

Amended and Approved  
November 27, 2007

**BY-LAWS  
OF  
HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC.**

**ARTICLE 1  
PREAMBLE**

1.1 It shall be the purpose of the HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. to unite in common organization those individuals whose principal occupation is the leasing of office space in the greater metropolitan area of Houston, Texas, in the employ of a real estate brokerage firm (or self employed) as a broker or salesperson; to investigate, debate, promote and publicize those policies which, in the opinion of the Corporation, shall benefit the office leasing profession, the Corporation and its members; to encourage interaction, cooperation and exchange of information within the office leasing profession; to cooperate with all other organizations with common purpose and goals; to unite in common action to further these goals, to promote greater understanding and knowledge among its members; and to strive to secure and maintain the highest standards of ethical and moral professional conduct by its members, the entire office leasing profession and the real estate industry as a whole.

**ARTICLE 2  
NAME AND STATUS**

2.1 The name of this organization is HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. until such time as it is formally amended by appropriate Resolution and the filing of all necessary forms with the Secretary of State. The organization is a Texas Non-Profit Corporation.

**ARTICLE 3  
PURPOSE**

3.1 The purposes for which the HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. is organized are to carry on the following purposes, or any of them:

- (a) To serve as an educational organization of persons, firms, partnerships, corporations, associations, and other entities concerned with the leasing of office space in the greater metropolitan area of Houston, Texas and to advance the general welfare of the office leasing profession in the greater metropolitan area of Houston, Texas.

(b) To organize, produce, conduct, manage and operate educational schools, facilities, seminars, classes, lectures and such other educational forums, in or about the vicinity of Houston, Harris County, Texas, from time to time, for the benefit of the HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. and the office leasing profession.

(c) To defray the cost of study, education, research or development, carried on by qualified persons, whether or not they are employed by or otherwise connected with, or are conducting such study or research under the auspices of an organized body or institution.

(d) To assist qualified persons in the matter of their further education and professional development. To engage in, conduct, and to carry on the purpose of collecting and disseminating information and data concerning all facets of the office leasing profession, and all things incidental thereto, and to provide such educational services pertaining to the same as will enhance and improve the standards of the office leasing profession.

(e) To support and promote the education of all persons, companies, corporations, and all other firms or entities, connected or related to, the office leasing profession, through classes, schools, seminars, and all other forms of educational programs, and to do all things necessary for and incidental to, the education and dissemination of information between and among all parties and institutions within the office leasing profession.

(f) To research, develop, publish and disseminate information and data to the office leasing profession.

(g) To accept, hold, administer, invest, reinvest, sell, disburse, or otherwise dispose of, for such purposes, such funds and other property, in whatever form it may take, as may from time to time be received by the HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. by gift, devise, bequest, donation, or otherwise, from any person, persons, Corporations or other entities.

(h) The HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. may own, rent or lease and pay for the cost of operation of any premises, machinery, equipment or other property, personal, real or otherwise, being devoted exclusively to the purposes and uses, or used as administrative offices for the Corporation, and may pay salaries or other compensation to qualified persons employed, or otherwise engaged in connection with the operation of the Corporation.

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, trustee, or officer of the Corporation, or any private individual (except that reasonable compensation as approved by the Board of Directors may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(j) Upon the dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation, if any, shall be distributed exclusively to, or for the benefit of the University of Houston, College of Business, Real Estate Department, Scholarship Fund, or to its organization successor thereto.

(k) In general, and subject to limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or are necessary or incidental to, the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that only such powers shall be exercised, as are in the furtherance of the exempt purposes of the organization, set forth in Section 501(c)(6) of the Internal Revenue Code of 1954, as it now exists, or as it may hereafter be amended.

(l) To have and to exercise all of the powers conferred by the laws of the State of Texas, upon corporations formed under the Texas Non-Profit Corporation Act, as amended.

(m) None of the foregoing purposes are intended or shall be construed, to authorize the Corporation to engage in any activity or to do any act or thing which is expressly prohibited by any law of the State of Texas, or to engage in any act prohibited by Paragraph B of Section 2.01 of Article 1396 of the Texas Non-Profit Corporation Act.

(n) the Corporation shall make distributions at such time and in such manner, as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954; the Corporation shall not engage in any act of self-dealing which will be subject to tax under Section 4941 of the Code; the Corporation shall not retain any excess business holdings which would subject it to tax under Section 4943; the Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any tax expenditures which would subject it to tax under Section 4945 of the Code.

#### **ARTICLE 4** **OFFICES**

4.1 Principal Office. The principal office of the Corporation shall be in Houston, Texas, as shall be established from time to time by the Board of Directors. The Corporation may also maintain other offices at such places within or without the State of Texas, as the Board of Directors may from time to time appoint, or as the affairs of the Corporation may require.

4.2 Registered Agent and Office. The registered office and the name of the registered agent of the Corporation shall be on file with the Secretary of State at all times. Notwithstanding any other provision in these by-laws to the contrary, however, such registered office and such registered agent may be changed by resolution of the Board of Directors and upon the filing of a statement to such effect with the Secretary of State of Texas.

**ARTICLE 5**  
**GENERAL MEMBERSHIP**

5.1 General. The Corporation shall not have shares of stock of any class and shall not be owned by any person or persons, trust or Corporation. The Corporation shall have only those types and classes of members as provided for in this Article. At the beginning of each year, the new Chairman of the Membership Committee shall advise the Board of Directors of the number of members then in the Corporation and the Board of Directors shall establish guidelines to be followed by the Membership Committee in setting its policy with respect to the number of new members to be accepted during the year. Members shall be permitted to participate in all functions of the Corporation, vote and hold office, except as otherwise set forth in the By-Laws.

5.2 Qualifications.

(a) All members of the Corporation must be licensed real estate brokers or salespersons. Failure on the part of a member to timely pay his/her dues or any mandatory assessments to the Texas Real Estate Commission or to maintain his/her Texas Real Estate License shall automatically result in loss of membership in the Corporation.

(b) Persons proposed for membership must fill out a membership application and submit it to his her sponsor, who will forward such application, together with a sponsoring letter and two (2) seconding letters, to the Membership Committee. All applicants for membership shall be accompanied by a signed membership application wherein all applicants agree to abide by these By-Laws, as they now exist or might later be amended, the Code of Ethics adopted by the Corporation and all Resolutions, Rules and Policies promulgated by the Board of Directors.

(c) The applicant must have been actively engaged as a broker or salesperson specializing (majority of time and production) in office leasing brokerage for at least ~~three~~ (3) five (5) years, including at least one (1) year locally, which shall be the twelve (12) month period immediately preceding the date of application for membership. Persons in the employ of the office leasing staff of a landlord/developer or a real estate brokerage firm and handling office leasing within the property management department shall not be eligible for membership; however, the time spent in such capacities shall satisfy the three (3) year and one (1) year requirements set forth above. Persons who act as managers or executives for firms which engage in office leasing brokerage and who directly supervise the office leasing activities of the office leasing brokerage personnel shall be eligible for membership, limited to one (1) such member per firm or major office of the firm, provided such persons shall have been in such managerial/supervisory position or have been actively engaged as a broker or salesperson specializing in office leasing at least one (1) year locally, which shall be the twelve (12) month period immediately preceding the date of application for membership.

(d) The applicant must be at least twenty-five (25) years of age.

(e) If a member leaves the office leasing brokerage profession, including joining the office leasing staff of a landlord/developer or joining the office leasing staff within the property management department of a real estate brokerage firm, or otherwise ceases to specialize in office leasing brokerage, then he/she may be subject to loss of membership in the Corporation based on a vote of the Board of Directors as provided in Paragraph 5.5.

(f) A prospective member must demonstrate interest in becoming a member by using his/her best efforts to attend one-half (1/2) the breakfast luncheon functions (other than the Annual Meeting) of the Association within the twelve (12) month period immediately preceding the candidate's application being acted upon by the Membership Committee.

5.3 Sponsoring and Approval. Any member in good standing may sponsor not more than one (1) applicant for membership each year, provided that the sponsoring member has known the applicant for at least one (1) year. In addition, a member may second no more than two (2) applicants per year. No sponsoring member shall be from the same firm as the applicant no more than one (1) seconding letter shall come from a member in the same firm as the applicant. The Membership Committee shall meet at least every six (6) months to consider applications of new members, which may be submitted at any time. Prior to any applicant being acted upon by the Membership Committee, the proposed member must first be interviewed, either separately or together, by all members of the Membership Committee. In addition, the proposed member's name shall be brought to the attention of the members of the Corporation by written or email notice prior to the applicant being acted upon by the Membership Committee. Prospective members' applications must be approved by eighty percent (80%) of the Membership Committee.

5.4 Voting. Each member shall be entitled to one (1) vote, either in person or by proxy, in writing, filed with the Secretary of the meeting. No proxy shall be valid after three (3) months from the date of its execution and each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

5.5 Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause, after appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall default in the payment of dues.

5.6 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

5.7 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors

may deem appropriate. A reinstated former member shall be required to pay the then current initiation fees and yearly dues.

5.8 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

5.9 Annual Meeting of Members. The annual meeting of the members shall be held on the first Tuesday in December of each year, or on such other date chosen by the Board of Directors, but in no event later than January 15 of the following year, for the purpose of ratifying the directors elected pursuant to Article IX of these By-Laws and for the transaction of other business as may properly come before the meeting.

5.10 Regular and Special Meetings of Members. Regular meetings of the members may be held at such time and such place as shall, from time to time by resolution, be determined by the Board of Directors. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

5.11 Place of Meeting. Except as otherwise provided herein, the meetings of the members may be held at such place, within or without the State of Texas, as may be stated in the notice of the meeting or the waiver hereof.

5.12 Notice of the Meetings. Notice of the time and place of each meeting of the members, whether it be regular or special, annual or otherwise, may be delivered personally, ~~or~~ by mail or by email to the members at least five (5) days before such meeting. Nothing contained in this paragraph to the contrary, shall prevent the members from waiving the notice requirement as to the time or place of the meeting.

5.13 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

5.14 Quorum. The members holding fifty percent (50%) of the votes which may be cast at any meeting, whether those votes are present in person, or by proxy, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

5.15 Voting by Mail and Email. The Board of Directors may, by resolution, submit matters to the membership by mail and email and to conduct such elections, polls, surveys, and resolutions, in such a manner, by mail, as the Board of Directors shall determine in said resolution.

## **ARTICLE 6 EMERGING BROKER MEMBERSHIP**

6.1 General. The Corporation shall not have shares of stock of any class and shall not be owned by any person or persons, trust or Corporation. Emerging Broker (“EB”) Members shall be permitted to participate in the functions of the Corporation, except as otherwise set forth in the By-Laws.

6.2 Qualifications.

(a) All EB members of the Corporation must be licensed real estate brokers or salespersons. Failure on the part of an EB member to timely pay his/her dues or any mandatory assessments to the Texas Real Estate Commission or to maintain his/her Texas Real Estate License shall automatically result in loss of EB membership in the Corporation.

(b) Persons proposed for EB membership must fill out an EB membership application and submit it to his or her sponsor, who will forward such application, together with a sponsoring letter and two (2) seconding letters, to the Membership Committee. All applicants for EB membership shall be accompanied by a signed EB membership application wherein all applicants agree to abide by these By-Laws, as they now exist or might later be amended, the Code of Ethics adopted by the Corporation and all Resolutions, Rules and Policies promulgated by the Board of Directors.

(c) The applicant must have been actively engaged as a broker or salesperson specializing (majority of time and production) in office tenant representation leasing brokerage for at least two (2) years, including at least one (1) year locally, which shall be the twelve (12) month period immediately preceding the date of application for EB membership. Persons in the employ of the office leasing staff of a landlord/developer or a real estate brokerage firm and handling office leasing within the property management department shall not be eligible for EB membership; however, the time spent in such capacities shall satisfy the two (2) year and one (1) year requirements set forth above.

(d) The applicant must be at least twenty-two (22) years of age.

(e) If an EB member leaves the office leasing brokerage profession, including joining the office leasing staff of a landlord/developer or joining the office leasing staff within the property management department of a real estate brokerage firm, or otherwise ceases to specialize in office leasing brokerage, then he/she may be subject to loss of EB membership in the Corporation based on a vote of the Board of Directors as provided in Paragraph 5.5.

(f) An EB member must use his or her best efforts to attend all breakfast, luncheon, and social functions (other than the Annual Meeting) of the Association.

6.3 Sponsoring and Approval. Any member in good standing may sponsor not more than two (2) applicants for EB membership each year, provided that the sponsoring member has known the applicant for at least one (1) year. In addition, a member may second no more than two (2)

applicants per year. No sponsoring member shall be from the same firm as the applicant no more than one (1) seconding letter shall come from a member in the same firm as the applicant. The Membership Committee shall meet at least every six (6) months to consider applications of new members, which may be submitted at any time. Prior to any applicant being acted upon by the Membership Committee, the proposed member must first be interviewed, either separately or together, by all members of the Membership Committee. In addition, the proposed member's name shall be brought to the attention of the members of the Corporation by written or email notice prior to the applicant being acted upon by the Membership Committee. Prospective EB member's applications must be approved by eighty percent (80%) of the Membership Committee.

6.4 Voting. EB member shall be not entitled to vote

6.5 Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel an EB member for cause, after appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any EB member who becomes ineligible for membership, or suspend or expel any EB member who shall default in the payment of dues.

6.6 Resignation. Any EB member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the EB member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

6.7 Reinstatement. Upon written request signed by a former EB member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former EB member to EB membership on such terms as the Board of Directors may deem appropriate. A reinstated former EB member shall be required to bring all past years dues current.

6.8 Transfer of EB Membership. EB membership in this Corporation is not transferable or assignable.

6.9 Annual Meeting of Members. EB Members are ineligible to attend the annual meeting of the members.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

7.1 Board of Directors. The business, affairs, and property of the Corporation shall be managed and controlled by the Board of Directors. The initial Board shall have nine (9) members, and no more than two (2) members from the same firm or company. Directors must be residents of the State of Texas. Directors shall serve for a period of three (3) years, or until their successors are duly elected. Provided, however, that their terms shall be staggered so that the terms of three (3) Directors shall expire each year. The number of Directors may be increased or decreased from time



to time by amendment to these By-Laws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

7.2 Newly Created Directorships. If the number of directors is increased, the newly created directorships resulting from the increase in the authorized number of directors may be filled by a majority vote of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until their successors shall be duly elected and shall qualify.

7.3 Vacancies. In case of any vacancies in the Board of Directors through death, resignation, disqualification, removal or any other cause, the vacancies thus created may be filled by the President, subject to the approval of a majority vote of the directors then in office, though less than a quorum and the directors so chosen shall hold office until their successors shall be duly elected and shall qualify. In the event a vacancy is created by the death, resignation, disqualification, removal or any other cause of the President, the vacancy shall be filled by the vote of the remaining members of the Board of Directors then in office, though less than a quorum and the President so chosen shall hold office until his successor shall be duly elected and shall qualify.

7.4 Resignations. Any director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, then upon receipt of such notice by the addressee, and unless otherwise provided herein, the acceptance of such resignation shall not be necessary to make it effective.

7.5 Removal.

(a) Any director may be removed from office, for good cause shown, upon the affirmative vote of two-thirds (2/3) vote in number of the remaining directors, excluding the purposes of calculating the vote, the accused director, at any special meeting of the directors, provided that notice of the intention to act upon such matters shall have been given in the notice calling such meeting, or the waiver of such notice.

(b) Absences. When any director is absent from three (3) consecutive regularly scheduled meetings of the Board, his directorship will automatically terminate, no further action of the Board being necessary. In the event of removal, the vacancy shall be filled as provided in paragraph 6.04.

7.6 Powers. In addition to the power and authority expressly conferred upon the Board of Directors by the laws of the State of Texas, by the Articles of Incorporation, or other certificate filed pursuant to law, and by these by-laws, the Board may exercise all of the powers of the Corporation and do all such lawful things and acts as may be done by the Corporation.

7.7 Quorum. At all meetings of the board of Directors, five (5) of the directors present in person and then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If at any meeting of the Board, there shall be less

than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained.

7.8 Annual Meeting. The annual meeting of the Board of Directors, for the election of officers and directors and the transaction of such other business as may come before it, shall be held at the office of the corporation in Houston, Texas, unless otherwise determined by the Board of Directors, at such time as the Board of Directors may determine, on the first Tuesday in December in each year, or as soon thereafter as is convenient, but in no event shall the annual meeting be held later than January 15 of the following year.

7.9 Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall, from time to time by resolution, be determined by the Board. Special meetings may be held when called by the President, Vice President, Secretary, or any two (2) directors.

7.10 Place of Meeting. Except as otherwise provided herein, the meetings of the Board of Directors may be held at such place, within or without the State of Texas, as may be stated in the notice of the meeting or the waiver thereof.

7.11 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors, whether it be regular or special, annual or otherwise, may be delivered personally, or by mail or by email to the members of the Board of Directors, at least ten (10) days before such meeting. Nothing contained in this paragraph to the contrary, shall prevent the Board of Directors from waiving the notice requirement, as to the time or place of meeting.

7.12 Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine.

7.13 Compensation. Directors, as such, shall not be entitled to receive any fixed sums for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be provided for attendants of the Board meetings provided that nothing herein contained shall be interpreted to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

7.14 Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors. Any written consent may be signed in multiple counterparts, and signatures transmitted by fax or electronic signature will be considered as original signatures.

7.15 Liability of Directors in Certain Cases. A director shall not be liable for his acts, as such, if he is excused from liability under Texas Non-Profit Corporation Act, as amended, and, in addition, to the fullest extent permitted by the Texas Non-Profit Corporation Act, as amended, each officer or director, shall in the discharge of any duty imposed or power conferred upon him by the

Corporation, be fully protected if, in the exercise of ordinary care, he acted in good faith and in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its officials, or by any independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors, or by such committee or in reliance upon other records of the Corporation.

7.16 Indemnification of Directors and Officers. Each director and officer of the Corporation shall be indemnified by the Corporation against all expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, commenced after the date of the adoption of this by-law, in which he is made a party by reason of his being or having been a director or officer of the Corporation, except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duty as such director or officer. The indemnification granted hereunder shall not be deemed exclusive of any other rights to which such directors or officer may be entitled, under any by-law agreement or at law or in equity, or otherwise.

## **ARTICLE 8** **OFFICERS**

8.1 Number. The officers of the Corporation shall be chosen by the Board of Directors. The officers shall be a President, President-Elect, Secretary, a Treasurer, and such number of Vice Presidents, Assistant Secretaries and Assistant Treasurers, if any, as the Board from time to time may determine. No person may hold more than one office at a time. All officers must be members of the Board.

8.2 Additional Officers. The Board may appoint such other officers, agents and factors as it shall deem necessary.

8.3 Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

8.4 Removal. Any officer, including, the choosing of a successor, the President, President-Elect, Secretary and the Treasurer, may be removed from office at any time by a two-thirds (2/3) vote of the entire Board of Directors, with or without cause.

8.5 Powers and Duties of Officers. The officers so chosen shall perform the duties and exercise the powers as follows, as well as such other powers and duties, as may be assigned to them from time to time by the Board of Directors of the President.

(a) President. The President, subject to the control of the Board of Directors shall be in general charge of the affairs of the Corporation, in the ordinary course of its business, he

shall preside at all meetings of the Board of Directors. He may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations, and any and all other instruments and papers of any kind or character, in the name of the Corporation. He shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

(b) President-Elect. The President-Elect shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the President-Elect shall have and exercise the powers of the President during the officer's absence or temporary inability to act. Any action taken by the President-Elect in the performance of the duties of the President shall be conclusive evidence of the absence or temporary inability to act of the President at the time such action is taken. In the event of the President's death, resignation, disqualification, removal or for any other cause, resulting in a vacancy in the office of President, the President-Elect shall succeed to the powers, duties and responsibilities of the office of the President. The President-Elect shall be the President in the year following the President's tenure.

(c) Treasurer. The Treasurer shall have the custody of all funds and securities of the Corporation, which come into his hands. When necessary or proper; he may endorse, on behalf of the Corporation for collection, checks, notes or other obligations, and shall deposit the same to the credit of the Corporation in such manner prescribed by the Board of Directors. He may sign all receipts and vouchers for payment made to the Corporation, jointly with such officer or officers as is designated by the Board of Directors. Whenever required by the Board of Directors, he shall render a statement of his cash account. He shall enter or cause to be entered regularly on the books of the Corporation, to be kept by him for that purpose, full accurate accounts of all monies received and paid out on account of the Corporation. He shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, give bond for the faithful discharge of his duties in such form and in such amount as the Board of Directors may require.

(d) Assistant Treasurers. The Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.

(e) Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of all notices. He may sign with the President and vice President in the name of the Corporation, all contracts, conveyances, transfers, assignment, authorizations, or other instruments of the Corporation, and affix the seal of the Corporation thereto. He shall have charge of and maintain and keep such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be opened to inspection by any director upon request at the office of the Corporation during business hours, and he shall in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

(f) Assistant Secretaries. The Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such office by the Board of Directors and the Assistant Secretary shall exercise the powers of the Secretary during that officer's absence or inability to act.

## **ARTICLE 7 COMMITTEES**

7.1 General. The Corporation shall function for and through its members by committee action, and, where feasible, the Board of Directors may appoint committees from time to time for any necessary purpose. The Chairman of each committee shall be appointed by the President, subject to the approval of the Board of Directors. By way of example, and not by way of limitation, the Corporation shall have a Membership Committee and a Nominating Committee.

7.2 Membership Committee. The Chairman of the Membership Committee shall be appointed by the board of Directors at their last regularly scheduled meeting immediately preceding the annual meeting of the members. The Membership Committee shall administer the procedure and selection of new members as provided in Article 5. All members of the Membership Committee shall be selected by the Chairman of the Membership Committee, subject to the approval of the Board of Directors.

## **ARTICLE 8 NOMINATIONS AND ELECTIONS**

8.1 Election of Directors. The Board of Directors shall have the exclusive right to elect new members of the Board of Directors as such positions become vacant, subject to ratification by the members at their annual meeting. If the members refuse to ratify the election of a director, the Board of Directors shall immediately elect another person for that directorship and call a special meeting of the members to ratify his or her election.

## **ARTICLE 9 ANTI-TRUST COMPLIANCE**

9.1 Statement. The Corporation hereby affirms its belief in establishing and preserving free and unfettered competition as the basis for our free enterprise system. It is and shall continue to be the Corporation's firmly established policy to comply fully with all anti-trust laws, whether State or Federal. To this end, the Corporation hereby adopts and approves the Anti-trust Compliance Manual of the Houston Board of Realtors, and, as a condition for membership in the Corporation, it shall be required that each member, along with the tendering of his/her annual dues, sign a form stating that he/she understands the anti-trust laws, has read and understands the Anti-trust Compliance Manual, and agrees to comply fully with all such anti-trust laws and the policies set forth in the Anti-Trust Compliance Manual.

**ARTICLE 10**  
**FINANCIAL RECORDS AND REPORTS**

10.1 Financial Records. The Corporation shall maintain current, true and accurate financial records with full and complete entries made with respect to all financial transactions of the Corporation, including all income and expenditures in accordance with generally accepted accounting practices.

10.2 Financial Reports. Based on the foregoing records, the Board of Directors shall annually prepare or approve the report of the financial activity of the Corporation for the preceding year, which report shall conform to the accounting standards promulgated by the American Institute of Certified Public Accountants, including a statement of support, revenue and expenses, and changes in fund balances, and a statement of functional expenses and balance sheets for all funds.

10.3 Inspection of Books. The records, books, and annual reports of the financial activity of the Corporation shall be kept at the principal office of the Corporation for at least three (3) years after the closing of each fiscal year, and shall be available to the members for inspection and copying thereof, during normal business hours. The Corporation may charge for reasonable expenses of preparing copies of such records or reports.

**ARTICLE 11**  
**DUES**

11.1 Annual Dues and Assessments. The Board of Directors shall determine from time to time, the amount of the annual dues, assessments and initiation fees payable to the Corporation by the members. In addition to annual dues, the Board of Directors shall have the power and authority to establish an initiation fee payable by new members and all other dues and/or assessments that might be due or required by the Corporation.

11.2 Payment of Annual Dues. Dues are payable annually in advance and shall be due and payable at such time and on such terms as shall be established by the Board of Directors. All applicants for membership must submit with their application such initiation fee as established by the Board. The Board may prorate dues on a monthly basis if it desires, however, initiation fees must be paid in full at the time the application is submitted.

11.3 Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of sixty (60) days from the date due, that member's application shall automatically be canceled and terminated without the necessity of action by the Board of Directors.

11.4 Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

**ARTICLE 12**  
**CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

12.1 Authority to Contract. The Board of Directors, except as in these by-laws, otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, or expressly authorized by the by-laws, no officer or agent or employee shall have any power or authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

12.2 Loans. No loans shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name, unless authorized by the vote of the Board of Directors.

12.3 Payment of Funds. All checks, drafts and other order for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, or if the board so delegates the Executive Committee, provided that no employee on leave of absence from the service of the Corporation shall be authorized to sign any check, draft or other order for the payment of money out of the funds of the Corporation.

12.4 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time, to the credit of the Corporation, in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit, the President, or Vice President, or the Treasurer, or the Secretary or any other officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

12.5 Source of Funds. HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC., shall be supported form dues, charges and assessments established by the Board of Directors, and with contributions of cash and property, received from foundations, Corporations, organizations, churches, groups or individuals. The Board of Directors shall have the sole responsibility of accepting or refusing specific contributions.

**ARTICLE 13**  
**NON-DISCRIMINATORY POLICY**

13.1 THE HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. in any and all of its schools, facilities, seminars, classes, lectures, and all other educational forums and activities and any and all other activities that might be undertaken by the Corporation, adopts a non-discriminatory policy. THE HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC.

admits members of any race, color, national or ethnic origin to all of the rights, privileges, programs and activities generally accorded or made available to its members at the courses, schools or seminars, and any and all other educational activities of the Corporation. It does not discriminate on the basis of race, color, national and ethnic origin, sex or creed in administration of its educational policies, admissions policies, and any other administrative programs. In the employment of all employees or personnel, the HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. will not discriminate on the basis of race, color, creed, sex or national origin.

## **ARTICLE 14** **MISCELLANEOUS**

14.1 Joint Undertakings. HOUSTON OFFICE LEASING BROKERS ASSOCIATION, INC. Through Board action, may participate in joint projects or programs with other groups, Corporations, agencies, or organizations, within the limitations imposed upon tax exempt organizations established by the Internal Revenue Code.

14.2 Office. The principal place of business and office of the Corporation in the State of Texas shall be in Houston, Texas.

14.3 Seal. The corporate seal shall be circular in form with the name of the Corporation inscribed around the margin, and with a five pointed star in the center, or may be in such form as prescribed by the Board of Directors or may be dispensed with entirely by the Board of Directors.

14.4 Fiscal Year. The fiscal year shall be as is from time to time determined by the Board of Directors.

14.5 Loans to Officers and Directors. No loans shall be made by the Corporation to any of its officers and directors.

14.6 Amendment of By-Laws. Subject to the provisions contained elsewhere herein, the power to alter, amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of Directors who may amend, alter, or repeal the same at any annual or special meeting, if notice of the proposed action is contained in the notice of said meeting, upon two-thirds (2/3) vote of the entire Board of Directors.

14.7 Amendment to the Charter. The power to alter, amend, or repeal the charter of the Corporation, or to adopt a new charter, or to amend the charter, shall be vested in the Board of Directors.

14.8 Dissolution. Upon the termination of this Corporation, after satisfaction of all of its obligations as they might be determined, all assets of the Corporation shall be distributed exclusively to and for the benefit of the University of Houston, College of Business, Real Estate Division, Scholarship Fund, or to such organization as may then exist as successor to said University of Houston, College of Business, Real Estate Division, Scholarship Fund and to no other person, trust



or Corporation. Notwithstanding any other provision hereof, no power or authority shall be exercised by the Board of Directors in any manner, or for any purpose whatsoever, which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code, as such Section now exist or as they may hereafter be amended.

14.9 Section Headings. The headings of the articles and sections of these by-laws are inserted for convenience or reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.