

BOMA Southwest Region Policies and Procedures

The purpose of the Region is to:

- develop and foster cooperation among the Federated Associations of BOMA International located within the Region
- provide a forum for discussion of matters affecting members, Regional interests and the general welfare of the commercial office building industry.
- represent the collective opinions of the Region's members at the various committees and councils of BOMA International
- fulfill the Regional governance responsibilities as required by BOMA International, its bylaws and Board of Governors
- engage in activities that advance the best interests of the Region and its members.

Ethics

BOMA Southwest Region, and its members, are committed to promoting the highest level of professionalism, integrity, and ability, available in the commercial property and asset management industry. I agree, that as a member of BOMA Southwest Region, I shall conduct business in a manner displaying the highest degree of professional behavior, bringing credit to the profession, the industry and BOMA Southwest Region.

Financial Policies and Procedures

The objective of this Financial Policy is to responsibly manage funding for association needs while maintaining stability of the organization.

Budget

An annual budget of association income and expenses shall be prepared by the Secretary/Treasurer. It shall be distributed to the Board of Directors by the end of November, comments will be received through December 15 and a revised version, if applicable, distributed by December 31. Formal discussion and vote will take place at the Winter Business Meeting.

Reserve Fund Goal

To maintain in long-term reserve accounts the sum of at least three (3) years operating expenses. Reserve funds shall be invested in Certificates of Deposit, with rolling maturity dates. Any and all interest and dividend income earned from reserve fund investments shall be retained in the reserve fund account(s).

Reporting

Officers will receive a quarterly financial report of all association income, expenses, and account balances. An annual financial report shall be presented to the Membership at the annual meeting.

Check Sequence

To ensure proper controls over cash, management should use the checks in sequential order.

Bank Reconciliations

The BOMA Southwest Regional Treasurer will review the bank account reconciliations on a monthly basis.

Utilizing Staff of Local Associations

The BAE may utilize the staff of the local association or a subsidiary association in the performance of the duties for the Region. In such case, the compensation may be directed to the association or the individuals as designated by the Executive Director. The funds of the Region may be managed with and accounted for under the lawful practices of the local 501.C3 or 501.C6 corporation. The funds are to be held in a separate account and evidence must be provided of an annual audit by an outside, competent auditor.

Check Signing Authority Policy

Authorized signers on bank and investment accounts will be the Association Executive and all officers. An expense authorization form signed by one officer, who cannot be the payee or signer on the check,

must be kept on file for each check written. Electronic signatures, such as in a scan or fax, are acceptable on this form. BOMA's check signing policy requires that two authorized signers are required for processing all BOMA checks \$1,000 and above. The BAE may sign all BOMA checks \$500 and below. No authorized signer shall endorse a check payable to that signer.

Authorized signers shall be:

President
Vice President
Secretary/Treasurer
Regional BAE

New check signing signature cards should be re-authorized at BOMA's banking institution every year.

Funding for Regional President

The Southwest Region authorizes payment for the President of Southwest Region to attend BOMA International Annual Conference, BOMA International Winter Business Meeting, and Southwest Region Conference, contingent on the approved annual budget. Such payment is to be made only when the President's company will not fund the President's attendance at these meetings. The President must provide a written statement of non-support from the employer.

- Expenses eligible for reimbursement will be actual expenses itemized and incurred, as follows:
 - **Destination Transportation:** in the less of;
 - Personal Vehicle Mileage at the current business rate set by the Internal Revenue Service.
 - Public transportation (air, rail or bus) at the lowest practical route cost for coach class for minimum 2-week advance purchase identified as a result of a reasonable search for rates.
 - Rental car including fuel charges but not rental company refuelling charges. When possible, those traveling should car pool when and where possible.
 - **Local Transportation:** tolls, parking fees, taxis or airport transportation using the lowest practical alternative.
 - **Lodging:** for meetings, limited to blocked rate at a designated hotel for the night before and the night(s) of the actual meeting. In-Room movies and mini-bar expenses are not reimbursable.
 - **Actual Meals:** Per Diem not to exceed the published daily IRS per diem rate for the host cities. If meals are provided by the conference being attended, members should take advantage of these meals.
- Alcohol is not a reimburseable expense.
- The SW Regional Conference host city will provide a free conference registration for the President of the Southwest Region.
- The President will have use of the Southwest Regional debit card for travel use, (conference registration, airfare, hotel reservation, meals, etc.) when their company does not reimburse for travel.
- Receipts for meals are required.
- To affect the utmost cost savings, conference reservations should be made at the lowest published cost. If reservations are made past the date for the preferred rate, the President will be asked to pay the difference.

Regional Conference

The host city is to make available to each state organization (or Federated Member representing that state) information for the state to file for appropriate continuing education credits. The cost of such application is to be borne by that state. To the extent possible, provisions are to be made to allow state associations to combine state meetings or specific state education requirements into the conference.

Nominating Policy

The President may appoint one of the committee Federated Members to act as the Chair or may require the committee to elect the Chair. This committee solicits and interviews candidates for the officer positions.

Candidate solicitation notice shall be emailed to local BAEs and presidents for distribution to their membership according to the Southwest Region Annual Schedule. Live interviews for candidates are preferred, but may be waived in favor of a phone interview if the candidate is unable to attend the SW Regional meeting where interviews are being conducted.

The Chair of the Nominating Committee is to report their recommendations in a membership meeting or a meeting of the Board of Directors as directed at the time of their appointment. However, nothing herein contained shall prevent any from nominating from the floor any Federated Member for any offices in the conference. If such a nomination is made and selected the presiding officer shall add any such name or names to the nominating list of candidates. The Nominating Committee shall nominate the Region's representative to the International Nominating Committee and the Region's representative will agree to serve a two (2) year term.

Reserves Policy

The objective of BOMA's Reserve Funds Policy is to provide adequate funds for meeting extraordinary needs, while maintaining stability of the organization. The intent is to maximize interest and dividend returns on accumulated cash reserves while, at the same time, attaining a proper and responsible balance among the factors of safety, liquidity and yield.

It is anticipated that this policy can be effectively and successfully implemented by staff working with retained investment advisors with appropriate reporting relationships to elected officials of BOMA Southwest Region.

This policy shall be reviewed annually by the Officers for any necessary revisions or modifications, for Board review.

It is the goal of BOMA Southwest Region to maintain in long-term reserve accounts at least fifty percent (50%) of the previous year's operating expense.

Conflict of Interest Policy

This Conflict of Interest Policy of BOMA Southwest Region: (1) defines conflicts of interest; (2) identifies classes of individuals within BOMA covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

- 1. Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over BOMA may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
- 2. Individuals covered.** Persons covered by this policy are the Organization's officers, directors, chief employed executive and chief employed finance executive.
- 3. Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by BOMA their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
- 4. Procedures to manage conflicts.** For each interest disclosed to the President of the Region, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in BOMA or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's President and Secretary/Treasurer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Region in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Whistleblower Policy

This Whistleblower Policy of BOMA Southwest Region: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that BOMA will protect the person from retaliation; and (3) identifies where such information can be reported.

- 1. Encouragement of reporting.** BOMA encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by BOMA itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which BOMA has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation.** BOMA prohibits retaliation by or on behalf of BOMA against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. BOMA reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to BOMA's President or Vice President; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to one of BOMA's officers. BOMA will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that BOMA may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Document Retention and Destruction Policy

This Document Retention and Destruction Policy of BOMA Southwest Region: identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization's documents and records.

1. **Rules.** BOMA's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents may be destroyed after three years; (c) all other electronic documents may be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

2. Terms for retention.

a. Retain permanently:

Governance records – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.

Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

Intellectual property records – Copyright and trademark registrations and samples of protected works.

Financial records – Audited financial statements.

c. Retain for three years:

Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

Lease, insurance, and contract/license records – Software license agreements, vendor, service agreements, independent contractor agreements, employment agreements, consultant

agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

d. Retain for one year:

All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by BOMA's President.

Antitrust Compliance Policies and Procedures

It shall be the policy of BOMA Southwest Region to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

I. These policies and procedures apply to all membership, board, committee and other meetings of BOMA Southwest Region, and all meetings attended by representatives of BOMA Southwest Region.

II. Discussions of prices or price levels is prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:

- a. Cost of operations, supplies, labor or services;
- b. Allowance for discounts;
- c. Terms of sale including credit arrangements; and,
- d. Profit margins and mark ups, provided this limitation shall not extend to discussions of methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental.

III. It is a violation of Antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.

IV. Boycotts in any form are unlawful. Discussions relating to boycotts are prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.

V. It is BOMA Southwest Region's policy that all meetings attended by representatives of BOMA Southwest Region where discussion can border on an area of antitrust sensitivity, BOMA Southwest Region's representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If other persons continue such discussions, BOMA Southwest Region's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he left. Any such instances should be reported immediately to the President of BOMA Southwest Region.

VI. It is BOMA Southwest Region's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee member of BOMA Southwest Region annually.

Ferrell Hays Scholarship

The purpose of the Ferrell Hays Scholarship is to provide educational and professional development through attendance of the BOMA Southwest Regional Conference by a Southwest Region member who might otherwise be unable to attend. The scholarship consists of funding up to \$1,000 to be used toward registration fee, travel, lodging and food expenses related to the conference.

Criteria

- Candidate must be a principal (property management) member in good standing with their local and a member of the Southwest region.
- Only one candidate per local may be submitted.
- The BOMA local will determine candidate's interest in the scholarship and attendance to the Conference prior to submitting nomination.
- The Candidate will show above average interest in the Southwest Region.
- Preferably the candidate has never attended a Southwest Regional Conference (excluding attending the TOBY dinner only).
- Demonstrated economic need is required.
- SW Region Executive Board shall serve as the Scholarship Selection Committee, with the President serving as the Chairperson of the committee.
- Candidates will be ranked from first to last.
- The intent and preference of the scholarship is that the eligible person is from a city other than the local in which the Conference is being held.
- Candidates will submit a current resume including their BOMA involvement with a one-page cover letter stating why they feel that attending a BOMA Southwest Conference would be beneficial to them.
- The Chairperson shall contact the appropriate BAE to notify them of the Committee's choice candidate. If the selected candidate is unable to attend the conference, the number two candidate shall be chosen, and so forth, until an accepting recipient is named.
- The scholarship recipient will be acknowledged at the SW Regional Board Meeting.
- The recipient must attend all educational sessions at the conference.
- The SW Regional Conference host city will provide a free conference registration for the Ferrell Hays Scholarship.
- Receipts will be collected as a method of reimbursing the recipient's expenses.

Conflict of Interest Policy

**ANNUAL CONFLICT OF INTEREST STATEMENT FOR MEMBERS OF THE BOARD OF DIRECTORS OF
BUILDING OWNERS AND MANAGERS ASSOCIATION SOUTHWEST REGION**

I, _____, the undersigned, being a member of the Board of Directors of Building Owners and Managers Association Southwest Region, hereby state that to the best of my knowledge except as noted below:

1. To the best of my knowledge, I am not an officer, director, employee, partner, proprietor, or owner of 10% or more of the stock of any entity that transacts business with Building Owners and Managers Association Southwest Region;
2. I, as an individual, do not transact any business, directly or indirectly with Building Owners and Managers Association Southwest Region;
3. No member of my family is an employee of Building Owners and Managers Association Southwest Region or would come within the meaning of No. 1 or No. 2 above.

List below any exceptions to the above statements:

I agree that if any situation arises of which I am aware that in any way contradicts the foregoing statement, I will promptly notify the President of Building Owners and Managers Association Southwest Region of any conflict, real or potential, and make full disclosure thereof. I agree to answer any questions the Executive Committee of the Board of Directors may have with respect to any actual or potential conflict of interest, but I understand that all such information will be held in confidence by the members of the Executive Committee unless the best interests of Building Owners and Managers Association Southwest Region dictate otherwise and a majority of the members of the Board of Directors vote in favor of full disclosure.

Date: _____ Signature: _____

Building Owners and Managers Association Conflict of Interest Policy

General

Board members, employees and volunteers must perform their duties in an ethical, professional manner that avoids any conflict of interest. A conflict of interest arises when there is a conflict between an individual's duties on behalf of Building Owners and Managers Association Southwest Region and her/his personal or private interests or when the duty to exercise independent judgment in the best interest of Building Owners and Managers Association Southwest Region is interfered with because of a personal interest, such as economic gain or loss. All decisions regarding conflicts of interest rest in the sole discretion of the Executive Committee in the exercise of its ultimate judgment of the best interest of Building Owners and Managers Association Southwest Region.

Definitions

An individual is considered to have an actual, potential or apparent conflict of interest when s/he or any member of his/her family:

1. Has any personal, business, organizational interest or affiliation that could be construed as being related to Building Owners and Managers Association Southwest Region; or
2. May receive a personal business or organizational benefit from knowledge of confidential information related to Building Owners and Managers Association Southwest Region.

An individual's interests interfere, appear to interfere or could interfere, with his/her ability to exercise independent judgment on Building Owners and Managers Association Southwest Region's behalf when the individual:

- Uses his/her position at Building Owners and Managers Association Southwest Region for personal, material or financial gain or the appearance of such;
- Serves on the board of or works for, a vendor, contractor or other entity that performs work for or provides services to Building Owners and Managers Association Southwest Region, or is engaged in any business relationship with Building Owners and Managers Association Southwest Region;
- Has a financial interest in an organization with which Building Owners and Managers Association Southwest Region has a business relationship; or
- Improperly interferes with or influences an audit of Building Owners and Managers Association Southwest Region programs, operations or financial statements.

Disclosure

Each Building Owners and Managers Association Southwest Region Board member, employee, and volunteer has a continuing responsibility to scrutinize any transaction in which they are directly or indirectly involved for actual, potential or apparent conflicts of interest and to make a full disclosure to the Board or Executive Committee. Employees and volunteers must disclose the situation to their supervisor. The Board or supervisor shall then determine whether a conflict exists and shall take appropriate action.

Board members must not vote on, approve or recommend any transaction in which s/he has an actual or potential conflict of interest. If the board member is present at a meeting at which such a matter is considered, the Board member must leave the meeting during the discussion and vote.

Position Description:
Member of the Board

Purpose:

To act as a voting member of the board with full authority and responsibility to develop policies, procedures and regulations for the operation of the organization; to monitor the organization's financial health, programs and overall performance; and to provide the chief executive officer with the resources to meet the needs of those the organization serves.

The Full Board's Responsibilities:

- Establish policy
- Hire and evaluate the chief executive officer
- Secure adequate funding for the organization
- Monitor finances
- Create and update long-range plan for the organization
- Select and support the organization's board officers and periodically review their performances
- Adopt key operating policies and procedures; approve contracts as appropriate.

Individual Board Member's Duties:

- Attend all board meetings and activities, including special events and board retreats.
- Become knowledgeable about the organization.
- Come to board meetings well-prepared and well informed about issues on the agenda.
- Contribute to meetings by expressing your point of view.
- Consider other points of view, make constructive suggestions and help the board make decisions that benefit those the organization serves.
- Support the consensus decision of the Board on an issue, even if the decision is different than the one you would make.
- Represent the Association to individuals, the public and other organizations.
- Assume board leadership roles when asked.
- Keep the administrator informed about any concern the members or community have.

Board of Directors
Policy Regarding Meeting Attendance

In their role as “Directors” of the Association for the benefit of BOMA members, members of the BOMA Board set policies and goals for the organization, and monitor the Association’s financial health, programs, and overall performance.

In order to fully and successfully carry out these responsibilities, it is important to fully and actively participate in all deliberations of the Board.

Therefore, in the interest of securing commitment to fulfill these obligations, and to ensure maximum attendance at all regularly scheduled meetings of the Board of Directors, the Board hereby resolves that when any member is absent for three regularly scheduled meetings, the full Board shall determine, (following an initial inquiry by the President), the absent individual’s availability to continue serving as a member of the Board, and whether or not to make that member’s seat available to someone with more time to devote to stewardship of the organization.

Policy Governing Board Members in Job Transition

Whereas BOMA desires to attract the best possible talent to its primary leadership group
- The Board of Directors; and

Whereas there will be occasions when members of the BOMA Board of Directors will find themselves in transition from one job to another; and

Whereas it would benefit the Association to retain people who can continue to make a valuable contribution despite their transitional status; and

Whereas the Association would also benefit by providing new leadership opportunities to new people with fresh perspective;

The following policy is adopted to govern the status of members of the Board of Directors who have been elected per the Association Bylaws but find themselves in transition from one employer to another:

Board members duly elected who find themselves in job transition shall be allowed to continue to serve on the board for up to six months, provided they are actively seeking continued employment in the industry (or, if filling an “outside director” seat must be seeking a position that the Executive Committee judges would enable them to either continue serving in the capacity of outside director or as an industry representative’ further,

A Board member shall not be elected nor re-elect unless they are employed in a position enabling them to serve on the Board of Directors consistent with Board position as defined in the Bylaws; and,

In the interest of allowing leadership opportunities to others, at the end of a period of six-month that a duly elected Board member is no longer employed, that person’s grace period shall expire and their seat on the Board shall be made available to qualified candidates.