

Bylaws of the Building Owners and Managers Association-Hawaii, Inc.

Article I – NAME

The name of this corporation shall be BUILDING OWNERS AND MANAGERS ASSOCIATION-HAWAII, INC. (hereinafter referred to as “BOMA Hawai’i”).

Article II – PURPOSE

The purpose of this association shall be to improve conditions pertaining to the ownership and operation of commercial properties represented in the membership of BOMA Hawai’i; to secure for its members the benefits of discussion and cooperation in matters of common interest; and promote, by every proper means, the welfare of the industry these properties represent.

BOMA Hawai’i is governed by a Board of Directors (hereinafter referred to as the “Board”) which takes its direction from the Bylaws. BOMA Hawai’i’s Bylaws reflect those of BOMA International’s.

Article III – MEMBERSHIP

Section I – Membership Application

Eligible candidates may apply for BOMA Hawai’i membership by submitting an application to the Membership Committee. All applications will be reviewed by the Membership Committee and submitted to the Board with the committee’s recommendations. Upon approval by a majority of the Board and payment for membership is received by BOMA Hawai’i (if applicable), the candidate will become a member.

Section II – Building & Allied Membership

The membership of BOMA Hawai’i shall consist of individuals who are owners, managers or the designated representatives or servicers of commercial properties in Hawai’i, as outlined below:

- BUILDING MEMBERS shall represent a designated building (or group of buildings) and buildings so designated shall be “member buildings.” Each Building Member in good standing shall be entitled to one vote at any meeting of BOMA Hawai’i on behalf of the “member building” represented. The vote shall be cast by the Principal Building Member. One or more Additional Building Members may be named; their duties and participation in BOMA Hawai’i activities will be prescribed by the Board. Additional Building Members shall have no vote except that in the absence of the Principal Building Member, an Additional Building Member representing the same “member building”, may cast the vote of said Principal Building Member if specifically authorized to do so.

Only Building Members shall be entitled to vote in the election of the Board or on any other matters brought before the general membership.

- ALLIED MEMBERS shall represent business or professional companies who provide supporting services to buildings and their management. Allied members companies shall be represented in BOMA Hawai’i by a Principal Member. In addition, one or more Additional Allied members from

Allied member companies may be named. The number of additional members, their duties and participation in BOMA Hawai'i activities will be prescribed by the Board.

Each Allied Member shall be eligible to serve on the Board and in other capacities as provided by these Bylaws and also as designated by the President and the Board. Allied Members are not entitled to voting privileges in the election of officers or on matters brought before the general membership.

- The building is the basis of membership. Membership of any individual shall cease at such time as the individual severs connection with or disposes of the property on which the membership is based.
- Such “member building”, having lost its representation, may continue in membership at the discretion of the Board, subject to the designation of new representation acceptable to the Board.
- Individuals in the following categories may also be considered for membership:
 - Building/Facility Engineer
 - Leasing Agent/Broker
 - Non-Profit Agency or Utility
 - Asset Manager/Owner’s Representative
 - Emerging Professionals
 - Manager or Assistant Manager

Section III – Complimentary Memberships

1. Any person who has been a Building or Allied Member for twenty (20) years and who, by reason of retirement from business, or otherwise, is no longer eligible, may be elected a LIFE MEMBER by the Board. On the recommendation of the Executive Officers (consisting of the President, President-Elect, and Treasurer/Secretary; and hereinafter referred to as “Executive Officers”) at its discretion, the Board may waive the twenty-year requirement. A Life Member will receive complimentary membership.
2. Any person who has rendered distinguished service to BOMA Hawai'i or to the industry it represents, may be elected an HONORARY MEMBER by the Board. An Honorary Member will receive complimentary membership. Honorary Members shall not hold office or be entitled to vote.
3. Other than Life Members, Honorary Members and Non-Profit Agencies, every BOMA Hawai'i member shall represent or provide supporting services to a “member building” and its management.

Section IV – Withdrawal and Termination

A member may withdraw from BOMA Hawai'i, thus disassociating the "member building" that the individual member represents, by presenting a resignation in writing to the Board. Payment of current dues will not be waived due to resignation; nor will they be pro-rated.

Membership shall terminate at such time as a member severs connection with the entity on which the dues are based.

Article IV – ANNUAL DUES

Annual dues for each "member building" and Allied membership shall be as determined from time to time by the Board. Such payment will include federated membership in BOMA International with one representative of each "member building" being entitled to the services pertaining to national membership.

Dues shall be assessed for the calendar year and shall be due and payable on January 1 of each year, or as the Board shall provide. Those who become members during the year, after July 1, shall pay that fraction of the first year's dues represented by the unexpired portion of the year.

Article V – EXECUTIVE OFFICERS

The Executive Officers of BOMA Hawai'i shall be chosen by the general membership at the annual meeting or by ballot via U.S. Postal Service and/or email. Executive Officers shall consist of a President, President-Elect and Treasurer/Secretary. Two (2) offices may be held by the same person, except that one person shall not at the same time hold the offices of President and President-Elect. Executive Officers shall hold office for a term of one (1) year or until their successors are chosen and qualified, unless they are sooner removed from office as provided by these Bylaws. The President and the President-Elect shall be Building Members of BOMA Hawai'i.

The President-Elect, upon election to that office, automatically becomes the President for the following year, unless unforeseen circumstances prevent the transition. The President may be asked to serve in a holdover capacity with Board approval. The President-Elect shall perform the duties of the President during the President's absence or inability to perform such duties.

Article VI – DUTIES OF THE PRESIDENT

1. The President shall be the chief administrative officer, and subject to the direction of the Board, shall have general control and management of BOMA Hawai'i's affairs.
2. The President shall preside at meetings of BOMA Hawai'i and of the Board.
3. The President shall, with the approval of the Board, appoint all committees, and may designate any member to fill temporarily any vacancy in any office. Members so appointed temporarily shall hold office until the next meeting of BOMA Hawai'i.
4. The President shall approve all orders presented to the Treasurer/Secretary.

Article VII – DUTIES OF PRESIDENT-ELECT

The President-Elect shall perform such duties as the President of the Board may designate and shall perform the duties of the President when the President is absent or unable to serve. Should a vacancy occur in the office of President, the President-Elect shall serve as President for the unexpired portion of the term. The President-Elect shall also serve on the Membership Committee during the President-Elect's term.

Article VIII – DUTIES OF THE TREASURER/SECRETARY

1. The Treasurer/Secretary shall be the custodian of all funds belonging to BOMA Hawai'i. The Treasurer/Secretary shall receive all monies collected by BOMA Hawai'i, pay all bills from funds appropriated for the purpose, render such reports as the Board may require and at the annual meeting render a written report of receipts and disbursements for the preceding fiscal year. Disbursements shall be made by the Treasurer/Secretary and countersigned by the President, except that the Board may authorize alternative signatures in the absence of either or both.
2. BOMA Hawai'i's Checking Account shall maintain a balance equal to one month's budgeted operating expenses as working capital with month-end transfers from checking to savings in excess of one month's budgeted operating expenses. The Treasurer/Secretary shall be responsible to transfer via telephone, email or in person.
3. The Treasurer/Secretary shall be responsible to review the transmittal forms from the bookkeeper which will indicate the amount of funds to be transferred by the Treasurer/Secretary.
4. The Treasurer/Secretary shall attend and maintain a record of all meetings of BOMA Hawai'i and of the Board, conduct and keep files of all correspondence of BOMA Hawai'i and perform such other duties of a secretarial nature as the President or Board may designate from time to time.
5. The Treasurer/Secretary shall issue all notices of meetings; have custody of the corporate seal; and shall sign with the President any official instrument of BOMA Hawai'i upon direction of the Board.
6. The Treasurer/Secretary shall delegate to an assistant secretary, an executive secretary, or an association management company, if the employment of such an officer is authorized by the Board, such duties as the Treasurer/Secretary deems advisable, subject however to the Treasurer/Secretary's personal control.

Article IX – BOARD OF DIRECTORS

Section I – In General

The government of BOMA Hawai'i shall be vested in a Board of Directors (or "Board") consisting of the President, President-Elect, Treasurer/Secretary and at least six (6) Directors-at-Large (hereinafter referred to as "Directors"). At least one (1) of the Directors shall be an Allied Member.

Directors will serve for a term of two (2) years or until their successors take office unless otherwise agreed upon by an incoming Director and President. Three (3) Directors shall be elected each year. For

continuity, the outgoing President shall service one (1) year after his/her/their term as President expires. The terms of all Directors shall begin at the Annual Meeting where they are elected and end at the Annual Meeting when their successors take office, except when filling a vacancy in which case the term will be for the balance of the term so vacated. All Directors, including all Executive Officers serving on the Board shall have one (1) vote on all matters that come before the Board, except for the outgoing president who shall have no vote.

Section II – Compensation

Directors shall not receive a salary for their services as director; but by resolution of the Board, reimbursements in conjunction with the business of BOMA Hawai'i may be allowed.

Section III – Removal and Resignation

A Director upon the fourth absence from a regular Board meeting during a term of office can be suspended from office automatically, exclusive of severe illness or unusual circumstances. A member so suspended may petition the Board for reinstatement. The Board may reinstate the member by a majority vote by Board members.

A Director may be removed from office before the end of the Board member's term without cause by a majority vote by Board members.

A Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time specified, then on delivery unless otherwise determined by Executive Officers.

Article X – DUTIES OF BOARD OF DIRECTORS

1. The Board serves in a fiduciary duty of care to the members of BOMA Hawai'i. Fiduciary duty requires that each Director to act in good faith and exercise reasonable care in carrying out their duties and obligations to and directing the activities of BOMA Hawai'i.
2. A code of conduct will be reviewed with the Board during Board orientation each year; the Board is expected to adhere to the code and may face disciplinary measures upon violation of the code, as determined by the Executive Officers.
3. The Board is the governing body, responsible for the successful conduct of BOMA Hawai'i's affairs. While it may delegate powers and share responsibilities, the ultimate authority for all official action shall reside in the Board.
4. It shall establish policies, initiate activities and make such recommendations to the membership looking to the advancement of the interests and objects of BOMA Hawai'i as it may deem proper.
5. 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 BOMA Hawai'i.
6. The Board shall have authority to enter into contract for and on behalf of BOMA Hawai'i.

7. It shall have authority to engage employees or independent contractors, if and when, with the discretion of the Board, there is occasion to do so, and fix the amount of compensation for such employment.
8. The Board shall fix the amount of the bond request of the Treasurer, any officers or employees of BOMA Hawai'i where in its discretion a bond shall be required, the premium to be paid by BOMA Hawai'i.

Article XI – ADVISORY BOARD

Section I – Membership

All past presidents of BOMA Hawai'i who are currently in good standing, shall constitute the Advisory Board.

Section II – Duties

The Advisory Board shall meet at the discretion of the President and perform duties assigned by the President that do not conflict with the duties of the Board.

Section III – Removal

Any individual member of the Advisory Board may be removed from office without assignment of cause by a majority vote of the Board members present at a regular Board meeting.

Section IV – Reinstatement

A Past President who has resigned or been removed from the Advisory Board may be reinstated by two thirds (2/3) vote of the Board members present at a regular Board meeting.

Article XII – MEMBER MEETINGS

1. Regular meetings of BOMA Hawai'i shall be held monthly at such time and place as the Board may select. Less than twelve (12) meetings in a year due to unforeseen circumstances must be approved by the Board.
2. The annual meeting of BOMA Hawai'i shall be held at a member meeting within the first quarter of the year.
3. Special meetings may be called by the President at any time and shall be so called upon written request of ten percent (10%) voting members.
4. Notice of the annual meeting shall be mailed/emailed to all members at least ten (10) days prior thereto.
5. There shall be at least ten (10) days written/email 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. Majority of the Building Members, represented in person or by proxy, shall constitute a quorum at meeting of BOMA Hawai'i, including the annual meeting and any special meetings that may be called.
7. Meetings may be conducted in-person, by video or tele-conference, or any other electronic means that is approved by the Board.

Article XIII – BOARD OF DIRECTOR MEETINGS & ORDER OF BUSINESS

1. The Board shall meet on call of the President, or a meeting may be called by two (2) Directors upon at least three (3) days written notice to the Board. At such meetings, five (5) Directors shall constitute a quorum for the transaction of business; action shall be by majority vote of the Board members in attendance.
2. At any regular or business meeting of the Board of BOMA Hawai'i, the following shall be the order of business.
 - i. Call to order
 - ii. Approval of minutes
 - iii. Applications for membership
 - iv. Communications
 - v. Report of officers
 - vi. Committee reports
 - vii. Old business
 - viii. New business
 - ix. General discussion or program
 - x. Appointment of committees
 - xi. Adjournment
3. Meetings may be conducted in-person, by video or tele-conference, or any other electronic means that is approved by the Board.

Article XIV – ANNUAL ELECTION OF OFFICERS AND DIRECTORS

1. Prior to the first (1st) day of September each year, the Board shall select and appoint a Nominating Committee of not less than five (5) members of BOMA Hawai'i.
2. It shall be the duty of this committee to nominate one (1) or more candidates for each of the officers to be filled at the annual election of officers and directors, and to report its findings to the Treasurer/Secretary before the twentieth (20th) day of September.
3. Nomination by petition may also be made by BOMA Hawai'i members. A petition nominating an eligible member for any elective office of BOMA Hawai'i and bearing the signatures of fifteen (15) Building Members (Additional Building Members may sign only as proxies for Principal Building Members) will be accepted and the name of the member so nominated will be placed

on the ballot provided the petition is received by the Treasurer/Secretary before the first (1st) day of November.

4. Such list of nominations, in the form of a ballot, shall be mailed/mailed by the Treasurer/Secretary to each Principal Building Member on or before the tenth (10th) day of November. The ballot shall designated the candidates nominated for each office and shall include complete balloting instructions.
5. Principal Building Members may vote by mailing, emailing or faxing their ballots to BOMA Hawai'i at the address listed on the ballot to the Treasurer/Secretary. All ballots must be received prior to the close of business on the last regular working day of the month of November. Principal Building Members may authorize an Additional Building Member representing the same "member building" to cast their ballot as their proxy.
6. The candidate receiving the largest number of votes for each office listed on the ballot shall be declared elected and shall take office at the Annual Meeting in February.
7. Principal Building Members (or Additional Building Members acting as proxy for Principal Building Members) may at any time depose or remove from officer, for or without cause, any director, officer, subordinate officer, agent or employee of BOMA Hawai'i if a number equal to or greater than one-half (1/2) of the Principal Building Members so vote.

Article XV – SERVICES AND LIABILITY

1. BOMA Hawai'i is organized solely on a non-profit basis. The consideration for services rendered BOMA Hawai'i by any and all members shall be the benefit derived from membership in BOMA Hawai'i, and no compensation shall be paid for any such service, except by special arrangement authorized by the Board in advance.
2. Furthermore, with the exception of the payment of dues, no member shall by reason of this membership in BOMA Hawai'i, be liable in any matter pertaining to or growing out of membership in BOMA Hawai'i.

Article XVI – AMENDMENTS

Any proposal to amend the Bylaws of BOMA Hawai'i may be introduced at any regular meeting of the Board in the form of a motion to consider this amendment at the next regular meeting of the Board. Copies of the proposed amendment must be mailed/mailed to all Directors at least ten (10) days prior to the next designated meeting of the Board shall entertain a motion to refer this proposed amendment to the members of BOMA Hawai'i for ratification. The affirmative vote of at least five (5) Directors present and voting shall be required to refer the proposed amendment to BOMA Hawai'i for ratification. This amendment to the Bylaws may then be ratified by a vote of the majority of the Principal Building Members represented in person or by proxy at any regular or special meeting provided that a copy of the proposed amendments, together with the recommendations of the Board shall have been submitted to all members by mail/email at least fifteen (15) days prior to the meeting at which such action is taken.

Article XVII – DISSOLUTION

In the event of the liquidation or dissolution of BOMA Hawai'i, the annual dues paid by each member in the year of such liquidation or dissolution may at the election of the Board of the organization, be returned to the members and all of the remaining assets and property of BOMA Hawai'i of every nature and description whatsoever shall be paid over and transferred at the direction of the Board or Trustees upon dissolution to any other Association or Associations which are described in Section 501c of the Internal Revenue Code of 1954, as it now exists, and as it may hereafter be amended, and are exempt from taxation under Section 501(a) of said code.

Article XVIII – INDEMNIFICATION

Every officer and Director shall be indemnified by BOMA Hawai'i against all reasonable costs, expense, liability (including counsel fees) actually and necessarily incurred by such officer or director in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature as a result of being or having been a director or officer of the corporation. However, officers or directors shall not be indemnified in relation to matters such as to which they shall be adjudged in an action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or willful neglect in the performance of duties as a director or officer, in the absence of such final adjudication of the existence of such liability, the Board and each director and officer may conclusively rely upon an opinion of legal counsel designated by the Board. This right to indemnification shall be in addition to and not in limitation of all other rights to which members of the Board may be entitled as a matter of law.