BOMA Southwest Region Board of Directors
BOMA International Convention
Wednesday, February 5, 2014
8 am to 9:15 am
Washington, D.C.

I. Call to Order
   Tomi Sue Beecham, President

II. Roll Call
   Jennifer Lester, VP

III. Approval of Minutes
     Jennifer Lester, VP

IV. Financial Report
    Melissa Graham, Sec/Treasurer

V. BOMA International Report
    __________________________, BOMA International

VI. BOMA International Nominating Committee
     Lisa Hensley

VII. Old Business
     a. Future Conference Host City Rotation
        Tomi Sue Beecham, President
     b. Discussion: Proposed Bylaw Amendments
        Jennifer Lester, VP
     c. Discussion: Proposed Policies & Procedures
        Jennifer Lester, VP
     d. Report of Audit Review
        Melissa Graham, Sec/Treasurer

VIII. New Business
      a. Nominating Committee Report
         Greg Grainger, Past President
      b. 2014 Ferrell Hayes Scholarship Recipient
         Tomi Sue Beecham, President

IX. Call from the Floor to Adjourn
    Tomi Sue Beecham, President

X. Adjourn
   Tomi Sue Beecham, President
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# BOMA Southwest Region
## Profit & Loss Detail
### January through December 2013

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## 2014 BOMA SOUTHWEST REGION BUDGET

### INCOME

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### EXPENSES

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### 2014 BUDGET (dues holiday for 2014)

**BOMA SOUTHWEST REGIONAL DUES**

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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 Procedures

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.

Signatory Requirements
Any disbursements over $1,000 require two authorized signatures.

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

BOMA’s check signing policy requires that two authorized signers are required for processing all BOMA checks $1,000 and above. 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 for a total not to exceed $3,000 annually. 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.

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** – Filled 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 Houston BOMA’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.
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 in the 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 along-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.
These items were supposed to be included in P&P (from our Bylaws Review) – need some direction as to where they should be inserted.

(1) 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.

(2) 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. 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 three (3) year term.
BOMA SOUTHWEST REGION
BYLAWS

ARTICLE I

NAME

The name of this organization shall be “The Building Owners and Managers Association Southwest Region”, hereinafter referred to as Region.

ARTICLE II

PURPOSE

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.

is to foster cooperation in the ownership management and operation of buildings; to engage in such activities as shall tend to improve the Building Management Industry as a whole; to promote sound, economical, technical and ethical practices and standards within the Industry.

Provide a forum for Federated Members on legislative and governmental regulations and other matters which affect the Industry; to promote the common interest of the membership and encourage sound business practices and to develop friendship and understanding and encourage confidence between and among members of the Industry. The Region is an “Administrative Region” of the Building Owners and Managers Association (BOMA) International and has certain responsibilities in that capacity as defined herein and in the by-laws of BOMA International.
ARTICLE III

GEOGRAPHICAL LIMITS

The Region shall encompass the territory lying within Arkansas, Louisiana, Oklahoma, New Mexico, and Texas.

ARTICLE IV

MEMBERSHIP

The membership shall consist of all Federated Associations located within the Geographical Territory defined above. Individuals belonging to the Federated Associations are not members of the Region, per se. Regional membership requires that members be in good standing with BOMA International.

Present for Voting: As applied in this document, the term “present” (when used to indicate “present for voting purposes” or to account for a quorum) is defined to include persons actually present when a vote is taken or who are participating in a vote through written submittals, telephone, teleconferencing or other electronic means, where such alternatives are allowable by the Bylaws, and their Members within the Southwest Region of BOMA International, as defined in Article III, and shall be represented in all regional meetings and voting by a voting delegate from each Federated Association.

No vote shall be accepted by proxy.

Owners and Managers of commercial buildings, not eligible for membership in a Federated Association within the Southwest Region of BOMA International shall be eligible for Membership as Members-at-Large, subject to approval by the Board of Directors.

Honorary Membership as defined in BOMA International By Laws and located within the geographical boundaries of the Region as defined in Article III shall be delegates of the Regions and shall be accorded all of the rights and privileges of regional membership.

Life Members: Any person who has been a Member of one or more BOMA Southwest Region federated associations for a minimum of twenty (20) years and who, by reason of retirement from business or otherwise is no longer eligible, may be designated a Life Member by the Board of Directors and may receive such special privileges as determined by the Board of Directors. At its discretion, the Board of Directors may waive the twenty-year requirement.

Resignations - Resignations of Federated Associations from membership is effective on filing with the President a notice of resignation not later than January 31 of any year. Resignations during the year shall be effective from date of resignation, but without entitling such resigning Federated Member to any abatement of dues for the current year.
Suspension and Revocation of Membership – The Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any Federated Member for failure to act in accordance with or meet obligations to BOMA International and/or the Region as specified in their Federation Agreements. The Federated Member shall be given at least thirty (30) days written notice in advance of the meeting of the Board at which the vote is taken and shall be afforded to reinstate any membership suspended or revoked under this Article. Reinstatement is subject to such conditions as the Board may impose.

ARTICLE V

GOVERNANCE

The Officers of the Region shall consist of the following: President, Vice President, and Secretary/Treasurer.

The governance of the Region is vested in a Board of Directors consisting of the Officers and Directors. The chief elected officer of each Federated Member association becomes a Director concurrent with assuming their local position.

The Executive Committee shall consist of the following officers: President of the Region, Vice President, and Secretary/Treasurer. The Executive Committee shall perform such duties as are required under the bylaws or as may be prescribed by the Board of Directors. Officers elected for a term of one year shall hold office from the regular annual meeting of the Region at which they were elected, until the next regular annual meeting of the Region after their election or until their successors are elected and qualified. Any vacancy arising in any office of the Region or upon the Board of Directors or the Nominating Committee shall be filled by appointment by the President subject to confirmation at the next regional meeting by the Board of Directors.

The President shall be the chief executive officer of the Region and shall perform such duties as are required by the constitution and bylaws or which may be prescribed by the Board of Directors of the Region. He/she shall preside at all meetings of the Region, shall appoint such committees as set out in the constitution and bylaws or which he/she shall deem advisable in conducting the work of the Region; to designate the duties of the affairs of the Region. It shall be the duty of the President to call a meeting of the Board of Directors at least one time each year or at each annual conference. It shall be the duty of the President to see that a complete record is made of all business meetings of the Region, Board of Directors, and the Executive Committee.

The Vice-President shall perform the duties of the President in his/her absence or inability to serve and shall perform such other duties as may be required by the bylaws or as may be prescribed by the Board of Director and to assist the President in all activities of the Region and accept such assignments as may be directed to do by the President.
The Secretary/Treasurer shall maintain, or cause to be maintained all records of the Region in an orderly manner. He/she shall maintain a mailing distribution list, which is always active and up to date, for the purpose of keeping the Federated Members informed on all matters. He/she shall assist the President, and Vice President, the Executive Committee or the Board of Directors. He/she shall attend and make records of all meetings of the Region, and the Board of Directors may designate from time to time. He/she shall issue or cause to be issued all notices of meetings, and shall sign with the President any instrument of the Region upon approval of the Board of Directors.

The Secretary/Treasurer shall be the officer responsible for keeping the roll at all meetings and determination of existence of a quorum.

The Secretary/Treasurer shall be the custodian of all funds collected and belonging to the Region. He/she shall receive all money on behalf of the Region, pay all bills from funds appropriated for the purpose, render such reports as the Region may require and at the annual meeting render a written report of all receipts and disbursements of his office for the preceding fiscal year. Disbursements shall be made by the Treasurer signing all checks with the President countersigning, except that the Board of Directors may authorize other signatures in the absence of either or both the President and Treasurer. He/she shall keep all money and other valuables belonging to the Region in a bank approved by the Executive Committee. He/she shall furnish Indemnity Bond in such sum as may be prescribed by the Executive Committee, the expense of said bond to be paid by the Region, or the Executive Committee may elect not to take out this insurance. In the event that the Secretary/Treasurer secures a paid individual to assume some or all of these duties, the Secretary/Treasurer maintains responsibility for record integrity.

The books of the Secretary/Treasurer shall be audited once each year within sixty (60) days after the annual meeting by a Finance Committee appointed by the President.

The Board of Directors has the power to incur expenses necessary for conducting the business of the BOMA Southwest Region as proscribed and dictated by the budget, which is adopted annually by the Board of Directors.

**Indemnification.** Each officer, director, Association Executive, and General Counsel of the Region shall be indemnified by the Region 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 the Region or its Federated 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 Directors and Officers insurance covering the Board and Officers.

ARTICLE VI

ELECTIONS

Each Federated Association shall by authority of their Board of Directors or President have one voting delegate to cast all votes for their respective Federated Association.

Elections are to be held annually at the Southwest Regional Meeting. All elections held after the meeting are for filling any vacant positions.

(1) The President, Vice President, Secretary/Treasurer of the Region shall be elected for a term of one year.

(2) The President, Vice President, Secretary/Treasurer shall attend 70% of all meetings and no two consecutive may be missed in session. These meetings include the Southwest Regional Annual Conference, and the Annual Conference and Winter Business Meeting of BOMA International. Failure to attend 70% of meetings may result in removal from executive committee.

(3) The President, Vice President, Secretary/Treasurer and Directors shall be nominated by a Nominating Committee elected by the Region, or by nominations from the floor of the annual meeting, said nominees to be voted on by delegates at the meeting, and nominees receiving the majority of votes shall be declared elected to the respective offices voted upon.

(4) The President and Vice President shall not be eligible for re-election to the same office for more than two consecutive terms.

(5) The Secretary/Treasurer shall be eligible for reelection.

(6) At each annual meeting or on other occasions when necessary, the Board of Directors selects a committee of three (3) persons to serve as the Nominating Committee. At least one Federated Member of the committee shall currently be serving as a Director. 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. 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 three (3) year term.

(7)(6) Before any name may be placed in nomination for any office for President or Vice President, the nominating delegate or committee chairman shall be able to answer in the affirmative to the following questions: confirm that the candidates have:

(i) Served as a Director of BOMA Southwest Region, therefore must have served as the chief elected officer of a Federated Member local BOMA, or board member with 3 years experience, (ii) Attended at least two prior BOMA Southwest Annual conferences, (iii) Candidates for the President position must commit to attend the BOMA Southwest Regional Annual Conference and the Real Estate Congress Annual Conference and the Winter Business Meeting of BOMA International. Also, it is desirable that the candidate will have earned a Professional Real Estate Designation.

(8)(7) All officers and directors shall be considered elected to their respective office upon receipt of a majority vote by the voting delegates present, unless otherwise herein provided for. A standing vote shall be held unless a ballot is requested by any voting delegate or the President.

(9)(8) In the event there are more than two candidates for election and either fails to get a majority vote necessary for election, the two nominees having the largest number of votes will remain in the race for election and another ballot cast to ascertain which will receive the majority vote. By a vote of two-thirds majority the Region may adopt any other method of Parliamentary procedure for any such election.

(9) All elections to offices of the Region shall be by majority vote of the voting delegates present at any annual meeting. No vote shall be accepted by written proxy.

(10) All elections held of whatever nature, and all business transacted, of whatever nature, requiring approval and ratification by the Region shall be by majority vote of all members of the Board of Directors.

(10)(11) On all matters coming before the general membership at any general membership meeting of the Region, each voting delegate shall represent each Federated Member in good standing shall be entitled to one vote. Upon demand of any voting delegate, the vote upon any question before each meeting of the Federated Members shall be by ballot.

ARTICLE VII

MEETINGS

(1) A regular meeting of the Region shall be held at least one time during each calendar year and at such time and place as may be designated by the Board of Directors or as may be selected by majority vote of all delegates present at each annual conference session. The host city is responsible for selecting a Conference Chair, and meeting facility, and establishing the exact dates based on the facility’s availability, and coordination with BOMA International
and notifies notification of each local of the conference dates. Each local bears full financial responsibility for any Regional Conference held in their city.

(2) Special meetings of the Region may be called by the President or the Board of Directors when it shall be deemed necessary. For urgent matters, the President may also call for a vote by mail/facsimile/electronic means.

(3) Notice of time and place of all meetings of the region shall be given communicated by the Secretary or Conference Committee to all Federated Associations by mail to last known address via mail, facsimile or electronic means. Said notices shall be mailed distributed to each delegate at least thirty (30) days prior to time of meeting, except special called meetings when all notices shall be at least ten (10) days prior to said special called meetings.

(4) Roberts Rules of Order shall govern the Parliamentary procedure of meetings of the Region.

(5) All regular Regional business as may be necessary for proper function of the Region shall be transacted as part of the program at each annual meeting. Regional business may be conducted at the Real Estate Congress Annual Meeting, the Southwest Regional Annual Conference or the Winter Business Meeting.

(6) 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.

(7) All elections held of whatever nature, and all business transacted, of whatever nature, requiring approval and ratification by the Region shall be by majority vote of all members of the Board of Directors.

(8) The Board of Directors has the power to incur expenses necessary for conducting the business of the BOMA Southwest Region as proscribed and dictated by the budget, which is adopted annually by the Board of Directors. Expenses incurred beyond those proscribed in the annual budget must be approved by the Board of Directors.

(9) Seven Federated Members of the board constitute a quorum.

(10) On all matters coming before the general membership at any general membership meeting of the Region, each voting delegate shall represent each Federated Member in good standing shall be entitled to one vote. Upon demand of any voting delegate, the vote upon any question before each meeting of the Federated Members shall be by ballot.
ARTICLE VIII

ORDER OF BUSINESS

(1) The order of business at any regular meeting is to be:

Call to order
Calling the roll
Reading of minutes
Report of Officers
Report of committees
Old Business
New Business
Appointment of special or temporary committees
Elections

(2) The Board of Directors may alter or change the order of business should they deem it advisable.

ARTICLE IX

AMENDMENTS

These bylaws may be amended by a two-thirds vote at any Region meeting with at least 30 days prior written notice of the changes and effective date of the changes to all member Federated Associations.

ARTICLE X

DUES

Dues for membership in BOMA Southwest Region are determined by the Board of Directors at the annual meeting.

Membership Levels. The Region will utilize Federated Membership reports provided by BOMA International to determine current Federated Members for each local.

Payment of Dues. Dues shall be payable annually. Dues shall be collected through the local associations, except for Member-at-Large, who will be billed directly. Dues are non-refundable.

Life and Honorary Members. Dues for Honorary Life Members shall be waived. Other monetary concessions or waivers pertaining to the Honorary and/or Life Member and his/her attendance at Region activities shall be determined by the Board of Directors of the Region.
ARTICLE XI

COMMITTEES

(1) The President upon taking office, shall appoint a Finance Committee consisting of Chairman and two other Federated Members. It shall be the duty of this committee to study and audit the financial status of the Region in cooperation with the President and Treasurer and report on same at the annual conference. The functions of the Finance Committee may be accomplished under Article XIII, Paragraph 3 with approval of two thirds of the Board of Directors.

(2) The President, upon taking office, shall appoint a Bylaws Committee consisting of Chairman and two other Federated Members. It shall be the duty of this committee to study the bylaws and report to the Region any recommended changes or revisions. This committee shall work in cooperation with the President, Secretary and Treasurer.

(3) The President, upon taking office, shall appoint an Awards Committee to review all submitted projects for awards. This committee shall be at the discretion of the president in size and scope.

(4) The President, upon taking office, shall appoint a TOBY Chairman to organize the annual TOBY Awards Program. Each local will be invited to assign a member to serve on the TOBY Committee which will be comprised of no less than three members. The Committee will to recruit (2) two TOBY judges from each federated association within the region. The Chairman and judges will review, evaluate, and vote on Regional TOBY submissions and Member of the Year submissions as outlined and directed by BOMA International.

(5) The President, upon taking office, shall appoint such committees as he/she may deem advisable in promoting the activities of the Region or such committees as directed by the Board of Directors.

ARTICLE XII

CONSIDERATION FOR SERVICE

Compensation - The consideration for service to BOMA Southwest by any officer or Federated Member shall be the benefit derived from membership and no other compensation is to be paid for any such service.

ARTICLE XIII

CHIEF OPERATING OFFICER

(1) The Board of Directors shall have the authority to employ a Chief Operating Officer for the Region. Said Officer shall be responsible of all operations, and shall direct and promote the activities assigned and perform such other duties as may be delegated by the
officers, or the Board of Directors. The title of said officer shall be “BOMA Association Executive or BAE”:

Invoice and collect dues;
Pay bills incurred by BOMA Southwest;
Reimburse/advance officer expenses approved by the Board of Directors;
Maintain an accurate record of income received and expenses paid;
Assist Conference Chairman of the Annual Conference;
Assist Chairs of standing committees;
Prepare and present annual budget;
Prepare agendas for meetings; and
Chair a workshop for the region association executives at the annual region conference.

(2) The Board of Directors has the authority to set compensation for the BAE.

(3) 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.

ARTICLE XIV
SPECIAL RECOGNITION

Distinguished Service - Any person who has rendered Distinguished Service to BOMA Southwest Region or the industry it represents may be recognized by the Board of Directors.

ARTICLE XV
FUNDING FOR REGION 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 for a total not to exceed $3,000 annually. 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.
ARTICLE XVI

GENERAL

(1) The Region shall be cautious in its selection of candidates for officers and committees who should be chosen to have the best interest of the Region at heart and the time to give in behalf of the object and purpose of the Region.

(2) It shall be the duty of each officer and all committee members of the Region to work in harmony with the Building Owners and Managers Association International to promote the best interest of the Industry on an International scale at all times.

(3) It shall be the duty of the Region to promote the interest of members-at-large and furnish data, surveys, and other information that would assist them in the proper operation of their properties and assist them in promoting the best interest of the Region.

(4) The Federated Associations of the Region shall have the right to recall any officer, at any time during their term of office, upon a two-thirds vote of the entire membership of the Region provided:

   (A) A petition shall be presented, setting forth the fact that the recall of any officer or officers is desired, containing the name, or names of such, together with sufficient information as to the reason for the recall, and signed by not less than five delegates in good standing.

   (B) Notice shall be sent to the entire membership of the Region not less than five days before date of the meeting at which said petition is to be presented, said notice shall contain the name or names of the officer or officers, as set forth by the petition, and sufficient information to clearly inform the membership of the reason for the proposed recall and the date, hour and place of meeting, and the membership may at such meeting select a temporarily Chairman to preside and a temporary Secretary, provided there is no officer present or qualified.

NOTICES, DELIVERY AND WAIVER THEREOF. Whenever, under any provisions of these Bylaws, notice is required to be given to any member, director, or officer, it shall not be construed to mean personal notice, but such notice may be delivered in writing, by using the current method of communication used to communicate with the membership, established from time to time as Association policy by the Board of Directors and addressed to such member, director or officer at the last known address, as shown by records of the Association. The means of communication shall include, but not be limited to U.S. mail, facsimile or electronic notice. The presence of any member, director, or officer at any meeting shall be deemed to be waiver of
all notices required to be given under these Bylaws, except notice where waiver is specifically precluded.

By-laws, Southwest Region, Building Owners and Managers Association
Approved by the Board of Directors (quorum present) at _____________ (Date, Place)

__________________________________________
(signature of President)

__________________________________________
(name, typed or printed)

Approved by the Federated Members at a General Membership Meeting at _____________
(Date, Place)

__________________________________________
(Signature of President)

__________________________________________
(name, typed or printed)