

**BUILDING OWNERS AND MANAGERS ASSOCIATION
OKLAHOMA CITY, OKLAHOMA**

BYLAWS

December 4, 2007

Revised December 16, 2020

ARTICLE I

SECTION I

NAME

- A. The name of this corporation shall be the "Building Owners and Managers Association of Oklahoma City, Oklahoma, Incorporated," herein known as the Association.

SECTION II

PRINCIPAL PLACE OF BUSINESS

- A. The principal place of business of this corporation shall be the City of Oklahoma City and County of Oklahoma in the state of Oklahoma.—The Association shall be registered under all appropriate laws regarding non-profit corporations for the State of Oklahoma.

ARTICLE II

SECTION I

PURPOSE

- A. The Association shall foster cooperation among all who are interested in the management and ownership of real estate, particularly owners and managers of commercial office, corporate, government, institutional, medical, industrial, loft or apartment buildings and shopping centers, as well as leasing professionals, other commercial real estate professionals and those who provide products and services to commercial real estate.
- B. The Association shall promote the professional and educational growth of members through the exchange of ideas of interest in the construction, maintenance, management and ownership of commercial real estate, including legislation, taxation, insurance and other matters of public interest.
- C. The Association shall work to improve the conditions pertaining to the ownership, management and operation of commercial real estate in every proper way and in accordance with the foregoing purposes and under the powers governing non-profit corporations in the State of Oklahoma.
- D. The Association shall be the spokesman for members in matters affecting development, ownership and operation of commercial real

estate and make representations to the various offices of government in that respect.

- E. The Association shall produce and maintain appropriate research, briefs, reports and studies relating to the interests of members and the commercial real estate industry.

SECTION II

LIMITATIONS AND RESTRICTIONS

- A. The foregoing provisions shall be construed both as objectives and powers. It is hereby expressly provided that the foregoing enumeration of specific purposes shall not limit or restrict in any way any purpose or power granted non-profit corporations operating in the State of Oklahoma by statute or general law.

ARTICLE III

SECTION I

CLASSES OF MEMBERSHIP

- A. There shall be five(5) classes of membership to include Regular, Associate-Professional/Commercial, Industrial, Life and Honorary.

SECTION II

APPLICATION, QUALIFICATION, RESIGNATION

- A. Application for membership shall be made on a form prescribed by the Directors and signed by the applicant and one current voting member acting as sponsor. Membership may be transferable with the approval of the Board of Directors.
- B. Applicants qualify for membership upon payment of annual dues and the recommendation of a majority of the Board of Directors at a regularly scheduled Board of Directors Meeting. Before a determination of qualification shall be made, the following characteristics shall be examined: adherence to the generally accepted standards of good construction, appearance, management, operation, maintenance, cleanliness and confirmation of the principles of the Association and Building Owners and Managers Association International.
- C. A member shall cease to be a member upon delivery of a written resignation to the Directors but under no circumstances shall there be a refund of dues paid in advance.

SECTION III

DISCIPLINE, SUSPENSION, REINSTATEMENT

- A. The Directors, upon receipt of a written complaint, may censure, suspend or expel any member for conduct which is harmful to the Association. Before any such action shall be taken, the member involved shall be entitled to appear before the Membership Committee at a meeting to answer the complaint and shall be given a copy of the complaint in sufficient time to make an answer. The Membership Committee shall make its recommendation to the Directors as to the disposition of the complaint.
- B. Membership shall be deemed to be suspended if dues are not paid by March 31st of the membership year. Membership shall terminate if all current member dues are not paid within thirty (30) days of the date of suspension. The Directors shall have the power to extend the time required for payment.
- C. Upon written request signed by the former member, the Directors may reinstate such a member to full membership to such terms as the Directors shall determine.

SECTION IV

REGULAR MEMBERS

- A. Regular Members shall be a representative of individuals, partnerships, corporations, trusts or other entities or organizations owning, managing, leasing or controlling real property as listed in Article II, Section I, Paragraph A.
- B. The basis for membership within this classification shall be real property as listed in Article II, Section I, Paragraph A. and shall be referred to as a Member Building/Firm.
- C. The Board of Directors may, by a majority vote, recognize the loss of a Member Building/Firm's representative as temporary and continue to consider that property as a Member Building/Firm until such time as a new representative is designated or until the Association's fiscal year ends, whichever comes first.
- D. Regular Members shall be entitled to vote on matters brought before the general membership.
- E. A Regular member who loses his/her employment and therefore his/her basis for membership may remain as a member for up to six (6) months in a non-voting capacity. During this six (6) months the member may also remain on the Board of Directors in a non-voting capacity.

SECTION V

INDUSTRIAL

MEMBERS

- F. Industrial Members shall be a representative of individuals, partnerships, corporations, trusts or other entities or organizations owning, managing, leasing or controlling exclusively industrial property as listed in Article II, Section I, Paragraph A.
- G. The basis for membership within this classification shall be real property as listed in Article II, Section I, Paragraph A. and shall be referred to as a Member Building/Firm.
- H. Industrial Members are differentiated from Regular Members in that these Members are not representatives that would qualify as Regular Members beyond their industrial role.
- I. An industrial property is defined as a building or buildings, one or two stories in height with less than 50% office area. Industrial buildings must have a loading dock or roll up or sliding doors for loading with no common lobby or corridors except for restroom vestibules and utility or fire equipment access.
- J. The Board of Directors may, by a majority vote, recognize the loss of a Member Building/Firm's representative as temporary and continue to consider that property as a Member Building/Firm until such time as a new representative is designated or until the Association's fiscal year ends, whichever comes first.
- K. Industrial Members shall be entitled to vote on matters brought before the general membership.
- L. An Industrial Member who loses his/her employment and therefore his/her basis for membership may remain as a member for up to six (6) months in a non-voting capacity. During this six (6) months the member may also remain on the Board of Directors in a non-voting capacity.

SECTION VI

ASSOCIATE MEMBERS

- A. Associate Members shall be representatives of individuals, partnerships or corporations who subscribe to the objectives of the Association as set out in Article II but do not qualify for Regular Membership.
- B. Associate Members shall be members of recognized professions, including but not limited to, architecture, engineering, management consulting and representatives of persons or companies engaged in selling supplies, services, products or equipment to the real estate industry.
- C. Associate Members shall participate in Association activities and projects but shall not vote on matters that come before the whole Association nor hold elective office, except as outlined in Article VI.

SECTION VII

LIFE MEMBERS

- A. Life Membership shall be granted to Regular Members by reason of retirement or other worthy circumstances, and who are no longer eligible for any other membership category.
- B. Candidates for Life Membership in BOMA International must have held membership in BOMA International for twenty (20) consecutive years.

SECTION VIII

HONORARY MEMBERS

- A. Honorary Membership shall be granted to individuals who render distinguished service to the Association and/or the purposes it espouses provided such individual has been voted as such by a majority vote at a regularly scheduled Board of Directors meeting.
- B. The Honorary Membership shall be reviewed and appointed on an annual basis.

ARTICLE IV

SECTION I

MEMBERSHIP DUES AND SERVICE FEES

- A. Membership dues and service fees for Regular, Industrial, and Associate Members shall be set by the Board of Directors.
- B. Honorary and Life Members shall be charged no membership dues, but shall pay appropriate service fees as determined by the Board of Directors.

SECTION II

PAYMENT AND DUES

- A. Dues shall be assessed on an annual basis, the fiscal year beginning January 1st and concluding December 31st. The dues shall be payable on January 1st of each year. There shall be no refunds of annual dues.

SECTION III

OTHER FEES AND CHARGES

- A. Members may be assessed an annual membership service charge, fee or assessment as recommended by the Board of Directors and approved by a majority vote of the members present at a regularly scheduled Association meeting.

ARTICLE V

SECTION I

MEETINGS, QUORUMS, NOTICE

- A. Annual and monthly meetings shall be held on a regular basis at a time and place determined by the Board of Directors. Special meetings will be held on an "as necessary" basis.
- B. A quorum for all meetings shall exist when two-thirds (2/3) of all voting members are in attendance. A quorum for the Board of Directors meetings shall exist when two-thirds (2/3) of the Board of Directors are in attendance.
- C. All members shall be notified four (4) days in advance of all scheduled meetings as to their date, time and location. Notice shall be in writing and include a proposed agenda listing the business expected to come before the meeting.

SECTION II

AGENDA OF THE NEW BOARD OF DIRECTORS MEETING

- A. The agenda of the new Board of Directors meeting shall be set within a week of the annual meeting and include a call to order, President's

report, special reports, unfinished business, new business and election of officers.

SECTION III

SPECIAL MEETINGS

- A. Special meetings may be called at any time by the President or at the written request of three (3) members of the Board of Directors or five (5) voting members of the Association. Such meetings may act on any question that shall properly come before it.
- B. The January meeting shall include the call to order, President's report, special reports, unfinished business, the introduction of Officers and Directors and presentation of Life Members.

SECTION IV

VOTING PRIVILEGES, PROXIES

- A. Regular Members and Industrial Members shall be entitled to cast one vote for each Regular Director's position available. Associate Members shall be entitled to cast one vote for each Associate Director's position available. Proxies are not allowed at any meeting of the Association, its Committees or Boards. Absentee ballots are allowed if received by the designated deadline as directed by the Board of Directors.
- B. Members of The Board of Directors are elected by a majority vote of the membership at the Annual Meeting. If a tie should occur, a run-off election will be conducted with those members present.

ARTICLE VI

SECTION I

ASSOCIATION MANAGEMENT, BOARD OF DIRECTORS

- A. The management of the Association shall be vested in a Board of Directors consisting of: a President, Vice President/President Elect, Secretary/Treasurer, and six (6) Directors. Seven (7) Directors shall be Regular or Industrial Members duly elected in staggered terms at the Annual Meeting, serving in a voting capacity for two (2) years. Two (2) Directors shall be Associate Members, representing two (2) different professions duly elected in staggered terms at the Annual Meeting, serving in a voting capacity for two (2) years. Directors shall be elected each year for a two (2) year term, and shall serve no more than three (3) consecutive two (2) year terms. In case of a vacancy or resignation of a Director, the President shall appoint an appropriate member from a list of alternates elected at the Annual Meeting to

serve the balance of the vacated term subject to the approval of the Board of Directors.

- B. The Board of Directors is the governing body of the Association responsible for the successful conduct of the Association's affairs. While it may delegate and share responsibilities, the ultimate authority for all official actions shall reside in the Board of Directors.
- C. The Board of Directors shall establish policies, initiate activities, enter into contracts and make recommendations to the membership as it may deem proper so as to advance the interests and objectives of this Association.
- D. The Board of Directors shall consider and take action upon all matters referred to them, reporting such action promptly to all members.
- E. The Board of Directors shall have authority to provide suitable offices, engage employees and fix compensation for such employees if and when, at the discretion of the Board, there is occasion to do so.
- F. If the position of Executive Director is created by the Board of Directors, that position will have the following responsibilities: the Executive Director shall attend all sessions of the members and the Board of Directors and keep minutes of all proceedings in a book to be provided for the purpose. The Executive Director shall be in charge of the routine work of the office of the Association, supervise all clerical and secretarial employees working in and for the Association office and perform such other duties as the Board of Directors may prescribe.
- G. The Board of Directors may, if it so chooses, fix an amount of bond required of the Secretary/Treasurer, other officers or employees of the Association. When a bond is required, it shall be purchased promptly.

SECTION II

CRITERIA OF BOMA DIRECTORS

- A. Each BOMA Director must attend at least eighty percent (80%) of Board and Association meetings.
- B. Each BOMA Director must chair one (1) committee with proper time allocation for his/her duty.
- C. Each BOMA Director must be a Regular, Industrial or Associate Member.

SECTION III

ELECTION OF OFFICERS, TERMS, VACANCIES

- A. Officers shall be elected by a majority of Directors voting at the new Board of Directors meeting immediately following the Annual Meeting and shall serve a one (1) year term, restricted to not more than two (2) consecutive years. All officers shall serve until successors have been duly elected and installed.
- B. Vacancies in any office may be filled for the balance of the term by a majority vote of the Board of Directors.
- C. Nominations for Vice President/President Elect shall be considered for Directors serving first, second third, fourth or fifth year terms. Should the Director elected be serving his/her second or fourth year term, he/she will automatically be elected to an additional two (2) year term.

SECTION IV

DUTIES OF THE PRESIDENT

- A. The President shall be the Association's chief administrative officer and, subject to the direction of the Board of Directors, shall have general control and management of the Association.
- B. The President shall preside at all meetings of the Association.
- C. The President shall appoint all committee chairmen subject to the approval of the Board of Directors.
- D. Subject to the approval of the Board of Directors, the President shall approve all orders on the treasury for accounts, obligations and debts against the Association, shall approve the adoption of an Annual Budget and shall countersign all checks drawn on any Association account.
- E. The President shall submit a written or oral report to the members in December representing a full report of work accomplished and results achieved during the preceding twelve (12) months, reporting all matters which are of interest to the Association.

SECTION V

DUTIES OF THE VICE PRESIDENT/PRESIDENT ELECT

- A. The Vice President shall perform such duties as the President or the Board of Directors may designate. In the absence or inability of the President to serve, the Vice President shall perform the duties of the

President. The Vice President shall serve as an ex-officio member of all committees and report to the President on the status of each committee's activities. The Vice President will be responsible for providing adequate housing, facilities and equipment as needed for regular and special meetings of the Association. Will attend all functions required of President and will assume all duties of the President the following year.

SECTION VI

DUTIES OF THE SECRETARY/TREASURER

- A. The Secretary/Treasurer shall oversee the Executive Director's role as the custodian of all funds belonging to the Association, depositing all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors and keep a full, accurate and current accounting of all funds belonging to the Association.
- B. The Secretary/Treasurer shall make only such disbursements of funds that have been appropriated for that purpose or may be ordered by the President or the Board of Directors. Vouchers will be received for all disbursements.
- C. The Secretary/Treasurer shall issue meeting notices in accordance with the Bylaws of the Association, attending and keeping precise records of all such meetings.
- D. The corporate seal and current approved Bylaws of the Association shall be kept in a safe deposit box or in secure storage in the office of the Association.
- E. All disbursements, official instruments and contracts shall be made and co-signed by the President and the Secretary/Treasurer. The Board of Directors may authorize alternative signatures for use in the absence of either or both the President and Secretary/Treasurer.
- F. The Secretary/Treasurer shall be responsible for the timely filing of 1099's, if any, to the appropriate entities.
- G. The Secretary/Treasurer shall be responsible for the timely filing of the Association's federal and state income tax returns and shall retain copies of all returns filed and ancillary documentation.
- H. The Secretary/Treasurer shall, at the January meeting, provide all members with a detailed written report of the financial condition, receipts, accounts and disbursements of the Association for the preceding fiscal year. A list of cash disbursements shall be available at the monthly meetings.

- I. The Secretary/Treasurer shall, upon the election of a successor, forward all books, ledgers and property of the Association to the Board of Directors for delivery to that successor. All such material shall be in a condition suitable to the proper fulfillment of the Association's purposes. In the absence of the duly qualified and elected successor, the President shall receive such material until a successor is chosen.
- J. The Secretary/Treasurer* shall keep the following records:
- (1) CASH RECEIPTS JOURNAL showing invoice dates, invoice numbers, descriptions, debits to cash received, credits to payment on dues or accounts receivable and credits to miscellaneous cash revenue.
 - (2) CASH DISBURSEMENT JOURNAL showing dates, item descriptions, credit to cash paid and debits to expenses or accounts payable.
 - (3) SALES JOURNAL showing the dates, invoice numbers, descriptions of debits due or accounts receivable, credits to dues income and credits of other sales.
 - (4) DUES RECEIVABLE SUBLEDGER showing dates, invoice numbers, descriptions, dues billed, payments, dates of payments and balances.
 - (5) GENERAL JOURNAL showing corrections, adjustments to and calculations of invoices.
 - (6) GENERAL LEDGER summarizing the activities of all journals on a monthly basis.
- * Subject to the employment of a Certified Public Accountant in the sole discretion of the Board of Directors in the event it is determined that the Director elected is incapable of providing said records.
- K. The Secretary/Treasurer shall make all Association books and records available for inspection by any member of the Board of Directors provided notice of intention to inspect is given in writing no fewer than seven (7) days in advance.

SECTION VII

COMMITTEES

- A. There shall be eight (8) standing committees and two (2) special nominating committees (see Article VII): Communications, Education, Finance and Planning, Membership, Programs, Managers Meetings, Public Relations and Government Affairs. Chairmen shall be appointed as provided for in Article VI, Section IV, Paragraph C above. The President may appoint, with the approval of the Board of Directors,

Task Forces to address specific questions or complete specific programs.

- B. Committees or Task Forces shall exercise those powers delegated to them by the Board of Directors. Each shall conform to any regulations, restriction or charges imposed by the President of the Board of Directors. Each shall meet and adjourn as the committee members direct. Questions arising at meetings shall be determined by a majority vote of committee members present and voting. In cases of an equality of votes, the Committee or Task Force Chairman shall have a second or deciding vote.
- C. The Communication Committee shall enhance the public image, prestige and influence of the Association in civic and business affairs. This committee shall publicize a monthly newsletter, programs and activities of the Association to members, the commercial real estate industry and the general public.
- D. The Education Committee shall enhance the level of professional knowledge available to members, sponsor informative programs on new and relevant information or topics of interest and encourage participation in the Real Property Administrator training programs, as well as other beneficial programs of the Building Owners and Managers Institute.
- E. The Finance and Planning Committee submits a monthly financial report to Directors and annual projections and final budget reports to the membership.
- F. The Membership Committee shall identify and recruit potential members and review applications with the President for the Board's acceptance, reclassification, etc. The Membership Committee shall take disciplinary action as outlined in Article III, Section III, Paragraph A.
- G. The Program Committee shall obtain speakers for monthly membership meetings, plan and monitor monthly meeting arrangements, serve as a welcoming group at monthly meetings and make arrangements for the annual dinner.
- H. The Managers Meetings Committee shall coordinate and promote the quarterly meeting of Building Managers for an educational, recreational or social activity. Associate Members may participate by invitation.
- I. The Public Relations Committee conducts external special projects on behalf of BOMA Greater Oklahoma City in an effort to raise the level of awareness with regard to our Association, its goals, our members and projects with special priority given to congressional liaison.

- J. The Government Affairs Committee shall work to improve conditions relative to the ownership and management of commercial real property, particularly as they may relate to municipal, state and federal legislative codes, judicial and regulatory actions. They will attend city council, corporation commission or other public meetings to alert BOMA Board of Directors with the actions which impact building management and owners.
- K. The Nominating Committee shall select candidates for Directors and report these names to all members at the October monthly meeting.

ARTICLE VII

SECTION I

NOMINATING COMMITTEES

- A. The Nominating Committee for the Regular Board of Directors shall be comprised of one (1) non-officer Regular Member Board of Director, one (1) Junior Associate Board of Director and three (3) Regular Members appointed by the President.
- B. The Nominating Committee for the Associate Board of Directors shall be comprised of one (1) Senior Associate Board of Director, One (1) non-officer Regular Member or Industrial Member Board of Director and three (3) Associate Members. The three (3) Associate Members must come from different professions and be chosen by a meeting of all Associate Members called by the Senior Associate Board Member.
- C. Nominating Committees will meet in September. Nominations will be given to membership at the October regular meeting. Any additional nominations directly from the membership can be made up to seven (7) days prior to the Annual Meeting. Regular or Industrial Members shall be entitled to nominate Regular or Industrial Members only and Associate Members shall be entitled to nominate Associate Members only. Acceptance by the Nominee of the Nomination must be verified before the name will be placed on the ballot. No additional nominations will be accepted at the Annual Meeting.

ARTICLE VIII

SECTION I

SERVICES, LIABILITY

- A. The consideration of services rendered the Association by any and all members shall be the benefit derived from membership in the Association and no compensation shall be paid for any such service except by special arrangement authorized by the Board of Directors in advance.

- B. With the exception of payment of dues as provided in these Bylaws, no member shall, by reason of membership in the Association, be liable in any matter pertaining to or growing out of membership in the Association.

ARTICLE IX

SECTION I

PARLIAMENTARY AUTHORITY

- A. Robert's Rules of Order, Newly Revised, shall be the authority governing Association meetings when not in conflict with these Bylaws or amendments.

SECTION II

AMENDMENTS

- A. The Bylaws shall be amended by a two-thirds (2/3) vote of Regular Members present and voting at a Regular or Special Meeting provided that the proposed amendments, together with the recommendation of the Board of Directors, shall be submitted to all members at least thirty (30) days in advance of the meeting at which such action is to be voted upon. Absentee ballots are allowed if received by the deadline.

SECTION III

RATIFICATION

- A. These Bylaws shall become effective from the date of adoption by the Association at a duly called meeting of the Regular Members. Adoption shall revoke and annul any constitution or Bylaws heretofore adopted.

ARTICLE X

SECTION I

RESOLUTION OF FEDERATION

- A. Be it further resolved that in furthering the objectives of this Association, the Building Owners and Managers Association of the Greater Oklahoma City Metropolitan Area hereby federates with the Building Owners and Managers Association International as of the date of incorporation hereunder and tenders to that Association its cooperation in working for the best interests of the membership, local and national and to the general welfare of the commercial real property industry.
- B. IN WITNESS WHEREOF, we, the undersigned persons, do hereby amend and adopt the foregoing articles for such Corporation and affix our signatures hereto this day.

Dated this 4th day of December, 2007.

Updated this 17th day of December, 2020.

PRESIDENT

BOARD MEMBER

VICE PRESIDENT

BOARD MEMBER

SECRETARY/TREASURER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER