

ARTICLES OF INCORPORATION

OF

THE SHREVEPORT ASSOCIATION OF
BUILDING OWNERS AND MANAGERS, INC.

UNITED STATES OF AMERICA:

STATE OF LOUISIANA:

PARISH OF CADDO:

BE IT KNOWN AND REMEMBERED, that on this 31st day of the month of October, in the year of our Lord, one thousand nine hundred and sixty-seven.

BEFORE ME, the undersigned, a Notary Public in and for the State and parish aforesaid, therein presently residing, duly appointed, commissioned and qualified, and in the presence of the competent witnesses hereinafter named and undersigned.

PERSONALLY CAME AND APPEARED the parties whose names are hereunto subscribed, all of full age and residents of the places hereinafter designated.

WHO SEVERALLY DECLARED unto me, Notary, that they do hereby organize themselves, their successors and assigns, into a body corporate, for the purposes and stipulations set forth in the following articles, pursuant to the provisions of **R.S. 12:101 et seq.**, of the Legislature of Louisiana, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

NAME

This corporation shall be known, designated and styled as ATHE SHREVEPORT ASSOCIATION OF BUILDING OWNERS AND MANAGERS, INC.®, and said corporation shall have the power and authority in its corporation name, to contract, **sue and be sued**, hold and receive property both real and personal, and shall also have power to receive donations and bequests of money and property of all kinds, as provided for by law and generally to have and enjoy all the privileges granted by laws of the State of Louisiana to corporations of this nature.

ARTICLE II

PURPOSES

This Corporation is organized for educational purposes and particularly for the purpose of creating, fostering and maintaining cooperation between building owners and managers and to facilitate the interchange of ideas and information on rental, management, operation and maintenance policies; to work creatively for the good of business; to promote the general welfare of the office building industry.

ARTICLE III

NON-PROFIT CORPORATION

This Corporation is a non-profit corporation as defined in **Section 8 of R.S. 12:101**.

ARTICLE IV

DURATION

This Corporation is formed to exist and continue for a period of ninety-nine (99) years from the date hereof.

ARTICLE V

REGISTERED OFFICE

This location, legal domicile and post office address of its registered office is:

**320 Ricou-Brewster Building
Shreveport, Louisiana**

ARTICLE VI

CAPITAL STOCK

This Corporation shall be organized without capital stock. Membership in this corporation shall be conditioned upon the payment of the sum of **TWENTY-FIVE AND NO/100 (\$25.00 DOLLARS** per year, or such amount as the Board of directors shall from time to time determine. Each membership shall carry with it full voting rights. Memberships shall be non-transferable and shall be subject to the approval and control of the Board of Directors.

The Board of directors shall have the authority to provide for the cancellation of membership

upon failure to pay the minimum annual dues or for just cause.

This Corporation shall be authorized to commence business immediately upon the recordation of these Articles.

ARTICLE VII

BOARD OF DIRECTORS

The corporate powers of this Corporation shall be vested in a Board of Directors composed of not less than five (5) nor more than twelve (12) members, or such number as may be determined by the members at any regular annual meeting. Five (5) directors shall constitute a quorum at any meeting of the Board of Directors. All officers of the corporation shall be directors. Members of the Board of Directors shall hold office during one year, and until their successors have been duly elected and qualified. Directors shall be elected at the annual shareholders meeting as hereinafter provided.

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer and such other officers as the Board may from time to time deem necessary. The offices of secretary and treasurer may be combined. The officers shall serve for a period of one year.

The Board of Directors shall have authority to make and alter by-laws, levy assessments and fix annual dues, subject to the power of the members to change or repeal same by a majority of the votes of those present and voting after due notice of such meeting to all members.

The first Board of Directors who shall serve for **one year** and until their successors are elected and qualified shall be:

Denis B. Ricou, 320 Ricou-Brewster Building., Shreveport, LA
John W. Wiseman, P.O. Box 1612, Shreveport, LA
William H. Tunstall, 1106 Petroleum Tower, Shreveport, LA
Alton Sartor, Lane Building, Shreveport, LA
N.O. Thomas, Beck Building, Shreveport, LA

ARTICLE VIII

MEETINGS

At least one meeting shall be held of the voting members each calendar year. This meeting shall take place on the first Tuesday of the month of January, or in the event that day is a legal holiday on the first Tuesday which is not a legal holiday. It shall be the duty of the President, and upon **his** failure or neglect, then of the secretary or any officer or member, to mail notice at least ten days prior to this meeting shall be held on the first Tuesday in January, 1968.

Special meetings of the voting members may be called at any time by the President or the Board

of Directors. Meetings may be held at any place within the corporation limits of the City of Shreveport, Louisiana.

No business transacted at a members meeting shall be valid unless a quorum is present. A quorum shall consist of fifty percent present in person or proxy.

ARTICLE IX

BY-LAWS

The Board of Directors shall have the power to make, amend and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these Articles.

ARTICLE X

INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

Denis B. Ricou, 320 Ricou-Brewster Bldg., Shreveport, LA
John W. Wiseman, P.O. Box 1612, Shreveport, LA
William H. Tunstall, 1106 Petroleum Tower, Shreveport, LA

The first officers of this corporation shall be:

John W. Wiseman	President
Denis B. Ricou	Vice-President
William H. Tunstall	Secretary-Treasurer

ARTICLE XI

DUES

Each member of this Corporation shall pay dues; payable annually as the Board of directors shall fix. Dues shall be collected by such procedure as may be established by the Board of Directors. Until such time as the amount of the dues shall be changed by the Board of Directors, the minimum dues to be paid annually shall be the sum of **TWENTY -FIVE AND NO/100 (\$25.00) DOLLARS.**

The non-payment of dues upon reasonable notice shall authorize the cancellation or suspension of membership by the Board of Directors and may adopt from time to time such policy for the reinstatement of members expelled or suspended under this Article as it may deem advisable.

ARTICLE XII

No member of this Corporation shall ever be held liable for the contracts, debts or defaults of this corporation.

No informality or absences of any formality in organization shall have the effect of dissolving this Corporation or rendering it null, nor of exposing any member to any liability.

THUS DONE AND PASSED in my office at Shreveport, Louisiana, on the day, month and year herein first written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after due reading of the whole.

WITNESSES:

BY-LAWS OF
THE SHREVEPORT ASSOCIATION OF
BUILDING OWNERS AND MANAGERS, INC.
Revised 12/18/24

ARTICLE I

NAME

The name of this Corporation is THE SHREVEPORT ASSOCIATION OF BUILDING OWNERS AND MANAGERS, INC. And the same shall be incorporated under the laws of the State of Louisiana, unless otherwise designated by the Board of Directors.

ARTICLE II

PRINCIPAL OFFICES

The principal offices of this corporation shall be in the City of Shreveport, Louisiana, unless otherwise designated by the Board of Directors.

ARTICLE III

PURPOSE

The purpose of this corporation shall be as follows: To promote the profession of the commercial real estate and building management industry, fulfill the responsibilities as required by BOMA International, and engage in activities that advance the best interests of the Chapter and its members. The purpose of this organization is to actively and responsibly represent and promote the interests of the commercial real estate industry through effective leadership and advocacy, through the collection, analysis and dissemination of information, and through professional development.

The corporation will have the principal address of P. O. Box 1804, Shreveport, LA, 71166 or others as required to conduct the business of the corporation.

ARTICLE IV

MEMBERSHIP

Section 1. GENERAL. The membership of this corporation shall consist of persons, firms, and corporations who are owners, lessees or managers of commercial real estate properties and

facilities and/or other persons, firms or corporations in the State of Louisiana eligible or acceptable to the Board of Directors. There shall be five (5) categories of members: (1) Principal, (2) Principal Additional, (3) Associate, (4) Life and (5) Professional..

Section 2. MEMBERSHIP DETERMINED. Membership is determined by those persons outlined above who have completed an application for membership and paid all current dues as established by the Board of Directors.

Section 3. PRINCIPAL MEMBERSHIP. A Principal member shall be a commercial, corporate or government real estate owner, investor, developer, manager, leasing/marketing representative and those who earn their primary livelihood from associated disciplines, located within the boundaries of the Association.

a. The Board of Directors may, by majority vote, recognize the loss of a Principal member as temporary and continue to consider the entity as a Principal member until such time as a new Principal member is designated, or until such time as appropriate dues are no longer received from the Principal entity.

Section 4. PRINCIPAL ADDITIONAL MEMBERSHIP. A Principal Additional member is an additional individual from the Principal member's entity. A Principal Additional member shall not exist in the absence of a Principal Representative member.

Section 5. ASSOCIATE MEMBERSHIP. Associate membership shall be companies or individuals whose primary business is providing products or services which have a direct interest in real estate in which Principal members are involved.

a. The Associate member shall be required to affiliate, through payment of appropriate dues and submission of pertinent information, with the corporation as well as BOMA International.

b. Associate members shall participate in corporation activities and projects. Associate members may hold the elected office and may participate directly on the Board of Directors.

Section 6. LIFE MEMBERSHIP. Any person who has been a member of one or more Federated Corporations (U.S., Canadian, Member at Large or International) for a minimum of twenty years and who, by reason of retirement from business or otherwise is no longer eligible, may receive special privilege to be designated as a Life member as determined by the Board of Directors.

Such membership shall be terminated during the life of the member and members so elected shall be entitled to all privileges of membership except the right to vote, hold office or take part in the management of the affairs of the association and shall not be required to pay any fees or dues or otherwise contribute to the funds of the association.

Section 7. PROFESSIONAL MEMBERSHIP. Special memberships may be extended to qualified representatives of members who do not wish the representative to participate in the corporation's business and activities but who desire to attend luncheons, conferences,

conventions, banquets, etc., and exchange ideas and information with other members. There shall be no reduction of fees for special memberships. Special members shall not be allowed to vote or hold office in this corporation.

Section 8. **ADMISSION OF MEMBERS.** New members may be admitted when recommended by an active member in good standing upon payment of all current dues and assessments and approved by a majority of the members of the Board of Directors. .

Subsection1. Before a determination of qualification shall be made, the following characteristics shall be examined: adherence to generally accepted commercial real estate standards of good development, construction, appearance, management, operation, maintenance, cleanliness and generally accepted principles of customer service for suppliers of products and services to the commercial real estate industry; the principles of this Association and the Building Owners and Managers Association International, consistent with the BOMA International Code of Ethics.

Subsection.2 A member shall cease to be a member upon delivery of a written resignation to the Directors, or non-payment of annual dues.

Subsection 3. **MEMBERSHIP LIST.** A complete list of the members of the corporation shall be kept in the association office under the supervision of the Secretary, and shall at all times during the business hours be open to inspection by any member.

ARTICLE V

DUES

Section I. **COMPUTED.** The annual dues of each member shall be computed as follows:

Section 2. The annual dues of each member in the Shreveport Association of Building Owners and Managers Association shall be in accordance with current dues schedule as set by BOMA International and the Board of Directors.

Section 3. **PAYMENT OF DUES.** Dues shall be payable annually on the first day of January.

Section 3. **PAYMENT OF DUES.** Dues shall be assessed on an annual basis, the fiscal year beginning January 1 and concluding December 31, and shall be payable on January 1 of each year. There shall be no refunds of annual dues paid.

Section 4. **OTHER FEES AND CHARGES.** Members shall be assessed other membership service charges, fees, or assessments as may be recommended by the Board of Directors and approved by a majority of members voting at a regularly scheduled Association meeting.

Section 5. **NON-PAYMENT OF DUES.** The membership of a member shall be automatically suspended upon failure to pay any dues or assessment upon the expiration of ninety (90) days after same is due and payable. In the event of such suspension for non-payment of dues, such member shall cease to enjoy the benefits accruing to members of the Association or to hold

office in the Association. If it is desired to reinstate a membership that has been suspended, application shall be made to the president of the Association for reinstatement and the same can be accomplished with the approval of a majority of the members of the Board of Directors, and upon the payment of all intervening dues and assessments. Refer to additions to Article VI.

ARTICLE VI

GOVERNANCE

Section 1. **BOARD OF DIRECTORS.** The management of this corporation shall be vested in a Board of Directors consisting of a President, Vice-President, Treasurer, Secretary, and other Board of Directors members appointed by the general membership. The Board of Directors will number not less than five (5) or more than twelve (12) members, or such number as determined by the members at any regular annual meeting. A majority of the directors shall constitute a quorum at any meeting of the Board of Directors. All officers of the corporation shall be directors. The term of office for the Members of the Board of Directors shall be for two years, and until their successors have been duly elected at the annual meeting as hereinafter provided for.

Subsection 1. The Board of Directors is the governing body of the Association, responsible for the successful conduct of the Association's affairs. While it may delegate powers and responsibilities, authority for all official actions not specifically excluded or directed by these bylaws shall reside with the Board of Directors.

Subsection 2. The Board of Directors shall establish policies, initiate activities, enter into contracts and make recommendations to the membership, as it may deem proper to advance the interests and the objects of this Association.

Subsection 3. The Board of Directors shall consider and take action upon all matters referred to it, reporting such action promptly to all members.

Subsection 4. The Board of Directors shall have authority to provide suitable offices, engage employees, and fix compensation for such employees if and when, at the discretion of the Board, there is occasion to do so.

Subsection 5. The Board of Directors shall obtain and promptly purchase a sufficient amount of indemnity bond for the Treasurer and other Officers or employees of the Association who shall be deemed to have financial authority within the association. All costs shall be paid by the corporation.

Subsection 6. The Board of Directors shall perform all actions necessary to obtain and maintain good standing status with BOMA International as a Federated Local Association including without limitation: (i) execution of a Federation Agreement between the corporation and BOMA International: (ii) performance of all actions pursuant to the Federation Agreement.

Section 2. OFFICERS. The elective officers of this corporation shall be a President, Vice-President, Secretary and a Treasurer, all of whom shall be members of the Board of Directors. The term of office shall be for two years or until their successors are elected and have qualified.

Section 3. THE PRESIDENT. The President shall (1) Preside over meetings of the board and executive committee; (2) Work to see that all orders and resolutions of the board are carried out; (3) Coordinate the work of board officers and committees of the board; (4) Call special meetings as the need arises; (5) Recommend all committee chairs for appointment by the board; (6) Establish communication between board members; (7) Prepare the agenda for board meetings; (8) Act as official spokesperson for the board when asked by the board; (9) Work with the nominating committee to recruit new board members; (10) Foster a sense of team spirit on the board; (11) Perform all other functions required by the office of President.

Section 4. VICE PRESIDENT OF THE BOARD. The Vice President shall Chair the Membership Committee and (1) Attend all board meetings; (2) Know the organization and the board president's duties; (3) Be prepared to perform the board's president's duties when called to do so; (4) Serve on the Executive Committee; (5) Chair at least committee; (6) Develop a close working relationship with the board president.; (7) Carry out special assignments from the board president.

Section 5. TREASURER OF THE BOARD. The Treasurer shall Chair the Finance Committee and (1) Attend all board meetings; (2) Using the proper chain of command, work with staff to review and submit full accurate financial data to the board; (3) Prepare the organization's annual financial report and answer any questions other board members may have about it; (4) Ensure that the board's financial policies are being followed; (5) Give regular reports to the board as to the financial health of the organization; (6) chair the finance committee (if said committee is approved by the board). (7) Maintain, prepare and co-sign all checks drawn on the organization's account; (8) Prepare the organization's annual budget.

Section 6. SECRETARY OF THE BOARD. The Secretary of the Board shall Chair the Communications Committee and (1) Attend all board meetings; (2) Make sure that board members are notified of the times and dates of meetings; (3) Maintain records of the board and ensure their safety; (4) Review board meeting minutes for accuracy; (5) keep a register of chapter members contact information; (6) Assume the duties of president in the absence of the board president, and vice president. (7) When necessary, obtain information from records and minutes to help board members in the decision-making process; (8) Chair the Monthly Program Committee (if said committee is approved by the board).

Section 7. BAE. The Board of Directors may enlist the services of an Administrative Executive to provide administrative duties as assigned and provide payment for those services.

Section 8. VACANCIES. All vacancies in office, not filled by succession may be filled for the remainder of the term by appointment of the Board of Directors.

Section 9. INDEMNIFICATION. The corporation shall indemnify each member of the Board of Directors and each employee of the corporation against liability and expenses, including

attorney's fees, incurred in connection with any legal action in which any of the aforementioned persons is made a defendant by reason of his/her good faith efforts on behalf of the organization. This indemnification does not extend to conduct deemed by the corporation to have been undertaken in bad faith efforts on behalf of the organization. As a condition of receiving indemnification, the employee, or Director shall allow the corporation to appoint counsel for him/her and shall agree to a coordinated defense to the extent deemed appropriate by the organization.

Section 10. COMPENSATION. Officers of the corporation shall not receive salary for services in the corporation. Officers for the corporation may receive reimbursement for expenses incurred in the course of duties as officers of the corporation. Such expenses require prior approval by the Board of Directors. No officer or member shall have the power to mortgage, lien, or make expenditures on behalf of the corporation without prior approval of the Board of Directors.

ARTICLE VII

ELECTION

Section 1. OFFICERS AND DIRECTORS. An officer or director shall be considered elected to his respective office upon receiving a plurality vote by the membership present. Either a standing vote or a vote by ballot shall be permitted upon the request of the members on the floor, or by order of the presiding officer.

ARTICLE VIII

MEETINGS

Section 1. MEMBERSHIP. The Regular Meeting of the members of this corporation shall be held at such time and place as may be designated by the Board of Directors.

Section 2. SPECIAL. Special meetings of the membership for any purpose, unless otherwise prescribed in the By-laws, may be called for by the President or by the Secretary at the request, in writing of a majority of the Board of Directors or of a majority in number of the members.

Section 3. BOARD OF DIRECTORS. The Board of Directors shall meet annually, before or at the time of the Regular Meeting of members and may by vote of a majority of the Directors present at such Annual meeting, schedule such other Directors meetings as may be necessary or appropriate in conducting the business of the corporation. The Board of Directors may at any time by vote of a majority of its members call a special meeting of the Board of Directors to be held at any time and place. Such special meetings of the Board may be called by the President at any time to be held at any place and must be called by the President on written request of a majority of the members of the Board. The newly elected Board of Directors shall hold their first meeting for the purpose of organization and transaction of business, if a quorum be present immediately after the Regular meeting of the members at which they were elected.

Section 4. NOTICE. Written notice stating the time and place of all Regular and Special meetings of the members and the general nature of the business to be considered shall be given by the Secretary, or other person designated by the Board of Directors, to each member as shown by the membership records of the corporation, by a letter addressed to the last known post office address of such member as shown by said corporate records, postage prepaid or by electronic notification. Such notice must be postmarked at least ten days before the next meeting; provided that the members may by resolution fix the time and place for regular meetings and provided that it shall not be necessary to give notice of the time, purpose and place of holding said regular meetings when so fixed by the members.

ARTICLE IX

QUORUM

Section 1. MEMBERSHIP. A majority of the members of the corporation shall constitute a quorum at any meeting of the members, unless otherwise provided by law, by the certificate of incorporation, or by the By-laws.

Section 2. BOARD OF DIRECTORS. A majority shall constitute a quorum.

ARTICLE X

VOTING

On all matters coming before the Association or the Board of Directors, each member present shall be entitled to one (1) vote. Upon demand of any member, the vote upon any question before each meeting of the members shall be by ballot. No member shall vote by proxy. Should the Board of Directors elect to do so, it shall have the power to arrange for an electronic vote of members on any question, which the Board of directors may present to the members without the necessity of calling a special meeting of the members.

ARTICLE XI

COMMITTEES

There shall be Standing and Special Committees as the president shall designate.

Section 1. STANDING AND SPECIAL COMMITTEES. Subsection 1. The President shall, within sixty (60) days following the Annual Meeting, recommend Standing and Special Committees for the ensuing year, except as otherwise provided, but in all cases designate the Chair of such committees. Each committee, so selected, shall submit progress reports at the request of the President. In the selection of such committees, consideration shall be given to expertise and other relevant factors. (Possible Committees may include Nominating, Membership, Finance, Communications, Government Affairs, Education and Program.)

Subsection 2. The Nominating Committee shall select candidates for officers and directors and report their names to all members in writing at least thirty (30) days prior to the Annual Meeting or the meeting at which elections are to be held. Nothing herein contained shall prevent any member from nominating or voting for any eligible member for any office in the Association, through means specified within these bylaws.

Subsection 3. The Finance Committee shall consist of the President, Treasurer, and other members so appointed by the Board of Directors. The Treasurer shall serve as the Chairman of the Finance Committee. The Finance Committee shall be responsible for the oversight of all routine expenditures and any monthly financial reports as presented to the board by the BAE. The Finance Committee shall also recommend to the board which type investment accounts the board should maintain, and which investment agencies the board should utilize to do so. Once authorized by the Board of Directors by corporate resolution, the Finance Committee shall ensure that the investment accounts are established and monitored on a weekly basis. The Finance Committee shall provide the board with a report on the performance of the portfolio at all regularly scheduled board meetings.

Section 2. OTHER COMMITTEES AND COUNCILS. The President with approval from the board shall appoint such other councils, committees, and task forces with such duties and serving for such period as he/she may see fit.

ARTICLE XII

ORDER OF BUSINESS

Section 1. MOTIONS IN WRITING. All motions must be made in writing if the presiding officer so requests, or if the request is by majority vote of those present.

Section 2. PROCEDURE. Roberts Rules of Order shall be recognized as the authority governing the meetings of the Association, the Board of Directors, and all not in conflict with these by-laws, in which event the provisions of these by-laws shall prevail.

ARTICLE XIII

CONSIDERATION FOR SERVICES

Directors, Officers and Committeemen, as such, shall not receive any compensation for their services; provided, however, that nothing contained herein shall be construed to preclude said Directors, Officers and Committeemen from serving said corporation in any other capacity and receiving compensation therefor upon proper authority from the Board of Directors.

ARTICLE XIV

FISCAL YEAR

The fiscal year of this Association shall begin on the first day of January and end on the thirty-first day of December next following of each calendar year.

ARTICLE XV

AMENDMENTS

Section 1. AT MEETINGS. These By-laws may be amended and approved by a majority vote of the members present at any regular or special meetings of the members, provided the proposed amendment or amendments have been first submitted to the Board of Directors in writing. The Board of Directors shall each consider such amendment or amendments and, at the time the proposed amendment is presented to the members for consideration, shall make its recommendations thereon, and provided further, that written notice of the proposed amendment or amendments shall have been sent to each member of the Association at least thirty (30) days prior to the meeting at which such amendment or amendments are present. Each member present at the meeting shall be entitled to cast one (1) vote.

Section 2. BY POSTAL REFERENDUM. The By-laws may be amended by a majority vote of the members of the Association, by postal referendum, each member being entitled to cast one (1) vote, provided that the proposed amendment or amendments shall have first been submitted to the Board of Directors in writing, and that at the time such amendment or amendments are presented to the Members (by postal referendum) for consideration, each member shall be notified of the recommendation of each of said bodies and respect to such proposed amendment or amendments.

ADOPTION

The foregoing By-Laws of the Corporation have been duly adopted this 18 day of December 2024.

By action of the Board of Directors, BOMA Shreveport Building Owners and Managers Association.

In testimony thereof, witness the hand of the undersigned President and Secretary of the Corporation on such date.

Patrick W. Murphy Jr.

President, BOMA Shreveport

Linda M. Biernacki

Secretary, BOMA Shreveport