shall there be a refund of dues.

### SECTION 3. CENSURE, SUSPENSION, REINSTATEMENT

- a) 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 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 will consider the complaint. The written notice must include the nature and substance of the matter upon which the complaint is based.
- b) A written notice of suspension shall be delivered to members with unpaid dues over ninety (90) days old. Thirty (30) days after mailing of a suspension notice, a written notice of expulsion shall be delivered by certified or registered mail. Expulsion shall be deemed complete upon notice to the Association that the written notice of expulsion has been delivered. If any dues remain unpaid, notwithstanding the requirement of the subsection, 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.
- c) 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 members present and voting shall be required to reverse the action of the Board. 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.

- d) Members suspended solely on grounds of failure to pay dues may be reinstated, at any time, on 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.
- e) At such point as a judgement of suspension or expulsion is reversed by the membership, the member shall bring its Association account into good standing within seven (7) days. If the account is not brought current within that time, the suspension or expulsion shall be reinstated, such member shall thereafter be ineligible for membership for one (1) calendar year from the final date of such suspension or expulsion.

#### SECTION 4. PRINCIPAL MEMBERSHIP AND PRINCIPAL REPRESENTATIVES

- a) A Principal Member shall be a legal entity owning, developing, managing, leasing, controlling, or otherwise involved with real property as listed in Article II, Section 1, Paragraph (a) located within the boundaries of the State of Alabama.
- b) The basis of membership within this classification shall be real property as listed in Article II, Section 1, Paragraph (a) and shall be referred to as a Member Property.
- c) A Principal Representative shall be designated for each Principal Member and shall receive the benefits reserved to and in all ways represent, the Principal Member.
- d) The Board of Directors may, by a majority vote, recognize the loss of a Principal Representative of a Principal Member as temporary and continue to consider the Principal Member as a Member Property until such time as a new Principal Representative is designated, or until such time as appropriate dues are no longer received from the Member Property, as defined in Article III, Section 3 of the bylaws.
- e) The Principal Representative of each Principal Member shall be required to affiliate, through payment of appropriate dues and submission of pertinent information, with the Association as well as with Building Owners and Managers International.

#### SECTION 5. ADDITIONAL REPRESENTATIVES

- a) An Additional Representative is the secondary representative of a Principal Member and shall be so designated by the Principal Representative of a Principal Member. An Additional Representative shall not exist in the absence of a Principal Representative of a Principal Member.
- b) Additional Representatives shall be invited to become affiliated with BOMA International, through payment of appropriate dues and submission of pertinent information, but shall not be required to do so.

#### SECTION 6. ALLIED MEMBERSHIP

- a) Allied Members shall be individuals or legal entities who subscribe to the objectives of the Association as set out in Article II but do not qualify of Principal Membership, as defined in Article III, Section 4 (a) and 4 (b) of these bylaws.
- b) Allied Members shall be served and charged separate dues without regard to corporate affiliation to any other member.

- c) Allied Members shall be invited to become affiliated with BOMA International, through payment of appropriate dues and submission of pertinent information, but shall not be required to do so.
- d) Allied Members shall participate in Association activities and projects but shall not vote on matters that come before the representatives of the Principal Members of the Association, except for representation on the Board of Directors. Allied Members may hold appointive office with the Association where such is of temporary nature to replace an elected official of the Association.
- e) Allied members shall nominate one of their number as an Allied Member Representative to bring their interests and concerns directly to the Board of Directors. The Nominee will be elected along with the proposed slate of incoming officers on an open ballot.

**SECTION 7. LIFE MEMBERSHIP**

- a) Life Membership shall be granted to Principal or Additional Members who, by reason of retirement or other worthy circumstance, are no longer eligible for any other membership category.
- b) Candidates for Life Membership must have held membership in good standing in the Building Owners and Managers Association International for twenty (20) years. Candidates must be nominated and approved by a majority vote of members present at a regularly scheduled Association meeting.
- c) Only Life Members of this Association may be proposed by this Association for Life Membership at BOMA International.

**SECTION 8. HONORARY MEMBERSHIP**

- a) Honorary Membership shall be granted to individuals who render distinguished service to the Association and the purposes it espouses, provided such has been nominated by a majority of the Board of Directors and approved by a majority of members voting at a regularly scheduled Association meeting.

**ARTICLE IV**

**SECTION 1. MEMBERSHIP DUES AND SERVICE FEES**

- a) Membership dues and fees for Principal, Additional, Professional, Government, and Allied Members shall be set by the Board of Directors by a majority vote.
- b) Honorary and Life Members shall be charged no membership dues, but shall pay appropriate fees as determined by the Board of Directors.

**SECTION 2. PAYMENT OF DUES**

- a) Dues shall be assessed on an annual basis, the fiscal year beginning January 1 and concluding December 31, and shall be payable on January 1 of each year. There shall be no refunds of annual dues paid. Proration of annual dues shall not exceed fifty percent (50%) of total annual dues.

SECTION 3. OTHER FEES AND CHARGES

- a) 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 members voting at a regularly scheduled Association meeting.

**ARTICLE V**

SECTION 1. SERVICE AREA

- a) The geographical area of this Association for purposes of membership services and federation with BOMA International shall be a coherent and logical market area within the State of Alabama.
- b) The foregoing service area may be changed only after notification of the BOMA International Board of Directors at least thirty (30) days in advance of an official meeting of this Association and receipt of their formal approval.
- c) The service area of this Association may be changed on request of at least ten (10) members of BOMA International to the BOMA International Board of Directors and the ratification of such request by that body. Notification must be made to BOMA International and to this Association at least (90) days in advance of an official meeting of the BOMA International Board of Directors at which such request may be considered.

**ARTICLE VI**

SECTION 1. MEETINGS, NOTICES, QUORUMS

- a) Annual, monthly, and special meetings shall be held on a regular basis at a time and place determined by the Board of Directors.
- 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) A quorum for all meetings shall consist of a majority of member representatives present, so long as that number is no less than twenty-five percent (25%) of total voting membership, and voting after appropriate notice has been issued to all members.
- d) No Association business requiring membership voting shall be construed as officially conducted without such notice. However, such business may be regarded as official and not subject to being challenged from a period commencing six (6) months after such business was conducted.

SECTION 2. AGENDA OF ANNUAL MEETINGS

- a) 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-treasurer's financial report, special reports, unfinished business from previous meetings, new business, nomination and election of Life Members, and installation of New Officers.

SECTION 3. SPECIAL MEETINGS

- a) Special meetings may be called at any time by the president or at the written request of three (3) members of the Board of Directors or twenty percent (20%) of voting members of the Association. Such meetings may act on any question that shall properly come before them.

SECTION 4. VOTING PRIVILEGES, PROXIES

- a) Representatives of Principal Members shall be entitled to cast one vote only. Such vote shall be cast by the Principal Representative of each Principal Member, or in his or her absence, the Additional Representative. Proxies are not allowed at any meeting of the Association, its committees, or boards.
- b) Voting shall be on the basis of one vote per Principal Member.
- c) Matters reserved exclusively to the Principal Members shall be determined by majority vote of the Board of Directors or a 2/3 (two-thirds) vote of all members, subject, however, to the provisions of Sections 1-3.

SECTION 5. BYLAWS AMENDMENTS

- a) Amendments to the bylaws 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 at least thirty (30) days in advance of a 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 bylaws amendments shall be incorporated into these bylaws by a 2/3 (two-thirds) vote of Representatives of Principal Members present at a regular or special meeting of the Association, provided that such vote represents at least fifty percent (50%) of all Representatives of Principal Members.

**ARTICLE VII**

SECTION 1. ASSOCIATION MANAGEMENT, BOARD OF TRUSTEES

- a) The management of the Association shall be vested in a Board of Directors consisting of a president, a vice president, secretary/treasurer, the immediate past president, president elect, two (2) allied representatives and one member at large. The member at large can be either a principle member or an allied member.
- b) 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 laws shall reside with the Board of Directors.
- c) 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.
- d) The Board of Directors shall consider and take action upon all matters referred to it, reporting such action promptly to all members.

- e) The Board of Directors have authority to provide suitable offices, engage employees, and fix compensation for such employees if and when, at the discretion of the Board, there is occasion to do so.
- f) The Board of Directors shall obtain and promptly purchase a sufficient amount of bond for the treasurer and other 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.
- g) The president elect shall automatically succeed to the position of president upon the expiration of the president's term, unless the president's term is extended pursuant to the provisions of Article VII, Section 2. In such a case the president elect may be reelected to the term president elect or any other qualified member may be elected to such office.

SECTION 2. ELECTION OF OFFICERS, TERMS, VACANCIES

- a) Officers shall be elected by a majority of current members voting at the Association's November Meeting.
- b) The president, president elect and immediate past president shall serve a two (2) year term, while the remaining officers shall serve a one (1) year term. In November elections will be held for those officers that will hold one (1) year term such as Vice President, Secretary/Treasurer, two (2) Allied Representatives and a Member at Large. In November 1994 elections will be held for all officers, including President and President elect, but these two (2) Officers will not be up for re-election until November 1996, while all others will be elected after serving their one (1) year term.
- c) Vacancies in any office may be filled for the balance of the term by an appointment by majority vote of the Board of Directors at any regularly scheduled meeting, and such appointment shall be ratified by a majority vote of all members present at a regular Association meeting held within sixty (60) days. Such appointment, if for more than six (6) months, shall be deemed one (1) year for the purposes of reelection to the same office.
- d) Prior to the annual meeting each year, the Board of Directors shall select and appoint a Nominating Committee of three (3) Principle Representatives of the Association and one (1) Allied member.
- e) It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual election of officers and directors, reporting its finding to the Secretary prior to the annual meeting.
- f) The list of nominations, in the form of a ballot, shall be mailed by the Secretary to all members with the notice of the October Monthly meeting.
- g) The election:
  1. The ballots are counted by the Secretary and verified by the President or Vice-President and the results announced.
  2. The installation shall take place at the annual meeting.
  3. Whereupon the new officers and directors shall take office immediately.

SECTION 3. DUTIES OF THE PRESIDENT

SUMMARY OF RESPONSIBILITIES

- a) Leadership

1. Set the tone and goals for the administration.
2. Build a program plan for the term of office.
3. Preside over Chapter meetings.
4. Delegate responsibility and provide support.

b) Administration

1. Read and follow the Chapter and International constitution and bylaws.
2. Insure that reports and new officer lists are sent in on time.
3. Prepare in advance for each club meeting.
4. Appoint special committees.
5. Make additional appointments as needed.
6. Call for regular committee reports.
7. Review and approve all payments by the treasurer.
8. Prepare the successor for office.

c) Boma Local Representative

1. Attend, if possible, the Southern Conference and Winter Business Meeting.
2. Represent the Chapter in the community.

d) Board of Directors

### RESPONSIBILITIES

a) Leadership

As president, the first concern is leadership. The President will be setting the example for excellence, resourcefulness, tact, and inspiration. Be sure to delegate authority as well as responsibility, and strike a balance between allowing others freedom to do their jobs and maintaining overall control of the Chapter. The President shall have final responsibility for the work that is done, and should be aware of all the officer duties and responsibilities outlined.

1. Set the tone and specific goals for the administration. Before taking office, decide what type of president you want to be, and set specific goals for your term of office. Think of ways to improve the Chapter and motivate and involve the members.
2. Build a plan for the term. Working with your Board of Directors, decide from the beginning what your plan will be for reaching your goals. This will include:
  - Adoption of an Annual Budget
  - Membership: Determine what efforts the Chapter will make during your term to invite guests and encourage them to join. How will you retain present members?
  - Programs: Determine what types are best suited for property management.
  - Publicity: Create a plan for building public awareness through media coverage.
3. Preside over club meetings. You, or a designated alternate, should preside over every meeting of your Chapter and insure that they are up to high standards of excellence. Each meeting should follow a previously-published program and should follow Robert's Rules of Order, newly revised.
4. Delegate responsibility and provide support. While you have overall responsibility for all Chapter functions, many of them will have to be delegated to your fellow officers and their committees. The standard Chapter committees, whose chairperson you appoint, are:

Building Codes	Nominating
Constitution & Bylaws	Program
Education	Public Relations/Communication
Membership	Social

b) Administration

Just as leadership determines whether or not your Chapter will have a successful year, the interest you take in the administration of the Chapter will pay off in good meetings, good attendance and participation.

1. Read and follow your Chapter constitution and bylaws. As presiding officer, you are the final reference on matters of procedure and policy. Your Chapter bylaws give detailed information on membership, fees and dues, meeting frequency, etc., for your local Chapter.
2. Insure that reports and new officer lists are sent in on time. These two documents give your Chapter current standing with International. Make sure your Chapter has submitted them promptly. (for more details, see responsibilities of Chapter secretary.)
3. Prepare in advance for each Chapter meeting. Your leadership will determine the amount of preparation that goes into a Chapter meeting, which in turn will determine the quality of the meeting. A few days before each meeting, contact the:
  - Program Committee Chairperson to make sure all details have been taken care of, including contacting the participant(s).
  - Secretary regarding any business or correspondence for the business meeting.
4. Appoint special committees. During your term, you will need to appoint at least two special committees.
  - Nominating committee: Three months before your chapter elections, appoint a nominating committee of at least three members, one of whom is past president. This committee will select direct candidates for Chapter office and, with the consent of the candidates, report the names to the Chapter at the meeting prior to the election. Additional nominations may be made from the floor.
  - Audit committee: About one month before the close of your term of office (and also at midpoint, if desired), appoint a committee of two members to make a complete audit of the Chapters finances. Their findings should be reported to the club and made a part of the permanent records.
5. Make additional appointments as needed. To aid you in your administration, you may want to create other committees as needed.
6. Call for regular committee reports. All committees should regularly report to the Chapter on their activities. The Chapter treasurer should also report at least once a month.
7. Approve all payments. Signs with the treasurer all checks for payments.
8. Prepare your successor for office. Explain the responsibilities of office to your successor. See that the names of the new officers are reported promptly to International and give files and records to the incoming team.

c) Chapter Representative

As president you speak for the Chapter in various capacities and represent them at meetings and other outside activities.

1. Attend, if possible, the Southern Conference and Winter Business Meeting.
2. Represent your Chapter in the community. In many cases, you will be speaking for the Chapter at community meetings and events. You have an excellent opportunity to explain the BOMA program to groups of prospective members.

d) Board of Directors

1. You are chairman of the Chapter Board of Directors, which includes the current Chapter officer, an associate member representative, and the immediate past president. This committee should meet at least once a month and conduct all Chapter business except that which is important enough to bring before the total membership. All actions of the Board of Directors are reported to the membership for information and approval, if necessary.
3. This committee – second only to the total membership in authority – has the primary role in maintaining a high standard of excellence in the Chapter. The committee should:
  - Coordinate the efforts of all other committees, including receiving regular reports from the chairperson.
  - Conduct Chapter business.
  - Approve new membership applications.

SECTION 4. DUTIES OF THE PRESIDENT-ELECT

- a) President elect shall perform such duties as the President or Board of Directors may designate and otherwise be familiar with all phases of the organization in preparation of taking over the duties of President at the end of the current term of office.

SECTION 5. DUTIES OF VICE PRESIDENT

SUMMARY OF RESPONSIBILITIES

a) Leadership

1. Preside in the absence of the president.
2. Set the tone for Chapter meeting.
3. Be available for advice and assistance.
4. Provide direction and leadership to committee chairpersons.
5. Attend Board of Directors meetings and report on activities of committees.

b) Administration

1. Administer Chapter committee programs.
2. Perform other assigned tasks as directed by the Chapter president.
3. Prepare your successor for office.

RESPONSIBILITIES

a) Leadership

1. Preside in the absence of the president. At Chapter meetings and executive committee meetings, you will be the presiding officer at the request or absence of the president.
2. Set the tone for chapter meetings. Your interest in the quality of programs your Chapter members receive will encourage membership.
3. Be available for advice and assistance. Your knowledge of the Chapter makes you an important link between the Chapter and members. Make yourself available before and after meetings, especially to potential members and newer members, and keep current on the membership.
4. Attend Board of Directors meetings. Submit periodic reports as requested by the president, outlining committee progress.

b) Administration

1. Administer chapter committee programs. It is your responsibility to insure that the committees understand their responsibilities and assignments, are functioning properly, and are keeping accurate records of activities for their successors. You should be ready to help all your officers do their job as effectively as possible.
2. Perform other assigned tasks as directed by the chapter president.
3. Prepare your successor for office. Explain the responsibilities of the office to your successor, and forward all necessary materials and records. Offer your assistance since the new officer is learning his or her responsibilities.

SECTION 6. DUTIES OF THE SECRETARY

SUMMARY OF RESPONSIBILITIES

a) Chapter Responsibilities

1. Maintain a current membership roster and accurate attendance records. Issue news releases.
2. Record minutes of Chapter meetings and Board of Directors meetings. Maintain "sign-in" record for Chapter meetings.

b) Reports and Correspondence

1. Promptly report all new, transfer, and reinstated members to International.
2. Submit semiannual membership roster.
3. Submit the names and addresses of new officers to International.
4. Prepare and mail orders for supplies.
5. Maintain general club correspondence.
6. Prepare your successor for office.

RESPONSIBILITIES

a) Chapter Responsibilities

As secretary, you are the central focus for records, literature and forms used by the club. By keeping clear and accurate records on Chapter matters you can render invaluable service to all members of your Chapter, especially your president and those who succeed you as secretary.

1. Maintain a current membership and accurate Chapter attendance records. Using a form, record the attendance of each member of your club at regular meetings. Work with the program and membership committees to encourage attendance. Mail changes of address to International. Issue news releases to local media as directed.
2. Record and read minutes of Chapter meetings and activities. Include in these minutes an accurate record of all motions, amendments, and votes. This will become the basis for the Chapter's historical record. At business meetings, supply the president with a list of actions to be taken, such as unfinished business, announcements, and correspondence. Mail copies of Chapter meeting minutes to International after each Chapter meeting. A final draft of the minutes should be typed. Included should be the kind of meeting (regular or special), the date, the name of the Chapter and committee, and the name of the presiding officer. When the minutes are approved at the next meeting, record this action as follows: "Approved as read (or as corrected)," date, your signature. It is your responsibility to make appropriate arrangements to ensure that Chapter meeting and executive committee meeting minutes are taken and distributed in a timely manner.
3. Keep Chapter constitution and bylaws. The custody of this important document is your responsibility. Insure that all new members receive a copy of the Chapter constitution and bylaws, and a copy of the Chapter membership.
4. Prepare your successor, and forward all necessary materials and records. Offer your assistance as the new officer is learning his or her responsibilities.

b) Reports and Correspondence

You are the Chapter's primary channel for contact with International and other outside groups. The members of your Chapter rely on you to keep them in good standing as Chapter members.

1. Promptly report all new, transfer, Chapter and reinstated members to International in coordination with the treasurer.
2. Submit annual membership roster to International. Verify the names on listings, making any required corrections and submit the membership roster.
3. Submit the names and addresses of new officers to International within 10 days after elections. Immediately following any other change in officers, notify International.
4. Maintain general Chapter correspondence as directed by the Chapter president. Copies of all letters written on behalf of the Chapter should be kept in an orderly file and made available to member upon request. This is an important part of your Chapter's historical record and should be forwarded to your successor. A copy of all correspondence should be sent to the Chapter president to keep him or her informed of Chapter activity.

### RESOURCES AND SUGGESTIONS

- a) Help your president during meetings of the Chapter by supplying a list of actions to be taken, unfinished business, announcements to be made, and letters to be read.
- b) Be careful to keep complete and accurate records, and submit reports promptly. Chapter members depend heavily on the accuracy of your records and promptness of membership reports.

- c) Become familiar with your Chapter's and International's constitution and bylaws.

## SECTION 7. DUTIES OF THE TREASURER

### SUMMARY OF RESPONSIBILITIES

- a) Receive and Disburse Funds
  - 1. Provide the bank with a new signature card.
  - 2. Notify each Chapter member of dues payable. Issue second notices as appropriate.
  - 3. Collect payable dues.
  - 4. Pay all bills promptly.
  - 5. Issue a check for new member fees to International.
- b) Records and Reports
  - 1. Prepare an annual budget for the Chapter.
  - 2. Keep complete and accurate records of all financial transactions.
  - 3. Present a verbal and written financial report monthly.
  - 4. Submit club accounts for audit near the end of your term.
  - 5. File appropriate income tax forms.
  - 6. Prepare your successor for office.

### RESPONSIBILITIES

- a) Receive and Disburse Funds

As the treasurer for your Chapter, you have primary responsibility for management and control of all funds. The job is not difficult, but it does require careful organization.

- 1. Provide the bank with a new signature card. Immediately upon taking office, complete and forward to the bank a new signature card to authorize withdrawals over the signatures of you and the new Chapter president and others as designated by the new Chapter.
- 2. Invoice each member of dues payable to International, and Local. Identify those who have not forwarded their dues by the date requested and send second notices. Advise Chapter president of members who are past due for appropriate action as directed by the Chapter bylaws.
- 3. Collect payable dues. Receive, record, and deposit dues in a timely manner from new and current members.
- 4. Pay bills promptly. When an invoice is received, both you and the Chapter president should review it for accuracy and then authorize payment by initialing and dating the invoice. It is suggested that you pay bills by check in order to keep a record of all transactions. After payment, write the check number and date on the invoice and file it in a paid-bills file. **If payment amount is over \$500.00, two signatures are required as an additional accounting control. The Treasurer must generate and sign all checks. For checks over the single-signer ceiling, authorized cosigners may be the following officers: President, President-Elect, Vice President or Secretary. The Treasurer will determine the number of cosigners needed and arrange for necessary bank approval/signature cards.**

5. Issue a check for new member fees. When a new member has paid all dues and is received into the Chapter, mail check to International with copies of membership applications as soon as possible to insure prompt processing.
6. Invoice attendees at Chapter meeting or functions as directed.

b) Records and Reports

It is important for you to keep an accurate and complete record of all financial transactions. You should also make monthly reports to the Chapter on Chapter finances.

1. Prepare an annual budget for the Chapter. Working with the Chapter president, begin your term of office by preparing a budget for the fiscal year. This should be based on the financial records of previous administrations. Submit the budget to the Board of Directors for approval and recommendation for adoption to the membership.
2. Keep complete and accurate records of all financial transactions. Using a record-keeping form, keep records of all income and expenditures. The Chapter checking account record can serve as the basis of this financial record. At least monthly, make a reconciliation of deposits, expenditures, and cash on hand. This is your proof that no mistake has been made in recording transactions.
3. Present a verbal and written financial report monthly. At the monthly meeting, present to the Chapter a verbal report of Chapter finances. This report will be based on your monthly reconciliation of transactions in (2) above, and summarized into a written report. It should include the status of any member delinquent in dues payment.
4. Submit Chapter accounts for audit near the end of your term. Prepare a closing financial statement and submit it to the President and the in-coming Treasurer. Maintain a copy of this statement in your permanent file. Your successor should present the details of the statement to the Chapter membership at the first meeting of the new term.
5. Prepare your successor for office. Transfer all accounts, records, and undistributed funds to your successor. Explain the responsibilities of office, and offer your assistance as the new officer is learning his or her responsibilities.

SECTION 8. DUTIES OF THE ALLIED REPRESENTATIVES

SUMMARY OF RESPONSIBILITIES

a) Representation

1. Become familiar with all allied members.
2. Find out what allied members needs and wants are in regards to BOMA.
3. Encourage active participation from all members, but especially from allied members.

b) Administration

1. Attend all Board of Directors meetings.
2. Work with social chairman to organize the Allied Appreciation event.
3. Work with membership chairman to identify and recruit new members.
4. Prepare your successor for office.

## RESPONSIBILITIES

### a) Representation

As Allied Representatives, your primary responsibility is to be the voice of the allied members when attending the Board of Directors meetings.

1. Become familiar with all the allied members. Know the people you represent.
2. Find out what allied members needs and wants are in regards to BOMA. You are the allied members' voice at the Board of Directors meeting. Express any concerns or questions that any allied member may bring up with the Board and follow up with the allied member.
3. Encourage active participation from all members, but especially from allied members. Encourage all members of the Chapter to be active in the Chapter. Increased participation by all members will make it a strong and influential group that will benefit all members.

### b) Administration

In your role you will work with the chairman of the social committee and with the membership chairman.

1. Attend all Board of Directors Meetings. Be the active voice of the allied members.
2. Work with the social chairman to organize the Allied Appreciation event. You have the primary responsibility to organize and then to follow through on the Allied Appreciation event. The social chairman will help you on food, location, etc., to make it a successful event.
3. Work with the membership chairman to identify and recruit new members. In your business dealings, you are exposed to a variety of individuals that are potential members of BOMA. You should help the membership chairman to identify those that would help BOMA. This can mean an introduction or even verifying qualifications to meet BOMA standards.
4. Prepare your successor for office. Explain the responsibilities to your successor and forward all materials and records. Offer your assistance while the new chairperson is learning his or her responsibilities.

## SECTION 9. DUTIES OF IMMEDIATE PAST PRESIDENT

### SUMMARY OF RESPONSIBILITIES

1. Advise the Executive Committee.
2. Chair the Nominating Committee.
3. Carry out special assignments for the president.

### a) Responsibilities

As past president, you have the opportunity to be the most valuable asset the new Chapter administration has. You have experience and perspective on the new Chapter operations, and your advice and involvement are therefore invaluable in helping your Chapter.

1. Advise the Board of Directors. Based on your experience, you should give advice and assistance to the Board of Directors, of which you are a member, to help them avoid mistakes and pitfalls. Especially helpful would be your involvement in outlining Chapter programs and budget for the coming year.
2. Chair the Nominating Committee. You are chairperson of this committee, which recommends to the Chapter candidates for Chapter office and reports them to the Chapter at the meeting prior to the election. Remember that no one should be nominated for a higher office who did not fulfill the responsibilities of the lower position and that all nominees must consent to run for election. Additional nominations may be made from the floor prior to the vote.

#### SECTION 10. COMMITTEES

- a) There shall be eight (8) standing committees, including building codes, constitution/bylaws, education, membership, nominating, programs, public relations/communications, and social. Members and chairpersons shall be appointed as provided for in Article VII, Section 3, Paragraph (c) above. The president may appoint, with the approval of the Board of Directors, task forces to address specific questions or complete specific programs.
- b) Committees shall exercise those powers delegated to them by the Board of Directors and others as set forth in Article VIII, Section 10. Each shall conform to any regulations, restrictions, or charges imposed by the president or the Board of Directors. Each shall meet and adjourn as members direct. Questions arising at meeting shall be determined by a majority vote of members present and voting. In cases of an equality of votes, the committee or task force chairperson shall have a second or deciding vote.
- c) The Public Relations/Communications Committee shall act as the public information resource for dissemination of information developed by the Association, BOMA International, or affiliated organizations. It shall also be charged with enhancing the public image, prestige, and influence of the Association in civic and business affairs and publicizing the purposes, programs, and activities of the Association to members, the commercial real estate industry, and the general public.
- d) The Building Code Committee shall monitor changes in local building codes and represent BOMA on the local construction advisory committee. This committee shall act as the vehicle of communication between local code officials and BOMA.
- e) The Education Committee shall enhance the level of professional knowledge available to members, sponsor informative programs/seminars on new and relevant information or topics of interest, and shall actively work to facilitate and encourage participation in the programs of the Building Owners and Managers Institute.
- f) The Constitution/Bylaws Committee shall, on an annual basis, examine the constitution and bylaws and recommend any changes to the Board of Directors. The committee will be the party responsible for drafting approved changes.
- g) The Social Committee will develop and coordinate the major social events for the organization, including the membership drive party, golf & tennis outings and the Christmas party.

- h) The Membership Committee shall be chaired by the president-elect; shall identify, interest, and nominate individuals for membership in the Association through a coordinated program of activities; and shall have as its purpose the increase of membership and retention of existing members in conformance with acceptance standards thereof.
- i) The Nominations 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 nomination or voting for any eligible member for any office in the Association, through means specified within these bylaws.
- j) The Program Committee shall work with the officers, directors and committees to develop a series of programs of interest to Association members and the commercial real estate industry.

## **ARTICLE VIII**

### SECTION 1. SERVICES, LIABILITY, DISSOLUTION

- a) The consideration for services rendered the Association by any and all members shall be the benefit derived from membership in the Association. No compensation shall be paid for any such service except by special arrangement authorized by the Board of Directors in advance.
- b) With the exception of payment of dues as provided in these bylaws, no member shall by reason of membership in the Association be liable in any matter pertaining to or growing out of membership in the Association.
- c) The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of such funds shall inure or be distributed to the members of the Association. On 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.

## **ARTICLE IX**

### SECTION 1. PARLIAMENTARY AUTHORITY

- a) Robert's Rules of Order, Newly Revised, shall be the authority governing Association meetings when not in conflict with these bylaws or amendments.

### SECTION 2. AMENDMENTS

- a) These bylaws shall be amended by a two-thirds (2/3) vote of members present and voting at an Annual, regular, or special meeting provided that a copy of the proposed amendments, together with the recommendation of the Board of Directors, shall be submitted to all members by mail at least thirty (30) days in advance of the meeting at which such action is to be voted upon.

### SECTION 3. RATIFICATION

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

