



**BUILDING OWNERS AND MANAGERS ASSOCIATION
OF OTTAWA-CARLETON**

CONSTITUTION AND BYLAWS

(as amended by the Membership at the March 26, 2009 Annual General Meeting)

ARTICLE 1 NAME AND DEFINITIONS

Section 1.1 The organization is named "Building Owners and Managers Association of Ottawa-Carleton" incorporated by Ontario Letters Patent dated 1st May 1978, for which the diminutive "BOMA Ottawa" shall be acceptable.

Section 1.2 The following definitions apply to capitalized terms in the by-laws:

"Commercial" means non-residential uses, namely, office, industrial, retail, institutional uses;

"Commercial Property" means a built structure used for the purposes of office, industrial, retail or institutional uses, but excluding residential only buildings;

"Committee" and/or **"Committees"** means a group of Members and other appointees, established from time to time by the Board, which group shall fulfill the mandate and policy related to that Committee as such mandate and policies are defined by the Board. Committees and members of Committees act at the will of the Board and are chaired by a Member appointed by the Board. The chair appointment is to be reviewed by the Board yearly and chairs of Committees sit at the will of the Board;

"Company" means any formal and registered business entity, which may be a corporation, a partnership, association or individual proprietorship;

"Member" shall have the meaning ascribed to this term in section 4.1;

"Organization" means a government body or agency or a not-for-profit agency or association;

"Special Assessments" means a charge approved by the Board to a category, or all categories, of membership, that is intended to support the mission of the Association in accordance with these by-laws;

"Task Force" or **"Task Forces"** means special purpose panels or groups of Members and other appointees appointed for a fixed period of time by the Board for specific mandate or task;

"Territory" shall have the meaning ascribed to this term in subsection 3.1(b);

"Then Current Process" means the approved processes or policies of the Board current at that point in time;

Additional terms are defined and subsequently capitalized in the text of the by-laws.

ARTICLE 2 OBJECTS

Section 2.1 The objects of the Association shall be:

- a) to facilitate the interchange of ideas in the business of development, management, operation and maintenance of buildings;
- (b) to promote the sustainability of the business of ownership and management of buildings;
- (c) to establish ties of business association among its members;
- (d) to create, maintain and develop cooperation among the owners and managers of buildings in the highest ethical tradition and standards of propriety in the business of ownership and management of buildings;
- (e) to actively support measures considered beneficial to the common good of the membership and to the community it serves and just as actively oppose measures considered harmful;
- (f) to do all such other things as are incidental or conducive to the attainment of the above objects through Networking, Professional Development & Advocacy .

ARTICLE 3 OPERATIONS

Section 3.1

- (a) The operations of the Association are to be carried on without the purpose of gain for the Members and any profits or other accreditations to the Association shall be used solely in promoting its Objects.
- (b) The territory of operations of the Association shall include the National Capital Region as defined by the National Capital Act as attached hereto and further described in the attached map Appendix "1" and shall extend to Pembroke, Ontario, to the Northwest and then on a line southwest to Kingston, Ontario, then on a line east to the Quebec border (herein referred to as the "Territory"). The cities of Pembroke and Kingston are within the territory.
- (c) The office of the Association shall be situated within the City of Ottawa in the Province of Ontario.

ARTICLE 4 MEMBERSHIP

Section 4.1 **Categories**

The Board shall first approve each eligible applicant in accordance with its Then Current Process, before an applicant can become a Member.

Categories of membership (collectively referred to as "Members")

- (i) "Corporate Member" means a Company or Organization which owns or manages, in their own account, Commercial Property in the Territory, to be equal to or in excess of 20,000 square feet (1,858 square meters) or, if less than

20,000 square feet (1,858 square meters), the building must be leased out for Commercial purposes. Each Corporate Member shall designate one (1) individual who shall have its voting privilege and who shall be called its "Designated Member".

- (ii) "Allied Member" means a Company or Organization that provides products and/or services to the Commercial Property industry. Each Allied Member shall designate one (1) individual who shall be called its "Designated Member".
- (iii) "Additional Member" means membership for additional employees or partners of Corporate or Allied Members who qualify by reason of their nomination by their respective companies and shall be designated as Corporate or Allied "Additional Member", respectively.
- (iv) "Associate Member" means individuals who would otherwise qualify as an Additional Member, however, their employer is not a Member or has not been nominated by their employer.
- (v) "Educational Members" means individuals enrolled in educational programs that are recognized by BOMA Ottawa, in accordance with Then Current Processes of the Board.
- (vi) "Life Member" means individuals who: (i) have completed at least 15 years of consecutive membership; (ii) are recognized as having rendered distinguished service to the Association; and (iii) because of retirement or other cause, are no longer eligible for a member category. Life Membership nominations shall be first recommended by the Board and shall be ratified by the members at an Annual General Meeting.
- (vii) "Honorary Member" means any individual whom the Association desires to honour. Honorary Member nominations shall be first recommended by the Board and shall be ratified by the Members at an Annual General Meeting.
- (viii) "Member-in-Transition" means a current Additional Member or Associate Member, who loses their membership, because they are no longer employed by their Corporate or Allied Member. A Member-in-Transition, after written notice and request to the Executive Director, can, after approval of the Board, continue as a Member for a period of up to twelve (12) months after such approval.
- (ix) "Reciprocal Membership" means an exchange of memberships that may be granted by the Board to other entities with related and/or complementary goals or with whom the Board determines BOMA Ottawa should be associated with. The objective of the Reciprocal arrangement with other Associations is to strengthen strategic alliances with like-minded organisations.
- (x) "Retired Member" means a retiree who had been a member in good standing and active in the Association but is not eligible for membership through the other membership categories.

Section 4.2

Dues and Assessments

- (a) Members shall pay annual dues, membership fees and/or special assessments as determined and approved by the Board in accordance with membership dues, fees and assessment policy approved by the Board from time to time.

- (b) Special Assessments may be levied and assessed for purposes to be determined from time to time by the Board.
- (c) Such dues and Special Assessments shall be due and payable within time limits prescribed by the Board.
- (d) A Member shall pay its debt for any amounts due under this section to the Association within the time period prescribed for that debt.
- (e) Life, Honorary and In-Transition Members shall not be assessed any annual dues, membership fees or assessments but shall pay attendance, publications, events and education fees and costs.

Section 4.3 Responsibilities

Members shall adhere to the by-laws of the Association and policies of the Board as determined from time to time and distributed to the Members.

Section 4.4 Privileges

The Representatives and Alternates of both Corporate and Allied Members shall have the right to hold office in the Association, but only the Designated Representatives of Corporate Members shall hold the offices of the President and the Vice President.

Section 4.5 Resignation, Reinstatement

- (a) Resignation from membership may be made at any time with written notice forwarded to the registered office of the Association and shall be effective from the date of notice, with no rebate on dues paid for that fiscal year.
- (b) The payment of any debt to the Association shall be a prerequisite prior to a reinstatement of a membership.

Section 4.6 Suspension, Disqualification

Any Member may be suspended or disqualified by the Board, as a Member, for breach of the by-laws or other cause, after being served with written notice of such intended suspension or disqualification by the President. Within 30 days of receipt of notification of suspension or disqualification such Member may make a written request to be heard by the Board. Such Member shall have the right to be heard by the Board within thirty (30) days after such request by the Board, and to be represented by counsel before the Board. The Board's decision at such hearing shall be final,

ARTICLE 5 MANAGEMENT

Section 5.1 Board of Directors

- (a) The Association shall be managed by a Board of Directors which shall be deemed competent to exercise all or any of the authorities, powers and discretions and shall do such acts and things as the Association is authorized by law to exercise and do; to enter into such agreements, contracts or arrangements as they may see fit and to provide for the execution thereof and the affixing of the Association's seal thereto, including the borrowing of funds necessary to pursue its purposes.
- (b) The Board shall be composed of the President, Vice President, Treasurer, the Secretary, the Immediate Past President (collectively and individually referred to

as “Officers” as defined in section 5.2) and not less than six (6) other Members. The total number of Allied Members on the Board shall not be more than one third (1/3) of the total number of Board Members.

- (c) The office of an Officer, Director or Committee or Task Force Chair, shall be vacated forthwith for any of these reasons:
 - (i) absence from three (3) consecutive meetings without leave of absence acceptable to the Board;
 - (ii) cessation of membership or loss of good standing in the Association;
 - (iii) undeclared conflict of interest; or
 - (iv) for any reason, following a two thirds (2/3s) majority vote of the Board and a resolution is passed.
- (d) Other than those noted in these by-laws, the Board may establish and approve Committees and Task Forces. The Board shall designate the mandate and related policies to be pursued by Committees and Task Forces.
- (e) Vacancies

With input by a nominating committee appointed by the Board, vacancies on the Board, the Executive Committee, Committee or Task Force chairs, shall be filled by appointment of the Board for the remainder of the term.

Section 5.2 **Officers**

The Officers of the Association shall be the President, the Vice President, the Treasurer , and the Secretary. Officers shall first be Directors and shall carry out the will of the Board.

Section 5.3 **Executive Committee**

- (a) The Executive Committee shall consist of the Officers, the Immediate Past President (if there is one) and another Director (who shall be known as the “Director at Large” (appointed annually by the Board).
- (b) The Executive Committee is responsible, for interpreting and directing the decisions of the Board between meetings of the Board and shall report its deliberations and actions to the Board for ratification.
- (c) The Executive Committee may meet by means of electronic transmission methods.

Section 5.4 **Executive Director and Staff**

The Board may employ an Executive Director and other staff to administer the Association’s affairs, upon such titles, position descriptions and conditions and at such remuneration as the Board shall approve.

Section 5.5 **Finance**

- (a) Banking

All money, negotiable securities and other valuable effects are to be deposited in the name and to the credit of BOMA Ottawa in a chartered bank or trust

company. Other forms of non-negotiable securities may be held by and/or placed with a chartered bank or trust company or a registered dealer in securities as may be designated by the Board. All such deposits are to be fully insured.

(b) Audit

- (i) The auditors of the Association's financial records shall be qualified chartered accountants, appointed by the Board at their first meeting after the Annual General Meeting.
- (ii) The Auditors shall audit the accounts and prepare complete financial statements for the preceding fiscal year, for presentation and approval by the members, at the Annual General Meeting or the next Regular Meeting following their completion.

(c) Fiscal Year

The fiscal year of the Association shall be from January 1st to December 31st of each year.

(d) Records

- (i) The financial affairs of the Association will be managed during the year by the Executive Director and the Treasurer, monitored by the Finance Committee.
- (ii) Any member may examine the books and records of the Association on giving reasonable notice.

ARTICLE 6 DUTIES OF OFFICERS

Section 6.1 The President

(a) The President shall:

- (i) represent the Association and carry out the will of the Board;
- (ii) chair all Board and Executive Committee meetings and the Annual and General Meetings of the Association;
- (iii) provide leadership in respect to activities of the Association and in the enforcement of policies, procedures and programs directed by the Board from time to time;
- (iv) Work closely with the Executive Director and the Vice President to achieve the Association's goals; and
- (v) be ex officio a member of all Committees and Task Forces.
- (vi) such other duties as the Board shall, from time to time, request

Section 6.2 The Vice President-

(a) The Vice President shall:

- (i) in the absence of the President, assume the duties and authorities of the President;

- (ii) Be an ex officio member of the Finance Committee
- (iii) such other duties as the Board shall, from time to time, request.

Section 6.3 The Treasurer

- (a) The Treasurer shall:
 - (i) in the absence of the President and Vice President, assume the duties and authorities of the President;
 - (ii) in conjunction with the Executive Director and Finance Committee, be responsible for the supervision of all financial matters of the Association, advising the Board on investments of surplus funds and the best use of assets, ordering the annual audit of the financial records of the Association as well as providing interim financial reports to the Board; and
 - (iii) with the Executive Director, ensure that dues and levies are billed and collected within the prescribed time limits and that the Association's debts are properly discharged.
 - (iv) such other duties as the Board shall, from time to time, request.

Section 6.4 The Secretary

- (a) The Secretary shall:
 - (i) approve the recordings of the proceedings of all Association meetings by signing same, together with the President, prior to distribution;
 - (ii) ensure the safe keeping of the Association's seal and its affixing to all official documents requiring same;
 - (iii) with the Executive Director, ensure the accuracy of the record of all the Members of the Association and their addresses; and
 - (iv) such other duties as the Board shall, from time to time, request.

Section 6.5 The Immediate Past President

- (a) The Immediate Past President:
 - (i) is a member of the Board and shall provide the Board and the Executive Committee with the benefits of their experience and knowledge; and
 - (ii) will step down from the Board upon appointment of the new Past President.

ARTICLE 7 ELECTIONS

Section 7.1 Nominations

- (a) A nominating committee will be appointed by the Board and will be composed of a minimum of three (3) Members (herein referred to as the “Nominating Committee”). One shall be the Vice President and one shall be the Immediate Past President who will also chair the Committee.
- (b) The Nominating Committee shall prepare a slate of Board candidates for election to the Board at the next Annual General Meeting.
- (c) The Nominating Committee chairperson shall report the slate to the President not later than thirty (30) days prior to the Annual General Meeting and the Executive Director shall give notice of the proposed slate to the Members at least twenty (20) days prior to the Annual General Meeting.
- (d) Nothing herein shall be construed as preventing other and further nominations by Members for Members other than those proposed by the Nominating Committee, providing that written consent is obtained from the nominee in question and notice thereof given to the Association not later than five (5) days prior to the Annual General Meeting.

Section 7.2 Elections

- (a) At each Annual General Meeting, the Members shall receive the report of the Nominating Committee and the voting Members shall elect the Directors.
- (b) The Officers shall be elected by the Directors, at the first Board meeting following the Annual General Meeting. The outgoing President shall preside over the elections and shall then vacate the Chair in favour of the newly elected President.

Section 7.3 Terms of Office

- (a) The term of office for the President shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.
- (b) The term of office for the Vice President- shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.
- (c) The term of office for the Treasurer shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.
- (d) The term of office for the Secretary shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.
- (e) The term of office for the Director at Large shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.
- (f) The term of office for the Immediate Past President shall be same as the term of office for the President, and will step down from the Board when the new Immediate Past President is appointed.
- (g) The term of office for all other Directors shall be one (1) year, subject to re-election.

- (h) The term of office for all Directors (except for the then Immediate Past President whose term shall be the same as the term of office for the then President) shall not exceed six (6) consecutive terms of one (1) year each unless in the sixth year of their term a Director is either Vice President or President, in which case such Director (or Directors, as the case may be) shall be permitted to stand for re-election for a 7th, 8th and 9th year of office and, as such, may be included in the slate of candidates for election to the Board prepared by the Nominating Committee or nominated by a Member as otherwise provided in these bylaws, provided such Director (i) was in their 6th year of office either the Vice President or President, and (ii) is at the time of nomination or re-election at the Annual General Meeting, as the case may be, either the then outgoing Vice President or the then outgoing President of the Board.
- (i) In all cases the term of office shall commence from the date of the Annual General Meeting in the year of election."

ARTICLE 8 MEETINGS

Section 8.1 Annual General Meeting

The Annual General Meeting of the Association shall be held in the month of March or early April, at such place and time as may be directed by the Board and notice of such meeting shall be sent to the Members at least ten (10) days preceding the date thereof.

Section 8.2 Regular Meetings

Regular Meetings of the Association shall be held in accordance with a schedule and at such place as directed, from time to time, by the Board.

Section 8.3 Special Meetings

Special Meetings of Members may be called at any time by the President or, in the President's absence, by the Vice President, the Treasurer, or the Secretary in turn, or may be called on written request of a majority of the Board or any ten (10) voting Members, with ten (10) days notice given to the Members of such meeting, together with sufficient information to permit Members to form a reasoned judgment on the decision(s) to be taken.

Section 8.4 Board of Directors Meetings

Meetings of the Board shall be held at such time and such place, at the convenience of the Board.

Section 8.5 Executive Committee Meetings

Meetings of the Executive Committee shall be at the call of the Chair or, generally, between Board meetings, as required by the affairs of the Association. The President will preside.

Section 8.6 Committee and Task Force Meetings

Committee and Task Force meetings shall be at the call of the Chair, as required by the affairs of the Committee or Task Force.

Section 8.7 **Parliamentary Procedure**

All meetings of the Association shall be conducted in accordance with Roberts Rules of Order.

Section 8.8 **Notice**

- (a) Reasonable notice shall be given of all meetings.
- (b) Failure of a Member to receive notification of a Meeting will not invalidate any proceedings taken thereat.

Section 8.9 **Quorum**

- (a) No meeting of the Association shall be properly constituted unless a quorum is present.
- (b) Six (6) members of the Board, of which no more than two (2) are Allied Members, shall constitute a quorum for the transaction of business at Board meetings.
- (c) A simple majority of the members of the Executive Committee and other Committees or Task Forces shall constitute a quorum for the transaction of business of the Executive Committee, other Committee or Task Force, as the case may be.
- (d) One third (1/3) of all voting Members of the Association, present in person or by proxy, shall constitute a quorum to vote to transact any business at an Annual General Meeting or Regular Meeting.
- (e) A simple majority of voting Members of the Association present, in person or by proxy, shall constitute a quorum to vote to transact any business at a Special Meeting.

ARTICLE 9 VOTING

Section 9.1

- (a) Only the Designated Representative for each Corporate Member in good standing shall have the right to vote at Annual General Meetings, Regular and Special Meetings of the Association, and in addition, all members of the Board shall have one (1) vote each at those meetings.
- (b) All Board, Executive Committee, Committee and Task Force members shall have one vote at their respective meetings.
- (c) On all matters, in all meetings, including the election of Directors and Officers, a simple majority shall prevail, except as noted otherwise in these by-laws.
- (d) Voting at Annual General Meetings or Special Meetings may take place by proxy. Such proxy need not be a member of the Association but before voting, the proxy holder shall produce and deposit with the Secretary an appointment in writing from a Designated Member in the form of proxy attached as Appendix "2".
- (e) In the event of a tied vote at any meeting of the Members, a Committee or Task Force, the Chair shall direct the issue to be discussed again and a second vote taken. The Chair shall be entitled to a second or casting vote in the event of an equality of votes on such second vote.

- (f) A fax or electronic mail vote of the Board or the Executive Committee, as the case may be, may be permitted upon authorization of a majority of the Board or the Executive Committee, respectively. Such a vote must be ratified at the next Board or Executive Committee meeting, as the case may be.
- (g) Honorary, Retired and Life Members shall not have the right to vote or hold office in the Association.

ARTICLE 10 CONSIDERATION FOR SERVICES

Section 10.1 The consideration for any volunteering of services (whether as an Officer, Director, and Committee member, or volunteer) rendered to the Association by any Member shall consist only of the benefit derived from membership in the Association. No remuneration shall be paid except for any reasonable expenses pre-approved by the Board. (In some circumstances an Officer may be paid a salary or receive other benefits, subject to the approval of both the Board and the Corporate Members at a Special Meeting.)

ARTICLE 11 INDEMNIFICATION

- Section 11.1
- (a) Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) all costs, charges and expenses whatsoever that such Director or Officer sustains or occurs as a result of any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and
 - (ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
 - (b) The Association shall purchase and maintain insurance to cover the indemnification in subsection 11.1(a).

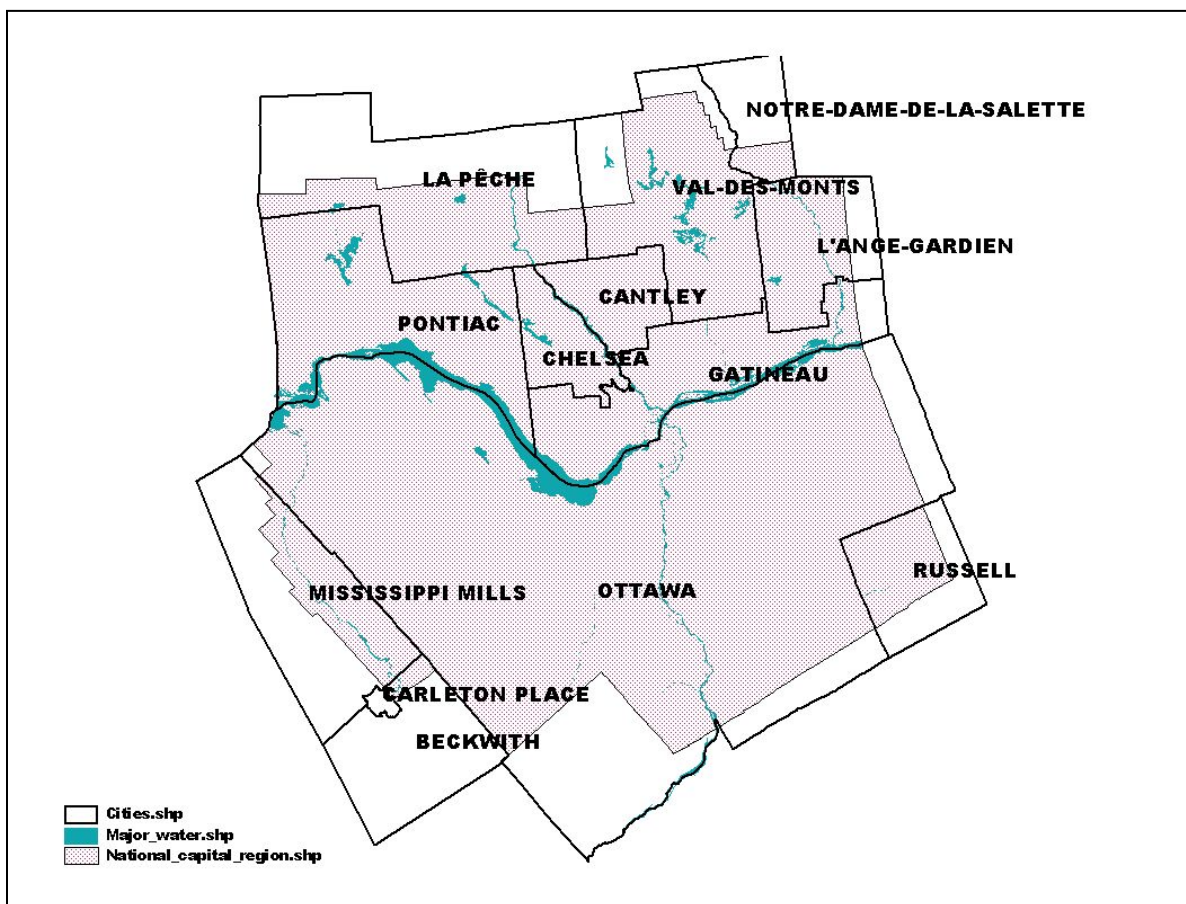
ARTICLE 12 DISSOLUTION OF THE ASSOCIATION

Section 12.1 In the event that the operations of the Association shall cease, then after discharge of all debts and legal obligations, the assets of the Association shall be realized and distributed, to a not-for-profit organization, designated by the Board.

ARTICLE 13 AMENDMENTS TO BYLAWS

Section 13.1 Any proposed amendment to these by-laws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing, with thirty (30) days notice before a vote is taken. To be approved, amendments must receive a 2/3rds majority vote of voting Members present in person or by proxy at a Special Meeting of the Association.

National Capital Area



PROXY FORM

The undersigned member of BOMA Ottawa hereby appoints

_____ (print name)

to attend, act vote for and on behalf of the undersigned at the meeting of members to be held at

_____, Ontario at _____ o'clock on _____ (location) (time)

_____ (date)

(including adjournments thereof) and hereby revokes all proxies previously given with respect to such meeting.

DATED: _____, 200__.

_____ Member's Name Printed

_____ Member's Signature

_____ Company Name

