

**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 Director 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 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 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. 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.

(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.

(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 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.

(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.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) Roberts 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)

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(name, typed or printed)