

BY-LAWS

BUILDING OWNERS AND MANAGERS ASSOCIATION OF METROPOLITAN KANSAS CITY

ARTICLE I - NAME, AFFILIATION, LOCATION MEETINGS AND OBJECT

Section 1. The name of this non-profit association is "Building Owners and Managers Association of Metropolitan Kansas City" (BOMA/KC) Hereinafter referred to the "Association".

Section 2. This association is defined as being Federated and subject to all of the provisions of the By-laws of the Building Owners and Managers Association International, (the "International") incorporated under the laws of the State of Missouri. As such, the member properties of this Association are defined to be of a general commercial character.

BOMA/KC, as a federated local association of the International organization, recognizes the great importance of having its member's active in the affairs of the said International, and Regional associations.

Additionally, the Association, itself, is a member of the Midwest Northern Region of the Building Owners and Managers Association International.

Additionally, the Association, itself, is a member of the Building Owners and Managers Association of Missouri.

Section 3. This Association shall have its principal place of business located in the Greater Metropolitan Kansas City Area.

Section 4. This Association shall hold its regular membership meetings January through November. Upon vote of a simple majority of the Board of Directors, regular meetings can be cancelled for special events scheduled for any month, with three days prior notice. No regular meetings are required to be held in the months of July, August and December.

Section 5. The object of this Association is to advance by all appropriate means the interest of building ownership as a business enterprise and as a leading industry, and in so doing raise the standards and enhance the status of commercial real estate management, leasing and brokerage. Specifically includes development of acquaintances, friendships and co-operation among its members, discussion of mutual problems and exchange of ideas and experience; performance of useful services; fostering of scientific methods, compilation analysis, and publication of data pertinent to buildings; application of economic principles in the betterment of existing buildings, and in the planning of new construction; encouragement of good public relations, including employee and tenant relationship; and dissemination of authentic information.

Section 6. Member Disciplining - All disciplinary actions will be referred to the Executive Committee for resolution.

ARTICLE II - CONSIDERATION FOR SERVICES

Section 1. The consideration for services rendered this 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, excepting a special arrangement providing for compensation, to be made by the Board of Directors in advance of such services rendered.

ARTICLE III - ASSOCIATION MEMBERSHIP TYPES

Section 1. Membership to said Association shall be accorded upon the written application signed by the applicant, which shall then be referred to a Membership Committee, and only after being favorably reported upon by the Membership Committee.

Section 2. Membership shall be of several types defined as follows:

- **Principal/Additional Members** are individuals or entities (companies or corporations) involved in the ownership, management, leasing or development of real estate such as office, corporate, governmental, medical, educational, industrial, cultural/sporting, retail, financial, religious, hospitality, manufacturing, warehousing, multi-unit residential, and mixed use facilities. Owners, Investors, Developers, Brokers/Leasing Agents, Managers and Assistant Managers (Including but not limited to: Property; Building; Asset; Operations; Regional; General; Real Estate; Portfolio; and Facility), Building/Facility Engineers (Senior, Chief, Lead or other titles conveying similar function, status, authority, etc.) that are not contracted employees and are associated with a Principal Member in the management of real estate.
- **Associate/Allied Members** are individuals or entities who provide a product or service to the real estate industry. In addition to vendors and suppliers of real estate products and services, associate/allied members may also include companies/firms providing legal, accounting, engineering, banking, insurance, and architectural services.
- **Special Membership Categories:**
 - **Special Events Venue** – One complimentary membership will be provided to the Property/Facility Manager of a venue that seats 15,000+ people for special events, sports, concerts, etc.
 - **Students** - Student Members must be full-time students, currently and continuously enrolled in at least twelve (12) credit hours pursuing a real estate-related degree or Business Major at an accredited university or college (physical campus or online); must have a valid student ID and not currently employed on a full-time or part-time basis within the real estate industry. Exception is made for those employed in a real-estate related internship.
 - **Emerging Professional**–Emerging Professional members must be employed by a company that would fall under Allied or Principal membership of BOMA KC, with seven (7) years or less experience AND under the age of 40.
 - **Building/Facility Engineers** – Any engineers not included in the definition under Principal/Additional members above.
 - **Academic Professionals** – Academic Professionals consist of those who instruct full or part time on a collegiate level in disciplines such as real estate, investment, development and facilities management and who are not employed by a Commercial Real Estate company, Owner, or entities that provide a product or service to the real estate industry.
 - **Transitional Member (aka “Friend of BOMA”)** – In the event a designated representative is terminated or resigns from employment of the member company, the local can convert their membership to a Transitional Member for the next dues cycle or until the individual is employed, whichever comes first.

The Board of Directors will review individual circumstances to determine Membership type as required.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Board Makeup - The governing body of the Association shall be comprised of a group consisting of at least eleven (11) but no more than sixteen (16) members elected from the active regular membership. The board of director positions include:

- Executive Officers of the Association, which are a President, First and Second Vice President, Secretary/Treasurer; and the immediate Past President.
- Between six (6) and eleven (11) At Large Directors, including: at least two (2) but not

- more than seven (7) Principal or Additional Principal Members
- (1) Emerging Professional (who meets local EP guidelines)
- (3) Allied Member Representatives

Section 2. Terms:

- All terms begin in January 1st and end December 31st of each year
- Executive Officers shall hold office for a term of one (1) year but not more than two (2) terms.
- Principal or Additional Principal at Large Director's terms will be two (2) years each, with the terms staggered so that no more than three (3) directors' terms expire in any one (1) year.
- The Allied Director's terms will be three (3) years each. Allied Directors should be business owners.
- The Emerging Professional Director shall be a Principal member that meets local EP guidelines and will serve a two (2) year term. The Emerging Professional Director is non-voting and is exempt from this company count.

Section 3 Requirements to serve on the board:

- Need to be an active member of BOMA KC
- Willingness to take on additional responsibilities or serve in a higher capacity, including Executive Leadership
 - No more than two members from one company may serve on the Board of Directors at any one time, unless the cause is change of employment. In the case of the change of employment creating more than two members from the one company, all members of the one company, greater than two, shall be replaced at the next regularly scheduled annual election.

Section 4. Executive officers

- These officers are members of the Associations Board of Directors.
- All officers must be Principal Members or Additional Members
- The Executive officers of the Association will be appointed by the nominating committee as vacancies arise.
- Officer succession terms shall rotate as follows: Secretary/Treasurer, Second Vice President, First Vice President, President and Past President.

Section 5. Nomination

- Principal and Additional Positions
 - Nominating Committee – the committee will be chaired by the Past President. If the immediate past president is unwilling or unable to serve as chair, the president shall appoint another past president to serve as chair. There shall be four other committee members: Current 1st Vice President, at least one sitting board member and at least one Principal or Allied member who is not on the board
 - Principal and Additional Principal Director Process - Prior to the first day of September in each year, the nominations committee shall select candidates for directors and report their names to voting Principal members in writing at least thirty (30) days prior to the Annual meeting in November or the meeting at which elections are to be held.
 - Executive Officer Process – The Executive Committee will solicit interest from current board members, review options and make a recommendation to the nominating committee to add the officer to the slate.
- Allied Positions
 - Nominating Committee – the committee will be comprised of the current Allied Board members

- Process – Prior to the first day of September in each year they will select up to (5) five voting Allied members as nominees. These nominees will be presented to the Allied members to vote on and the winner(s) of the vote will be submitted to the Board for final approval. There shall be no nominations from the floor
- In the event of a tie-vote, The Board of Directors shall have the authority to vote for their preferred Allied or Principal member nominee. Any voting Principal or Allied, Board of Directors must abstain from voting twice.

ARTICLE V - DUTIES OF THE BOARD OF DIRECTORS - GENERAL

Section 1. The Board of Directors is 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 of Directors.

Section 2. It shall establish policies, initiate activities, and make such recommendations to the membership, looking to the advancement of the interest and objectives of the Association as it may deem proper so to do.

Section 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.

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

Section 5. It shall have the authority to engage employees, if and when, at 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 of Directors to authorize an annual review of finances, and a full audit at least every other year by a third party, and make findings available upon request by a BOMA KC Member in good standing.

Section 7. Individual Board Member's Duties are as follows:

- Attend all board meetings (3 absences allowed)
- Regularly attend activities, including special events
- Become knowledgeable about the organization
- Come to board meetings well-prepared and well-informed about issues on the agenda.
- Contribute to meetings by expressing your point of view.
- Consider other points of view, make constructive suggestions and help the board make decisions that benefit those organizations services.
- Serve on at least one committee.
- Represent organizations to individuals, the public and other organizations.
- Assume board leadership roles when asked.
- Keep the Executive Director informed about any concerns from the community
- Any member not following policies may be removed from the Board of Directors

ARTICLE V - DUTIES OF THE EXECUTIVE OFFICERS

Section 1. The officers of this Association shall be a Past President, a President, First Vice President, Second Vice President, and Secretary/Treasurer, and shall be appointed as hereinafter provided for. The officers shall be assisted by the Association Executive as provided in Section 6 of this Article V.

Section 2. **Duties of the President:**

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

He/she will preside at all meetings of the Association and of the Board of Directors and be ex-officio member of all Committees. The President shall represent the Association at all conventions and meetings of the International, Region or State. If the President is unable to attend, he/she may designate another of the officers to represent the Association at any convention or meeting. All expenses, associated with attendance, shall be paid by the Association-

He/she shall work with the Executive Committee to appoint all Committees and may designate members to fill temporarily any vacancy in any office; members so appointed shall hold office until confirmed or replaced by the Board of Directors. He/she shall appoint a member of the Executive Committee to chair the Advocacy Committee

He/she or their designee shall work with the BAE and shall oversee the filing of an annual tax return signing said document.

He/she will be the primary supervisor of the Executive Director. This includes hiring, training, supervising and annually reviewing the job description. Responsible for semi-annual performance management discussions, salary reviews and goal setting.

Section 3. **Duties of the First Vice President:**

The First Vice President shall perform the duties of the President during his absence or in the event he/she is unable to serve or the office of the President is declared vacant. He/she shall be an ex officio member of all committees.

He/she will be the secondary supervisor of the Executive Director and participate in performance management discussions, salary reviews and goal setting.

Section 4. **Duties of the Second Vice President:**

In the absence of the President and First Vice-President he/she shall assume the duties of the President. He/she shall have the responsibility serving on the Advocacy Committee and serve as the codes and government affairs liaison locally and with BOMA International.

Section 5. **Duties of the Secretary/Treasurer:**

It shall be the duty of the Secretary/Treasurer to administer the contract of the CPA Accounting Firm and report directly to the board

He/she shall execute and deliver on behalf of the Association all such instruments as may be ordered by the Board of Directors or by the members, and shall, with the aid of the Executive Director.

He/she shall present to the Board of Directors, in such form as the Board shall require, a written report prior to each annual meeting of the Association.

He/she shall also prepare and present to the Directors, at their final meeting of the year, a budget for the coming year.

He/she will review the monthly financial statements and prepare a monthly budget variance report prior to each Board meeting.

It shall be the duty of the Secretary/Treasurer to approve or to direct such payment by the Association Executive, of all obligations of the Association. All disbursement checks of the Association in excess of \$500 shall require two (2) signatures which shall be those of the President, Past President, First or Second Vice-President, or the Secretary/Treasurer in the absence of either of the foregoing officers, or as may be directed by a majority vote of the Board of Directors, from time to time. He/she shall have the responsibility of serving on the membership committee.

It shall also be the duty of the Secretary/Treasurer to perform the duties which may be assigned by the Board of Directors to the Association Executive, during any period in which the office of the Association Executive may be vacant, or at any time the Association Executive is unable to serve.

Section 6. **Duties of the Past President**

He/she is responsible for ensuring that the duties of the Board Members, including Executive Officers are being met.

He/she shall chair the Nominating Committee.

Section 7. **Duties of the BOMA Association Executive Director (BAE):**

He/she shall be an employee of the association and perform duties as specified in the attached job description which may be changed from time to time. He/she shall also perform such other related duties as the President and Directors may assign.

The Executive Director, hereby referred to as BAE, serves as the administrator of the **Kansas City Building Owners and Managers Association**, referred to as **BOMA**. He/she has the responsibility for execution of all the association's by-laws and policies established by the Board, and implementation of all association programs (see Exhibit A-Calendar of Events). The BAE reports directly to the President and serves the Executive Committee and the Board of Directors.

The BAE is expected to maintain an arms-length, professional relationship with the members.

ARTICLE V - AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Directors provided a copy of the proposed amendment has been mailed, faxed or transmitted electronically to all members of the Board of Directors at least to ten (10) days prior to the date of the meeting, and subsequently approved by a two-thirds vote of the Board of Directors.

These By-Laws should be reviewed as needed at a minimum every three years.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1. The calendar year of this Association shall be twelve (12) months from January 1 through and including December 31.

Section 2. The annual dues for each category of membership shall be determined each year by the membership committee with the approval of the Board of Directors.

Section 3. Changes or modifications in the BOMA/International dues are based on the annual BOMA/International statements to this Association and shall be so assessed each member who is also a member of BOMA/International.

Section 4. Any member who fails to pay annual dues or assessments within ninety (90) days after the date of billing may be suspended from the Association and will be notified in writing. The Board of Directors shall, however, have the power to reinstate any member within sixty (60) days following such suspension upon the settlement of any obligations only to the Association.

Section 5. In the event that a Board Member becomes/is self-pay, their annual membership dues during the elected term will be the equivalent of the BOMA International membership dues. BOMA KC Board Members are not eligible to receive sponsored memberships.

Section 6. Annually a \$10 per member contribution will be made to the BOMA Kansas City Legal Defense Fund account.

ARTICLE X - STANDING COMMITTEES

The following Standing Committees shall be appointed by the President or Executive Committee as soon as practical after the election:

- A. Advocacy Committee
- B. Education Committee
- C. Expo Committee
- D. Golf Committee
- E. Membership Committee
- F. Nominating Committee
- G. Programs Committee
- H. Social Committee
- I. DE&I Committee

Other committees may be appointed by the President or Executive Committee from time to time and shall serve until their objectives have been accomplished and their report made to the President.

ARTICLE XI - NOTICES

Any and all notices, required or otherwise, to the Board of Directors, Officers or the Membership may be sent via mail or electronic communications.

ADOPTED: 10/28/2021

PRESIDENT: Dave Schaecher