

# **Building Owners & Managers Association of Pittsburgh**

## **By-Laws**

### **A Pennsylvania Not-for-Profit Corporation**

*Revised June 2012, Approved and Adopted August 30, 2012*

## **BY-LAWS**

### **ARTICLE I *Name***

The name of this Association shall be **The Building Owners & Managers Association of Pittsburgh, Inc.**, or “BOMA Pittsburgh”, a Not-For-Profit 501(c)(6) corporation, founded in November, 1919.

### **ARTICLE II *Goals***

The goals of this Association are to create, maintain and develop cooperation among the owners and managers of buildings; to facilitate the interchange of ideas in the conception, construction, management, operation, and maintenance of buildings; to promote the general welfare of the business; to establish closer ties of business association among the members; to encourage cooperation with all governmental, institutional, community and medical organizations; and to promote the professional and educational development of members and the industry.

### **ARTICLE III *Membership***

**Section I.** The membership of the Association shall consist of three classes to be known as **BUILDING, ASSOCIATE /PROFESSIONAL,** and **CORRESPONDING** members.

(a) **BUILDING** membership of this Association shall consist of any person, co-partnership, or corporation being the owners of, or those engaged in the executive management and operation of, business, office, loft, apartment, public utility, institutional or other buildings in the Western Pennsylvania area. The building is considered the member entity, with dues and number of representatives based on the square footage of the building. All such representatives receive national membership.

**BUILDING** members shall have the right to vote at any and all meetings of the Association called for that purpose and such voting shall be limited to one vote per membership or representative.

(b) **ASSOCIATE/PROFESSIONAL** members shall have all the privileges of the Association including membership on appointed committees, except that only three (3) members may serve on the Board of Directors at the same time. **ASSOCIATE/PROFESSIONAL** memberships are not transferable.

**ASSOCIATE** members are providers of goods and/or services to the commercial real estate industry, such as HVAC, cleaning, and construction. The company is the member entity, with a principal (national and local) and an alternate (local only) representative.

**PROFESSIONAL** members are professional service providers, such as attorneys, architects and engineers. The company is the member entity, with a principal (national and local) and an alternate (local only) representative.

(c) **CORRESPONDING** membership may be granted to commercial real estate professionals (owners and managers, as well as providers of goods and services) located outside the five (5) county Pittsburgh MSA, e.g., Erie, Johnstown. **CORRESPONDING** members shall neither vote nor hold office.

## **ARTICLE IV *Officers and Management***

**Section 1.** The elective officers of this Association shall consist of a President, Vice-President and Treasurer, who shall assume office immediately upon their election and hold office for a term of one (1) year or until their successors are elected.

**Section 2.** (a) Nominations for officers shall be made in April but may be reopened at the May meeting. (b) Election of officers shall be held at the May meeting. When there are more than two (2) candidates for an office and a majority vote is not polled for any candidate on the first two (2) ballots, the person receiving the lowest number of votes shall be dropped after each ballot, and so on, until a choice is made.

**Section 3.** The government of this Association shall be vested in a Board of Directors, consisting of a President, Vice-President, Treasurer, the Immediate Past President and nine (9) members at large. Three (3) members at large shall be elected each year at the May meeting for a term of three (3) years, except when filling an existing vacancy, in which case the appointee shall serve the balance of the term so vacated.

**Section 4.** Members at large shall be limited to two consecutive three (3) year terms, exclusive of time served in an Officer position(s), including the position of Immediate Past President. Total time served in any one (1) officer position shall not exceed three (3) years. Members may be re-nominated for Board membership after one (1) year.

**Section 5.** Executive Director position (BOMA Association Executive). The Board of Directors may contract with an Executive Director, and subject to the authority of the Board of Directors and President, to have general supervision over the routine activities and the operations of the Association. The Executive Director will be made part of the Board of Directors without a voting right.

**Section 6.** The Board shall meet on call of the President, Vice President or seven (7) members of the Board. At such meetings, eight (8) members shall constitute a quorum for the transaction of business; action shall be by majority vote of the members in attendance.

## **ARTICLE V *Fiscal Year***

The fiscal year of this Association shall be the calendar year beginning January first and ending December thirty-first.

## **ARTICLE VI *Meetings***

**Section 1.** The Annual Meeting of the Association shall be held in May.

**Section 2.** Regular meetings of the Association may be held monthly on a day and schedule determined by the Board.

**Section 3.** Special meetings may be called at any time by the President, or in his/her absence, by the Vice-President, or may be called upon the written request of a majority of the Board or any fifteen (15) members of the Association. There shall be at least three (3) days' written notice of any special meeting stating the matters to be considered.

**Section 4.** Fifteen (15) members in good standing shall constitute a quorum at regular meetings.

## **ARTICLE VII *Amendments and Ratification***

**Section 1.** Amendments

The bylaws may be amended by a two-thirds (2/3) vote of the members of the Association present at any meeting thereof, provided the proposed amendment shall have been first submitted to the Board in writing, which Board shall consider such amendment and at the time such amendment is presented to the Association for action shall make its recommendation thereon; and provided further, that a written notice of the proposed change shall be sent by the Executive Director to each member of the Association at least ten (10) days prior to a regular meeting.

## **Section 2. Ratification**

These bylaws shall become effective from the date of adoption by the Association at a duly called meeting of members. Adoption shall revoke and annul any bylaws heretofore adopted.

## **ARTICLE VIII *Consideration for Services***

**Section 1.** The consideration for services rendered the Association by any and all officers or members thereof shall be the benefits derived from membership in the Association and no compensation shall be paid for any such services, except a special arrangement providing for compensation, to be made by the Board in advance. The association may pay for actual travel and business expenses for those performing official business on behalf of the association.

**Section 2.** Furthermore, with the exception of the payment of dues as herein or hereafter provided no member shall, by reason of his/her membership in this Association, be liable in any matter pertaining to or growing out of membership of this Association.

**Section 3.** The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of such funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and legally qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

### **Section 4. Indemnification of Officers, Directors and Employees**

Any person involved in any actual or threatened action, suit or proceedings, civil or criminal, because he/she, his/her testator or intestate, is or was a Director, officer or employee of BOMA/Pittsburgh shall be indemnified against the expenses, including but not limited to attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred or paid by him/her in connection with such action, suit or proceeding, or in connection with any appeal therein, if (a) there is a final judgment in the action that there was not negligence or misconduct on his/her part, or (b) BOMA Pittsburgh receives a written opinion of independent legal counsel that (1) the conduct of the person was in good faith for a purpose which he/she reasonably believed to be in the best interests of BOMA/Pittsburgh and, in any criminal action, that the person had no reasonable cause to believe that his/her conduct was unlawful, and (2) indemnification hereunder may be legally and validly made.

## **ARTICLE IX *Election for Membership***

**Section 1.** Membership to said corporation shall be accorded only upon the submission of a completed application, and this application shall be then referred to a Membership Committee consisting of three (3) or more members. Upon recommendation of the Membership Committee and approval of the Board, it would then be put before a ballot or voice vote. New members shall be elected upon receiving not less than two-thirds (2/3) affirmative vote of all the members present and voting at any meeting.

**Section 2.** Each member in good standing shall be entitled to one (1) vote at any meeting of the Association. Alternate members shall have no vote, except that in the absence of the principal member, an alternate representing the same membership may cast the vote of such principal member.

**Section 3.** The membership of any Building member shall cease at such time as he/she severs connection with or disposes of the property on which dues are paid in the Association, except as stipulated in Section 4, below.

**Section 4.** The Board shall have the authority to confer Special Memberships. These Special Memberships shall fall into four (4) specific categories, and in all cases the Special Members shall have all the privileges and duties of members, except that they may not vote, hold office or be obligated to pay dues. Such Special Members, however, may be appointed to serve as co-chairs or members of any committee.

The title *Member of Distinction* may be conferred for life upon any individual considered by the Board as having

made a significant contribution to the Building Owners & Managers Association of Pittsburgh, Inc. The title ***Member of Distinction*** shall automatically be awarded to BOMA Past Presidents upon retirement from active professional life, and may be awarded to BOMA members who have retired or have withdrawn from the area or from the industry.

***Life Memberships*** may be awarded to retired BOMA Building or Associate Members who have maintained membership in BOMA of Pittsburgh for at least fifteen (15) years and who, in the opinion of the Board, have demonstrated faithful allegiance and noteworthy contributions during said period.

***Honorary Memberships*** may be awarded to officials in government, media or ancillary professions for their service to the building industry. These memberships may be terminated by action of the Board.

The title ***Member in Transition*** may be awarded to any individual at such time as they sever connection with a member entity. They may receive mailings and attend local functions for a period of six months, unless they become employed during this time. If the person gains employment they may remain a Member in Transition for up to three months to allow the company to join BOMA Pittsburgh.

**Section 5.** A member may withdraw from the Association by presenting his/her resignation in writing to the Board at any regular meeting, provided such member's dues are paid for the current year at the time of presenting his/her resignation.

**Section 6.** A member who resigns, quits or is dropped from membership participation may only rejoin upon presentation of a written statement explaining the circumstances for their action. If the member asks to rejoin within one (1) year of the end of the previous membership, back dues may be assessed at the discretion of the board. Members will be prohibited from rejoining if a pattern of membership abuse is detected over the preceding four (4) years as an attempt to avoid annual dues payment by the member.

## **ARTICLE X *Dues***

The annual dues and method of payment of same shall be determined by the Board.

## **ARTICLE XI *Duties of the President***

The President shall be the chief executive officer, subject to the direction of the Board, and shall have general control and management of the Association, subject to the Board.

The duties of the President are to preside over all meetings of the Association and the Board; to appoint all committees with the approval of the Board; and to designate any member to fill temporarily any vacancy in any office until confirmed by the Board. The President shall approve all orders on the treasury for accounts or claims against the Association, the payment of which has been first authorized by the Board by appropriation or otherwise. The President shall submit an annual report to the members of the Association, covering the work done and results accomplished during his/her preceding year, bringing to the attention of the Association such matters as may call for future action, with his/her recommendations included.

## **ARTICLE XII *Duties of the Vice-President***

The Vice-President shall perform the duties of the President in his/her absence, or in the event that the President is unable to serve or the office of President is declared vacant. He/she shall serve as an ex-officio member of all committees and report to the board on the status of each committee's activities.

## **ARTICLE XIII *Duties of the Treasurer***

The Treasurer shall be the custodian of all funds belonging to the Association; he/she shall be responsible for control of all moneys collected by the Association, depositing all moneys and other valuable effects to the credit of the Association in such depository as may be designated by the Board; paying all dues appropriated for the purpose; rendering such reports as the Board may require; and at the Annual Meeting render a written report of receipts and disbursements of the office for

the preceding fiscal year. Disbursements shall be made up by the Treasurer; checks drawn on the Association's account shall require two signatures (President and/or Vice President and/or Treasurer).

#### **ARTICLE XIV *Duties of the Executive Director***

The Director shall attend and keep a record of all meetings of the Association and of the Board; conduct and keep files of all correspondence of the Association; collect and pay over to the Treasurer all moneys due the Association; and perform such other work as may be delegated by the President or by the Board. However, the Director, with the approval of the Board, may delegate certain of his/her duties to an Assistant Director while retaining full responsibility for their performance. The Director shall also issue all notices of meetings and assist the individual members or committees in every way possible, to the end that the Association may prove of greater value to the individual member.

#### **ARTICLE XV *Duties of the Board of Directors***

**Section 1.** The Board of Directors is the governing body, responsible for the successful conduct of the Association's affairs. While it may delegate powers and share responsibilities, the ultimate authority for all official action shall reside in the Board.

**Section 2.** It shall establish policies, initiate activities and make such recommendations to the membership, looking to the advancement of the interests and objects of this Association, as it may deem proper.

**Section 3.** It shall be the duty of the Board to consider and take action upon all matters referred to it, reporting such action promptly to the members of the Association.

**Section 4.** The Board shall have authority to enter into contracts for and on behalf of the Association.

**Section 5.** It shall have authority to direct employees or contractors if and when, in the discretion of the Board, there is occasion to do so and fix the amount of compensation for such employment.

**Section 6.** It shall be the duty of the Board to periodically appoint an outside independent auditor for the purpose of conducting a full financial audit of the Association's books for the fiscal year.

#### **ARTICLE XVI *Order of Business***

**Section 1.** The order of business at any Board meeting shall be determined by the President or his/her authorized representative serving as chairperson for that meeting.

**Section 2.** The said order of business shall be determined on the basis of subject importance, and a copy of the meeting agenda with said order shall be issued to each Board member prior to the call to order.

**Section 3.** The purpose of the organization is enumerated in the mission statement attached. In addition, the organization will hold regular meetings of members, encouraging a networking relationship in an open forum related to shared problems and experiences; may collect reliable statistics and data on practices and policies in building operation and maintenance; may establish standing and special committees to represent and advocate for the industry; stimulate interest in all Association matters; may release timely and informative material in order to enlist the good will of the public; and cooperate with the Building Owners & Managers Association International, the Building Owners & Managers Institute International and the Middle Atlantic Conference of Building Owners & Managers along with other Western Pennsylvania real estate oriented organizations.

#### **ARTICLE XVII *Annual Election of Officers and Directors***

**Section 1.** At the March meeting each year, the President shall select and appoint a Nominating Committee of five (5) members of the Association.

**Section 2.** It shall be the duty of this Committee to nominate candidates for the offices to be filled at the Annual Election of Officers and Directors, reporting its findings to the Association in April.

Additional nominations may be made by any BOMA Member by writing to the Executive Director prior to the May meeting, at which time all nominations will be closed.

**Section 3.** In the event there is more than one (1) nomination for any office, such list of nominations in the form of a ballot shall be mailed by the Executive Director to each member with the notice of the May meeting.

**Section 4.** The election shall take place at the May meeting. If there is only one (1) candidate for each office, the Executive Director can be directed to cast a unanimous ballot at this meeting, subject to the voice approval of all members present. If there is more than one (1) candidate for any office, the ballots cast by members in this meeting shall be counted by tellers appointed by the presiding officer and the results announced. The elected Officers and Directors shall take office immediately.

**Section 5.** Nothing herein contained shall prevent any member from nominating or voting for any Building member for any office of the Association.

### **ARTICLE XVIII *Censure, Suspension, Reinstatement***

Upon receipt of a written complaint, the Board of Directors, by a two-thirds (2/3) vote, may censure, suspend, or expel any member for conduct harmful to the Association. Before any such action shall be taken, the member involved shall be entitled to appear before the Board at a regularly scheduled meeting to answer the complaint. The member against whom the complaint was filed, shall be notified in writing at least thirty (30) days prior to any meeting, at which the Board will consider the complaint. The written notice must include the nature and substance of the matter upon which the complaint is based.

### **ARTICLE XIV *Advisory Council***

The Advisory Council is composed of the three (3) most immediate past presidents and is chaired by the immediate past president. If any of the three (3) are unable or unwilling to serve, the president may select other past presidents to serve. The purpose of the council is to assist and advise when called upon by the president. Advisory Council members may be invited to Board of Directors meetings at the discretion of the president, but they are not members of the board nor may they vote.

### **ARTICLE XX *Standing and Special Committees***

The President shall, within twenty (20) days following the Annual Election, appoint Standing and Special Committees as well as the Chair of such committees for the ensuing year, except as otherwise provided, subject to approval by the Board of Directors.

# **Building Owners & Managers Association of Pittsburgh**

## **A Pennsylvania Not-for-Profit Corporation**

### **MISSION STATEMENT**

“To actively and responsibly represent and promote the interests of our members, the owners and managers of commercial real estate in the Western Pennsylvania area, through effective leadership and advocacy, through the collection, analysis and dissemination of industry related information, and through professional development.”

# **Building Owners & Managers Association of Pittsburgh**

## **A Pennsylvania Not-for-Profit Corporation**

### **CODE OF CONDUCT**

BOMA Pittsburgh expects high level of professionalism from all members. Building members are encouraged to utilize the services of our Associate and Professional members, and are expected to treat them with courtesy and respect. Associate/Professional members are not permitted to engage in aggressive marketing during BOMA events. Conduct in violation of this code should be brought to the attention of the Board.

# **Building Owners & Managers Association of Pittsburgh**

## **A Pennsylvania Not-for-Profit Corporation**

### **CONFLICT OF INTEREST**

This Conflict of Interest Policy of BOMA Pittsburgh; (1) defines conflicts of interest; (2) identifies classes of individuals within BOMA covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interests.

**1) Definition of conflict of interest.** A conflict of interest arises when a person in a position of authority over BOMA may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

**2) Individuals covered.** Persons covered by this policy are the Organization's officers, Directors, and employees (direct or sub-contract).

**3) Facilitation or disclosure.** Persons covered by this policy will annually disclose or update to the President of the Board their interests that could give rise to conflicts of interest; such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

**4) Procedures to manage conflicts.** For each interest disclosed to the President of the Board, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in BOMA or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief employed executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.