BOMA OKC
Policy Manual

Board of Directors, Governance
Documentation of Corporate Compliance should contain, at a minimum

- policy and orientation manual include:
- articles of incorporation
- bylaws, policy manual
- annual budget
- annual calendar
- roster of volunteer leaders and staff
- recent minutes
- statements consistent with IRS 990 directives

Antitrust Avoidance - Approved in 10.15.20 minutes
It shall be the policy of BOMA OKC to be in strict compliance with all federal and state antitrust laws, rules and regulations. Therefore:

I. These policies apply to all membership, board, committee and other meetings sponsored by the association, and to all meetings attended by representatives of the association.

II. Discussions of prices or price levels are 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. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.

V. It is the association's policy that all meetings attended by representatives of the association where discussion can border on an area of antitrust sensitivity, that the association'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 others continue such discussion, the association'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 and staff of the association.

VI. It is the association's policy that a copy of these Antitrust Compliance Policies be given to each officer, director, committee member, official representative of member companies and association employees annually and that the same be read, or understood at all meetings of the membership of the association.

Board Member Serving on the Board of Directors While in Job Transition - Approved in 9.14.17 Minutes

An member serving on the Board of Directors, who loses his/her membership due to a loss of or change in employment, may remain as a member for up to ninety (90) days in a non-voting capacity. During this ninety (90) days the member will be allowed to attend member events and pay the member rate for local activities. The member may also continue to serve on the Board of Directors during this ninety (90) day period in a non-voting capacity.

Conflict of Interest Policy - Approved in 10.15.20 minutes

Section 1

PURPOSE: BOMA OKC is a not-for-profit 501(c) (6) tax-exempt organization. It is the policy of of this organization that the board directors, trustees, officers, employees or contract management should avoid conflicts of interest. The board of this organization has adopted this policy.

Section 2

PERSONS COVERED: This policy is directed to all board directors, trustees, officers, employees, and contract management who can influence the actions of their respective organization.

Section 3

CONFLICTS OF INTEREST: Conflicts of interest may arise in the relationships of board directors, trustees, officers, employees, and contract management with any of the following third parties:

1. Persons and firms supplying goods and services to the organization
2. Persons and firms from whom the organization leases property and equipment
3. Persons and firms that have connections with any gift, purchase or sale of real estate, securities, or other property
4. Competing or affinity organizations
5. Donors and others supporting the organization
6. Agencies, organizations, and associations that affect the operations of the organization
7. Family members, friends, and other employees

Section 4

CONFLICTING INTEREST: A material conflicting interest may be defined as a direct or indirect interest with any persons and firms mentioned in Section 3. Such an interest may arise through:

1. Owning stock or holding debt or other proprietary interests in any third party doing business with the organization.
2. Holding office, serving on the board, participating in management, or being otherwise employed or formerly employed in any third party doing business with the organization.
3. Receiving remuneration for services with respect to individual transactions involving the organization.
4. Using the organization’s time, personnel, equipment, supplies, or good will for other than approved organizational activities, programs, and purposes
5. Receiving substantial personal gifts or loans from third parties doing business with the organization. No personal gift of money should ever be accepted.

Section 5
<u>INTERPRETATION</u>: The areas of conflicting interest listed in Section 4 that may give rise to conflict as listed in Section 3 are not exhaustive. Conflicts might arise in other areas. It is the continuing responsibility of board directors, trustees, officers, employees, and contract management to scrutinize transactions and outside business interests and relationships for potential conflicts and immediately make such disclosures.

The fact that one of the interests described in Section 4 exists does not mean necessarily that a conflict exists. Some conflicts may not be material enough to be of practical importance. If the conflict is material there may be, after full disclosure of all relevant facts and circumstances, a determination the conflict is not adverse to the interests of the organization. The existence of any of the conflicting interests described in Section 4 shall be disclosed before any transaction is completed.

Section 6:
<u>DISCLOSURE PROCEDURE:</u>
Employees or contract management: Conflict disclosure by employees or contract management should be made to the Executive Director (or if she or he is the one with the conflict, then to the BOMA OKC Board President), who shall determine whether a conflict exists and is material. If the employee or contract management conflict is determined to be material, the Executive Director shall bring them to the attention of the Board President.

Board Members: Conflict disclosure involving trustees, directors or officers should be made to the Board President or Executive Director who shall bring these matters, if material, to the Board. The Board shall determine whether a conflict exists and is material, and whether the contemplated transaction may be authorized as just, fair, and reasonable to the organization. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of the organization and the advancement of its purpose.

Section 7:
<u>FAILURE TO DISCLOSE</u>: If a board director, trustee, officer, employee, or contract management has reasonable cause to believe that another individual covered by this policy has failed to disclose a conflict, he or she shall directly inform that individual of the basis of their belief and afford the individual reasonable time and opportunity to explain the failure to disclose. If the individual chooses not to disclose the conflict and the individual believing failure to disclose is still at issue, that individual shall bring the failure to the attention of the Executive Director or Board President for determination and possible action.

Section 8:

TERM OF AGREEMENT: This conflict of interest policy shall continue until the completion of the term of office for board directors, trustees and officers, or termination of employment for employees and contract management, and shall be reviewed annually by all covered individuals.

Document Retention Policy - Approved in 10.15.20

The purpose of this policy is to ensure that the organization manages data in an efficient and effective manner, maintains historical records related to its financial and administrative operations, and purges documents as part of its normal management process. By establishing a specific timeline for document purging this shall also ensure we are in compliance with the Sarbanes-Oxley Act, which prohibits the alteration, falsification or destruction of documents that are part of any official proceeding. If anyone associated with the organization becomes aware of any investigation, the organization shall be notified immediately so that document purging will cease and all relevant documents will be appropriately identified and protected.

Definitions:
a) "Document" refers to any item listed in the table, in either
hard copy or electronic copy.
b) "Administrative" refers to documents pertinent to the day
to day operations of the Association.
c) "Historical" refers to documents that are valuable for maintaining knowledge of the history of the origination and its work.
d) "Legal" refers to any document that is a contract or agreement between parties, that contains financial information relevant to IRS filings, or that must be m maintained to comply with the laws and regulations.
e) "Shred" means using a shredder machine to properly shred
and dispose of documents.
f) "Delete" means to delete an electronic file.

Storage of documents will be in labeled animal proof containers in a climate-controlled storage, or in a safe-deposit box or electronically in the cloud.

Document Type	Value	Minimum Retention	Destruction Method
Accident reports/claims (settled case)	Legal	7 years	Shred; Delete
Accounts payable ledgers and schedules	Financial	7 years	Shred; Delete
Accounts receivable ledgers and schedules	Financial	7 years	Shred; Delete
Audit reports of accountants	Financial, Historical	Permanently	N/A
Awards	Historical	Permanently	N/A
Bank reconciliations	Financial	7 years	Shred; Delete
Bank statements	Financial	7 years	Shred; Delete
Board of Directors List	Historical	Permanently	N/A
Budgets	Financial, Historical	7 years	Shred; Delete
Capital stock and bond records: ledgers, transfer registers, stubs showing issues, record of interest coupons, options, Etc.	Financial	Permanently	N/A
Cash books	Financial	Permanently	N/A
Charts of accounts	Financial	Permanently	N/A
Checks (canceled) for important payments, i.e. Taxes, purchases of property, special contracts, etc. Check should be filled with the papers pertaining to the underlying transaction	Legal, Financial	Permanently	N/A
Conference Proceedings	Historical	Permanently	N/A
Contracts, mortgages, notes, and leases (expired) -	Legal, Financial, Historical	7 years	Shred; Delete
Contracts, mortgages, notes, and leases (still in effect) -	Legal, Financial	Permanently	N/A
Continuing Education Information	Administrative	5 years	Shred; Delete
Convention/Conference Files	Historical, Administrative	Permanently	N/A
Correspondence (general)	Administrative, Historical	2 years	Shred; Delete
Correspondence (legal and important matters only)	Legal, Historical	Permanently	N/A
Correspondence (routine) with customers and/or vendors	Administrative, Historical	2 years	Shred; Delete
Deeds, Mortgages, and bills of sale	Legal	Permanently	N/A

Depreciation schedules	Financial	Permanently	N/A
Duplicate deposit slips	Financial	2 years	Shred; Delete
Election Documentation	Administrative	2 years	Shred; Delete
Employee/Personnel files (terminated)	Legal, Administrative	7 years	Shred; Delete
Employment applications	Legal, Administrative	3 years	Shred; Delete
Expense analyses/expense distribution schedules	Financial	7 years	Shred; Delete
Financial statements (year-end, other optional)	Financial, Historical	Permanently	N/A
Formal Meeting Notes	Administrative, Historical	Permanently	N/A
Garnishments	Financial	7 years	Shred; Delete
General/Private ledgers, year-end trial balance	Financial	Permanently	N/A
Gifts, record of gifts	Administrative, Historical	Permanently	N/A
Insurance policies (expired)	Administrative	3 years	Shred; Delete
Insurance records, current accident reports, claims, policies, etc.	Administrative	Permanently	N/A
Internal audit reports (longer retention periods may be desirable)	Administrative	3 years	Shred; Delete
Internal reports (miscellaneous)	Administrative	3 years	Shred; Delete
Inventories of products, materials, and supplies	Administrative	7 years	Shred; Delete
Invoices (to customers, from vendors)	Financial	7 years	Shred; Delete
Journals	Financial	Permanently	N/A
Legislation - BOMA OKC involved in moving forward	Legal, Historical	Permanently	N/A
Membership Applications	Historical, Administrative	3 years	Shred; Delete
Minute books of directors, stockholders, bylaws, and charter	Legal, Administrative, Historical	Permanently	N/A
Newsletters, Bulletins and Publications - local, regional and national	Historical	Permanently	N/A
Notes receivable ledgers and schedules	Financial	7 years	Shred; Delete

Organizations Founding documents (Articles of Incorporation, Bylaws, IRS Letter of Determination, BOMA International Federated Agreement, Certificate of Incorporation)	Legal, Historical	Permanently	N/A
Options records (expired)	Financial	7 years	Shred; Delete
OSHA records	Legal, Administrative	6 years	Shred; Delete
Patents and related papers	Legal, Historical	Permanently	N/A
Payroll records and summaries	Financial	7 years	Shred; Delete
Petty cash vouchers	Financial	3 years	Shred; Delete
Photos - printed and electronic	Historical	Permanently	N/A
Physical inventory tags	Financial, Administrative	3 years	Shred; Delete
Plant cost ledgers	Financial	7 years	Shred; Delete
Policies established by the Board (current ones)	Administrative	Permanently	N/A
Press Releases	Historical	Permanently	N/A
Property appraisals by outside appraisers	Legal, Financial	Permanently	N/A
Property records, including costs, depreciation reserves, year-end trial balances, depreciation schedules blueprints, and plans	Legal, Financial	Permanently	N/A
Purchase orders (except purchasing department copy)	Financial	1 Year	Shred; Delete
Purchase orders (purchasing department copy)	Financial	7 years	Shred; Delete
Receiving sheets	Financial	1 year	Shred; Delete
Requisitions	Financial, Administrative	1 year	Shred; Delete
Retirement and pension records	Financial, Administrative	Permanently	N/A
Sales commission reports	Financial, Administrative	3 years	Shred; Delete
Sales records	Financial, Administrative	7 years	Shred; Delete
Scrap and salvage records (inventories, sales, etc. }	Financial, Administrative	7 years	Shred; Delete
Service contracts/extended warranty (after termination)	Legal, Administrative	10 years	Shred; Delete
Sponsorship Agreements	Financial, Administrative	7 years	Shred; Delete
Stenographers' notebooks	Administrative	1 year	Shred; Delete

Stock and bond certificates (canceled)	Financial	7 years	Shred; Delete
Stockroom withdrawal forms	Administrative	1 year	Shred; Delete
Strategic Plan	Administrative, Historical	Permanently	N/A
Subsidiary Ledgers	Financial	7 years	Shred; Delete
Tax returns and worksheets, revenue agents' reports, and other documents relating to determination of income tax liability	Legal, Financial, Historical	Permanently	N/A
Time books/cards	Administrative, Financial	7 years	Shred; Delete
Trademark registrations and copyrights	Legal, Administrative, Historical	Permanently	N/A
Training manuals	Administrative, Historical	Permanently	N/A
Union agreements	Legal, Administrative	Permanently	N/A
Voucher register and schedules	Financial, Administrative	7 years	Shred; Delete
Vouchers for payments to vendors, employees, etc. (Includes allowances and reimbursements of employees, officers, etc., for travel and entertainment expenses)	Financial, Administrative	7 years	Shred; Delete
Withholding tax statements	Financial, Legal	7 years	Shred; Delete

Any items that are in the possession of, and properly archived by, a historical organization will satisfy the retention requirements outlined in this policy.

Investment Policy - Approved in 10.15.20 minutes
This policy is designed to provide guidelines for maintaining adequate Association reserves, and to define the Association's strategy and guidelines for investment.

Operating Account
An operating account shall be maintained for the business activities of the Association and a balance shall be maintained averaging 50% of the budgeted annual operating expenses.

Reserve and Investment Objective
Reserves are defined as the accumulated net surpluses of the Association. There are three main objectives for the Reserves, as follows:

1. The primary purpose is to ensure that the Association has adequate funds available in the event of an unanticipated catastrophic event or business situation that threatens the financial viability of the Association.
2. A secondary purpose is to support special projects in the event that a single or multiple strategic initiatives should surface outside of the annual budgeting process. Should a strategic initiative surface during the course of the year, a Board member may make a motion to the full Board of Directors to fund such an initiative. An initiative is defined as a chance for the Association to expend monies toward an action that will benefit the Members.
3. Additional objectives include the preservation of purchasing power and growth of capital over time.

Spending Policy
A two-thirds majority vote of the Board of Directors is required in order to access funds from Reserves.

Investment Philosophy and Risk Tolerance
The Association has a conservative risk tolerance. The Association is more concerned with preservation of capital than with maximizing gains. The Association wishes only to tolerate infrequent and very moderate negative returns through any given market cycle.

Allocation of Assets
In line with the Association's conservative approach, a significant amount of Reserves – an amount equivalent to not less than 50% of the annual Operating Expense Budget – shall be invested in vehicles that present a very low risk of loss of principal and high level of liquidity such as money market funds. ("*Reserve Tranche #1*"), based on the following guidelines:

Reserve Tranche #1 shall be invested in Money Market funds.

In the event that the value of Reserve Tranche #1 falls below 40% of the then-current-year Operating Expense Budget, the Treasurer shall notify the Board of the variance and the Board may direct limitations on new project funding or special initiative funding through the Reserves. This occurrence would also trigger a process through which the Board of Directors would convene to recommend necessary and sufficient corrective actions to rebuild Tranche #1 to its prescribed minimum value.

Any available Reserves in excess of the amounts held in Reserve Tranche #1 shall be referred to as Reserve Tranche #2 and shall be invested in a diversified, risk-adjusted manner based on the following guidelines as set forth by the Board of Directors:

Reserve Tranche #1 shall be funded before assets can be deployed to Reserve Tranche #2.

When entering into Reserve Tranche #2, 6-18-month CDs are recommended. Typically, any Reserve Tranche #2 funds will be addressed annually using a 12-month CD.

REBALANCING OF RESERVE PERCENTAGES AND REVIEW OF INVESTMENT OBJECTIVES

Because the amounts to be held in Reserve Tranche #1 are percentages of the then-current Operating Expense Budget approved by the board, a rebalancing of the Reserve amounts as a percentage of the Budget is to occur annually after the approval of the Operating Expense Budget, not later than March 31, to ensure that the appropriate percentages are maintained.

The Board of Directors, led by the Treasurer, on an annual basis will also review the achievement of investment objectives. This review will focus on the feasibility of achieving the objectives and the continued appropriateness of this Reserve and Investment Policy. It is not expected that the Policy will change frequently; short-term changes in financial markets should generally not require an adjustment to the investment strategy and allocation.

INVESTMENT RESTRICTIONS

The Association may NOT invest in the following:

- Margin purchase or other use of lending or borrowing
- Private placements
- Hedge funds
- Real estate (except for real estate mutual funds or exchange traded funds which are readily marketable)
- Annuities
- Individual stock positions

- Futures contracts
- Commodities
- Leveraged products
- Warrants
- Unregistered or restricted stock.

ALTERATIONS, AMENDMENTS AND ADDITIONS TO THIS POLICY
Any changes, additions or amendments to this policy require a 2/3 majority of the Board.

New Member Applications - Approved in 12.9.2009 Minutes
After a potential member submits his/her application for membership, the new member must submit payment of dues within 30 days of Board approval of the membership application. If payment is not received within 30 days, the application will expire and they have the option to submit a new application for membership after an additional 60 day waiting period.

Non-Members Attending Luncheons - Approved 3.7.17 Minutes
A non-member may attend only two times in a calendar year without joining. If this person registers and doesn't attend, that doesn't count towards the two times. The person must attend for this to count.

Ratio of Associate Members to Regular Members - Approved in 11.9.2010 Minutes
The ratio will be 1.5 times the number of all Regular Members and Additional Regular Members. Additional Associate Members are not included in the calculation of the ration, only one representative per Associate Member company as reflected on the BOMA International roster.

Regular Member Establishing Membership Following a Job Change - Approved 8.4.09 Minutes
A Regular Member has up to 90 days to re-establish membership following a change in employment. During this transitional period the member will be in a non-voting capacity but will be allowed to pay member rate for local activities.

Sexual Harassment - Approved in 10.15.20 minutes
BOMA OKC is committed to providing a work environment that is free from discrimination. In keeping with this commitment, we maintain a strict policy prohibiting any kind of unlawful or discrimination, including racial, sexual, ethnic, handicap, age, or religious harassment. This policy prohibits harassment in any form, such as verbal, physical and visual harassment.

Whistle Blower Policy - Approved in 10.15.20 minutes
BOMA OKC is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. This policy outlines a procedure for employees or members to report actions that they reasonably believe violates a law or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to BOMA OKC business and does not relate to private acts of an individual not connected to the business of BOMA OKC.

If an employee or member has a reasonable belief that anyone representing BOMA OKC has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the member or employee is expected to immediately report such information to the Executive Director. If the employee or member does not feel comfortable reporting the information to the Executive Director, he or she is expected to report the information to the President, President Elect, or any Board Member.

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, BOMA OKC will strive to keep the identity of the reporting individual as confidential as possible, while conducting an adequate review and investigation.

BOMA OKC will not retaliate against an employee or member in the terms and conditions of employment or membership because that employee: (a) reports to a supervisor, to the Executive Director, The board of Directors or to a federal, state, or local agency what they believe in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercise his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect their rights.

BOMA OKC may take disciplinary action (up to the including termination or dismissal) against an employee or member who in management's assessment has engaged in retaliatory conduct in violation of this policy.

In addition, BOMA OKC will not, with the intent to retaliate, take any action harmful to any employee or member who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by BOMA OKC or any of its employees of a violation of any applicable law or regulation.

Supervisors and Board Members will be trained on the policy and BOMA OKC prohibition against retaliation in accordance with this policy.

Business Travel Reimbursement Policy – December 2021

BUSINESS EXPENSE AND TRAVEL

BOMA OKC will reimburse all actual and reasonable business-related expenses incurred by current Board Members in performing their elected duties according to the following guidelines:

Documentation Requirements

• You are required to provide a daily record of expenses, which shows the date, business location (city and state) and business purpose.

• Itemized receipts must be attached for all expenses to be reimbursed including individual meals, lodging, auto rental, cab fare, parking receipts and commercial travel.

• All expense reports must be submitted within 60 days of incurring the expense. We reserve the right to deny payment on any expenses not submitted within this 60-day period.

• All expense reports must be approved by the current Board of Directors (BOD) President.

Lodging

• Board of Directors should make every effort to seek out cost effective hotels when traveling. When a guaranteed reservation must be changed, every reasonable effort should be made to cancel the reservation on a timely basis to avoid additional fees.

• The BOD should book lodging at one of the host hotels for conference group rates or seek out lodging at $250 per day or less plus tax and fees. Exceeding this amount requires pre-approval from the current BOD President.

Transportation

Every effort should be made to use the lowest priced transportation available. Reimbursement will be made for the following modes of transportation:

• Commercial airline economy ticket costs for approved business travel will be reimbursed, however, BOD Members are encouraged to book in advance and search for the most cost-effective fare. If assistance is required with travel, contact the Executive Director. Airline tickets over $350 must have pre-approval from the BOD President prior to booking. First class or business seats would only be acceptable for reimbursement if the cost of purchasing the higher-class ticket was less than an economy seat and booking was pre-approved by the BOD President or Executive Director. Fees for pre-boarding and earning additional airline points etc. are not BOMA OKC expenses. Fees to change flights are not reimbursable unless adjusted for a business purpose and approved by the BOD President or Executive Director.

• Rental car expense can be reimbursed and should be utilized if cost of rental is less than mileage reimbursement or other transportation options including Lyft, Uber, etc.

• Personal auto used for business will be reimbursed at the current IRS mileage rate; however, the total amount for mileage must not exceed the economy class airfare for the same trip. The mileage reimbursement rate covers all vehicle expenses including gas, insurance, and depreciation.

Local commuting costs are not allowable business expenses.

Meals

• Reimbursement will be made for the actual cost of meals up to $75 per day, including reasonable gratuities when away from home on Company business or for approved business meetings. If traveling to a “high-cost city” such as San Francisco, New York City, Boston, or other comparable city the Company will cover up to $100 per day.

• Alcoholic beverages for networking events organized through BOMA OKC with multiple BOMA members in attendance will be reimbursed. Alcoholic beverages purchased at events outside of BOMA OKC’s local network will require BOD President and Executive Director approval.

• Receipts must be submitted for meal reimbursement and amounts will be deducted to the total reimbursable daily amount when meals are provided in the room rate or provided when attending a business function or event.

Parking and Highway Tolls
All parking expenses and highway tolls related to business travel will be reimbursed.