BOMA Southwest Region Board of Directors
January 2017 Annual Meeting
Monday · January 30, 2017 · Noon
Hyatt Regency Capitol Hill · Washington, DC

Meeting Agenda

I. Call to Order
   Dan Yates, President

II. Roll Call
   Johnny Onkst, Secretary/Treasurer

III. Approval of Minutes*
     Johnny Onkst, Secretary/Treasurer

IV. Financial Report*
     Johnny Onkst, Secretary/Treasurer
     • Approval of Financial Statements*
     • Approval of 2017 Operating Budget*

V. BOMA International Report
   Shane Baggett/Lisa Hensley, BOMA Intl

VI. BOMA Intl Nominating Committee
    Greg Grainger, BOMA Intl

VIII. Old Business
    • Future Conference Rotation
      Dan Yates President
    • 2017 SWR Conference Update
      Angelique Wade/Tracy Pals, Dallas
    • TOBY Deadlines
      Rhonda Reid, Fort Worth & Dallas

IX. New Business
    • 2017 Ferrell Hayes Scholarship Recipient
      Dan Yates, President
    • Nominating Committee Report/VP Update*
      Jim Peck, Nominating Committee
    • Bylaws Report/Recommendations*
      Bylaws Committee
    • BAE Update
      Dan Yates, President

X. Call from Floor to Adjourn
   Dan Yates, President

XI. Adjourn
    Dan Yates, President

*Support Materials Attached.
BOMA Southwest Region Board of Directors Meeting

Sunday, June 26, 2016
Gaylord National Resort & Convention Center · Washington, DC

Call to Order
BOMA Southwest Region Secretary Treasurer Johnny Onkst called the meeting to order at 8:05 am.

Onkst confirmed that delegates from the following local organizations were present and there was a quorum: Albuquerque, Austin, Dallas, Greater Little Rock, Fort Worth, Houston, Oklahoma City, San Antonio, Shreveport and Tulsa. Representatives from Corpus Christi and Northwest Arkansas were unable to attend.

Minutes
Minutes from the March 2016 meeting in Little Rock, AR were distributed to all Board members via the advance meeting packet. There were no changes or corrections.

Motion New Mexico, Second Fort Worth
To approve the March 2016 meeting minutes as presented.

Motion Carried Unanimously

Financial Statements
Financial statements ending April 30, 2016 were distributed in the advance meeting packet.

Secretary Treasurer Johnny Onkst made the following notes:

- There were $2,100 in expenses, including $1,000 in seed money for the SWR Conference, $1,000 for Ferrell Hayes Scholarship reimbursement and $100 in gifts.
- The current checking account balance is $17,644.07.

Onkst reminded attendees that the Southwest Region is not collecting dues. Therefore, the region will not have income for 2016. However, per the new Policies & Procedures, beginning with the 2017 conference, there will be additional fees added to the registration.

There was no further discussion.

Motion Austin, Second Little Rock
To approve the financial statements for the period ending April 30, 2016 as presented.

Motion Carried Unanimously

2015 Audit
Mary Paltani, chair of the Southwest Region Audit Committee, presented the 2015 audit, a copy of which was distributed on-site. Audit Committee members were Allison Millington (Fort Worth) and Patrick Murphy (Shreveport).
The Committee was assigned the task of auditing the 2015 BOMA SW Region financial records. 2015 Audit Findings were as follows:

- January 1, 2015 Bank of America Account Balance: $20,136.08
- Balance Sheet: $20,136.08
- Deposits made during 2015: $1,000.00
- Withdrawals made during 2015: $2,392.01
- December 31, 2015 Bank of America Account Balance: $18,744.07

The committee included the following notes:

- All bank statements were reviewed. All canceled checks and deposits shown on the bank statements matched the information shown on the Profit & Loss Statement.
- One deposit was made during the 2015 FY in the amount of $1,000 as seed money for the Southwest Region Conference.
- Withdrawals in the amount of $2,392.01 made during 2015 were noted on the attached Profit & Loss Detail (P&L).
- The BOMA Southwest Region credit/debit card has been canceled.
- The Audit Committee finds the SW Region’s 2015 finances in good order and all monies accounted for.

Motion Dallas, Second Fort Worth
To approve the 2015 Audit as presented and to accept the recommendations as presented.

Motion Carried Unanimously

2017 BOMA Southwest Region Conference
Angelique Wade and Tracey Pals provided an update of the 2017 Southwest Region Conference. They noted the conference will be held March 30 through April 1 in Dallas. They thanked the current sponsors.

BOMA International Report
BOMA International Executive Committee members Shane Baggett (Dallas) and Lisa Hensley (Austin) provided a report from BOMA International.

Nominating Committee Report
Greg Grainger provided a report on behalf of the BOMA International Nominating Committee. Bill Moebius (Dallas) will join Southwest Region representatives Lisa Hensley and Shane Baggett on the Executive Committee. Grainger noted there were nine highly qualified candidates for these positions. He also encouraged all members to get involved at international.

Old Business/Scholarship
For the past three years the Ferrell Hayes Scholarship was funded by Cousins Properties. This agreement ended and Onkst asked for volunteers to take over the three-year commitment. The total for the scholarship program is $3,000.
New Business

Included in the advance meeting packet was a document titled “Board of Directors & Committee Information”. The information in this document was taken from the Bylaws and Policies & Procedures Manual. It explains the following:

- How members for committees are selected
- The composition of each group, and
- The committee’s charge.

Onkst noted that the only requirement for membership on any committee, with the exception of the Nominating Committee, is that the individual be a Federated member in good standing. Most committee work is handled via conference call and email, so committee members are NOT required to attend the BOMA Southwest Regional meetings in order to serve.

TOBY Chair & Committee

Rhonda Reid from Fort Worth will serve as the chair for 2016/17 TOBY Committee. Per the Bylaws this committee has at least three (3) members and each local is invited to appoint one (1) member to the committee. Local representatives were asked to send information for the representatives to Rhonda Reid and copy Teresa Foster. Onkst reminded the group that each local also submits two judges.

Awards Committee

Changes in the Bylaws moved selection of the Southwest Region Outstanding Member of the Year to the Awards Committee. Lisa Hensley and Kristine Lang will continue on the Awards Committee for one more year.

Nominating Committee

The Nominating has three members. At least one Federated Member of the committee must also be serving as a director. **The Nominating Committee is the only committee that is elected by this Board.** Recommendations for the 2015/16 Nominating Committee were:

- Jim Peck, Albuquerque, chair
- Allison Millington
- Lisa Hensley

**Motion Oklahoma City, Second Austin**

To appoint Jim Peck (chair), Allison Millington andLisa Hensley and to the Nominating Committee.

**Motion Carried Unanimously**

Bylaws Committee

Mary Palatini, Traci Devereaux and Pat Murphy were appointed to the Bylaws Committee. The group will review the Bylaws and the Policies & Procedures Manual. Recommendations will be presented to the Board in January.

Bank of America Bank Account

BOMA Southwest Region funds are held in a Bank of America checking account. Any changes to the account must be approved by the members and included in the meeting minutes. Onkst asked the group to approve the current president and secretary/treasurer as signatories and to remove the previous president and executive director from the account. He noted this is standard protocol.
**Motion Dallas, Second Fort Worth**
To remove Jennifer Lester and Lynn Forrester from the account and to add Dan Yates and Johnny Onkst as signatories to the Southwest Region bank account held at Bank of America.

**Association Management Services**
BOMA Dallas has handled all management and administrative tasks for SWR at no charge since January 2015. This arrangement will end December 31, 2016 and the region is seeking new management. Onkst has asked that anyone interested in providing this service contact him by August 1.

Proposals will be reviewed and a recommendation regarding the management function will be made at the SWR Business meeting held at the BOMA International Winter Business Meeting.

**Local Reports**
All local associations provided reports.

**Adjourn**
Onkst called for a motion to adjourn the meeting.

**Motion Austin, Second Little Rock**
To approve adjourn the meeting.

*Motion Carried Unanimously*

The meeting was adjourned at 8:48.

Respectfully submitted,

Teresa Foster, CAE
BOMA Southwest Region
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<tr>
<th>Asset Description</th>
<th>Amount</th>
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<td>Checking Account BOA</td>
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<td>Total Checking/Savings</td>
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<tr>
<td>Equity</td>
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<td><strong>TOTAL LIABILITIES &amp; EQUITY</strong></td>
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## BOMA SOUTHWEST REGION PROFIT LOSSES
### As of December 31, 2016

### Ordinary Income

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<tr>
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<tr>
<td>2016 Dues</td>
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<tr>
<td>SWR Conference Seed Money</td>
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**Total Income** $0 $2,000

### Expenses

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<td>WebSite Hosting/Maintenance</td>
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<tr>
<td>Ferrell Hayes Scholarship</td>
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**Total Expenses** $0 $2,456.88

### Net Income

**Net Income** $0 $(456.88)
## 2017 BOMA SOUTHWEST REGION BUDGET

### INCOME

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<th></th>
<th>JAN</th>
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<th>APRIL</th>
<th>MAY</th>
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<th>JULY</th>
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### EXPENSES

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### 2017 BUDGET

**BOMA SWR Revenue**

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<th>Conf Attendees</th>
<th>Rate</th>
<th>Budgeted Revenue</th>
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<tbody>
<tr>
<td>200</td>
<td>$10.00</td>
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**President requires travel reimbursement:**

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<tr>
<th>Conf Attendees</th>
<th>Rate</th>
<th>Budgeted Revenue</th>
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</thead>
<tbody>
<tr>
<td>200</td>
<td>$25.00</td>
<td>$5,000.00</td>
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BOMA Southwest Region Nominating Committee Call
Tuesday, December 6, 2016

Conference Call Notes

Participants
Jim Peck, Chair  Lisa Hensley
Allison Millington  Dan Yates
Teresa Foster

Purpose
The BOMA Southwest Region Nominating Committee held its first call on Tuesday, December 6. The purpose of this call was to review the process for selecting candidates and to discuss any additional details that would impact the Committee’s work.

Review
Southwest Region President Dan Yates joined the call to provide background information. He notified the Committee that Joseph Herbert, current vice president, has resigned his position. The Nominating Committee has the following options:

- Have Johnny Onkst move from the secretary/treasurer position directly to the president position. This would require the Committee appoint a vice president and secretary treasurer.
- Have Dan Yates serve one additional term as president. In this case, Johnny Onkst would move into the vice president position and the Committee would select as secretary treasurer.

Dan Yates left the call.

Motion Peck, Second Millington (3-0-0)
To recommend Dan Yates serve as second term president (2017/18).

Foster noted that this will be a vote on at the March business meeting along with the nominations for the secretary treasurer position.

Candidate Information
Candidates for the secretary treasurer position are:
- Sheila McHargue
- Traci Devereaux
- Mary Paltani

Foster will contact each candidate to confirm their nominations. She will copy Peck and will ask each candidate if she plans to attend the Winter Business Meeting. If so, the candidate will be interviewed on-site and if not, Peck will set a conference call.

After the interviews, the Committee will meet to determine its selection. This meeting will be held on-site at the Winter Business meeting or via a conference call. The deadline for completing this task is February 15. Peck will present the Committee’s recommendations at the March Business Meeting.

The call ended at 2:25 pm.

Note: Traci Devereaux withdrew her name from consideration.
BOMA Southwest Region Bylaws Committee
Tuesday · September 28· 11 am Central Time

Conference Call Notes

Participants
Mary Paltani, Oklahoma City
Traci Devereaux, Fort Worth
Patrick Murphy, Shreveport
Teresa Foster, BOMA SWR Management

Purpose
The 2016 BOMA Southwest Region Bylaws Committee held its second conference call on Wednesday, September 28, at 11 am. The purpose of this call was to review each individual member’s comments related to the Bylaws.

Review
Each committee member forwarded a copy of his/her recommended changes to the group. Each recommendation was considered. Most of the changes were grammatical and were made to improve consistency of the document.

The Committee recommended one significant change, related to Article VI, Elections, Items 4 and 5. The sections currently read:

(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 re-election.

The Committee recommended the Secretary/Treasurer also be limited to two terms and that Items 4 & 5 be combined to read:

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

Foster noted a copy of the revised Bylaws, showing the changes recommended by the committee, along with the meeting notes, will be distributed in the Southwest Region advance meeting packet. The group also discussed offering a prize for the member who can identify the change.

The next conference call will be held Monday, October 10, to review recommendations for the Policies & Procedures manual.

Adjourn
The meeting was adjourned at 11: 27 pm.
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.

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. No vote shall be accepted by proxy.

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, 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 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 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 Directors and assist the President in all activities of the Region and accept such assignments as may be directed 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 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 Conference business meeting.

(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. 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 the Executive Committee.

(3) The President, Vice President, Secretary/Treasurer 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 and Secretary/Treasurer 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. (Combined for consistency.)
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. Before any name may be placed in nomination for any office for President, Vice President, or Secretary/Treasurer the nominating delegate or committee chairman shall 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 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.

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.

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.

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 proxy.

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.

On all matters coming before the general membership at any general membership meeting of the Region, each voting delegate shall represent each Federated Member Association in good standing and 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

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
The host city is responsible for selecting a Conference Chair and meeting facility, establishing dates based on the facility’s availability, coordination with BOMA International and 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 communicated by the Secretary or Conference Committee to all Federated Associations via mail, facsimile or electronic means. Said notices shall be 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) Robert’s Rules of Order shall govern the Parliamentary procedure of meetings of the Region.

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 Annual Meeting, the Southwest Regional Annual Conference or the Winter Business Meeting. Expenses incurred beyond those proscribed in the annual budget must be approved by the Board of Directors.

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

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.

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.

(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, evaluate and vote on Southwest Region Member of the Year submissions as outlined and directed by BOMA International. The Awards Committee will recommend and establish requirements and voting procedures for new awards approved by the Board of Directors. 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 recruit (2) two TOBY judges from each federated association within the region. The judges will
review, evaluate, and vote on Regional TOBY 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;
Distribute information to Directors and local BAEs via email and/or website and;
Prepare and present annual budget;
Prepare agendas for meetings; and
Distribute meeting materials and minutes.
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.
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

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) on February 3, 2016 in Washington, DC.

____________________________________
(signature of President)

____________________________________
(name, typed or printed)

Approved by the Federated Members at a General Membership Meeting on February 3, 2016 in Washington, DC.

____________________________________
(Signature of President)

____________________________________
(name, typed or printed)
BOMA Southwest Region Bylaws Committee  
Monday · December 5, 2016 · 10:30 am Central Time

Conference Call Notes

Participants
Mary Paltani, Oklahoma City  
Traci Devereaux, Fort Worth  
Patrick Murphy, Shreveport  
Teresa Foster, BOMA SWR Management

Purpose
The 2016 BOMA Southwest Region Bylaws Committee held its third conference call on Monday, December 5, 2016. The purpose of this call was to review each individual member’s comments related to the Policies & Procedures Manual.

Review
Each committee member forwarded a copy of his/her recommended changes to the group. All changes were to correct typographical errors or to provide consistency in formatting. No substantive changes were recommended.

For clarification purposes, the following phrase, which is currently part of the Financial Policy, was added to the Reserve Policy:

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).

This section will also remain in the Financial Policy section.

This information will be presented to the Southwest Region Board at its January 2017 meeting.

Adjourn
The meeting was adjourned at 11: 27 pm.
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 Policy Statement

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). [Policy is also noted under the Reserves Policy.]

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 Policy**

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 Policy

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 anyone 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.
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).

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 base of 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, databases, 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 Policy**

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 & Disclosure Statement

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.
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 may 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-elected 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. |