

**THE BUILDING OWNERS AND MANAGERS ASSOCIATION OF GREATER BALTIMORE, INC.**  
**BYLAWS**  
(Revised December 11, 2007)

ARTICLE I. NAME. The name of this Association shall be "THE BUILDING OWNERS AND MANAGERS ASSOCIATION OF GREATER BALTIMORE, INC." (hereinafter referred to as the "Association").

ARTICLE II. PURPOSES. The purposes of the Association shall be the promotion, advancement and enhancement, by all appropriate means, of the office building industry and its multiple facets of real estate development, leasing, management, and construction.

Toward the accomplishment of these objectives, the Association shall dedicate itself to:

- A. The mutual exchanging of ideas, experiences and practices.
- B. The establishing of standards, ethics and codes of practices and performance for the office building industry.
- C. The educating of the office building community in the practice of life safety, security and energy management, and insuring the establishment and practice of high standards of life safety.
- D. The continuing of professional education for Association members.
- E. The compiling, analyzing and publishing of data pertinent to the development, leasing and operation of office properties.
- F. The applying of economic principles toward the betterment of existing buildings and the planning of new facilities.
- G. The promoting of the office building industry, its service to the community, and the role it plays in the modern work place.
- H. The maintaining of an active presence in monitoring the legislative and regulatory branches of government whose activities affect the office building industry.
- I. The creating of local industry teamwork and leadership for accomplishing collective aims.

ARTICLE III. MEMBERSHIP

A. ACTIVE MEMBERS

1. The Active Members of the Association shall consist of the following:
  - a. Individual Members, defined as any business (sole proprietor, partnership, or corporation) engaged in the development, leasing, management, or ownership of any commercial, governmental, or institutional facility located within the City of Baltimore and Anne Arundel, Baltimore, Carroll, Harford and Howard counties.
2. Any prospective candidate seeking membership as an Active Member under these bylaws can be granted membership upon written application to the Board of Directors and acceptance by a majority vote of a properly constituted meeting of the Board of Directors. The Board of Directors shall retain sole discretion as to classification and eligibility of membership.

B. ASSOCIATE MEMBERS

1. The Associate Members of the Association shall consist of any business enterprise (sole proprietor, partnership, or corporation) actively and primarily engaged in providing supplies or services to the Active Members.
2. Any business enterprise seeking membership as an Associate Member under these Bylaws can be granted membership status upon written application to the Board of Directors and acceptance by a 2/3 vote of a properly constituted meeting of the Board of Directors.
3. The Board of Directors shall have the authority to set policy to limit the number of Associate Members permitted in the Association.

#### C. DURATION OF MEMBERSHIP

1. Term. After membership is properly accepted by the Board of Directors, membership shall continue from fiscal year to fiscal year, commencing upon the satisfaction of the dues requirement as prescribed from time to time by the Board of Directors. Membership shall terminate upon the conclusion of the Association's fiscal year, renewable in each subsequent fiscal year upon meeting the current dues requirement.
2. Resignation. Active and Associate Members may resign during the Association's fiscal year by sending written notice to the Board of Directors. However, before such resignation can be accepted and be effective, all outstanding obligations and financial commitments for the Association's entire fiscal year must be met.

#### D. INVOLUNTARY TERMINATION

1. Termination. Any Member may be terminated for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for termination and does not require action of the Board of Directors. Any Member proposed for termination for another reason such as violation of the Bylaws, or violation of any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association or to the office building industry in general, shall be sent written notice by certified or registered mail to the last recorded address of said Member at least twenty (20) days prior to final action by the Board of Directors. Such notice shall include the reason for the proposed termination, and the opportunity to contest the proposed termination in writing or in person by counsel. In addition, such Member shall receive final written notice of the Board's decision.

#### E. MEMBERSHIP VOTING

1. Each representative of an Active Member shall be entitled to one vote.
2. Associate Member companies shall be entitled to one vote.

- F. DUES- The dues requirements for Active and Associate Membership in the Association and the number of representatives for each shall be established from time to time by a vote of 2/3 of the Board of Directors.

#### ARTICLE IV. MEETINGS OF THE ASSOCIATION MEMBERSHIP

- A. ANNUAL MEETING- There shall be one annual meeting of the Association to be held in November or December, not later than December 15, unless otherwise ordered by the Board of Directors. Notice of the annual meeting shall be mailed by the Secretary of the Association to each Member at his last recorded address at least twenty (20) days in advance; such notice shall

contain the agenda, which will specifically include the Association's annual report and slate of nominees for the election of Officers and Directors. Additional business deemed by the President to be appropriate shall also be contained on the agenda enclosed with the notice of the annual meeting.

- B. REGULAR- Regular meetings of the Association shall be held on a periodic basis, as recommended by the Program Committee and approved by the Board of Directors. There shall be at least three (3) regular meetings per fiscal year.
- C. SPECIAL- Special meetings of the Association may be called by the President, a majority of the Board of Directors, or the Secretary acting upon written request of 20% of the Active Members of the Association. Such request shall be made to either the President or the Association's Secretary. Notice of any special meeting shall be mailed by the Secretary of the Association to each Member at his last recorded address at least ten (10) days in advance, with a statement indicating the time and place of the meeting and the subject(s) to be considered.
- D. QUORUM - One-third (1/3) of Active Members present at any business meeting of the Association shall constitute a quorum, and, in the event that there be less than that number, the presiding officer shall adjourn the meeting from time to time until a quorum is present.
- E. ALTERATION OR SUSPENSION OF ORDER OF BUSINESS- The order of business may be altered or suspended at any meeting by a majority vote of the Members present. The usual parliamentary rules as delineated in "Robert's Rules of Order" shall govern all deliberations, unless otherwise in conflict with these Bylaws, in which case(s) these Bylaws shall prevail.

#### ARTICLE V. BOARD OF DIRECTORS.

- A. COMPOSITION- The Board of Directors shall be composed of up to thirteen (13) members consisting of the Association President, two (2) Vice Presidents, Treasurer, Immediate Past President, Associate Member Chairman, and from five (5) to seven (7) Directors At Large. One member of the Board of Directors shall serve as either the Chairman or Treasurer of BOMA PAC Maryland, the political action committee of the Association, to be elected by the Board of Directors. With the exception of the Associate Member Chairman, the remaining Directors must be Active members of the Association.
- B. NUMBER OF DIRECTORS- The number of Directors may be increased or decreased at any time by (a) vote of a majority of all members of the Board of Directors, (b) vote of the majority of the Active Members at any annual meeting or (c) vote of the majority of the Active Members at any special meeting. However, is no event shall there be less than three (3), nor more than twenty-five (25) members of the Board of Directors.
- C. TERM. The Directors At Large shall serve two year terms, with half of said Directors being elected in the even numbered years.
- D. ELECTION- The Directors shall be elected at the annual meeting by a majority of those Active Members present and voting. The Associate Members shall be represented on the Board of Directors of this Association by their Chairman (or their Vice Chairman in absence of the Chairman) who shall be designated by a majority vote of the Associate Members at a meeting of Associate Members held no later than November 30. The elected Associate Chairman and Associate Vice Chairman will serve for a period of two years and will be announced to the Membership at the Association's annual meeting.
- E. If an elected Director experiences a change in employment which results in a change of membership status to the Associate category, the individual may serve out the remainder of his/her term.

- F. VACANCIES- Vacancies occurring on the Board of Directors, for whatever reason, shall be filled upon recommendation by the President for the unexpired portion of the term(s) by a two-thirds (2/3) majority vote of all members of the Board of Directors.
- G. DUTIES- The Board of Directors shall have supervision, control, and direction of the Association's affairs; shall set and/or change the policies of the Association, within the limits of the Bylaws; shall actively pursue the Purposes delineated herein; shall approve the budget (as submitted by the Treasurer) by not later than the commencement of the forthcoming fiscal year; and shall have discretion in the disbursement of Association funds. Furthermore, the Board of Directors may adopt such rules and regulations for the conduct of its business as deemed advisable, and may, in executing its granted powers, appoint such agents as it considers necessary.
- H. MEETINGS
1. Annual Meeting- An annual meeting of the Board of Directors shall be called by the President not more than thirty (30) days after the annual meeting of the Members. Said meeting's agenda shall include review of the budget.
  2. Regular Meetings- Regular meetings of the Board of Directors shall be called by the Association's President and held at such times and places as shall be determined by majority of the Board of Directors. However, there shall be no less than four (4) regular Board meetings during each Association fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, email, telephone, or facsimile, no less than three (3) days prior to the date named for each such meeting.
  3. Special Meetings- Special meetings of the Board of Directors may be called by the Association's President either on his own or upon written request of at least three (3) other members of the Board of Directors. In such circumstances, no less than three (3) days notice will be given to each Director, either personally, or by mail, email, telephone, or facsimile. Such notice shall state the time, place and purpose of the meeting.
  4. Waiver of Notice- Before or at any meeting of the Board of Directors, any Director may waive, in writing, the notice requirement previously delineated. In lieu of a written waiver, attendance by the Director at any such meeting shall in and of itself constitute waiver of the motive requirements. In the event that all members of the Board of Directors are present at any meeting of the Board, the notice requirement delineated above shall be deemed valid and proper.
  5. Quorum- At all meetings of the Board of Directors, a simple majority of the Directors shall constitute a quorum for the transaction of business. The acts of the majority of the Board of Directors present at such a meeting shall be valid and of full force and effect. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, business which might have been transacted at the meeting originally called, may be transacted without fulfilling the three (3) day requirement for prior notice delineated herein. Written proxies on specific issues will be permitted for both purposes of establishing a quorum and deciding upon a specific issue in question.

#### ARTICLE VI. OFFICERS

- A. The elected officers of this association shall be its President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and Treasurer. These officers shall be Active Members of the Association and shall be elected at the annual meeting of the Members. Election shall be by majority of the votes cast.

- B. Term of Office - Each elected officer shall take office upon his election and serve for a term of one (1) year, that year to commence at the annual meeting. No officer may serve more than two consecutive full terms in the same office. Notwithstanding, the Treasurer will be elected to a two (2) year term, said term to commence with his election at the Association's annual meeting.
- C. If an elected officer experiences a change in employment which results in a change of membership status to the Associate category, the individual may serve out the remainder of his/her term.
- D. Vacancies - Vacancies in any elected office may be filled for the balance of the term thereof by a majority vote of the Board of Directors at a duly constituted regular or special meeting.
- E. President - The President shall be the principal elected officer of the Association. He shall preside at meetings of the Association, its Board of Directors, and its Executive Committee. Furthermore, the President shall be a member, ex-officio, of all committees (except the Nominating Committee). Despite his ex-officio status, the President may vote at all committee meetings.
- F. 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President The 1<sup>st</sup> Vice President and the 2<sup>nd</sup> Vice President shall assist the President. Additionally, they shall oversee the work of the Marketing and Membership committees.
- G. Treasurer - The Treasurer shall be responsible for the financial affairs of the Association. He shall work with the Executive Director to insure that income is received and expenses are paid in a timely manner. Furthermore, the Treasurer shall head the Finance Committee, said Committee being appointed by both the Treasurer and the President of the Association after consultation with the Treasurer. The Treasurer shall prepare and submit a recommended operating budget for the forthcoming fiscal year to the Board of Directors at its initial meeting.
- H. Executive Director - The administration and management of the Association shall be conducted by a professional, employed under a contractual relationship approved by the Board of Directors, and directly responsible to, the Association's President. He shall have the title of Executive Director, or such other title as the Board shall determine appropriate and shall also serve as Secretary of the Association. Subject to the approval of the President and Board of Directors the Executive Director shall:
1. Employ, supervise and where necessary terminate the employment of members of the staff used in carrying out the work of the Association.
  2. Keep an account of all monies received and expended for the use of the Association; and make disbursements as the Board may prescribe. All sums received shall be deposited in a bank or banks as approved by the Board of Directors. Monthly financial statements shall be submitted to the Treasurer and the Board of Directors of the Association. Additionally, the Executive Director shall perform any other such duties as may be specified by the Board of Directors.
  3. In serving as Secretary of the Association, it shall be the Executive Director's duty to provide that notices are given for all necessary meetings of the Association. Furthermore, a record of all proceedings shall be maintained by the Executive Director, who shall also attest documents and perform other such duties as are duly assigned to him.

## ARTICLE VII. COMMITTEES

- A. Executive Committee - The Executive Committee shall consist of the elected officers and the Immediate Past President. Said Committee shall exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting any action taken to the Board of Directors at its succeeding meeting. Four (4) Members shall constitute a quorum for transaction of business by the Executive Committee. Meetings may be called by the President or by any three (3) members of said Committee.
- B. Nominating Committee
1. Composition - The Nominating Committee shall consist of three (3) members. The Chairperson shall be the Immediate Past President of the Association. A second member will be a Director-At-Large whose term is expiring at the next annual meeting. The Immediate Past President and the retiring Director shall appoint a third member of the Committee from the Active Membership. In the event that a third member cannot be agreed upon, that individual will be selected by a majority vote of the Board of Directors at a duly constituted meeting.
  2. Function - Sixty (60) days prior to the annual meeting, the Nominating Committee shall meet to consider nominees for all seats on the Board of Directors. The Committee shall notify the Secretary in writing, at least thirty (30) days before the date of the annual meeting, of the names of the candidates proposed. The Secretary shall mail a list of the nominated candidates to the last recorded address of each Member at least twenty (20) days before the annual meeting. Additional nominations for elected Officers and Directors may be made by the Active Membership upon receipt of written endorsement of not less than two (2) members of the Association. Valid nominations from the Membership must be received by the Secretary at least ten (10) working days prior to the annual meeting of the Association. Upon receipt of additional nominations, the Secretary shall immediately transmit them to the Active Members.
- C. Finance Committee - This committee shall be composed of the Treasurer, who shall be Chairman, the remainder of the Executive Committee and the Associate Chairperson. The Treasurer shall be the chairperson of this committee. Said Committee shall ensure that a recommended budget is prepared and presented to the Board of Directors for its approval by the initial meeting of the Board. A balanced budget must be approved prior to the commencement of the fiscal year.
- D. Standing Committees
1. Education - The Education Committee shall be responsible for providing professional education programs to the Active Membership and community at large. Furthermore, the Education Committee will be responsible at a minimum for the selection, coordination and implementation of courses offered by the Building Owners and Managers Institute, in the Real Property Administrator, Facilities Management Administrator, and Systems Maintenance Administrator programs. Responsibilities may include other BOMI designated course studies and general education seminars.
  2. Legislative - The Legislative Committee shall be responsible for monitoring all developments concerning legislation codes and regulations affecting the office building industry and coordinating any lobbying efforts approved by the Board of Directors. The Legislative Committee shall oversee BOMA PAC Maryland, the political action committee of the Association, and the Chairman or Treasurer of BOMA PAC Maryland shall be a member of the Legislative Committee.
  3. Membership - The Membership Committee shall be responsible for identifying possible

new members (Active and Associate), promoting the benefits of membership in the Association and processing new candidates for Membership.

4. Program - The Program Committee shall be responsible for the development and implementation of programs for regular meetings, and special meetings of the Membership and for associated programs, and social events conducted by the Association.
  5. Governance - The Governance Committee shall be responsible for advising the Board on the policies, practices and procedures utilized in administering the Association.
  6. Past Presidents Council - The Council will consult the President as requested from time to time.
  7. Other Standing Committees - The President may create and appoint members to such other Standing Committees as the Board of Directors may establish.
- E. Special Committees - From time to time the President and/or the Board of Directors may create and appoint Members to such Special Committees as may be deemed appropriate.

#### ARTICLE VIII. FISCAL YEAR

The fiscal year of this Association shall begin on the 1st day of January and end on the 31st day of December.

#### ARTICLE IX. INDEMNIFICATION

The Association shall, by resolution of the Board of Directors and the Executive Director, provide for indemnification by the Association of any and all of its Directors and Officers, its former Directors or Officers, and its Executive Director/Secretary against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except with regard to matters as to which such Directors or Officers or former Directors or Officers or Executive Director/Secretary shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of any duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

#### ARTICLE X. AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Officers and Directors of the Association voting at any duly called meeting where a quorum is present, provided that twenty-one (21) days advance written notice shall have been given to all Officers and Directors of the intent to offer amendments together with a written copy of the text of the proposed amendments.

#### ARTICLE XI. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and Purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Members of the Association. On dissolution of the Association, any funds remaining after all financial obligations have been satisfied shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.