

Houston Building Owners and Managers Association

BYLAWS

Incorporating all amendments adopted through (October 31, 2016).

ARTICLE I - NAME

The name of this Corporation is the Houston Building Owners and Managers Association, Inc. ("Houston BOMA") as reincorporated under the laws of the State of Texas on June 19, 1984. This corporation was originally incorporated on June 14, 1934.

ARTICLE II - PRINCIPAL OFFICES AND AREAS OF SERVICE

The principal office will be in the City of Houston, Harris County, Texas. Members will be served in the counties of Harris, Brazoria, Chambers, Fort Bend, Galveston, Montgomery, Waller and Liberty.

ARTICLE III - OBJECTIVE

The objective is to promote and advance by legal and appropriate means the interests of commercial building ownership as a business enterprise and the management of commercial buildings as a profession.

ARTICLE IV - MEMBERSHIP CATEGORIES

SECTION 1. GENERAL. Any membership application shall be approved if membership criteria are met. All approved applications will then be submitted to the Board of Directors for their information.

- A. Membership criteria are as follows:
 - a. The submitting member must fit into one of the membership categories outlined below.
 - b. The submitting member must operate within the areas of service outlined above.
 - c. The submitting member must pay dues as outlined by the Board of Directors.
- B. The term for membership shall be a calendar year.
- C. All member companies must operate in compliance with all local, state, and federal laws.

SECTION 2. PRINCIPAL MEMBERSHIP. Principal membership consists of persons, companies, or corporations who are in the business of owning or managing commercial property, including but not limited to, office buildings, corporate facilities, educational facilities, medical professional buildings, and single purpose buildings, office industrial/warehouse facilities, retail/mall facilities, and managers (but not owners) of high-rise condominiums. The representative, or Principal member, shall be the building owner, property manager, or assistant manager or hold a similar position with respect to the commercial property

represented.

A. Each company or corporation shall have one (1) Principal representative. Principal membership will include membership in Houston BOMA, the Building Owners and Managers Association International (BOMA International), the Texas Building Owners and Managers Association (Texas BOMA), and the Southwest Building Owners and Managers Association (Southwest BOMA).

B. A Principal member in good standing is eligible to one (1) vote on all matters presented for vote to the voting membership.

C. A Principal member in good standing is eligible to be elected to serve on the Board of Directors with vote.

SECTION 2. AFFILIATE REPRESENTATIVES

A. Each company will have the option of having one (1) or more employees who serve in support roles register as Affiliate representatives.

B. An Affiliate representative in good standing is eligible to one (1) vote on all matters presented for vote to the voting membership.

C. An Affiliate representative in good standing is eligible to be elected to serve on the Board of Directors with vote.

D. Affiliate representatives are members of Houston BOMA only.

SECTION 3. ALLIED AND PROFESSIONAL MEMBERSHIP. Allied and Professional membership may be extended to architectural, engineering, third-party brokerage/leasing, and other professional firms and corporations and to manufacturers, distributors, or suppliers of products or services related to the commercial property industry.

A. An Allied and Professional member company in good standing is eligible to have one (1) primary representative, which is required for Allied and Professional membership, and one (1) secondary representative at its option.

B. An Allied and Professional member is not eligible to vote on issues brought before the Principal membership, but is entitled to be elected to serve as a Director on the Board of Directors with vote provided he/she is also a member in good standing and pays appropriate dues. An Allied and Professional member may not serve as an officer of the association.

C. An Allied and Professional member pays dues as determined by the Houston BOMA Board of Directors.

D. Primary Allied and Professional membership shall include membership in Houston BOMA, Texas BOMA, BOMA International, and Southwest BOMA.

E. The number of Allied and Professional members is determined by membership ratio. Houston BOMA will keep a ratio of two (2) Principal members or Affiliate representatives to

every one (1) Allied and Professional member. New Allied and Professional membership applications will be placed on a waiting list if the ratio of two (2) Principal or Additional members to every one (1) Allied and Professional member has been met.

SECTION 4. GOVERNMENT AGENCY MEMBERSHIP. Government Agency membership may be extended to managers, assistant managers, or superintendents of government buildings owned or operated for or on behalf of the United States of America, the State of Texas, area counties, and the City of Houston.

A. Government Agency members are eligible to vote but are not eligible to be elected to serve on the Board of Directors.

B. Government Agency members pay dues as determined by the Houston BOMA Board of Directors.

C. Government Agency membership shall include membership in Houston BOMA, Texas BOMA, BOMA International, and Southwest BOMA.

SECTION 5. SPECIAL MEMBERSHIP. Special membership may be extended to person, firms, or corporations who do not qualify under any other membership category.

A. Special members in good standing are not eligible to vote or hold office but enjoy all other privileges of membership.

B. Special members pay dues as determined by the Houston BOMA Board of Directors.

C. In the event a Special member would qualify for membership under another membership category, Special membership will be honored until the end of the current calendar year or until appropriate membership has been approved by the Houston BOMA Board of Directors, whichever comes first.

SECTION 6. LIFE MEMBERSHIP. Life membership may be awarded by the Houston BOMA Board of Directors upon written recommendation by any Principal member or Affiliate representative in good standing to persons as follows:

A. Life membership may be extended at the discretion of the Houston BOMA Board of Directors to any person who has been a Principal member or Affiliate representative for a minimum of 20 years and who, by reason of retirement from the industry is no longer eligible for membership. As its discretion, the Board of Directors may waive any of the above requirements.

B. Life members may not vote or serve on the Board of Directors but enjoy all other rights and privileges of membership.

C. Local membership dues will be waived for Life members.

D. Life membership shall include membership in Houston BOMA only.

SECTION 7. HONORARY MEMBERSHIP. Honorary membership may be awarded by the Houston BOMA Board of Directors upon written recommendation by any Principal member or Affiliate representative in good standing to persons as follows:

A. Honorary membership may be extended to any person other than a Principal member or Affiliate representative who has rendered distinguished service to this association or the commercial real estate industry.

B. Honorary members may not vote or serve on the Board of Directors but enjoy all other rights and privileges of membership.

C. Local membership dues will be waived for Honorary members.

D. Honorary membership shall include membership in Houston BOMA only.

SECTION 8. STUDENT MEMBERSHIP. Student membership consists of a person who is in college and is considering the commercial real estate industry as their chosen career.

A. Student members must be a minimum of 21 years of age and be a junior or senior in good standing.

B. A person cannot hold a Student membership for longer than four (4) years.

C. Student members must complete a membership application and submit it with a college transcript that will be presented to the Board of Directors for consideration.

D. Student members are not eligible to vote nor serve on the Board of Directors.

E. Student members pay dues as determined by the Houston BOMA Board of Directors.

F. Student membership shall include membership in Houston BOMA only.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1. REGULAR MEETINGS. Membership meetings will be regularly scheduled at a time and place determined by the Board of Directors.

A. Robert's Rules of Order will govern the proceedings of all Regular meetings.

SECTION 2. SPECIAL MEETINGS. Special membership meetings for the transaction of association business may be called for any reason by the President of the Board or the Secretary/Treasurer upon the written request of a majority of the Board of Directors or a majority of voting members.

A. Robert's Rules of Order will govern the proceedings of all Special meetings.

B. Written notice stating the time and place of all Special meetings and the general nature of the business to be considered will be distributed by the Vice President of Finance or some other person designated by the Board of Directors to each member at least seven (7) days before the meeting.

C. A majority (51%) of the voting members in attendance will constitute a quorum at all Special meetings for the transaction of business.

D. On all matters coming before the association, each eligible member shall be entitled to one (1) vote. Upon demand by any voting member, the vote on any question will be by ballot. A member in absentia may vote by written proxy registered in the Houston BOMA office a minimum of 24 hours in advance of the call for vote.

ARTICLE VI - MANAGEMENT

SECTION 1. DIRECTORS. The business of this association shall be managed by a Board of not more than twelve (12) elected directors and the Chief Executive Officer/Executive Vice President. The twelve (12) elected Directors shall consist of eleven (11)) Principal members or Affiliate representatives two of which shall be past presidents, and one (1) Primary Allied and Professional member.

Officers of the association shall be the President, Vice President and Vice President of Finance and the Chief Executive Officer/Executive Vice President.

A. POWER AND DUTIES. The Board of Directors will exercise full and complete authority and control over the business of the Corporation subject to any restrictions imposed by law, the Articles of Incorporation, and these Bylaws. The Board of Directors will also have the power to prescribe policies and procedures regarding membership, including but not limited to the determination of dues and assessments and provisions for the collection thereof, and to establish and determine the goals of committees and advisory councils, if any.

B. VOTE. Only elected Directors will serve with vote.

C. TERM. Each elected Director will be elected by ballot to serve for a term of three (3) years.

1. Term of office shall begin January 1 and expire December 31 of the second year.

2. No member may serve on the Board of Directors for more than six (6) consecutive years.
3. The services of the Chief Executive Officer/Executive Vice President shall be secured on an employee basis. Term and salary will be determined by the Board of Directors.

D. ELIGIBILITY. Each Director must be a member in good standing.

1. In the event a Director's employment is terminated, the Director will have 90 days from the date the member company replaced him/her as the designated representative to become a Principal member or Affiliate representative or Primary Allied and Professional member, whichever appropriate, in good standing and thereby remain a Director in good standing.
2. In the event a Director is unable to secure Principal membership, Affiliate status or Primary Allied and Professional membership, whichever appropriate, within 90 days, the remaining Board of Directors may elect to accept to resignation from the Director or offer an extended grace period due to individual extenuating circumstances.
3. Only two (2) representatives from any membership entity may serve on the Board of Directors simultaneously. No two representatives from any membership entity may serve as officers at the same time.

E. VACANCY. In the event of any vacancy on the Board of Directors for any cause, the Nominating Committee will submit the names of a minimum of three (3) eligible members to the Board for consideration to fill the vacancy. The remaining Director's majority vote will elect a successor from the names provided by the Nominating Committee at the next regularly scheduled Board of Directors meeting.

F. MEETINGS.

1. Meetings of the Board of Directors will be regularly scheduled at a time and place determined by the Board.
2. Special meetings may be called by the President at any time or may be called by the President or Vice President of Finance upon written request of at least three (3) Directors.
3. Electronic meetings (such as email, conference call, web conferencing and other electronic media) may be called by the President at any time and are acceptable for handling the business of the Association.
4. A majority of the voting Directors will constitute a quorum for the transaction of business at any Board meeting. In the event a quorum is not present, the meeting will be rescheduled.

5. The Chief Executive Officer/Executive Vice President is responsible for ensuring that notice of every Board meeting is provided to each Director at least five (5) days in advance
6. Robert's Rules of Order will govern the proceedings of all Board meetings.

G. AUTOMATIC RESIGNATION. The absence of a Director at three (3) Board meetings per year will constitute automatic resignation from the Board unless extenuating circumstances are determined and accepted by the Board of Directors.

SECTION 2. NOMINATIONS AND ELECTIONS.

A. NOMINATING COMMITTEE - No later than the 15th day of July, the Immediate Past President will identify a Nominating Committee consisting of not less than three (3) active members, no two (2) of which may be employed by the same company. The Immediate Past President of Houston BOMA shall serve as chairperson of said committee.

B. DUTIES OF THE COMMITTEE – It shall be the duty of the Nominating Committee to propose names of voting members to serve on the Board of Directors and as officers for the following year, and to obtain the consent of each candidate prior to placing that member on the slate of nominees.

C. NOTICE – The names of those nominated shall be distributed to each voting member.

D. ADDITIONAL NOMINATIONS – Additional nominations may be made in accordance with procedures which have been adopted by the Board of Directors.

E. ELECTION –The slate of nominees for the Board of Directors will be submitted to the active membership in writing. Members will be given ten (10) days to respond to a written ballot. Ballots not returned will be considered in agreement with the slate as presented.

F. ASSUMPTION OF OFFICE – Elected members of the Board of Directors shall assume office on January 1 of the year following their election. Newly elected Board Members shall attend all meetings of the Board without vote, until they take office.

G. COMPENSATION – Directors, with the exception of the Chief Executive Officer/Executive Vice President, will not receive compensation for their services.

SECTION 3. OFFICERS. The Officers will be the President, President-Elect, Vice President, and Vice President of Finance.

A. QUALIFICATION OF OFFICERS. All Officers must be Directors in good standing. The Director elected to represent the Allied/Professional membership is not eligible to serve as an Officer of the association.

B. TERM. Officers will be elected to office on a calendar year basis with duties beginning January 1 and expiring the following December 31.

C. VACANCY. In the event of death, resignation, or removal of any Officer, his/her successor will be elected by affirmative majority vote of the Board of Directors, and such successor will hold office for the remainder of the unexpired term of his immediate predecessor or until the election of his successor.

D. RESPONSIBILITIES OF OFFICERS.

1. PRESIDENT. The President shall be the Chief Elected Officer of this Corporation and shall preside at all Board of Directors and membership meetings. He/She shall have the general power and duties of management and supervision usually afforded the President of a corporation. With the exception of the Nominating Committee, he/she shall appoint all committee chairs and vice chairs and shall be an ex-officio member of all committees.

2. VICE PRESIDENT. The Vice President shall in the absence or inability of the President and President-Elect have the power to perform the duties of the President and President-Elect. The Vice President shall perform other duties as prescribed by the President.

3. VICE PRESIDENT OF FINANCE. The Vice President of Finance shall be responsible for overseeing giving notice of meetings, proper accounting of receipts and disbursements, the deposit of all monies in depositories designated by the Board of Directors, disbursements of funds as appropriated by the President or Board, preparation, rendering and certification of financial statements, and other duties as prescribed by the Board of Directors. The Vice President of Finance may delegate to the Chief Executive Officer/Executive Vice President the actual performance of routine operations and such other duties as he/she deems advisable subject, however, to his/her personal direction.

4. EXECUTIVE VICE PRESIDENT. The Executive Vice President shall be the Chief Executive Officer of the association and shall be responsible for administrative and staff management and other duties as prescribed by the Officers or Board of Directors. The Executive Vice President shall attend all Board of Directors meetings and shall be responsible for the recording of minutes of all Board meetings.

SECTION 4. INSURANCE/AUDIT/FISCAL YEAR.

A. INSURANCE. The Board of Directors shall be responsible for insuring the assets of the association are adequately protected through insurance coverage including but not limited to worker's compensation, automobile liability, general/umbrella liability, property coverage, and other coverage's as deemed appropriate by the Board of Directors.

B. AUDIT. All accounts of the association shall be audited according to Generally Accepted Accounting Practices by an independent Certified Public Accountant a minimum of every

three (3) years.

C. FISCAL YEAR. The fiscal year of the association shall begin on the first day of January and end on the thirty-first day of December next following.

ARTICLE VII - ADMINISTRATION OF MEMBERSHIP

SECTION 1. NEW MEMBERS. A person, firm, or corporation seeking membership in the association shall submit application for membership to the association. All memberships are subject to meeting membership criteria. If met, the application shall be approved, excluding Allied & Professional memberships which are held until the 2:1 ratio is met.

SECTION 2. DESIGNATED REPRESENTATIVE. Each membership shall have one (1) designated representative for the purpose of communications regarding association activity. In the event a member of firm or corporation elects to change its designated representative, it may do so by submitting written notification to the association office to that effect.

SECTION 3. DUES. Dues for the following year shall be determined by the Board of Directors no later than November 15th of each year. In addition, the Board may establish a one (1)-time membership activation fee payable at the time application for membership is made.

A. DELINQUENCY. Dues are payable by January 31. Any member whose dues are delinquent in excess of sixty (60) days shall be automatically canceled, and membership rights and privileges shall be terminated. The Board of Directors may grant an extension due to extenuating circumstances.

B. NON-REFUNDABILITY. Dues are not refundable for any reason.

C. REINSTATEMENT. A former member may be reinstated by making a written request to which is accompanied by the payment of all back dues and assessments for the current year.

SECTION 4. RESIGNATION. Any member may resign at any time by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

SECTION 5. TERMINATION OF MEMBERSHIP. A member in any category may be removed for cause from membership by a two-thirds affirmative vote of the Board of Directors. Membership may be terminated for the following justifiable grounds, including but not limited to, (a) the member no longer qualifies for membership in any category, (b) the member is no longer in the geographic territory served by the association, and/or (c) the member fails to pay dues.

For any cause other than nonpayment of dues, the following elements of due process will be granted a member before a vote for removal shall occur: (a) written notice of the charges, (b) written notice of the date, time, and place of the hearing before the Board of Directors, (c) the right to examine evidence and cross-examine witnesses, and (d) the opportunity to refute

charges. Only those charges brought by a member's company or by a voting member in good standing will be considered.

ARTICLE VIII - AMENDMENTS

SECTION 1. PROCEDURES FOR AMENDMENT. These Bylaws may be amended by either ballot or by special meeting.

SECTION 2. RECOMMENDATION BY BOARD OF DIRECTORS. Any proposed amendment to these Bylaws must be reviewed by the Board of Directors. If the amendment is approved by the Board of Directors, it will be presented to the voting membership for consideration. Results of the vote will be published in the subsequent newsletter.

SECTION 3. AT MEETINGS. A notice of a special meeting for the consideration of any proposed amendment will be distributed to all voting members a minimum of two weeks in advance of the meeting. A quorum (a minimum of 51% of the total number of voting members) must be present, and a two-thirds favorable vote of the votes cast at the meeting is required to adopt the proposed amendment.

SECTION 4. BY BALLOT. A ballot for any proposed Bylaws amendment may be distributed to all voting members. A minimum of ten (10) days will be given for the return of completed ballots. A two-thirds favorable vote of the total number of eligible voters is required to adopt the proposed amendment. Ballots not returned will be considered favorable votes.

**HOUSTON BUILDING OWNERS AND MANAGERS ASSOCIATION, INC.
9 GREENWAY PLAZA, SUITE 100
HOUSTON, TX 77046-2002
PH. (713) 266-5691
FAX (713) 266-4632**