

BOMA Iowa

Constitution and By-Laws Revised – March 2010

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Article I – Name

The Name of this Association shall be the Building Owners and Managers Association of Iowa.

Article II – Object

The purpose of this Association shall be to improve conditions pertaining to the ownership and operation of office buildings and other commercial properties represented in the membership of this Association; to secure for its members the benefit of discussion and cooperation respecting matters of common interest; and to promote, by every proper means, the welfare of the industry these properties represent.

Article III – Membership

Section A – Federated Membership

- 1) The Federated Membership of this Association shall consist of individuals who are owners, managers or designated representatives of office buildings.
- 2) One person may be named as “member” to represent each member firm, participating in such activities of the Association as the Board of Directors may prescribe. A charge, to be voted on by the Board of Directors annually, will be assessed to member firms for additional persons named as “associate members”.
- 3) The representative of each member firm and any associate member in good standing shall be entitled to one vote at any meeting of the association.
- 4) Eligible member candidates may be admitted to membership following Board of Directors’ review and approval by a majority vote of the Board of Directors.
- 5) The membership of any member shall cease at such time as he/she severs connection with member firm on which dues are paid in the Association.
- 6) A member may withdraw from the Association at any time, but will receive no refund of previously paid dues.
- 7) A member may be suspended or expelled for non-payment of dues or for other cause by action of the Board of Directors, under conditions and in accordance with procedure which the Board of Directors shall establish.

Section B – Allied Membership

- 1) The Allied Membership of this Association shall consist of an individual who represents an organization which supplies goods and services, or professional or business services to buildings represented by Federated members.
- 2) Allied Membership shall not be transferable, and may be restricted in number by approval of the Board of Directors.
- 3) Allied Membership shall have such privileges and duties as determined by the Board of Directors, but shall not have the right to vote or hold office, excepting one Allied Member who shall be elected every two years to serve as a voting member of the Board of Directors.

- 4) Eligible member candidates may be admitted to membership following Board of Directors' review and approval by a majority vote of the Board of Directors.
- 5) The Board of Directors, by majority vote, may revoke the membership of any Allied Member. The president shall notify the member of the action. If that member objects to such revocation, a special meeting of the Board of Directors shall be convened, and the revoked member shall be permitted to show cause why his/her membership should not be revoked. After hearing all evidence, a vote will be taken by the Board of Directors and re-instatement or revocation determined by a majority vote.
- 6) The Allied Membership of any member shall cease at any time the member terminates employment with the organization listed as the Allied Member firm.
- 7) An Allied Member may withdraw from the Association at any time, but will receive no refund of previously paid dues.

Section C – Student Membership

- 1) The Student Membership of this Association shall consist of individuals who are students who have completed high school education and are actively enrolled in a college undergraduate or graduate program or vocational training program in a building related field.
- 2) Student Membership shall not be transferable, and may be restricted in number by approval of the Board of Directors and adoption by a majority of the Federated Members entitled to vote at any meeting of the Association.
- 3) Student Membership shall have such privileges and duties as determined by the Board of Directors, but shall not have the right to vote or hold office.
- 4) Eligible member candidates may be admitted to following Board of Directors' review and approval by a majority of the Board of Directors.
- 5) A Student Membership may be suspended or revoked for non-payment of dues or for other cause by action of the Board, under conditions and in accordance with procedure which the Board shall establish.
- 6) A Student Membership shall cease at such time as he graduates or completes the course of study at his educational institution or voluntarily or involuntarily terminates his course of study.
- 7) A Student Member may withdraw from the Association at any time, but will receive no refund of previously paid dues.

Article IV – Annual Dues

- 1) Annual dues for Federated Members shall be established annually by the current Board of Directors. Such payment includes Federated membership in Building Owners and Managers Association International. Federated members of each member firm are entitled to the activities pertaining to International membership. The Board of Directors shall establish annual dues for each additional person in a member firm, named as "Associate Member".
- 2) Dues shall be assessed for the calendar year, and payable on January 1 of each year, or as the Board of Directors shall otherwise provide. Dues will be prorated bi-annually, except for special membership promotions or as waived by the Board.

Article IVa – Allied Membership Annual Dues

- 1) Allied Membership dues shall be established annually by the Board of Directors.
- 2) Allied member dues shall be assessed for the calendar year and payable on January 1 of each year, or as the Board shall otherwise provide. Allied Members accepted during the year shall have the dues pro-rated bi-annually.

Article IVb – Student Membership Annual Dues

- 1) Annual dues for Student Members shall be established annually by the Board of Directors. Such payment does not include membership in the Building Owners and Managers Association International.
- 2) Student membership dues shall be assessed for the calendar year and payable on or before January 1 of each year, or as the Board of Directors shall otherwise provide.

Article V – Officers

The officers of the Association shall consist of a President, 1st Vice President-Programs, 2nd Vice President-Education, 3rd Vice President-Membership, and Vice President Secretary/Treasurer. All officers shall be elected by ballot or oral vote at the annual meeting of the Association. Officers will hold office for the term of one year, or until their successors take office.

Article VI – Board of Directors

The government of the Association shall be ruled by a Board of Directors, consisting of the President, 3 Vice Presidents, a Secretary/Treasurer, one Past President, one Member at Large, and one Allied Representative.

Terms for serving on the Board of Directors shall be as follows;

- 5 Officers – one year
- 1 Past President – one year
- 1 Member at Large – one year
- 1 Allied Representative – two years

Any member serving in any capacity in BOMA International shall be an ex officio member of the Board for the term of his/her appointment, or three years, whichever is shorter.

Article VII – Duties of the President

- 1) The President shall be the chief executive officer and, subject to the direction of the Board of Directors, shall have control and management of the Association's affairs.
- 2) He/she shall preside at meetings of the Association and of the Board of Directors.
- 3) He/she shall, with the approval of the Board of Directors, appoint all standing committee chairmen from the Board of Directors, and may designate any member to fill temporarily any vacancy in any office; members so appointed hold office until the next meeting of the Association, or until permanent selection is made.

- 4) He/she shall submit an annual report to the members of the Association, covering work done and results accomplished during the preceding year, bringing to the attention of the Association such matters as may call for future action.

Article VIII – Duties of the 1st Vice President

The 1st Vice President shall act as the Program Chairman and perform the duties of the President during his/her absence or inability to perform.

Article IX – Duties of the Secretary/Treasurer

- 1) The Secretary/Treasurer shall arrange for the keeping of all records of the Association, prepare financial reports and tax returns.
- 2) The Secretary/Treasurer, with approval of the Board of Directors, may delegate certain duties to the BAE of the Association.
- 3) Any two of the five officers or an officer and the BAE, if duly authorized by Board of Directors resolution, may sign checks.

Article X – Duties of the Board of Directors

- 1) The Board of Directors is the governing body, responsible for the successful conduct of the Association. While it may delegate powers and share responsibilities, the ultimate authority for all official action shall reside in the Board of Directors.
- 2) It shall establish policies, initiate activities and make such recommendations to the membership looking to the advancement of the interests and objectives of this Association as it may deem proper.
- 3) It shall be the duty of the Board of Directors to consider and take action upon all matters referred to it, reporting such action promptly to the members of the Association.
- 4) Contracted service providers may be engaged by the Board of Directors after the approval of the scope of work and contract, by the Board of Directors.
- 5) The Board of Directors shall fix the amount of the bond required of the Treasurer, and officers or contracted service providers of the Association, where in its discretion a bond shall be required. The premium is to be paid by the Association.

Article XI – Meetings

- 1) Regular meetings of the Association shall be held on the third Tuesday of each month at such time and place selected by the Board of Directors. Social Events may take the place of a regular meeting and take place on a different day.
- 2) The November meeting shall be the Annual Meeting of the Association.
- 3) Special meetings may be called by the President at any time, and shall be so called by written request of three voting members.
- 4) Notice of the Annual Meeting shall be communicated to all members at least 5 days prior thereto.

- 5) There shall be at least 5 days notice of any special meeting stating the matters to be considered; However, such notice may be waived and attendance at any meeting, whether special or otherwise shall be deemed to constitute a waiver of notice.
- 6) Fifty-one percent of the members shall constitute a quorum at meetings of the Association, including the Annual Meeting and any special meetings called.
- 7) The Board of Directors shall meet on call of the President, or a meeting may be called by three members of the Board of Directors. At such meetings, five members shall constitute a quorum for the transaction of business; action shall be by majority vote of members in attendance.

Article XII – Order of Business

At any regular or business meeting of the Association, the following shall be the order of business.

- A) Call to order
- B) Review and approval of minutes
- C) Applications for membership
- D) Communications
- E) Report of Officers
- F) Committee Reports
- G) New Business
- H) General Discussion
- I) Appointment of Committees
- J) Adjournment

Article XIII – Annual Election of Officers and Directors

- 1) Prior to the first day of October each year, the President shall select and appoint a Nominating Committee which shall consist of the immediate Past President and two other federated members chosen by the President.
- 2) It shall be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the Annual Election of Officers and Directors. They shall report their findings to the Board of Directors before the third Tuesday of October.
- 3) Such list of nominations shall be communicated to each member with the notice of the Annual Meeting.
- 4) The slate of officers and board members shall be presented at the annual meeting. Nominations from the floor will be accepted at that time. The nominees shall be voted on by the membership and the results announced; whereupon the new Officers and Directors shall take office on January 1 of the following year.
- 5) Nothing herein contained shall prevent any Federated member from nominating or voting for any member for any office of the Association.

Article XIV – Services and Liability

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

- 2) With the exception of the payment of dues, as herein or hereafter provided, no member shall, by reason of this membership in this Association, be liable in any matter pertaining to or growing out of membership in this Association.

Article XV – Amendments

These by-laws may be amended by a 2/3 vote of the Federated membership. Recommendations of change shall have been submitted to the Federated membership at least fifteen days prior to the time at which such action is taken.

Article XVI – BOMA International Meetings

BOMA Iowa Officers will be compensated for attending meetings as outline below.

- 1) Annual BOMA International Convention and BOMA Winter Business Meeting Expenses:
 - a. The President of BOMA Iowa and President Elect, attending the annual BOMA International Convention and BOMA Winter Business Meeting will be paid the reasonable cost of transportation, lodging, meals and registration fees.
 - b. The Board of Directors shall, at their sole discretion, approve reasonable costs associated in whole or in part, for all BOMA Iowa members currently serving on a BOMA International committee.

Article XVII – Dissolution Clause

Upon dissolution of BOMA Iowa, all remaining assets, after payment in full of all its debts, obligations, and necessary final expenses, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as shall be chosen by the then existing Board of Directors.

Article XVIII - Resolution of Federation

Resolved that in furthering the objectives of this Association, the Building Owners and Managers Association of Iowa hereby federated with Building Owners and Managers Association International and tenders to the national Association, and other affiliated organizations its cooperation in working for the best interests of the membership, local and national, and the general welfare of the industry.