

**BY-LAWS OF the BUILDING OWNERS AND MANAGERS ASSOCIATION (BOMA)
OAKLAND/EAST BAY, INCORPORATED**

Article I. Name, Principal Office, Purposes and Restrictions

Section 1.01 Name: The name of the Association is Building Owners and Managers Association (BOMA) of Oakland/East Bay, a California nonprofit located within Alameda or Contra Costa County.

Section 1.02 Principal Office: The Board of Directors (Board) shall determine the location of the principal office of the Association provided that the location is within Alameda or Contra Costa County.

Section 1.03 Service Area:

- (a) The geographical area of this Association, for purposes of membership service and Federation with BOMA-International, shall be a coherent and logical market area within and around the Greater Oakland/East Bay Area, and shall include the following counties: Alameda, Contra Costa, and Solano.

- (b) The foregoing service area may be changed only after the approval of the BOMA International Board of Governors.

Section 1.04 Purposes: The Purposes of the Association include:

- (a) The Association shall foster cooperation and collaboration among all who are interested in the industry embracing the ownership, management, development and leasing of commercial real estate, particularly owners and managers of commercial office, corporate, government, institutional and medical buildings (the Industry).

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- (b) The Association shall promote the professional and educational growth of the industry through the Building Owners and Managers Institute (BOMI) International and other programs and shall facilitate the exchange of ideas and information on the ownership, management, development, construction, leasing and maintenance, of commercial real estate.

- (c) The Association shall work to improve the conditions pertaining to the ownership, management, development and operation of commercial real estate in every proper way and in accordance with the foregoing purposes and under the powers governing nonprofit Associations in the State of California.

- (d) The Association shall speak for the industry as a class affecting ownership, management, development, leasing and operation of commercial real estate and shall make representations as permitted by law and regulation to the various offices of government and policy makers on matters such as legislation, taxation, code development, insurance and other matters of public interest.

Section 1.05 Restrictions: All policies and activities of the Association shall be consistent with:

- (a) Applicable federal, state and local antitrust and trade regulation laws currently in place and as may be amended.

- (b) Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

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- (c) All other legal requirements including the California Nonprofit Association Law (Law), currently in place and as may be amended, under which this Association is incorporated and to which its operations are subject.

- (d) The BOMA International By-Laws and Federation Agreement.

Article II. Members

Section 2.01 Membership Qualifications: Membership in the Association is extended to persons or firms involved in, or associated with the commercial real estate industry who have a place of business or conduct business in the California Counties of Alameda, Contra Costa or southern Solano.

Section 2.02 Principal Membership:

- (a) Principal membership is defined in terms of a particular office, store, business structure or the like (Building – building is defined as a single structure or portfolio of buildings). A principal member is one who has a controlling ownership of or is engaged in the operation or leasing of a building. Membership thus resides with the building not an individual and memberships will be counted based on this definition.

- (b) Individuals selected to represent each membership will be referred to as a Member.

- (c) Each Principal membership shall have one vote at Association meetings to be cast by their selected Member Representative.

Section 2.03 Associate Memberships: The following membership classes have no vote nor are they eligible to serve as Directors or hold office in the Corporation except as provided in Article IV, Section 4.02:

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- (a) *Allied Membership*: Allied Membership shall be open to firms or corporations providing services to the commercial real estate industry, under such terms and conditions as the Board of Directors may prescribe.

- (b) *Professional Membership*: Professional Membership shall be members of recognized professions associated with the commercial real estate industry and shall be limited to Architects, Attorneys, Commercial Real Estate Brokers, Consulting Engineers, Certified Public Accountants, Real Estate Financial Institutions, Asset Managers, Developers, Operations Managers, Facility Managers who lease space within a multi-tenant building (single tenant Facility Managers must join as Principal Members), Insurance Companies, Utility agencies, and Real Estate Management Consultants.

- (c) Associate Membership resides with the organization not as an individual and memberships will be counted based on this definition.

- (d) Individuals selected to represent each membership will be referred to as a Member.

Section 2.04 Additional Member Categories: The following membership classes have no vote nor are they eligible to serve as Directors or hold office in the Association:

- (a) *Honorary Members*: Honorary Membership shall be granted to individuals who render distinguished service to the Association and/or the purposes it espouses, provided such an individual has been nominated by a majority of the Board of Directors and voted same by a majority of voting members attending a regularly scheduled association event.

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- (b) *Life Members:* Life membership shall be granted to selected Member Representatives of Principal Members who, by reason of retirement or other worthy circumstance, are no longer eligible for any other membership category. Candidates for Life Membership must have held membership in good standing in Building Owners and Managers Association International for twenty (20) years. Candidates are nominated by a majority vote of the Board of Directors and voted same by a majority of voting members attending a regularly scheduled Association meeting. Only Life Members of this Association may be proposed for Life Membership in BOMA International.
- (c) *Student Members:* Student Membership shall be open to all students carrying a minimum of 6 credit hours who are not currently employed within the Commercial Real Estate industry or an associated business (i.e. potential Allied or Professional members). To qualify, students must provide a valid copy of registration from a college, university or vocational school.
- (d) *Friend of BOMA:* Membership for any dutiful former Principal Member who was forced to leave membership because of a job loss.

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Section 2.05 Termination: A membership shall be suspended or terminated whenever the Board, in good faith, determines that any of the following events have occurred:

- (a) Resignation of member, or reasonable notice to the Association.
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) Failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board.
- (d) Occurrence of any event that renders a member either ineligible for membership or unable to satisfy membership qualifications.

Section 2.06 Discipline: A member may be disciplined, including public reprimand, suspension or termination for cause by a two-thirds vote by the Board. Cause shall include a failure, in serious degree, to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen (15) day prior written notice of the proposed discipline and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the discipline by the Board or its designee(s). The Board shall determine whether cause exists and the appropriate discipline, if any.

Section 2.07 Member Obligation to Follow Association Rules: Each member of this Association agrees to be bound by these By-laws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association. All members shall abide by the Policies & Procedures of the Association.

Section 2.08 Member Liability: No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

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Article III. Dues

Section 3.01 Dues: The Board of Directors shall set dues and fees, make assessments and set the terms of payment.

Section 3.02 Delinquency: Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

Section 3.03 Refunds: No dues will be refunded.

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Article IV. Board of Directors

Section 4.01 Purpose: The Board is the governing body of the Association and has authority and is responsible for the supervision, control, strategic planning, and direction of the Association. All Directors shall abide by the Policies & Procedures of the Association.

Section 4.02 Composition: The Board consists of 12 persons. Principal Members including the immediate Past President shall fill 10 of the seats. Except for the Executive Director, an officer shall be a director who is a Principal member. An Associate Member shall fill one seat and either a Principal or Associate Member shall fill the remaining seat.

Section 4.03 Election and Term of Office: At each annual meeting of the Association an election is held to choose new directors to the Board. Directors serve a minimum term of 2 years.

Section 4.04 Committees: The Board shall form committees to support the strategy and mission of the organization. These Committees shall exist and function as set forth by the Board of Directors in the Policies and Procedures Manual. There are three committees that shall always be in creation and follow the guidelines set forth in the Policies and Procedures Manual:

- (a) The Executive Committee shall act in the place of the Board between meetings of the Board, provided that the Board may withhold specific matters from the Executive Committee and further provided that the Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

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- (b) The Nominating Committee each year shall consist of Past Presidents (provided they are a representative of a Principal Member entity) an Associate Member, and two (2) Principal Member representatives appointed by the Executive Committee. If one or more of the Past Presidents is not available to serve on the Nominating Committee, the Executive Committee shall appoint a Principal Member representative to fill each vacancy of the Committee. The Nominating Committee shall meet at least eight (8) weeks prior to the Annual Meeting to nominate qualified members each year and to file a list of its nominees with the Secretary, who shall email to all Principal members, at least ten (10) days prior to the Annual Meeting, the names of such nominees.
- (c) The Finance Committee shall consist of a Treasurer, who shall be Chair; plus additional individuals who are members in good standing, recommended by the Executive Committee, with the approval of the Board of Directors, for a four (4) year term for the Treasurer and two (2) year terms (except to fill vacancies) for members, so arranged that the terms of Finance Committee members shall expire at each Annual Meeting. It shall be the duty of the Finance Committee to make a continuous study of the fiscal affairs of the organization, both as to revenues and their disposition, and to report its recommendations to the Executive Committee and the Board of Directors as occasion may require, whether on its own initiative, or on matters specifically referred to it. The Finance Committee shall prepare the annual budget which it shall submit to the Executive Committee and the Board of Directors, at their meetings next preceding each year, for such action as the Board may take; and it shall again report to the Board of Directors, at the Annual Meeting, concerning modifications of the budget (if any) that it then deems advisable.

Section 4.05 Vacancies: if any vacancy occurs on the board for any reason, the position is filled by appointment for the unexpired portion of the term by the Board.

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Section 4.06 Meetings: The President, Vice-President, the Secretary or any two directors may call meetings of the Board. The Board meets at least biannually at the time and place it selects.

Section 4.07 Notice: The Board may hold regular meetings without notice if the Board fixes the time and place of such meetings. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone or email.

Section 4.08 Removal From the Board: Any Board member who is absent for three (3) consecutive meetings of the Board of Directors shall be removed from the Board by a majority vote of the Board.

Section 4.09 Quorum: A quorum of the Board shall be a majority of the number of directors authorized in these By-laws.

Section 4.10 Board Action: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board.

Section 4.11 Policies and Procedures: The Board will establish policies, procedures, and programs that are consistent with these By-Laws for the governance and administration of the Association and in accordance with BOMA International. In an instance where there is any question regarding relevancy or process, which places a Policy and Procedure in question, this Bylaws document will always prevail.

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Article V. Officers

Section 5.01 Officers: The officers of the Association are a President, a Vice President, a Treasurer, and an Executive Director. The Executive Director may also act as the official taker of minutes. All officers shall abide by the Policies and Procedures of the Association.

Section 5.02 Qualifications: Officers, except for the Executive Director, must be a representative of a Principal Membership of the Association. No person may hold more than one office at the same time. Officers may serve two (2) consecutive two (2) year terms. After a gap in service, Officers may return for additional terms if deemed necessary by the Board.

Section 5.03 Election and Term of Office: Officers, except for the Executive Director, are elected by written ballot of the Board each year before the annual meeting of the Association's regular membership. Directors can serve a minimum of one year on the Board before being considered for an officer position. Officers, except for the Executive Director, serve for one (1) year and may be reelected for additional terms, pending Board approval followed by membership approval of the slate.

Section 5.04 Duties: The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as written in the Policies and Procedures Manual.

- (a) *President* - The President shall act as Chief Elected Officer to the Board and preside at all Board, Special, and Executive Committee Meetings and Membership meetings when/if present. The President shall be responsible for appointing all committee Chairs and Co-Chairs. The President has the authority to create special Committees and Task Forces. The President shall always act in the best interest of the Association. The President shall act as the spokesperson for the Association.

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- (b) *Vice President* - The Vice President shall assume the responsibilities of the President in his/her absence. The Vice President will be considered the President Elect, unless there are extenuating circumstances, at which time the Board of Directors will decide a succession plan. The Vice President shall always act in the best interest of the Association.
- (c) *Treasurer* - The Treasurer is the Chief Financial Officer of the Association and shall review all financial records, recommend investment opportunities for reserve funds and monitor budget performance. The Treasurer will act as the Chair of the Finance Committee and provide a financial report to the Board at each meeting and anytime as requested by the President. The Treasurer shall also be responsible for managing the tax return process and shall review the return prior to the President's signature. The Treasurer shall always act in the best interest of the Association.
- (d) *Executive Director* - The Executive Director is the Association's Chief Operating Officer and shall manage the day-to-day operations of the Association. The Executive Director shall serve as an ex-officio (non-voting) member of the Board of Directors of BOMA Oakland East Bay, the BOMA-California Board of Directors and all BOMA Oakland East Bay Committees. The Executive Director serves at the discretion of the Officers and the Board of Directors. The Executive Director shall always act in the best interest of the Association.

Section 5.05 Vacancies: If a vacancy occurs among the officers, other than the Executive Director, for any reason, the position is filled for the unexpired portion of the term by appointment of the Board.

Section 5.06 Removal: An officer may be removed for adequate reason as determined by the Board.

Section 5.07 Compensation: Officers, other than the Executive Director, do not receive compensation for their services.

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Article VI. Membership Meetings

Section 6.01 Annual Membership Meeting: The Corporation holds an annual meeting of the Principal membership at the place and on a date that the Board determines.

Section 6.02 Special Meetings: the President, the Board or five percent or more of the members, may call special meetings of the Association's Principal membership.

Section 6.03 Notice: The Board must give Association members reasonable notice of all annual and special meetings and must include a description of the business to be discussed and must be given at least 10 days (but not more than 90 days) before the meeting.

Section 6.04 Voting: A majority is defined as a simple majority of the ballots cast. Electronic (email) and or mail voting is permitted as specified in the California Nonprofit Association law. Members will be provided thirty (30) days advance notice of an electronic vote.

Article VII. Bonding

Section 7.01 Bonding: All individuals with significant financial responsibility on behalf of the Corporation, including individual authorized to sign checks, shall be bonded within appropriate limits as determined by the Board.

Article VIII. Indemnification and Insurance

Section 8.01 Indemnification: To the fullest extent permitted by the law, the Association shall indemnify and hold harmless subjected by reason of any alleged or actual action or inaction in the performance of their duties performed in good faith on behalf of the Association. "Agent" for this purpose shall include Directors, officers and employees.

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Section 8.02 Insurance: The Association shall have the right to purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

Article IX. Amendment of By-Laws

Section 9.01 Amendment: These By-Laws may be amended by a 50% plus 1 vote of the Board or a 50% plus 1 vote of the members, provided that certain amendments to the By-Laws, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members in accordance with the law.

Article X. Interpretation

Section 10.01 Interpretation: These By-Laws are subject to the California Nonprofit Association Law and must be interpreted so as to conform with that Law, as it is interpreted and amended from time to time.

Article XI. BOMA-International

Section 11.01 Compliance with By-Laws: BOMA Oakland East Bay shall at all times conform to the By-Laws of the Building Owners and Managers Association International.

Section 11.02 Compliance with Federation Agreement: BOMA Oakland East Bay shall at all times conform to the Federation Agreement with the Building Owners and Managers Association International.

Section 11.03 Representative to Board of Governors:

- (a) *Governor*- The President of BOMA Oakland East Bay shall serve as our Governor representative to the BOMA-International Board of Governors.

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- (b) *Alternate Governor* -The Vice President/President Elect shall serve as our Alternate Governor representative to the BOMA-International Board of Governors Convention/Winter Business Meeting

- (c) *Meeting Attendance* - The BOMA Oakland East Bay President and Executive Vice President shall attend both the Annual convention and Winter Business Meeting. Costs including airfare, registration, hotel and a per diem, shall be covered by BOMA Oakland East Bay. The Vice President/President Elect shall be sent to the Annual Convention, with similar expenses paid, upon approval of the Board of Directors. Even if financial support is unavailable from the Association, the Vice President/President Elect shall be encouraged to attend both the Annual convention and the Winter Business Meeting.

Article XII. BOMA-California

Section 12.01 Selection of BOMA-California Directors: The five seats on the BOMA-California Board of Directors, held by BOMA Oakland East Bay, shall be submitted to the Board of Directors for approval based on the BOMA Oakland/East Bay BOMA California Representative Policy.

Section 12.02 Authorities of BOMA-California Directors: The BOMA Oakland East Bay representatives to the BOMA-California Board of Directors have the authority to approve annual dues and assessment on behalf of BOMA Oakland East Bay. Further, they can approve additional monetary expenditures by BOMA Oakland East Bay to BOMA-California not to exceed 5% of the annual BOMA-California Dues and Assessment. Finally, they are empowered to vote on issues brought to the BOMA-California Board of Directors, provided they keep in mind the best interest of the entire BOMA Oakland East Bay membership.