



Mission Statement

The mission of BOMA Columbus is to advance the commercial real estate industry through advocacy, professional development and information exchange.

Vision Statement

Our vision is to be recognized as an industry leader in both legislative advocacy and professional development for a broad spectrum of commercial real estate professionals in central Ohio.

Core Values

Learning
Excellence
Achievement
Diversity
Expertise
Representation
Success
Honesty
Intelligence
Professionalism

Columbus, Ohio-BOMA

CONSTITUTION AND BY-LAWS

Article I – Name

The name of this Association shall be the Columbus Association of Building Owners and Managers, organized in 1945, chartered and incorporated on November 16, 1981, under the laws of the State of Ohio.

Article II - Objective

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

Article III - Membership

1. The Members of this Association shall be individuals who are interested in the ownership, operation, and/or management of buildings or properties in the Columbus/Central Ohio area.
2. Membership categories will be set by the Board of Governors and will include:
 - A. Regular Members shall be owners or managers of improved properties as defined in Article III, paragraph 1.
 - B. Associate Members shall be individuals who are accredited suppliers or representatives dealing in materials, products, or services used in the construction, equipment, or operation of buildings. Associate membership may be limited at the Board of Governors' discretion and based on the Association's policy.
 - C. Other Membership categories deemed appropriate may be established at the discretion of the Board of Governors.
3. Each Member, Regular and Associate, in good standing shall be entitled to one vote at any meeting of the Association.
4. Any eligible candidates may be admitted to membership by majority vote of the Board of Governors.

5. A Member with good standing may withdraw from the Association or Transfer their membership to another colleague by presenting his/her resignation/request to transfer in writing to the Board of Governors, providing said Members dues are paid for the current year at the time of presenting his/her resignation.
6. A Member may be suspended or expelled for non payment of dues or other incurred expenses, or for other cause by action of the Board of Governors under conditions in accordance with which the Board shall establish.
7. After such suspension a Member may be reinstated only by vote of the Board of Governors.

Article IV-Annual Dues

1. Annual dues for each Member shall be ascertained annually by the Board of Governors based upon BOMA International fees. Increases in membership dues by BOMA International will be passed through to all members. All other proposed increases must be approved by a majority vote of the membership.
2. Dues shall be assessed for the fiscal year and shall be payable on January 1st of each year, or as the Board of Governors shall otherwise provide. Membership dues not received by February 28th is cause for termination of Membership.
3. Membership dues are not refundable.

Article V- Elected Officers

The Officers of the Association shall be a President, a President-Elect, and a Secretary-Treasurer all elected at the annual meeting of the Association and holding office for the term of at least one year and until their successors take office.

Article VI - Board of Governors

The BOMA Columbus Board of Governors consists of nine (9) members, comprised of 1) Executive members, 2) At Large members and 3) two Associate members. The two Associate members are not entitled to hold office at the Executive level, but are entitled to a vote and may serve as Secretary/Treasurer. The Executive Members of the Board of Governors is made up of the President, President-Elect, Secretary Treasurer and the Immediate Past President. The remaining members of the Board of Governors shall serve as Board Members At Large and may be considered for a position of as an Executive Member of the Board of Governors according to this article.

The Executive Board Members, shall nominate the person most qualified from the At Large and Executive member list for the position of Secretary Treasurer. An initial appointment to the Board of Governors requires a three-year commitment.

All vacancies in office not filled by succession may be filled for the remainder of the term by appointment by the Board of Governors.

Article VII – Qualifications of Officers

In order to hold the office of President, President-Elect or Secretary/Treasurer, the individual shall be a member in good standing of the Association or a Member-At-Large, and shall be actively involved in commercial real estate. Property Managers, Leasing Agents and Building Owners shall be included for purposes of this Section, and may serve in the role of President and President-Elect. However, individuals whose principal role is to supply goods and services to the industry shall not be included for the purpose of those offices, but may serve as Secretary/Treasurer .

Article VIII-Duties of the BOMA President-

1. The President shall be the Chief Administrative Officer and subject to the direction of the Board of Governors, shall have general control and management of the Association's affairs.
2. The President shall preside at meetings of the Association and of the Board of Governors.
3. The President shall, with the approval of the Board of Governors, appoint all Committees, with right of approval of all Committee members. The President may designate any member to fill any vacancy temporarily. Members so appointed hold office until the next meeting of the Association or until a permanent selection is made. The President shall also appoint a representative to the BOMA Ohio Board of Governors as needed.
4. The President shall approve all orders on the Treasurer for accounts and claims against the Association, subject to action by the Board of Governors in the adoption of an annual budget, or otherwise appropriated, and may countersign all checks drawn on Association accounts.
5. The President shall be responsible for presenting an annual report to the members of the Association at the Annual November Business Meeting, 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.
6. The President shall attend BOMA International Convention, Midwinter Business meeting and Regional Conference as the Association's principal delegate or designee as directed by BOMA Board of Governors.

7. The President shall be a member of the Nominating Committee.
8. The President shall oversee the duties and responsibilities of the BAE or other hired contractors of the Association.

Article IX - Duties of BOMA President-Elect -

1. The President-Elect shall perform such duties as the President should he or she be unable to serve or a vacancy occur in the office of President. The then President-Elect shall serve as President for the unexpired portion of the term.
2. The President-Elect shall act in the capacity as the Program Chairman.
3. The President-Elect will attend all meetings of the Association and to understudy the President.

Article X - Duties of the Secretary/Treasurer-

1. The Secretary/Treasurer shall serve as 2nd Vice President. Disbursement shall be made by the Secretary/Treasurer and countersigned by the President, except the Board of Governors may authorize alternative signatures, available in absence of either or both.
2. The Secretary/Treasurer shall cause all funds belonging to the Association to be collected and appropriated for the purpose of conducting financial affairs of the Association. Render such reports to the Board of Governors and render a written report of receipt and disbursement of his/her office for the preceding fiscal year.
3. The Secretary/Treasurer, in conjunction with the BAE, shall provide a monthly financial report at each Board Meeting, to ensure proper accounting of receipts and disbursements; and to provide a system that guarantees the proper deposit of funds of the Association and the proper control of and substantiation for disbursements
4. The Secretary/Treasurer shall annually prepare and submit, to the Board of Governors, a proposed annual budget of income and expenses at the September Board of Governors meeting. The Secretary/Treasurer is to make all Association books and records available for any member upon due request.
5. The Secretary/Treasurer will select an independent auditor or appoint an Audit Committee to perform a financial audit of the association when directed by the Board of Governors.

**Article XI - Duties of the
BOMA Association Executive (B.A.E.)/Executive Director**

1. The Board of Governors may hire a BAE of the Association as an Employee-At-Will. The BAE shall receive as compensation for services such a fee as may be fixed by the Board of Governors.
2. The Board of Governors may by majority vote appoint, or terminate the services such contractors or employees as it may desire and shall determine their respective duties and compensation. In addition the Board of Governors may authorize any officer(s) to employ such additional assistance as deemed necessary to conduct the business of the Association.
3. The BAE shall perform all administrative duties, render reports and act as directed by the Board of Governors of the Association.
4. The BAE shall act as a Facilitator for all meetings, events and communications of the Association.

Article XII - Duties of the Board of Governors

1. The Board of Governors is the governing body, responsible for the successful conduct of the Association's affairs. While it may delete powers and share responsibilities, the ultimate authority for all official action shall reside in the Board of Governors. To properly conduct the affairs of the Association, each Board of Governor shall attend at a minimum nine of the twelve monthly Board of Governors meetings. Refer to Article II.
2. The Board of Governors shall establish policies, initiate activities and make recommendations to the membership looking to the advancement of the interests and objectives of this Association.
3. It shall be the duty of the Board to consider and take action upon all matters referred to it, reporting such action promptly to the members of the Association.
4. The Board of Governors shall have the authority to enter into contracts for and on behalf of the Association.
5. The Board of Governors shall fix the amount of the bond required of any officers or employees of the Association where in its discretion a bond shall be required. The premium is to be paid by the Association.
6. A member of the Board of Governors as designated by the Executive Committee, shall act as the Liaison to the Chairman of the various Association committees.

Article XIII - Meetings

1. Regular meetings of the Association shall be held primarily on the third Wednesday of each month at such time and place as the Board of Governors may select and approves.
2. The November meeting shall be the annual meeting for the election of officers for the Association. The newly elected officers assume their duties January 1st of the following year.
3. Special meetings of the Association may be called by the President at any time and shall be so called upon the written request of six (6) voting Members. Notice of special meetings must be given, in advance, to the full Membership.
6. 4. A Quorum shall constitute 10% of the Chapters' regular Members AND two Board Members in attendance at all monthly meetings.
5. The Board of Governors shall meet on call of the President or a meeting may be called by four (4) members of the Board. At such meetings six (6) members shall constitute a quorum for the transaction of business.
6. The regular November meeting shall be designated for Membership approval of the proposed annual budget.

Article XIV-Parliamentary Authority

Robert's Rules of Order Revised shall be the standard authority of the Association.

Article XV - Annual Election of Officers and Governors

1. Prior to the August regular meeting, the Board of Governors shall select and appoint a Nominating Committee of four (4) regular Members of the Association with the President as one of the four members.
2. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual election of officers and governors, reporting its findings to the Secretary or BAE before the November monthly meeting.
3. Such list of nominations, shall be delivered, by the Secretary or BAE to each regular Member with the notice of the annual meeting.

4. The election shall take place at the November annual meeting; whereupon the new officers will take office at the December Holiday Party or the December meeting, and the Board of Governors will take office at the January regular meeting.
5. Nothing herein contained shall prevent any regular Member from nominating or voting for any regular Member for any office of the Association.
6. The December Board of Governors meeting is to be a joint meeting of the officers and officers elect.

Article XVI - Services and Liability

1. The consideration for services rendered the Association by any and all Members thereof shall be the benefits derived from membership in the Association, and no compensation shall be paid for any such service, except by special arrangement authorized by the Board of Governors, in advance.
2. Furthermore, with the exception of the payment of dues, as herein or hereafter provided, no Member shall, by reason of his/her membership in this Association, be liable in any matter pertaining to or arising out of membership in this Association.
3. No regular Member may act Agent for the Association unless appointed by the Board of Governors.

Article XVII - Amendments

These By-laws may be amended by a two-thirds vote of regular Members at any regular or special meeting provided that a copy of the proposed amendments, together with the recommendations of the Board of Governors with respect thereto, shall have been submitted to the Members by regular or electronic mail at least fifteen (15) days prior to the meeting at which such action is taken.

Revised Oct. 2010

Revised Nov. 2013

Federation

Columbus, Ohio

(Association)

and

Building Owners and Managers Association International (BOMA International)

I. Preamble:

- A. Whereas, BOMA International is a tax exempt, non-profit association whose purpose is to actively and responsibly represent and promote the interests of the commercial real estate industry through effective leadership and advocacy, through the collection, analysis and dissemination of information, and through professional development; and
- B. Whereas BOMA / Columbus, Ohio is also a tax-exempt, non-profit organization, which has applied to BOMA International for status as a Federated Local Association; and
- C. Whereas BOMA / Columbus, Ohio was formed to advance and enhance the interests of the building ownership and management industry and profession in the territory embraced by its membership; and
- D. Whereas BOMA International provides common representation and specialized service to the management industry and profession through its federation of member Associations; and
- E. Whereas BOMA / Columbus, Ohio constituent members, other federated local associations, and BOMA International share a mutual interdependence; and
- F. Whereas BOMA / Columbus, Ohio desires to join with other similar associations as a member of BOMA International to better achieve the goals and purposes of the Association and the common goals and purposes of the industry and profession in general; and
- G. Whereas BOMA / Columbus, Ohio has satisfied the criteria for federation.

Upon mutual consideration, the receipt and adequacy of which are acknowledged, the parties hereby agree to the terms of this Federation Agreement, as follows:

II. Federated Local Association:

- A. To cooperate with BOMA International in the furtherance of its goals and purposes as set forth by its Board of Governors.
- B. To conform to and act in accordance with the Bylaws, policies, and procedures of BOMA International and to comply with federal, state, and local antitrust, trade regulation, tax, and other applicable laws, regulations and ordinances.
- C. That the exclusive geographical territory designated by BOMA International as embracing the membership of the Association is expressly defined as follows:
the political divisions of Franklin, Licking, Fairfield, Pickaway, Madison, Union, Delaware and Champaign Counties, in Ohio
which encompass the following zip codes:
too numerous to list.
- D. To pay timely dues as prescribed by BOMA International, and, in connection therewith, to keep and maintain full and accurate membership records. Such records shall be made available to BOMA International upon reasonable request.
- E. To provide BOMA International with current and complete copies of the bylaws, rules, regulations and organizing documents of this Association. Whenever changes/ amendments are made to these documents, an updated version shall be provided to BOMA International.
- F. To participate actively in the governance of BOMA International.
- G. To reasonably ensure that the Association and its members use BOMA International trade marks, copyrighted, confidential, and proprietary information only as authorized by BOMA International, and only in connection with sanctioned Association or BOMA International activities.
- H. To work actively within the Association's geographic territory to promote the goals and purposes of the Association and BOMA International.
- I. To respect the mutual rights and responsibilities and the geographic territory of other Associations that are part of this federation.
- J. That the Association's status as a Federated Association, upon acceptance of this petition by BOMA International, continue from calendar year to calendar year unless earlier terminated in accordance with the due process provisions of BOMA International's Bylaws. Upon any such termination, the Association shall cease use of any and all BOMA International names, trademarks, copyrighted, confidential, and proprietary information except as specifically authorized in writing by BOMA International.
- K. That this Federation Agreement expressly acknowledges that the Association, BOMA International and each of the Federated Local Associations are separate and independent entities and, as such, shall incur no liability, obligation or expense on behalf of the others. The Association and BOMA International shall hereby indemnify and hold harmless the other and its officers, directors and staff from any action or liability that is incurred by reason of any act or omission by the other.

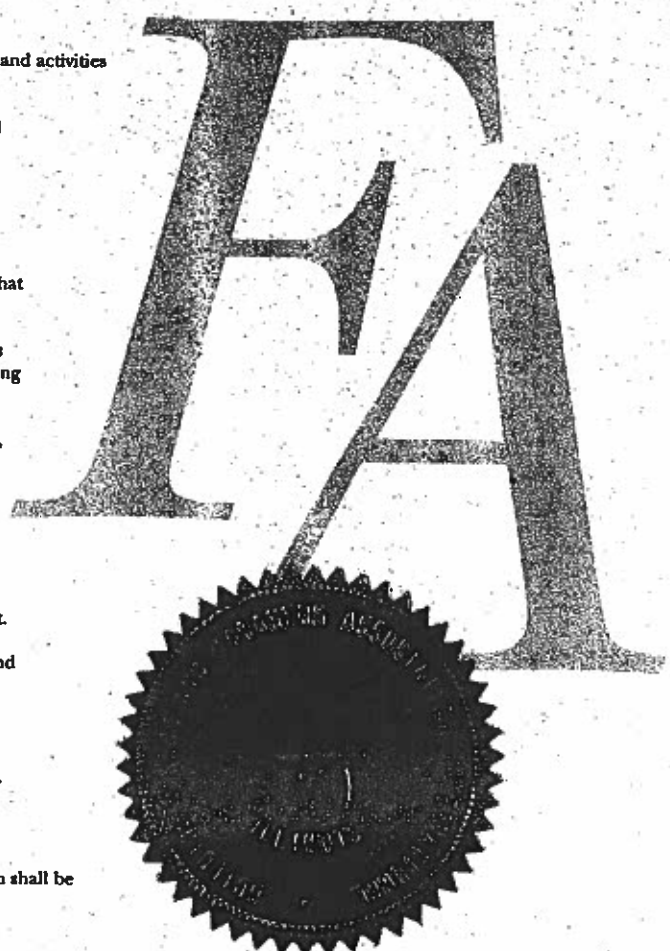


Agreement

III. BOMA International

In recognition of the relationship established between BOMA/Columbus and BOMA International as a result of this Federation Agreement, BOMA International agrees as follows.

- A. To grant exclusive rights to BOMA/Columbus to represent BOMA International in the geographic territory as described earlier in this agreement.
- B. To provide representation on the BOMA International Board of Governors as set forth in the BOMA International Bylaws.
- C. To provide all necessary information to allow the Association to fulfill its governance obligations.
- D. To report periodically to the Association on the programs, products, services and activities of BOMA International.
- E. To comply with all federal, state, and local antitrust, trade regulation, tax and other applicable laws, regulations and ordinances.
- F. To purchase a surety bond as determined by the Board of Governors for all BOMA International staff and elected officials who have access to BOMA International funds.
- G. To indemnify and hold harmless the Association from any action or liability that is incurred by reason of any act or omission.
- H. To maintain a "Revenue Sharing" program which recognizes the Association's participation and provides incentives and rewards for promoting and marketing BOMA International programs, products and services.
- I. To provide current and complete copies of bylaws, rules, policies, procedures, and regulations of BOMA International to the Association.
- J. To develop programs, products and services which enhance the image of the Association and assist in the achievement of its mission.
- K. To serve as a clearinghouse and depository for programs, products, services, procedures, practices, and information relevant to the commercial real estate industry and to make such materials available to the Association upon request.
- L. To compile, prepare and disseminate timely industry research, information and trends to the members of the Association.
- M. To grant to the Association the exclusive right to use intellectual property of BOMA International, such as trademarks or copyrights including the name BOMA/Columbus, Ohio and the phrase "Federated with BOMA International."



IV. Favored Nation:

Any amendments made to this agreement for any individual federated association shall be made available to all federated associations.

Submitted by resolution of this Association

Date December 21, 1994

Michael W. Schilling
Signature

President, BOMA/ Columbus, Ohio

Accepted on behalf of the Board of Governors

Date 1/19/95

Thomas B. Cleary
Signature

President, BOMA International

Local Association Seal

BOMA International Seal