This handbook includes all BOMA Dallas Policies & Procedures to date. It will be updated regularly and distributed to key volunteers and staff.
<table>
<thead>
<tr>
<th>Document</th>
<th>Page Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conflict of Interest Policy (Approved July 28, 2011)</td>
<td>3</td>
</tr>
<tr>
<td>Conflict of Interest Disclosure Form (Approved July 28, 2011)</td>
<td>4</td>
</tr>
<tr>
<td>Whistleblower Policy (Approved July 28, 2011)</td>
<td>5</td>
</tr>
<tr>
<td>Operating Reserve Policy Statement (Approved July 28, 2011)</td>
<td>6</td>
</tr>
<tr>
<td>Investment Policy Statement (Approved July 28, 2011)</td>
<td>7</td>
</tr>
<tr>
<td>Financial Management Policy (Approved September 29, 2011)</td>
<td>8</td>
</tr>
<tr>
<td>Travel Expense Reimbursement Policy (Approved September 29, 2011)</td>
<td>12</td>
</tr>
<tr>
<td>DBEI Investment Policy Statement (Approved July 28, 2011)</td>
<td>14</td>
</tr>
<tr>
<td>Bylaws Clarification Regarding Board of Directors &amp; Executive Officers (Approved December 7, 2012)</td>
<td>15</td>
</tr>
<tr>
<td>Policy on Committee Governance (Approved December 7, 2012)</td>
<td>17</td>
</tr>
<tr>
<td>Member in Transition Procedures (Presented December 7, 2012)</td>
<td>19</td>
</tr>
<tr>
<td>Sponsor Policy (Approved December 7, 2012)</td>
<td>20</td>
</tr>
<tr>
<td>Events &amp; Programs Policy (Approved May 31, 2013)</td>
<td>22</td>
</tr>
<tr>
<td>Trade Show Policy (Approved May 31, 2013)</td>
<td>24</td>
</tr>
</tbody>
</table>
Dallas Building Owners & Managers Association, Inc. (BOMA Dallas)
Board of Directors
Conflict of Interest Policy & Disclosure Form (Approved July 28, 2011)

Members of the Board of Directors of the Dallas Building Owners & Managers Association, Inc. (BOMA Dallas), officers, and key employees each have an affirmative obligation to act at all times in the best interests of BOMA Dallas. This policy serves to define the term “conflict of interest,” to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of BOMA Dallas whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as “Covered Officials.”)

Fiduciary duty. Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of BOMA Dallas. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of BOMA Dallas.

Conflict of interest defined. A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Official’s obligations to BOMA Dallas and his or her personal, business, or other interests.

Disclosure. The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to BOMA Dallas. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered Official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

Process and remedy. The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of BOMA Dallas. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other BOMA Dallas body.

Delegation. The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the BOMA Dallas Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Annual disclosure process. On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below.
Dallas Building Owners & Managers Association, Inc. (BOMA Dallas)
BOARD OF DIRECTORS
Annual Statement of Disclosure

I, ________________________________ (name printed), have read the Conflict of Interest Policy of BOMA Dallas.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to BOMA Dallas.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to BOMA Dallas.

To the best of my knowledge and belief, I do not expect to receive compensation from BOMA Dallas, or to receive in excess of $10,000 annually from BOMA Dallas for services I provide to BOMA Dallas as an independent contractor, other than reimbursement of reasonable expenses.

To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from BOMA Dallas.

To the best of my knowledge and belief, I have no family relationship or business relationship with any current member of the Board of Directors, any officer, or any key employee of BOMA Dallas.

Any exception to the statements made herein are disclosed in full below.

Without Exception: ________ (initial)

With Exception as Described Below: ________ (initial)

Signature: ________________________ Date: ________________________

Exceptions

1.

2.

3.

Reprinted from the American Society of Association Executives (ASAE) website (www.asaecenter.org) 7.24.11/tef
Dallas Building Owners & Managers Association, Inc.
Whistleblower Policy (Approved July 28, 2011)

This Whistleblower Policy of the Dallas Building Owners & Managers Association, Inc. ("BOMA Dallas" or the "Organization"):
1. Encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization;
2. Specifies that the Organization will protect the person from retaliation; and
3. Identifies where such information can be reported.

1. Encouragement of reporting. The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization’s policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization’s human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. Protection from retaliation. The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. They should be directed to the Organization’s chief employed executive or president of the Board of Directors. If both of those persons are implicated in the complaint, report or inquiry, it should be directed to Organization’s secretary/treasurer. The Organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Reprinted from the American Society of Association Executives (ASAE) website (www.asaecenter.org) 7.24.11/tef
Dallas Building Owners & Managers Association, Inc. (BOMA Dallas)

*Operating Reserve Policy Statement (Approved July 28, 2011)*

**Introduction**
Reserves, or “net assets” are a critical part of the Association’s financial structure. Adequate reserve levels will sustain BOMA Dallas through potential economic downturns as well as provide funding for expected and unexpected major expenditures.

**Use of the Operating Reserve Account**
The BOMA Dallas Board of Directors has established an operating reserve account to:

- Protect the “net assets” of the association;
- Cover operating expenses in times of low cash flow;
- Provide funds for maintaining operations during times of financial or other stress, given a solid plan of action; and
- Be used as venture capital or seed money for new programs and services necessary for organization growth and for appropriate multiyear programs, to be repaid when the venture is operational and sustainable.

Withdrawals from the Reserve Account must be approved by the Board of Directors upon recommendation of the treasurer. An exception is made when funds are transferred by staff from the Reserve Account to the Operating Account when monies are needed to maintain an appropriate balance in the Operating Account to cover standard operating expenditures. The treasurer and Board of Directors will be notified within two business days of a transfer made under this provision.

**Sustaining the Reserve Account**
BOMA Dallas seeks to maintain an amount equal to at least six months (or 50%) of annual budgeted operating expenses in the Reserve Account. This amount will be calculated at the end of each fiscal year, based on the budget for the upcoming year, by the treasurer of the Association.

In order to reach the desired level of funding, BOMA Dallas will dedicate up to 10% (ten percent) of the annual operating budget for the Reserve Account. In those years when audited income exceeds expenses, the excess funds will be transferred to the Reserve Account.

**Investment Guidelines**
The objective of the BOMA Dallas investment program is to obtain maximum possible return on association funds while assuring adequate protection of invested assets. While all investments carry some degree of risk, BOMA Dallas is a non-profit organization and, as such, investments should not be designed for speculation. Investments will be made in accordance with the *BOMA Dallas Investment Policy* and in such a manner as to insure sufficient liquidity to meet operating and contingency expenses.
Building Owners & Managers Association (BOMA) Dallas
Investment Policy Statement (Approved July 28, 2011)

Introduction/Objective
The objective of the BOMA Dallas investment program is to obtain maximum possible return on association funds while assuring adequate protection of invested assets.

Management of Investment Account
BOMA Dallas will secure the services of an appropriately certified or licensed advisor to:
- Recommend to the Board of Directors any changes to investment strategy and
- Invest funds as directed by the Board of Directors.

Reporting on Investment Account Activities
The investment advisor will:
- Provide written reports to the treasurer and executive director quarterly; and
- Update the Board of Directors twice a year, during its July and February meetings, on the status of the Association’s investments.

The treasurer and executive director will review the performance of the investment advisor every three years. This service will be rebid in accordance with the Association’s Service Provider Policies.

Risk & Return
While all investments carry some degree of risk, BOMA Dallas is a non-profit organization and, as such, investments should not be designed for speculation. Investments will be made in such a manner as to insure sufficient liquidity to meet operating and contingency expenses, while also maximizing returns.

The BOMA Dallas Board of Directors seeks a balanced approach to its investments. Up to 30% of the fund will be held in a cash equivalent for short term use, such as funding shortages in the Operating Account. Investment of the remaining 70% will be determined annually upon review by the Board of Directors and in consultation with the investment manager.

Transfers to Operating Account
There are times when transfers from the Investment Account will be made to the Operating Account to cover shortfalls in cash flow. These transfers will be made by staff in accordance with the Operating Reserve Policy Statement. Staff will notify the Board of Directors and treasurer within two business days of the transfer.

Transfers can also be made at the direction of the Board of Directors to cover special projects or unexpected emergencies. These transactions require a majority vote by the Board of Directors.

Review & Revision of this Policy
The Association treasurer, executive director and investment advisor will review this policy annually and make recommendations regarding changes to the Board of Directors as appropriate.
Dallas Building Owners & Managers Association, Inc. (BOMA Dallas)  
Board of Directors · Financial Management Policy (Approved September 29, 2011)

Introduction  
Fiscal responsibility is a priority of the Dallas Building Owners & Managers Association, Inc. (BOMA Dallas). This policy covers the general financial management of the association and applies to all volunteers and staff of BOMA Dallas and the Dallas Building Education Institute (DBEI). Specific financial policies covering several areas have been approved by the Board of Directors. Conflicts between this Financial Management Policy and specific policies will be resolved by the Secretary/Treasurer.

Financial Officers  
Secretary Treasurer  
1. The duties of the secretary/treasurer, as defined in the Bylaws are:  
   • Attend all sessions of the members and of the Board of Directors.  
   • Increase the effectiveness of the collection and analysis of office building management data.  
   • Maintain a market data base that allows the identification and recruiting of non-member property management companies and office building owners/managers.  
   • Assist the staff in the preparation of the annual budget.  
   • Perform other duties as assigned by the president or Board of Directors.

2. Additional duties of the secretary/treasurer are:  
   • Act as a second signer on all bank and investment accounts.  
   • Resolve conflicts related to financial policies  
   • Approve the BAE’s expense report.  
   • Work with office staff in developing and reporting on monthly financial reports at Board meetings.  
   • Work with the BAE, Board of Directors and volunteers to ensure financial policies are being followed.

Executive Vice President  
1. The duties of the executive vice president, as defined in the Bylaws are:  
   • Serve as the Executive Director of the Dallas Building Owners & Managers Association (BOMA) and as Executive Vice President of the Dallas Building Owners & Managers, Inc.  
   • Maintain general custody of the corporate funds, and keep or cause to be kept full and complete records of receipts, and disbursements.  
   • Provide financial statements to the president and/or Board of Directors  
   • Keep minutes of all proceedings in a book.  
   • Obtain an audit of the Association account by an independent auditor,  
   • Perform other duties assigned by the president or the board.

2. Additional duties of the executive vice president are:  
   • Primary contact on all bank and investment accounts.  
   • Review and approve all expense reports and check requests.  
   • Review and approve all contracts.  
   • Work with secretary/treasurer and office staff in developing and reporting on monthly financial reports at Board meetings.
• Work with the secretary/treasurer, Board of Directors and volunteers to ensure financial policies are being followed.

**Event & Program Expenses**

BOMA Dallas and DBEI hold educational events and programs that provide significant revenue to the association and the Foundation. The policies shown on this section will assist volunteers and staff in securing the best possible services at the best possible price.

For any expense totaling more than $1,500, the staff or volunteer in charge should obtain three (3) bids from three (3) different vendors. Price alone isn’t the only consideration, but should be a key component.

For expenses incurred annually, the staff or volunteer in charge should secure three (3) bids based on a three (3) year contact.

Fees for goods are services provided will not be paid in full until the event or program date.

Original receipts, submitted with a check request form, must be submitted to office staff within 30 days of incurring the expense in order to receive payment. Check request form is available by contacting the BOMA Dallas accounting manager.

Checks are cut on the first and the fifteenth of each month. Exceptions can be made with BAE approval.

**Budgets**

The BAE will submit a budget request to each committee chair in October.

Each committee chair is responsible for submitting an annual budget using the organization budget tools. The committee chair shall prepare the budget and review with his/her board liason. Committee chairs are encouraged to work closely with office staff in developing budgets. The board liason will approve and submit the budget to the BAE. Committee budgets may be changed in order to maintain a balanced budget.

All committee expenses should be budgeted. Events should be developed to include a goal of at least 10% profit for the reserve fund for the association.

The BAE and secretary/treasurer will develop the final budget to present to the Board of Directors at its January meeting. The Board will amend and approve the budget as appropriate.

Final budget figures will be provided to each committee chair.

**Credit Card Policies**

It is critical that BOMA Dallas and DBEI credit card processes are PCI compliant. Non-compliance can result in fines for the organization or loss of merchant activity benefit.

PCI compliance rules should be reviewed annually, or more frequently if there is a specific concern, by the BAE and the secretary/treasurer.
The BAE is responsible for all credit card procedures and transactions within the office and at events and programs. Transactions will be supervised and monitored by staff.

**Internal Office Procedures**

Internal office procedures are developed by the BAE with input from the secretary/treasurer. Internal office procedures covered include bank deposits, reconciliations, payroll and financial reports.

The external audit and tax preparation will be prepared by an outside consultant working with the BAE and reporting to the Board of Directors.

Any questions related to this policy should be directed to the secretary/treasurer or the BAE.
Dallas Building Owners & Managers Association, Inc. (BOMA Dallas) Board of Directors
Travel Expense Reimbursement Policy (Approved September 29, 2011)

Introduction
The BOMA Dallas Travel Expense Reimbursement Policy covers necessary and reasonable expenses incurred by:

- Staff who travel on behalf of the association, and
- Members who are asked by the Board of Directors to participate in meetings/events outside of the Dallas Fort Worth area and whose employers are unwilling or unable to cover expenses.

Reimbursement Procedures
In order to receive timely expense reimbursement, BOMA Dallas members and staff should follow the procedures in this section.

- Expenses must be submitted to the BOMA Dallas office on the attached expense reimbursement form within 30 days of the date that the expense was incurred.
- All expense reports must be signed by the traveler and accompanied by receipts.
- Expense travel forms must be approved by the executive director.
- Executive director expenses must be approved by the secretary/treasurer or another BOMA Dallas officer.

Items Eligible for Reimbursement
The following guidelines detail the individuals and events eligible for expense reimbursement.

- BOMA Dallas Board and Committee members are not reimbursed for attending local BOMA Dallas committee or board meetings.
- The following members will be reimbursed for travel to the BOMA International: president, vice president, secretary treasurer, and immediate past president.
- The following members will be reimbursed for travel to BOMA Texas meetings: president, vice president, secretary treasurer, chair of Government Affairs Committee, board liaison to the Government Affairs Committee.
- The following members will be reimbursed for travel to BOMA Southwest Conference meetings: president, vice president, secretary treasurer and immediate past president.
- Officer and board member registration will be reimbursed for BOMA and DBEI special events where attendance is required.
- Expenses are reimbursable for member travel only; spouse travel is not reimbursable.
- BAE travel expenses will be covered for all BOMA meetings and those meetings necessary for professional advancement and maintaining credentials.
- Staff travel will be reimbursed as budgeted by the BAE.
- For staff attending BOMA sponsored special events, up to two family members (or significant other) will receive complimentary registration to the event.
- BOMA will cover conference registration for the BAE spouse or significant other.
- BOMA Dallas dinners held locally, or at BOMA International, BOMA Texas and Southwest Conference meetings, will be budgeted items for invited members and their guests.
- Travel expenses will be reimbursed for members attending events as requested by the Board of Directors.
- Travel expense reimbursement for staff/members not covered in this policy (such as committee chair and Board travel to the regional or international conference, or BAE family member travel) will be considered on a case-by-case basis by the Board of Directors and the BAE.
Specific Expenses
BOMA Dallas members and staff traveling on behalf of the association should use all measures to minimize expenses.

- **Air Travel:** Reimbursement will be made for the actual cost of travel to and from a meeting, not to exceed the cost of direct route, coach class, up to $500. Air travel cost exceeding $500 must be approved by the executive director. The use of discounted or other economical fares is encouraged. You will be notified of most meetings with enough advance notice to secure discounted fares.
- **Auto Mileage:** Reimbursement for use of automobile transportation shall be calculated at the current IRS rate per mile. Any tolls or parking expenses will also be reimbursed. If a taxi cab is substituted as transportation to and from the air terminal, this cost will be reimbursed.
- **Auto Rental:** Reimbursement for auto rental will be approved if this mode of transportation becomes necessary because of the unique location or other unusual circumstances. Approval of the executive director is required.
- **Hotels/Motels:** Reimbursement will be made for room charges, including taxes, for accommodations at minimum available rates, when it is necessary to stay overnight. Every effort is made by to schedule meetings so that an overnight stay is not necessary.
- **Meals:** Reasonable, actual expenses for meals will be reimbursed at a rate of up to $75 per day for all meals. Original receipts are required for reimbursement.
- **Miscellaneous:** Other expenses, such as parking, tips, etc. will approved on a case-by-case basis by the BAE.

Questions or comments regarding this policy should be directed to the BOMA Dallas BAE or secretary/treasurer.
Dallas BOMA Education Institute (DBEI)
Investment Policy Statement (Approved July 28, 2011)

Introduction/Objective
The objective of the DBEI investment program is to obtain maximum possible return on the Foundation’s funds while assuring adequate protection of invested assets. Funds from the Investment Account are used to provide scholarships to selected individuals, support DBEI educational programs and fund donations to other charitable organizations.

Management of Investment Account
DBEI will secure the services of an appropriately certified or licensed advisor to:
- Recommend to the President and Chair any changes to investment strategy;
- Invest funds as directed by the President and Chair; and
- Provide quarterly reports to the President and Chair.

Work of the investment advisor will be reviewed by the BOMA Dallas treasurer and executive director every three years, who will make recommendations to DBEI regarding the performance of the advisor. This service will be rebid in accordance with the BOMA Dallas Service Provider Policies.

Risk & Return
While all investments carry some degree of risk, DBEI is a 501(c)3 charitable organization and, as such, investments should not be designed for speculation. Investments will be made in such a manner as to insure sufficient liquidity to meet operating and contingency expenses, while also maximizing returns.

The DBEI seeks a balanced approach to its investments. However, up to 40% of the fund should be held in a cash equivalent for short term use, such as funding charitable events and donations or costs associated with education programs. Investment of the remaining 60% will be determined annually upon review by the DBEI Board of Directors and in consultation with the investment manager.

Transfers to Operating Account
There are times when transfers from the Investment Account will be made to the Operating Account to cover shortfalls in cash flow, support educational programs, provide scholarships, or fund charitable events and donations. These transfers will be made by staff, who will notify the DBEI President and Chair within two business days of the transfer.

Review & Revision of this Policy
This policy will be reviewed and updated annual by the President and Chair.
BOMA Dallas Bylaws Clarification
Board of Directors & Executive Officers (Approved December 7, 2012)

BOMA Dallas operates according to the organization’s Bylaws, which was amended and restated February 20, 2001. Per the Bylaws, the organization is governed by a Board of Directors. This document restates, summarizes and/or provides clarification for the provisions outlined by the Bylaws. It also includes amendments recommended by the Policy Task Force and tasks that are not policy, but are generally accepted by the Board.

Board of Directors General Powers & Duties
The Board of Directors is the governing body of the association and is responsible for managing the business of the association. The Board has the power to develop and enforce the rules and regulations of the membership, including setting the dues structure and collecting dues.

Composition of Board of Directors
The number of Board members is determined by whether or not the president is considered a member of the Board:

- If the president is a member of the Board, the Board is comprised of ten (10) voting members, which includes one voting director who is an allied member.
- If the president is not one of the 10 elected members, the Board is comprised of 11 (11) members, which includes one voting director who is an allied member.
- The executive vice president is an ex-officio, non-voting member of the Board.

Terms of Board Members
Board member terms are as follows:

- Real estate members serve one, three year term. Terms are staggered so that there are three members elected each year. The Bylaws notes that terms are one year, or “until the election and qualification of such director’s successor.”
- The Allied Director serves one, two year term. They Bylaws notes that terms are one year, “and/or until the appointment and qualification of the Allied Director’s successor.”

In the event of a vacancy, the Board will elect a successor to complete the expired term. The Bylaws does not state that Board members filling an unexpired term can serve another full term. However, current Board policy allows for another full term.

Election of Board Members
The following process is used to elect Board members:

1. Per the Bylaws, the president appoints a Nominating Committee consisting of the immediate past president (as chair of the committee); two other past presidents; the Allied Director; and one regular real estate member.
2. The Nominating Committee is charged with nominating members for Board, Allied Council and committee positions. (Per the Policy Task Force, the Nominating Committee should not be charged with filling committee positions. Rather, this should be a shared duty between current committee chairs, the Board liaison and the full Board.)
3. Per current procedures, each year the Board of Directors compiles a “watch list” of members who are strong candidates for leadership positions – both committee and Board positions. The Board reviews the “watch list” and selects a number of members for the final “nominee list” of possible Board candidates. The nominee list is submitted to the Nominating Committee for consideration for Board of Directors positions.

4. The Allied Council submits recommendations to the Nominating Committee for Allied Council positions.

5. Board and Allied Council nominees are presented to the membership for an official vote at a meeting held on the third Tuesday of February. Nominations from the floor are permissible.

6. At the February meeting, 1/10 of all members entitled to vote (principal members) represented in person or by proxy, shall constitute a quorum. Votes are on a majority basis, unless statue requires otherwise.

**Executive Officers General Powers & Duties**

The officers of the corporation are a President, Vice President, Secretary/Treasurer and Executive Vice President. An officer must be a voting or non-voting member of the Board of Directors.

To follow is a summary of duties as taken from the Bylaws:

1. The President is the chief elected officer of the organization. The president presides at all meetings of the members and the Board of Directors, advises and counsels other officers and will have other powers and perform other such duties as the Board may deem advisable.

2. The Vice President shall, in the absence or disability of the President, perform duties and exercise the powers of the President, and perform other duties as the Board may deem advisable.

3. The Secretary/Treasurer attends all meetings of the members and Board and performs other duties as prescribed by the President or the Board of Directors.

4. The Executive Vice President is the chief operating officer. S/he has general and active management of the business of the corporation, has general custody of the corporation’s funds and keeps all records of the association.

**Terms of Executive Officers**

Officers are elected for a one year term that begins March 1. No officer other than the Executive Vice President may succeed himself/herself in the same office.

**Election of Board Members**

The officers are elected by the Board of Directors at their special meeting in December or at an adjourned meeting thereof.
BOMA Dallas & DBEI
Policy on Committee Governance (Approved December 7, 2012)

The BOMA Dallas Board of Directors recognizes the importance of volunteer engagement to the success of the organization. Ensuring all members, in both the real estate and allied categories, have the opportunity to participate is important. The goal of this policy is to provide structure for the association’s committees and to ensure the organization is providing meaningful opportunities for all BOMA Dallas members.

Per the organization Bylaws, committees are established and disbanded by the Board of Directors. This policy details committee duties, composition, appointments, terms and vacancies. **Note, for the purpose of this document, committee membership is considered a leadership position.**

**Duties**
- The duties of each committee are established by the Board of Directors.
- The Board of Directors will evaluate the progress of each committee on an annual basis.

**Committee Composition**
- The number of committee members will be determined by the purpose of the Committee, but the ideal number is between 7 and 10 members.
- Committees must have a ratio of at least 50% real estate members and no more than 50% allied members.
- A member may serve on no more than two committees at a time. This policy does not include volunteering in a non-leadership capacity for certain activities, such as “Adopt-a-Block”.
- Nonmembers are not allowed to serve as members of BOMA Dallas committees. Nonmembers are allowed to serve as volunteers in non-leadership positions. However, nonmembers must be employed by a company that owns a BOMA Dallas membership.

**Committee Chair & Co-Chair**
- Each committee will have a chair and a co-chair.
- It is preferable that both the committee chair and co-chair be real estate members. Under no circumstances should both the chair and co-chair be an allied member. The Trade Show, Government Affairs and Membership Committee chairs should always be a real estate member.
- The chair is responsible for overall management and leadership of the committee.
- The co-chair is responsible for fulfilling the duties of the chair when s/he is not available.
- The co-chair is responsible for taking roll at each meeting to document attendance and to ensure the committee composition is consistent with Board policies.

**Appointments**
- Committee members will be recruited by the committee co-chair (for service during his/her term as chair) with input and approval from the current committee chair and the committee Board liaison.
- Members who wish to serve on a committee can apply by contacting the committee chair or by completing an online application. Applications will be reviewed by the committee chair and Board liaison.
- The co-chair will be selected by the committee chair with input from the Board liaison and approval by the Board of Directors.
- The co-chair will assume the role of chair after one year, unless the Board wishes to extend the term of the current chair for another year. One exception to this policy is in the area of Government Affairs. This is
addressed below in “Committee Chair & Member Terms” where it is stated that the chair and co-chair of Government Affairs will serve for two years each.

- Appointments to committees are due to the BOMA Dallas office by December 31 of the preceding year for inclusion in the January Board packet.
- The Board will review committee member appointments and approve committee chair selections at the January meeting.

**Committee Chair & Member Terms**

- All volunteer assignments run concurrently with the organization’s fiscal year – from March to February.
- Committee chair terms are one year. Each chair may serve one term, unless there is not a suitable replacement or unless the Board wishes to extend the term of the current chair for another year. However, the chair and co-chair of the Government Affairs Committee will each serve one, two-year terms to account for the Texas legislative schedule.
- Committee co-chairs will serve one term, with the co-chair assuming the chair position after one term.
- Committee member terms shall be three (3) years.
- Committee members serve one term. If a member is completing a partial term, s/he can serve another full term.
- Unless approved by the Board in advance, the co-chair must serve on the committee for at least one year before assuming the co-chair role.

**Vacancies**

- In the event of a member vacancy, the chair will work with the Board liaison in appointing a suitable replacement. Those members who serve a partial term are eligible to serve another full term.
- In the event of a vacancy in the chair or co-chair position, the Board liaison will work with the committee chair (if one exists) and the organization president in recruiting a suitable replacement.

**Removal**

- Committee members may be removed by the Board of Directors in cases where behavior or actions are detrimental to BOMA Dallas or DBEI.
- Lack of participation is grounds for removal from BOMA Dallas committees.
BOMA Dallas
Member in Transition Procedures (Implemented October 2012)

BOMA Dallas members are allowed, per Bylaws, six months of membership within the organization upon termination of employment (either voluntarily or involuntarily) if the member does not accept alternate employment. Shown below are office procedures for following Bylaws requirements:

1. As soon as the member leaves one company without another job, s/he will be sent a letter via email and snail mail with a copy to the principal member of the company.
2. This letter will include the following:
   a. That s/he is now a “member in transition”;
   b. The date the “member in transition” status ends; and
   c. Options for continuing membership should s/he not find another job.
3. A reminder will be sent 30 days prior to the end of the 6 month “member in transition” status.
4. A final notice will be sent the day after his/her status ends.

Organization information for each “member in transition” will be the contact's personal information.
BOMA Dallas
Sponsorship Policy (Approved December 7, 2012)

The BOMA Dallas Board of Directors established an official sponsor program to ensure the organization’s programs and events are adequately funded and to assist sponsors in planning and executing corporate marketing plans. The goal is to provide a program that is mutually beneficial to both the association and the sponsor.

This document details the specific policies related to BOMA Dallas sponsorship opportunities.

**Sponsorship Committee**
The Board of Directors will appoint a Sponsorship Committee consisting of the following individuals:

- Two Real Estate Members
- One Allied Member
- One Real Estate Board Representative
- The Allied Board Representative

The Sponsorship Committee is charged with reviewing and amending the program on an annual basis, recommending policy updates to the Board of Directors and selling sponsorships according to the process detailed in the document.

**Official Sponsor Program**
The three levels of official sponsorship are:

- Cornerstone Partner, the highest level of sponsorship, with four available annually.
- Keystone Partner, the mid level of sponsorship, with 10 available annually.
- Foundation Partner, the third level of sponsorship, with eight available annually.

Pricing, benefits, category names and the number of sponsorships available for each level will be reviewed and amended annually by the Sponsorship Committee. Revisions will be submitted to the Board of Directors for approval and this policy will be amended as appropriate.

**Event Sponsorship**
Recognition at BOMA Dallas programs and events is a primary benefit of the official sponsor program. However, secondary sponsorships, such as Bowling Tournament lane sponsorships, can be sold on an as needed basis as determined by the Sponsorship Committee, the secretary/treasurer and the executive director. The Sponsorship Committee will work with the secretary/treasurer and executive director in determining pricing and, as appropriate, benefits.

Only allied members and those companies who are on the allied wait list may be actively solicited for secondary sponsorships.

**Right of First Refusal**
Current BOMA Dallas sponsors, for both the official sponsor program and programs/events, will be given right of first refusal for future year sponsorships according to the following schedule:
• Official sponsors must notify the BOMA Dallas office on or before December 1 of each year to secure the sponsorship for the following year.
• Program/event sponsors (as defined above) must notify the BOMA Dallas office six months prior to the program/event in order to secure the secondary sponsorship, if it is available.

Sponsor Solicitations
Sponsor solicitation will be a joint effort of the Sponsorship Committee and BOMA Dallas staff. The selling process will commence as follows:
• As noted, existing official sponsors and program/event sponsors are given right of first refusal for future years.
• Volunteers and/or staff will contact each sponsor on or before the date shown above to determine if the company will continue the sponsorship.
• If the company does not continue with the sponsorship, volunteers and/or staff will move forward immediately in securing new sponsors.

Contracts
Contracts for all sponsorships are important in ensuring a successful partnership.
• Contracts for the official sponsor category are prepared and executed by the executive director.
• A letter of agreement prepared and executed by the executive director is acceptable for event sponsorships.

Sponsorship Terms
Contract terms for official sponsorships will be the same as the association’s fiscal year, March to February. Program/event sponsorship terms will vary, but in general agreements will begin no sooner than six months prior to the program/event and end upon completion of the program/event.

Sponsorship Payment
To follow is the schedule for sponsor deposits and final payments:
• For official sponsors, a deposit in the amount established by the committee is required to secure the sponsorship. Final payment is due on or before March 1 of each year.
• For program/event sponsorships, payment is due before the program/event is held.
• Failure to submit payment according to this schedule will result in loss of sponsorship.
BOMA Dallas Events & Programs Policy
Approved May 31, 2013

BOMA Dallas holds a number of programs and events designed to provide educational and networking opportunities for association members. These events also provide a source of non-dues revenue for the association and, in some cases, a forum for allied members to reach real estate members. This document details the specific policies related to the BOMA Dallas programs and events.

Program & Event Development
BOMA Dallas offers the following events and programs:

- DBEI Educational Programs (Developed by the DBEI Education Committee)
- DBEI Gala (Developed by the DBEI Gala Committee)
- Awards Ceremony (Developed by the TOBY & Lone Star Awards Committees)
- Trade Show (Developed by the Trade Show Committee)
- Monthly Membership Luncheons (Content developed by Programs Committee)
- Networking Events (Developed by Networking Committee)
- Specialty Events (Developed by specific committees in conjunction with the Networking Committee and upon approval by the Board of Directors)

Those committees charged with developing events and programs are encouraged to work with other committees to ensure there are no conflicts with existing programs.

Committee chairs should review the BOMA Dallas Policies & Procedures Manual at the beginning of each term as there are documents that may impact the events or programs and may be amended from time to time. Special attention should be given to the Financial Policies, which requires three bids for any expense greater than $1,500 and other financial requirements for event management. Also, there may be policies that are dedicated to specific events. An example is policies specifically related to the Trade Show.

Sponsorship
BOMA Dallas sponsorship rules are established by the Sponsorship Committee, which is overseen by the Board of Directors. Any program or event sponsorships that fall outside of the official sponsor program must be approved by the Sponsorship Committee and the Board of Directors.

Food & Beverage
BOMA Dallas can provide food and non-alcoholic beverages at events for the benefit of event attendees. The organization can provide a limited number of drink tickets for beer and wine at those events established by the Board of Directors for principal members.

Participation
- Participation is open to all real estate professionals – both BOMA Dallas members and non-members.
- A “real estate professional” is defined as: building owner, property manager, assistant property manager, administrative assistant for a real estate company, engineer, broker, leasing agent, title insurance representative.
- Allied members are encouraged to attend events.
Those vendors who are not allied members, including those on the Allied Wait List, can participate if invited by a BOMA Dallas member.

Non-members will be charged a higher registration fee than members.

Attendees are subject to the rules and regulations established by BOMA Dallas as well as the facility where the event is held and applicable state, local and federal laws. Failure to do so will result in expulsion from the event.

**Registration Process & Fees**

- BOMA Dallas program and event registration is handled online via the organization web site (www.bomadallas.org).
- Registration forms are posted on the website six weeks prior to the event.
- All programs and events will have an early bird and a regular registration fee.
- All programs and events will also have a member and nonmember fee. The nonmember fee will be higher than the member fee.
- Special registration procedures apply to those events with “teams”:
  - Each company can have one team leader;
  - The team leader can only register one team within the first two weeks of open registration;
  - After the first two weeks of open registration, the team leader can register multiple teams; and
  - The team leader must provide full names, email addresses of participants and full payment two weeks prior to the event. Failure to do so will result in the team registration being canceled, registration fees refunded and the slot given to the first team on the “event wait list”.
- All on-site and individual registration fees must be paid before the individual is allowed to participate in the program or event. If the individual has not paid before the event, he/she must pay on-site.
BOMA Dallas Trade Show Policy
Approved May 31, 2013

The BOMA Dallas Trade Show was established to provide a forum for allied members to network with real estate members and to provide a source of non-dues revenue for the association. The organization seeks to produce a show that:

- Provides value to those companies that participate as exhibitors;
- Operates in a manner that is fair and consistent to all exhibitors;
- Promotes the association and its members in a positive manner; and
- Adheres to national trade show industry standards.

This document details the specific policies related to the BOMA Dallas Trade Show.

**Trade Show Committee**
Membership on the Trade Show Committee is subject to the policies and procedures established by the Board of Directors. Per BOMA Dallas existing policy:

- The Trade Show Committee chair and co-chair must be real estate members, and
- The composition of the committee must be at least 50% real estate and no more than 50% allied members.

The Trade Show Committee chair should review Governance Policies annually to determine if there are additional issues that impact the Trade Show.

Those allied members who serve on the Trade Show Committee must be current Trade Show exhibitors.

**Sponsorship**
BOMA Dallas sponsorship rules are established by the Sponsorship Committee, which is overseen by the Board of Directors. Any Trade Show sponsorships that fall outside of the official sponsor program must be approved by the Sponsorship Committee and the Board of Directors.

**Annual Trade Show – Food & Beverage**
BOMA Dallas can provide food and non-alcoholic beverages at no charge for the benefit of Trade Show attendees.

**Annual Trade Show – Real Estate Member Participation**

- Participation is open to all real estate members – both BOMA Dallas members and non-members.
- A “real estate member” is defined as: building owner, property manager, assistant property manager, administrative assistant for a real estate company, engineer, broker, leasing agent, title insurance representative.
- Registration for real estate members is free.
- Attendees are subject to the rules and regulations established by BOMA Dallas as well as the facility where the event is held and applicable state, local and federal laws.
Annual Trade Show – Vendor Participation

- Those companies that provide products and services to the commercial real estate industry (BOMA Dallas members and non-members) are encouraged to exhibit at the BOMA Dallas Trade Show.
- The exhibit booth fee is established by the Trade Show Committee and is approved by the Board of Directors.
- Vendors (those individuals who do not fall under the “real estate member” definition above) who wish to attend the show but do not wish to exhibit may do so as a guest and pay the appropriate registration fee.
- The registration fee for vendors who do not wish to exhibit is established by the Trade Show Committee with approval by the Board of Directors. This includes allied members who are serving as volunteers for the Trade Show.
- Allied members and non-member vendors who have never attended a BOMA Dallas Trade Show may, upon request, attend for a brief tour of the floor when accompanied by the BOMA Dallas trade show manager or designated staff/volunteer. The request must be submitted to the BOMA Dallas Trade Show Manager prior to the show.
- Exhibitors are permitted to hire temporary employees to assist with the Trade Show, according to the following stipulations:
  - All personnel, including temporary workers, are included in the count for allotted exhibit booth personnel.
  - If the number of individuals exceeds that allotted for booth personnel, the company must pay the additional booth personnel fee.
  - The exhibitor may not hire a non-real estate company (i.e., vendor who supplies goods and services to CRE) to assist with the Trade Show. Doing so would allow the vendor to bypass the exhibit fee or non-exhibiting vendor registration fee.

Annual Trade Show – Rules & Regulations

The rules and regulations for each Trade Show are carefully documented in the exhibitor contract and ensuing exhibit packet. These documents are reviewed and revised annually by the exhibit decorator and association staff and are based on applicable state, local and federal law as well as rules established by the facility and national industry standards. Failure to follow BOMA Dallas rules and regulations, facility regulations or local, state and federal laws can result in a deduction of exhibit points, expulsion from the hall, or review by the Board of Directors and ultimate loss of BOMA Dallas membership.

Annual Trade Show – Booth Selection Process & Point System

The Trade Show booth selection process is detailed in separate policy, titled “BOMA Dallas Trade Show Booth Selection Policy,” that was approved by the Board of Directors October 2012.

Annual Trade Show – Booth Payment

Booth fees and categories are determined by the Trade Show Committee with approval by the Board of Directors. Full payment is due when the exhibit contract is submitted.