

CONSTITUTION AND BYLAWS
THE BUILDING OWNERS AND MANAGERS ASSOCIATION OF
NASHVILLE
(As revised September 2015)
EFFECTIVE November 11, 2015

ARTICLE I- PURPOSE

- Section 1. The name of this non-profit organization will be the Building Owners and Managers Association of Nashville (Association of BOMA Nashville). This organization is a federated Association of the Building Owners and Managers Association International (BOMA International).
- A. Building Owners and Managers Association International requires that all members of BOMA International are eligible for such rights, privileges and restrictions as their membership carries, except Life or Honorary members.
- Section 2. The purpose of the Association will be to improve conditions pertaining to the ownership and operation of office buildings and other commercial properties represented in the membership of this Association; to secure for its members the benefits of discussion and cooperation respecting matters of common interest and to promote, by every proper means, the welfare of the industry these properties represent.

ARTICLE II- MEMBERSHIP

- Section 1. The various classifications of membership of this Association will be Principal, Allied, Lifetime and Honorary. The definitions of these classifications will be as follows:
- A. "Principal membership will be a Building Owner, Property Manager, Asset Manager, Corporate facility manager, Government office building manager, industrial building manager, Medical office building manager and other commercial real estate professionals. Any membership entity must designate a Regular Principal representative."
- (1) **PRINCIPAL** members must be members of BOMA International and BOMA Nashville and may vote, hold office and enjoy the privileges of membership. Companies that have more than one member will designate one Principal member with the remaining members to be Additional Principal members.

- (2) **ADDITIONAL** Principal members must be members of BOMA International and BOMA Nashville. Additional Principal members will receive correspondence, reports and services from BOMA International when registered therewith and upon payment of the prescribed BOMA International dues for such representatives. Additional Principal members may vote, hold office and enjoy all privileges of membership.

- B. Allied membership will be composed of entities which supply goods or services used in connection with or operation by the commercial office building industry and may be extended to such professionals serving this industry, such as appraisal, architectural, engineering and legal, etc. Allied companies may have up to two (2) members. Allied companies that have more than one member will designate one Primary Allied member with the remaining member to be Additional Allied member. Allied members must meet the requirements set forth in the "Allied Requirements" document, annually.
 - (1) **PRIMARY ALLIED** members will enjoy all privileges of membership including the right to vote. Primary Allied members will not have the right to hold office; with the exception that one Primary Allied member may be selected to serve on the Board of Directors, as provided in Article IV, Section 2, who will have the right to vote.
 - (2) **ADDITIONAL ALLIED** members will enjoy all privileges of membership except the right to vote or hold office, with the exception that an Additional Allied member may be elected to serve on the Board of Directors, as provided in Article IV, Section 2, who will have the right to vote.

- C. Lifetime membership in BOMA Nashville may be awarded, by the Board of Directors, to any person who has been a member for at least twenty years and who, by reason of retirement from business or otherwise, is no longer eligible for membership. At its discretion, the Board of Directors may waive the twenty-year - requirement. Members being considered for Lifetime Membership should have served in some capacity as a Board Member, Officer, or committee member. The Board of Directors, at its discretion, may apply for Lifetime membership in BOMA International for any member who holds a Lifetime Membership in BOMA Nashville. Lifetime members will not hold office or be entitled to vote.

D. Honorary membership may be awarded by the Board of Directors for a period of time, not to exceed the remaining term of the Board of Directors, to any person who has rendered distinguished service to this organization or the industry it represents. Honorary members will not hold office or be entitled to vote.

Section 2. Application for membership will be made in writing to this Association and must be accompanied by a check for the annual dues in advance.

Section 3. The Membership Chairman will present all applications and any written comments concerning an applicant at the next Board of Directors regular meeting. Upon quorum approval by the Board, the President will call for a vote on each application at the next regular membership meeting. A two-thirds (2/3) majority of the voting members present will be required to approve each membership application.

ARTICLE III - DUES

Section 1. Local Annual Dues for BOMA Nashville: Dues for each membership classification will be determined by the Board of Directors on an annual basis.

- A. Companies with more than two members:
Dues for the third member or more will receive a discount of \$100 for each additional membership.
- B. Lifetime and/or Honorary membership will not carry any dues obligation.

- Above amounts are subject to annual review by a committee chosen by the President.

Section 2. Each member of the Association will pay through BOMA Nashville, along with the local dues described in Article III, Section 1, their then current dues obligation to BOMA International, which are subject to the annual dues based on the "1994 Federation Agreement".

Section 3. Dues must be paid by January 1st of each year. Invoices will be sent by November 1st of the prior year. Notice of delinquent dues will be sent out by January 10th along with a \$25.00 late charge per member. Failure of any membership to be paid by February 1st shall result in the forfeiture of Allied membership or suspension of Principal membership.

- A. Failure of any Allied member to pay dues or assessments within thirty (30) days, after the same is due and payable will automatically forfeit such membership. Notice will be sent at least

ten (10) days before the forfeiture will become effective. Allied members will be subject to conditions in Section 4.

- B. After suspension of membership, Principal members may be reelected to membership only after dues and assessments have been paid for the then current fiscal year.
- C. Any adjustments in the annual membership dues of all categories of membership of this Association will be determined by the Board of Directors as the need arises.

Section 4. At no given time shall Allied members exceed 49% of the total paid membership. Should the Allied Membership reach 49% of the total paid membership then Allied Membership applications shall be placed on a waiting list until the Allied Membership percentage falls below 49% with consideration for membership to be given in the order the application was received. All Allied Members currently in excess of 49% as of the date of the approval of these amended By-Laws shall be grandfathered into the membership. The Board of Directors reserves the right to offer special membership opportunities to manage and promote membership without changing the membership ratio.

ARTICLE IV – GOVERNANCE

Section 1. The Officers of the Association will consist of a President, Vice President, Secretary and Treasurer. The officers will be elected at the regular November meeting and installed at the January membership meeting. The officers shall hold office for two (2) years, subject to an annual review, or until their successors are elected and installed.

Section 2. The Governance of the Association will be vested in a Board of Directors composed of eleven duly elected members:

- (1) The four officers of the Association
- (2) Five Principal members of the Association
- (3) One Allied member of the Association who shall have voting rights.
- (4) The Past President of the Association

Section 3. The President and Treasurer will execute only those contracts of the Association approved by the Board of Directors. The prior approval of the Board will also be required for contracts and/or other obligations, which would remain in effect after the term of the then current Board of Directors.

Section 4. The Board of Directors may employ or appoint a BOMA Association Executive (BAE) to perform such duties as are delegated to that office by the Board of Directors. He or she may be required to furnish the

Association with an indemnity bond in such sums as may be prescribed by the Board of Directors; the expense will be borne by the Association.

Section 5. The BAE or the Secretary will have custody of the Corporate Seal, records of meetings of the Association and meetings of the Board of Directors. Such other records as deemed necessary will be maintained under the direction of the Board of Directors.

Section 6. Resignation of officers will be presented in writing and will be acted upon at the next regular meeting of the Association. It will be the duty of the Board of Directors to appoint a successor to fill the unexpired term of the resigning officer, except as stated in Article V, Sections 2 and 3.

ARTICLE V – DUTIES OF OFFICERS AND BOARD

Section 1. The President will be the Chief Executive Officer of the Association and will preside as Chairman over all meetings of the Board of Directors; and will have the authority to appoint all special committees; and will have the authority to delegate any specific power that may not be exclusively conferred on the President by the Bylaws of the Association; and will be an ex officio member of all committees, subject to approval of the Board of Directors. The President will prepare a budget for Board review approval at the Board meeting in January. Copies of the budget, which have been approved by the Board, will be made available to the membership upon request. The budget will include annual expenditures, which the Board of Directors will have allocated for delegates' travel expenses to the Winter Business, Regional and International meetings of BOMA. The President and the Vice President shall attend the Winter Business meeting, the Southern Conference and International Convention to represent the Chapter and to serve on the Board of Governors, at the expense of the Association. The BAE shall attend the International Convention at the expense of the Association. If the designated delegates are unable to attend any of the meetings, the Board will designate another Board member to attend.

Section 2. The Vice President shall perform all the duties of the President in the absence of the President, or when the President is unable to serve. The Vice President shall attend the Winter Business Meeting, the Southern Conference and the International Convention at the expense of BOMA Nashville.

Section 3. The Secretary shall be responsible for taking minutes of the monthly Board of Directors and regular meetings. The Secretary shall be responsible for distributing copies of the Board minutes to the officers and directors.

Section 4. The Treasurer shall have responsibility for full and accurate accounts of the receipts and disbursements, in books belonging to the Association;

and the deposit of all monies and valuables belonging to the Association in such depositories as may be designated by the Board of Directors; and shall be the custodian of such property and records belonging to the Association as may be entrusted to him/her from time to time; and shall make such disbursement as necessary; and shall keep proper vouchers for such disbursements; and shall render to the Association or the Board of Directors, whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the receipts and disbursements and condition of the Treasury to the Association at such time as the Board of Directors may direct. He/she, with the assistance of the Membership Chair, shall calculate and collect dues, send out notices, forward appropriate money to International, update mailing lists and input monthly expenses into computers and generate reports for the Board of Directors. He/she may be required to furnish the Association with an indemnity bond in such sum as may be prescribed by the Board of Directors. The expense of such shall be borne by the Association.

- Section 5. The Board of Directors will have general supervision over the office of the BAE and over the affairs of the Association, as well as all matters not specifically provided for in the Bylaws of the Association; and the Board of Directors will act in an advisory capacity to the Officers; and will require an annual audit to be performed by the Audit Committee; and will have the authority to designate as a delegate to attend the Regional and International meetings and to reimburse delegates attending those meetings for expenses incurred in amounts to be budgeted annually. Any and all reimbursed expenses are subject to Board approval.

ARTICLE VI - RECALL

- Section 1. The members of the Association will have the right to recall any Officer or member of the Board of Directors at any time during their term of office upon two-thirds (2/3) vote of the entire voting membership of the Association, provided:
- A. A petition will be presented, setting forth the fact that the recall of an Officer(s) or Director(s) is desired containing their name or names, together with sufficient information as to the reason for the recall, and signed by not less than five (5) voting members in good standing.
 - B. Notice will be sent to the entire membership of the Association no less than twenty (20) days before the date of the meeting at which said petition is to be presented, which notice will contain the name or names of the Officer(s) or Director(s), as is 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 the meeting. The membership may, at such meeting, select a

temporary Chairman to preside as a temporary Secretary, provided there are no Officers present, or that the Officers present are disqualified.

Section 2. Should any member holding membership in the Association appear undesirable during the term of membership, said membership may be canceled by the two thirds (2/3) vote of the entire voting membership, after proceeding as provided heretofore, for the recall of Officers and Board of Directors, provided that the dues paid by such member during the year in which the membership is recalled will be returned to such member, prorated for the unexpired portion of the year.

Section 3. Attendance by Officers and Board Members is required at all regularly scheduled board meetings. Officers and Directors shall be allowed no more than 2 unexcused absences as determined by the Board. The Board shall have the right to remove by majority vote any officer or Director that is not in compliance.

ARTICLE VII – STANDING COMMITTEES

Section 1. There will be appointed by the President, subject to approval of the Board of Directors, within ten (10) days after election of Officers, the following standing committees, and such other committees, as the President deems appropriate:

- Program
- Membership
- Education
- Auditing/Budget Review
- Legal Affairs
- Governmental Affairs
- Scholarship
- Golf Tournament
- TOBY Awards
- Allied Events
- Medical Office Building
- Nominating
- Young Professionals
- Communications
- Community Affairs

ARTICLE VIII – NOMINATING COMMITTEE

- Section 1. The Board of Directors will appoint a nominating committee for Officers and Directors at the September Board of Directors meeting consisting of three (3) Principal members and one (1) Allied member of the Association. Prior to the October Board meeting, the nominating committee will advise the President of its nominations. The President will present these nominations at the October Board of Director meeting for approval. Approval may be granted by a quorum (as described in Article XI, Section 5) vote of the Board. Ten (10) days prior to the November membership meeting, the Association members will be notified, in writing, of the nominees. The membership may contact the nominating committee with the comments or suggestions before the November membership meeting. The Nominating Chairman will present the nominees to the members at the November membership meeting for approval by a majority vote of voting members present.
- Section 2. It will be the duty of the Nominating Committee to review the performance of the Officers and Directors prior to the second (2nd) year of service and report their review findings to the President as described in Article V.

ARTICLE IX – AUDIT COMMITTEE

- Section 1. The audit committee will consist of the Treasurer and two (2) BOMA members elected by the Board.

ARTICLE X – ELECTIONS

- Section 1. The election of officers and directors will be held at the November membership meeting.
- Section 2. The regular installation will be held at the January Membership Meeting of each year.
- Section 3. On any and all elections, each voting member will be entitled to one (1) vote.

ARTICLE XI – MEETINGS

- Section 1. Regular meetings of the Association will be held monthly during the second week of each month, except for Special Events.
- Section 2. Special meetings of the Association may be called at any time by the President, and will be called on the written request of any three- (3) members of the Board of Directors, or any five- (5) members of the Association.
- Section 3. The fiscal year of the Association will begin on January 1 and end on December 31.

Section 4. Meetings of the Board of Directors will be held prior to each month's regular membership meeting.

Section 5. The presence of one third (1/3) of the voting members of the Association shall constitute a quorum of the Association at a regular meeting, or at any meeting when at least a ten (10) day written notice has been sent to the address of each member. Six (6) members of the Board of Directors shall constitute a quorum of the Board of Directors.

ARTICLE XII – ORDER OF BUSINESS

Section 1. The order of business of the Association at Board of Directors meetings will be as follows:

1. Call to order
2. Reading of the minutes
3. Treasurer Report
4. Applications for membership
5. Report of committees
6. Unfinished business
7. New business
8. Adjournment

Section 2. The order of business of the Association at regular luncheon meetings will be as follows:

1. Luncheon
2. Call to order
3. Invocation
4. Introduction of visitors
5. Recognition of new members
6. Report of committees
7. Program
8. Adjournment

Section 3. Special events are scheduled to allow for greater social contact between members of the Association. No other business of the Association is to be conducted at these events unless specifically requested in accordance with Article XI, Section 2.

Section 4. Robert's Rules of Order, as amended, will be recognized as the final authority governing the meetings of the Association, when not in conflict with its Charter and Bylaws.

ARTICLE XIII – AMENDMENT OF BY LAWS

Section 1. These Bylaws may be amended by a majority vote of the voting membership present at any meeting thereof; provided the proposed amendments will have been first submitted to the Board of Directors in writing and a copy of such proposed amendments will have been sent to each voting member at least fifteen (15) days prior to the meeting when such amendments are to be considered. It will be the duty of the Board of Directors to forward a copy of such proposed amendments to the membership with notice that it is being considered, giving the date, hour and place of such meeting.

Section 2. These Bylaws will become effective from the date of adoption by the Association at a meeting of the members thereof, and its adoption will revoke and annul any Constitution and Bylaws heretofore adopted.

2015 Bylaws Committee

Debora Shoulders
Keith Hargis, RPA
Diane Borgesen
Donna Wheeler