



**BYLAWS**  
**of**  
***Building Owners and Managers***  
***Association of California***

***As Amended October 15, 2004***

	<u>Page</u>
ARTICLE I Name, Principal Office, Purpose and Restrictions	
1.01 Name	3
1.02 Principal Office	3
1.03 Purpose	3
1.04 Compliance	3
ARTICLE II Definitions	
2.01 Local Association	3
2.02 Local Member Representative	3
2.03 Qualifying Association	4
ARTICLE III Members	
3.01 Regular Members	4
3.02 Other Members	4
3.03 Member in Good Standing	4
3.04 Member Obligation to Follow Corporation Rules	4
3.05 Termination	4
3.06 Expulsion/Suspension	5
ARTICLE IV Dues	
4.01 Dues	5
4.02 Delinquency	5
4.03 Refunds	5
ARTICLE V Membership Meetings	
5.01 Annual Membership Meeting	5
5.02 Special Meetings	5
5.03 Notice	5
5.04 Quorum, Voting	6
5.05 Action Without a Meeting: Written Ballot	7
ARTICLE VI Nomination Process and Elections	
6.01 General	6
6.02 Nomination Process	6
ARTICLE VII Board of Directors	
7.01 Powers	6
7.02 Number of Directors	6



7.03 Qualification of Directors	6
7.04 Terms	6
7.05 Limits on Board of Directors	6
7.06 Meetings	7
7.07 Notice	7
7.08 Quorum	7
7.09 Regular Voting	7
7.10 Weighted Voting	7
7.11 Board Action	7
7.12 Absence	7
7.13 Conduct of Meetings	7
7.14 Meeting by Conference or Other Electronic Means	7
7.15 Action by Unanimous Written Consent Without a Meeting	7
 ARTICLE VIII Officers	
8.01 Officers	8
8.02 Election and Term of Office	8
8.03 Duties	8
8.04 Vacancies	8
 ARTICLE IX Committees	
9.01 Committees	8
9.02 Powers of the Executive Committee	8
9.03 Nomination Committee	8
9.04 Auditor	8
 ARTICLE X Indemnification and Insurance	
10.01 Indemnification.	9
10.02 Insurance	9
 ARTICLE XI Amendment of Bylaws	
11.01 Amendment of Bylaws	9



**BYLAWS**  
*of*  
**Building Owners and Managers**  
**Association of California**

**As Amended June 23, 2010**

**ARTICLE I**

**Name, Principal Office, Purpose and Restrictions**

- 1.01 **Name.** The name of the association is Building Owners and Managers Association of California ("BOMA California"). BOMA California is a California nonprofit mutual benefit corporation.
- 1.02 **Principal Office.** The Board of Directors ("Board") shall determine the location of the principal office of the Corporation.
- 1.03 **Purpose.** The specific purpose of the Corporation is to advance and improve all aspects of the building ownership and management industries in California.
- 1.04 **Compliance.** All policies and activities of the Corporation shall be consistent with applicable federal, state, and local antitrust, trade regulation laws, and other legal requirements, including the California Nonprofit Corporation Law under which the Corporation is organized and operated, and applicable tax-exemption requirements.

**ARTICLE II**

**Definitions**

- 2.01 **Local Association.** A "Local Association" is any active organization organized under the laws of the State of California as a Building Owners and Managers Association, including those associations located in Los Angeles, San Francisco, San Diego, Oakland, Orange County, Silicon Valley, Inland Empire, and Sacramento.
- 2.02 **Local Member Representative.** A "Local Member Representative" is any person elected or otherwise designated by a Local Association to serve as its designated representative for the purpose of speaking and acting on behalf of the Local Association, provided that such designated person is a member in good standing of the Local Association he/she represents.
- 2.03 **Qualifying Association.** A "Qualifying Association" is a local association which contributes at least 20 percent of annual assessments to BOMA California.



## ARTICLE III

### Members

#### 3.01 Regular Members.

3.01.1 **Eligibility.** The Regular Members of the corporation shall consist of Local Associations which meet all of the following conditions:

- (a) The Local Association is properly organized in the State of California with the same or substantially the same purposes as set forth in Sections 1.01 and 1.03 (above);
- (b) The Local Association is affiliated with Building Owners and Managers Association International; and
- (c) The Local Association has agreed to pay dues and assessments to BOMA California pursuant to Article IV below.

3.01.2 **Representation.** Each Regular Member shall be represented by its Local Member Representative(s).

3.01.3 **Voting.** Regular Members shall be vested with the right to vote at all meetings of the membership, and they shall do so by and through their respective Local Member Representative. The procedures for conduct of the meeting shall be the same as for Directors as specified in sections 7.06 – 7.10 of these Bylaws.

3.02 **Other Members.** The Regular Members may hereafter amend these bylaws to provide for other classes of members.

3.03 **Member in Good Standing.** A member in good standing is one who has paid current dues and assessments.

3.04 **Member Obligation to Follow Corporation Rules.** Each member of this Corporation agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Corporation.

3.05 **Termination.** A member or a Local Member Representative shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Corporation; (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; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

3.06 **Expulsion/Suspension.** A member may be publicly reprimanded, fined, suspended, or terminated for cause by the Board or its designee. Cause shall include a failure, in



serious degree, to observe the Corporation'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 day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as a reprimand.

## ARTICLE IV

### Dues

- 4.01 **Dues.** The Board shall set dues and fees, make assessments and set the terms of payment.
- 4.02 **Delinquency.** Any member of the Corporation who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.
- 4.03 **Refunds.** No dues will be refunded.

## ARTICLE V

### Membership Meetings

- 5.01 **Annual Membership Meeting.** The Corporation shall hold an annual meeting of the regular membership through their designated representatives at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of the Corporation to the members, and other business shall be transacted as may be properly brought before the meeting.
- 5.02 **Special Meetings.** The President, the Board, or five percent or more of the members may call special meetings of the regular membership.
- 5.03 **Notice.** The Board must give Corporation members reasonable notice of all annual and special meetings. Such notice may be given by mail, fax, telephone, in-person, or by email. The notice shall include a description of the business to be discussed and shall be given at least ten days (but not more than 90 days) before the meeting.
- 5.04 **Quorum, Voting.** The presence of a Local Member Representative from a majority of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members then present is a valid act or decision.
- 5.05 **Action Without a Meeting: Written Ballot.** Any action which may be taken at a regular meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.



## ARTICLE VI

### Nomination Process and Elections

- 6.01 **General.** At each annual meeting of the members, the members of the Board of Directors shall be elected as specified in these Bylaws.
- 6.02 **Nomination Process.** At the annual membership meeting, which shall be held no later than November 30<sup>th</sup> of each year, each Regular Member shall nominate the number of Local Member Representatives necessary to fill the number of Board vacancies, if any, representing that Regular Member pursuant to Section 7.03 and 7.031 (below). For the purposes of this Section, the term “vacancies” includes all then existing vacancies and those vacancies which will occur by virtue of the expiration of a Director’s term at the time of the upcoming annual meeting of the members

## ARTICLE VII

### Board of Directors

- 7.01 **Powers.** Subject to the limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.
- 7.02 **Number of Directors.** The authorized number of Directors of this corporation shall be not less than fifteen and not more than forty five. The exact number of Directors within this range shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors. The Directors shall have the qualifications and terms, and shall be selected, as set forth in these Bylaws.
- 7.03 **Qualification of Directors.** The Board shall consist of no more than five Directors representing each Regular Member pursuant to 7.031, including any of the Regular Member’s Directors who have been elected to the Executive Committee.
- 7.031 **Make-up of Regular Member Delegation.** The delegation of each Regular Member shall consist of the following:
1. Local Association President or designee
  2. Local Association Vice President or President Elect or designee
  3. Local Association Legislative Committee (or other standing committee) Chair or Vice Chair or designee.
  4. Any Member Representative in Good Standing
  5. Any Member Representative in Good Standing



- 7.04 **Terms.** Each Director shall serve for a term of no longer than one year which term shall terminate on December 31<sup>st</sup> each year, however, there is no limit on the number of terms any one Director may serve.
- 7.05 **Limits on Board of Directors.** The Board of Directors shall have no authority over the operation or organization of any Local Association.
- 7.06 **Meetings.** The President, the Vice-President, the Secretary or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.
- 7.07 **Notice.** The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon seven days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph, facsimile, or email.
- 7.08 **Quorum.** The presence of representation from at least fifty percent of the Regular Members (local associations) shall constitute a quorum.
- 7.09 **Regular voting.** Each Director shall be entitled to one vote, except in those cases when more than one Director representing a single Regular Member (local association) is present at a meeting. In that case, each Director's vote shall be given such weight that the vote for any Regular Member does not exceed one vote.
- 7.10 **Weighted voting.** In addition, any Director may request that the vote on an issue be conducted such that any Director's votes on behalf of any Regular Member be made and counted on the basis that each Regular Member is entitled to one vote for every \$1.00 of dues and assessments collected as of a date determined by the Board.
- 7.11 **Board Action.** Every act or decision done or made by the appropriate vote of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and Officers.
- 7.12 **Absence.** If an Officer is absent from two consecutive meetings in any one fiscal year, the Officer's resignation shall be deemed to be tendered and accepted, and the Officer shall be so notified. The Officer, however, may remain a Director at its Regular Member's discretion. If a Director is absent from two consecutive meetings in any one fiscal year he or she may be removed by action of the Board.
- 7.13 **Conduct of Meetings.** Meetings shall be governed by Sturgis, *The Standard Code of Parliamentary Procedure*.
- 7.14 **Meeting by Conference or Other Electronic Means.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:  
(1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a



means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

- 7.15 **Action by Unanimous Written Consent Without a Meeting.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action by mail, email, or fax, or in the manner specified in the California Nonprofit Corporation Law.

## ARTICLE VIII

### Officers

- 8.01 **Officers.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer (Chief Financial Officer), and the Immediate Past President.
- 8.02 **Election and Term of Office.** To qualify as an Officer, a person shall hold the position of Local Member Representative. The Officers shall be selected by the Board at its annual meeting. Each Officer shall hold office for a term of one year.
- 8.03 **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 adopted by the Board from time to time. The President acts as Chair of the Board; the Vice President acts in place of the President when the President is not available; and the Treasurer is the chief financial Officer.
- 8.04 **Vacancies.** If a vacancy occurs among the offices, the Board may fill the unexpired portion of the term.

## ARTICLE IX

### Committees

- 9.01 **Committees.** The Board may establish such committees as it sees fit; in each case, the Board shall describe in writing the specific mission and authority of the committee as well as the term of the committee's existence.
- 9.02 **Powers of the Executive Committee.** The Executive Committee shall act in the place and stead of the Board between meetings of the Board on all matters except those specifically reserved by the Board. The committee shall be composed of the Officers of the association and one representative from each Qualifying Association. Such representation shall be considered effected if any officer is also a member of a Qualifying Association. Qualifying Association(s) shall be responsible to appoint its representative to the Executive Committee from one of its BOMA California Directors.



- 9.03 **Nomination Committee.** The Nomination Committee shall consist of three members of the Board of Directors selected by the President. The Nomination Committee shall be chaired by the Immediate Past President. The Committee shall nominate the Officers of BOMA California. No member of the Nominating Committee, other than the Immediate Past President, shall be eligible for nomination for any Officer position.
- 9.04 **Auditor.** The Treasurer shall engage a qualified person or firm to conduct an appropriate financial audit or review of the corporation's records, as directed and approved by the Board of Directors. The person or firm which conducts the audit or review shall present its report to the Board of Directors at the annual meeting or at such other time as the Board may direct. The report of the auditor shall be made to the Board of Directors at its annual meeting.

## ARTICLE X

### Indemnification and Insurance

- 10.01 **Indemnification.** To the fullest extent permitted by the law, the Corporation shall defend, indemnify, and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Corporation's behalf. "Agent" for this purpose shall include representatives, Directors, Officers, employees, and volunteers.
- 10.02 **Insurance.** The Corporation may 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 XI

### Amendment of Bylaws

- 11.01 **Amendment of Bylaws.** Except where approval of the Regular Members is required by law, these bylaws may be amended or repealed, and new bylaws may be adopted, by the Board of Directors.

Amended July 1, 2004  
Amended October 15, 2004  
Amended June 23, 2010

