



APPA Bylaws

(Revised February 2011)

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

A. The principal office of APPA, a non-profit corporation incorporated under the laws of the District of Columbia and authorized to conduct its activities in the Commonwealth of Virginia (hereinafter the Association), shall be located in the Commonwealth of Virginia, City of Alexandria.

B. The Association may have such other office or offices at such suitable place or places within or without the City of Alexandria, Virginia as may be designated from time to time by the Association's Board of Directors.

C. The Association shall have and continuously maintain a registered office in the District of Columbia and the City of Alexandria, Virginia, and the Association's Board of Directors shall appoint and continuously maintain in service in both jurisdictions, a registered agent who shall be a qualified individual.

ARTICLE II: PURPOSES

The purposes of the Association, subject to the limitations of Article XVIII hereof, are to develop and maintain high standards in the administration, care, operation, planning, and development of facilities used by educational institutions; to promote professional ideals and standards to better serve the objectives of education; and to engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Association. APPA shall be affiliated with and recognize the related purpose(s) of the APPA Board for Educational Facilities Professionals Certification (Certification Board), which is a separate organization established as a 501 (c)(6) with independent and autonomous decision-making by the Certification Board.

Code of Professional Conduct

This code of conduct is hereby stated in order to fulfill the purposes of the Association:

In pursuit of the purposes of the Association, members shall seek to blend the stewardship of facilities and assigned resources with the obligation for support service to the mission and programs of the institution. Members shall maintain the highest level of personal and professional conduct as such conduct may reflect upon the Association or the profession. Members shall maintain professional expertise in facilities management through regular participation in educational or professional development events. Members are encouraged to attend an official Association or regional educational or professional development event every two years. No member shall abuse any privileges that may be extended as a result of his/her membership or position in the Association or institution. No members shall misrepresent his/her professional status, competence, or experience when applying for or maintaining any employment position where such background is a factor. No member shall allow the use of his/her name or likeness in a manner so as to misrepresent his/her position or institution, or otherwise mislead the public concerning rank or service.

ARTICLE III: MEMBERSHIP

A. Membership Classification. There shall be two basic classifications of members of the Association, namely, voting and non-voting. Voting Members are Educational Institutions and Affiliate Members that meet the qualifications for membership as hereinafter described and who join the Association. Each Educational Institution

Member or Affiliate Member shall appoint one Institutional Representative who shall be authorized to cast its vote and represent its interest in all matters before the Association. In the absence of the Institutional Representative, his or her proxy may cast votes on behalf of the institution. Non-Voting Members consist of all other categories of membership, which are: Associate, Business Partner, Emeritus, Honorary, Retired, and Student members.

B. Membership Categories.

1. Educational Institution Members—

(a) To be considered an Education Institution Member the institution must have an independent facilities management organization, or must maintain control over the position of a principal administrator in direct charge of the facilities management organization for such institution.

(b) Types of Educational Institution Members include:

(i) Institutions of Higher Education in the United States and Canada which require at least two years of academic credit for graduation and which have been legally granted the authority to award degrees.

(ii) Other Post-Secondary Education Providers

(iii) Other Educational Institutions specifically including, K-12 Schools, Libraries, and Museums

(iv) University or College Systems maintain eligibility for separate educational institution membership when the university or college system employs a facilities officer who consults or advises other facilities officers in charge of facilities management efforts at two or more institutions operating under the university or college system. Nothing herein shall be interpreted as denying any qualified institution of higher education separate membership in the Association solely for the reason that a system of colleges and universities of which it is a member is itself a member of the Association.

(c) Institutional Representatives. The senior facilities officer of each Educational Institution Member shall designate to the Association the name and title of the individual they desire to be their Institutional Representative.

2. Affiliate Members

Affiliate Members of the Association shall also consist of organizations that are not a for-profit organization that would be eligible as a Business Partner, such as non-profit institutions including government or quasi-government agencies, or the professional individuals employed by the same, engaged in work related to facilities management and having an interest in the purpose and activities of the Association.

Affiliate Members of the Association shall consist of units or departments employed at educational institutions or systems thereof, other than personnel identified as the primary facilities management functions, and not listed as Associate members, but engaged in work related to facilities management, and having an interest in the purposes and activities of the Association. Affiliate Members shall also consist of other interested professional

individuals who are not employed by a for-profit organization that would be eligible as a Business Partner.

Affiliate Members shall be eligible to vote except in the case where an institution's physical plant or facilities department holds current APPA Educational Institution membership. Regardless of membership status, an Educational Institution shall be limited to one vote whether by Institutional representative or a single affiliate member. Affiliate Members shall be eligible to hold elective, or appointed, office in the Association. The Association's Chief Paid Executive shall evaluate each application for Affiliate membership and maintain a list of Affiliate Members.

3. International Members

International membership shall consist of institutions of Higher Education or Systems as defined under Educational Institution Members above whose institutions are located elsewhere than the United States of America or Canada. These members, who do not otherwise qualify for an international section, division, or global partnership, may associate with appropriate existing Regions as approved by the specific Region's Board of Directors. Groups of International Members may become Sections or Divisions as prescribed in ARTICLE X. International Members have all of the rights, privileges, and responsibilities of and may vote and hold office in the same manner as Educational Institution Members. Hereinafter, Bylaw references to Educational Institution Members shall be understood to include International Members, unless separately specified.

4. Business Partners

Business Partner memberships may be offered to individuals, organizations, manufacturers, or suppliers of goods and services operating for-profit and ascribing to the policies and purposes of the Association and wishing to support the activities of the Association, subject to approval of the Board of Directors. Election to this category of membership shall not be construed as endorsement, actual or implied, by the Association.

5. Associate Members

Associate Members of the Association shall consist of enrolled professionals employed by Educational Institution, Affiliate, or International Members, other than personnel described as Institutional or Primary Representatives. Enrolled members are those members designated by their respective institution or organization.

Associate Members of an Educational Institution, Affiliate, or International Member shall not be eligible to vote, but shall be eligible to hold elective, or appointed, office in the Association. The Association's Chief Paid Executive shall evaluate each application for associate membership and maintain a list of Associate Members.

6. Student Members

Student members of the Association shall be limited to full-time students. Student members are not eligible to vote or hold elected office.

7. Emeritus Members

Emeritus Member status is considered to be a high honor that should be afforded to those retirees who have made significant contributions to APPA and the facilities management profession through active participation at the chapter, region, or international level. Emeritus Member status may be granted, upon application, by a majority vote of the Board of Directors. Recipients of APPA's Meritorious Service Award shall be granted Emeritus Member status immediately upon application.

8. Retired Members

Retired Member status may be granted to an individual who has retired as a member in good standing.

9. Honorary Members

Persons not otherwise members or representatives of Educational

Institution Members of the Association who have rendered exceptional and meritorious service in promoting the purposes for which the Association stands or persons of national stature may be appointed to Honorary membership in the Association, without voting or holding office privileges, upon the approval of the Board of Directors. No more than three Honorary Members may be appointed in any year.

C. Election to Educational Institution Membership.

The Chief Paid Executive of the Association shall evaluate each application for membership in light of the criteria enumerated in Article III B hereof. After reviewing each application, the Chief Paid Executive shall notify the applicant of its acceptance or rejection.

Where interpretation of Article III B is required to determine an applicant's eligibility or where there is any question of such eligibility, the chair of the Executive Committee shall be consulted. The chair of the Executive Committee may seek the counsel of any other Educational Institution Member prior to reaching a decision or may refer the decision to the Association's Executive Committee or otherwise to the Board of Directors. Efforts shall be made to process membership applications without unnecessary delay.

D. Voting Rights. Each Educational Institution and Affiliate Member of the Association (except in the case where an institution's physical plant or facilities department holds current APPA Institutional membership) shall be entitled to one vote on all matters of the Association requiring votes. Votes may be cast at meetings of the membership or by mail or electronic ballot, as determined by the Board of Directors. The Institutional Representative is responsible for approving or designating his or her proxy.

E. Annual Dues. The amount of dues to be paid by Educational Institution, Associate, Affiliate, International, Student, Retired, and Business Partner members shall be determined by the Board of Directors. The Board of Directors shall determine when dues are payable and when a member is delinquent. Emeritus and Honorary members do not pay dues.

F. Revocation or Termination of Membership. Any member may have their membership revoked or terminated by affirmative vote of the Board of Directors, whenever the best interests of the Association will thereby be served. Notwithstanding the foregoing, a member of the Association shall be dropped from the membership rolls of the Association for: (1) Failure to pay dues or, (2) Loss of eligibility.

G. Reinstatement. Any institution or organization, the educational institution membership of which has been terminated, may be reinstated to educational institution membership by action of the Board of Directors.

ARTICLE IV: MEETINGS OF MEMBERS

A. Annual Business Meeting. An annual business meeting of the Educational Institution and Affiliate Members of the Association shall be held for the purpose of transacting any and all business that may be brought before the meeting.

B. Location of Meeting. The Board of Directors shall select the annual business meeting site.

C. Notice of Meeting. Written or printed notice stating the time, day, and place of the annual business meeting shall be delivered to all Institutional Representatives at least twenty days prior to the date of the meeting.

D. Special Meetings. Special meetings of the Educational Institution and Affiliate Members may be called by the Board of Directors or not less than one-fourth of the Educational Institutions and Affiliate Members who shall in writing, addressed to the Chief Paid Executive of the Association, direct that such a meeting be called. The Board of Directors shall determine the time, day, and place and the agenda for

which the meeting is called. Written or electronic notice shall be delivered to the Institutional Representatives at least twenty days prior to the meeting date. The agenda contained in the notice may not be altered.

E. Quorum. The Educational Institution and Affiliate Members present at the annual business meeting shall constitute a quorum for the transaction of business of the Association.

F. Procedure. Parliamentary rules as stated in Robert's Rules of Order shall govern the procedure of the meetings of the Association.

ARTICLE V: BOARD OF DIRECTORS

A. General Authority. A Board of Directors shall manage the business, property, and affairs of the Association. The Board of Directors shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents or employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the Commonwealth of Virginia or any other applicable laws, the Association's Articles of Incorporation, or these Bylaws or any amendments to them.

B. Members. The Board of Directors of the Association shall be composed of the following: the Chief Paid Executive (non-voting), the President, the President-Elect, the Vice President for Information and Research, the Vice President for Professional Development, the Vice President for Professional Affairs, the Secretary-Treasurer, the Immediate Past President, and Regional Representatives who shall be selected on a regional basis with two Regional Representatives selected from each of the established Regions. The President may appoint a Board member from each International Division that meets the requirements outlined in Article X C.c. Up to two additional at-large non-voting members may be appointed to a two-year term by the President. Any given President may appoint only one at-large member.

C. Selection of Regional Representatives.

(a) The Regional Representatives serving on the Association's Board of Directors shall be Educational Institution members, Affiliate members, or International members of the Association. The two Regional Representatives from each of the regions described in Article X hereof, shall be selected for staggered terms of two years each. Such selections shall take place within regions at the appropriate time or during the course of the Regional Association's annual meeting. One representative from each region shall retire each year and shall be replaced by another representative from such region elected for two years. The representative serving the second half of the two-year term shall be referred to as the Senior Regional Representative, and the newly selected representative shall be referred to as the Junior Regional Representative. To facilitate the organization of the Association's Board of Directors, the representatives of the various regions shall begin their terms of service on the Board of Directors at the same time as the elected officers of the Association begin their terms of service. Vacancies among the Regional Representatives shall be filled by the appropriate region. Any member filling a vacated position shall serve only the remainder of the term of the vacated position.

(b) An International Representative may be appointed for a term not to exceed two years and in accordance with Articles V B and X C.c.

(c) Each year, the Regional Representatives shall elect, by a majority vote, one member to serve as the Senior Regional Representative to the Executive Committee.

D. Officers of the Board. The President and Secretary-Treasurer of the Association shall be chairperson and secretary, respectively, of the Board of Directors.

E. Meetings. There shall be two or more meetings of the Association's Board of Directors per year. These meetings shall be held as the Chairperson of the Board may determine. Written or printed notice stating the time, day, and place of each meeting shall be delivered to each member of the Board at least twenty days prior to the day of the meeting.

F. Quorum, Voting. At all meetings of the Board of Directors the attendance of a simple majority of the total number of Board members shall constitute a quorum. Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted. In the absence of a quorum, any recommendations may be advisory only, but may become valid if confirmed by a majority vote in conformance with the quorum requirements.

G. Powers and Duties. The Board of Directors shall:

- (a) Designate trust companies, banks, or savings and loan associations, in which shall be deposited the money or securities of the Association.
- (b) Authorize the investment of the funds of the Association.
- (c) Authorize expenditures from the Association's treasury during the interim between annual conferences of the Association.
- (d) Review and approve all budgets presented by the Chief Paid Executive for the operation of the principal office.
- (e) Assure that all income from membership dues and from other sources is deposited in the Association's general fund, except for such monies and properties which are to be deposited in special funds of the Association. Only money deposited in the general fund shall be available to pay the expenses of the Association.
- (f) By direction to the Secretary-Treasurer, provide for all fiscal arrangements, require bonds for officers of the Association and any others charged with the handling of funds, and provide for audits of the Association's accounts.
- (g) The Board shall establish and maintain policies related to the Association's goals, governance process, and the relationship between the Board and the Chief Paid Executive. The Board will rule on any questions of policy.
- (h) The Board shall appoint a Chief Paid Executive and shall outline, in accordance with Article VIII, hereof, the authority, duties, responsibilities, and functions of the position of Chief Paid Executive.

ARTICLE VI: EXECUTIVE COMMITTEE

The Board of Directors of the Association shall have an Executive Committee consisting of the Chief Paid Executive (non-voting), President, President-Elect, Immediate Past President, Vice President for Information & Research, Vice President for Professional Affairs, Vice President for Professional Development, Secretary-Treasurer, and a designated Senior Regional Representative of the Association. Any other member of the Board of Directors shall be eligible for membership on the Executive Committee by a majority of the Board of Directors. Each region need not be represented on the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Association to the extent provided in the resolution, and shall advise the Board and make policy interpretations on behalf of the Board as the Board by resolution may so provide. The President and Secretary-Treasurer of the Board of Directors shall act as the chair and secretary of the Executive Committee, respectively.

ARTICLE VII: OFFICERS

A. Enumeration of Officers. The officers of the Association shall consist of a President, a President-Elect, an Immediate Past President, a Vice President for Information and Research, a Vice President for

Professional Affairs, a Vice President for Professional Development, and a Secretary-Treasurer, and may include other officers as may be deemed necessary.

B. Election of Officers. The officers of the Association, with the exception of the President and Immediate Past President, shall be elected from among the Regular and Affiliate Members of the Association by a majority of the affirmative votes cast.

C. Nominations. Nominations of all officers, except President and Immediate Past President, shall be made by a Nominating Committee.

D. Terms of Office. The President-Elect, the Vice President for Information and Research, the Vice President for Professional Affairs, the Vice President for Professional Development, and the Secretary-Treasurer shall be installed at the annual conference following their election or, in the event no such annual meeting is held, they shall take office on August 1st of the year during which their term begins, and shall hold office until their successors are elected.

E. Vacancies. Vacancies occurring during the term of office of an officer of the Association, other than the President, shall be filled by the Board of Directors from the Educational Institution members and Affiliate Members of the Association. The method selected shall be at the sole discretion of the Board. The Member filling a vacated position shall serve only until the time of the next regular election of the Association's officers at which time a new officer shall be elected. Any officer selected to complete a term of one year or less retains the right to run for election to their own term of office.

F. Powers and Duties.

1. *President.* The President of the Association shall have all powers and shall perform all duties commonly incidental to and vested in the office of President of a corporation including but not limited to being the chief executive officer of the Association, preparation of the agenda for the annual business meeting at which he/she presides, and having general knowledge of and responsibility for supervision of the business of the Association. The President shall serve for a term of one year and shall not be eligible for reelection. Notwithstanding the foregoing, the President of the Association may:

- (a) Be a member of and chair the Board of Directors and prepare the agenda for the meetings of the Board.
- (b) Be responsible for disseminating the agenda and supporting material in advance of meetings of the Board of Directors.
- (c) Give requisite notice of and preside over the meetings of the Association's membership and the meetings of the Board of Directors.
- (d) Have the power to sign all certificates, contracts, and other instruments of the Association as authorized by the Board of Directors.
- (e) Have the authority to act with the concurrence of the President-Elect should an emergency occur between meetings of the Board of Directors that is not covered in the Bylaws. The emergency and the action taken shall be reported at the next succeeding meeting of the Board of Directors.
- (f) Represent or appoint someone to represent the Association at conferences and ceremonies to which the Association has been invited and should be represented.
- (g) May appoint a Board member from each International Division that meets the requirements outlined in Article X C.c.
- (h) Appoint one at-large non-voting member, to a two-year term.
- (i) Receive recommendations for committee appointments from the President-Elect and then appoint all committee members.
- (j) Have the authority to appoint all committees of the Association not otherwise provided for by these Bylaws when necessary for the

furtherance of the aims and objectives of the Association. The Chairperson of the Board shall have authority to appoint small action committees to expedite its work. Such committees may be voted authority by a majority of the Board to act for the Board as a whole, and any action taken shall be reported to the Board. Such committees shall be appointed in accordance with Article IX, hereof.

(k) Shall appoint a majority of the APPA Board for Educational Facilities Professionals Certification.

(l) Perform such other duties as the Board of Directors may from time to time designate.

2. *President-Elect.* The institutional membership of the Association shall elect a President-Elect and Senior Vice President for Programs, elsewhere in these Bylaws referred to as the President-Elect, by majority of the affirmative votes cast by the Institutional Representatives voting, for a term of one year. The President-Elect shall automatically succeed to the office of President at the conclusion of the term as President-Elect or at such other time as the office of the President may become vacant provided the President-Elect remains eligible to hold such office. The President-Elect shall:

- (a) Perform the duties and have the powers of the President during the absence or disability of the President.
- (b) Become thoroughly acquainted with the affairs of the Association in order to provide capable leadership upon becoming President following the term as President-Elect.
- (c) Oversee the work of the elected Vice Presidents.
- (d) Perform such other duties as the Board of Directors may from time to time designate.

3. *Immediate Past President.* The President becomes the Immediate Past President upon the completion of the President's one-year term. The Immediate Past President serves in this office for a one-year term and shall:

- (a) Be Chair of the Nominating Committee.
- (b) Perform such other duties as the Board of Directors may from time to time designate.

4. *Vice President for Information and Research.* The Vice President for Information and Research shall be elected for a term of three years and shall not be eligible for reelection. The Vice President for Information and Research shall:

- (a) Recommend to the President-Elect the appointment of the membership of the Information and Research Committee, to appoint subcommittees of this committee, and to otherwise organize the work of these committees as needed to expedite and accomplish the responsibilities of the office.
- (b) Receive direction and approval from the President and the Board of Directors on additional proposals and on funds available for implementing approved responsibilities.
- (c) Shall serve as the APPA Board representative on APPA's Center for Facilities Research Advisory Council.
- (d) Be responsible for all publications distributed to the membership of the Association and ensure that such publications are in conformance with the publishing and editorial policies of the Association, including but not limited to the Association's newsletter, journals, brochures, reference manuals, technical papers, research and survey reports, and training manuals.
- (e) Arrange for the review and screening of technical papers and other documents and presentations for the purpose of accomplishing one or more of the following: Use in the Association's newsletter or technical journal and/or distribution to other association magazines for their consideration and possible use.

(f) Be responsible for developing and recommending for approval, the publishing and editorial policies of the Association.

(g) Work closely with the Association's Chief Paid Executive in implementing the publishing and editorial policies of the Association and the timely distribution of publications to the membership.

(h) Perform such other duties as the Board of Directors may from time to time designate.

5. *Vice President for Professional Affairs.* The Vice President for Professional Affairs shall be elected for a term of three years and shall not be eligible for reelection. The Vice President for Professional Affairs shall:

(a) Be responsible for studying ways to develop and implement professional standards applicable to the Association and its members.

(b) Be responsible for encouraging members of the Association to write and publish professional papers and/or to participate in the presentation of professional subjects on the various phases of facilities management.

(c) Recommend to the President-Elect the appointment of the membership of the Professional Affairs Committee, to appoint subcommittees of this committee and to otherwise organize the work of this committee as needed to expedite and accomplish the responsibilities of the office.

(d) Receive direction and approval from the President and the Board of Directors on additional proposals and on funds available for implementing approved responsibilities.

(e) Shall serve as the APPA representative on the APPA Board for Educational Facilities Professionals Certification.

(f) Shall serve as Chair of the Awards and Recognition Committee.

(g) Perform such other duties as the Board of Directors may from time to time designate.

6. *Vice President for Professional Development.* The Vice President for Professional Development shall be elected for a term of three years and shall not be eligible for reelection. The Vice President for Professional Development shall:

(a) Be responsible for planning the Association's institutes, seminars, and other educational and professional development programs.

(b) Be responsible for planning the educational and professional development program of the annual conferences.

(c) Recommend to the President-Elect the appointment of the membership of the Professional Development Committee, to appoint subcommittees of this committee, and to otherwise organize the work of these committees as needed to expedite and accomplish the responsibilities of the office.

(d) Work closely with the staff of the APPA office and determine physical arrangements to adequately serve members, guests, speakers, exhibitors, and others.

(e) Receive direction and approval from the President and Board of Directors on additional proposals and on funds available for implementing approved responsibilities.

(f) Be responsible for the conduct of the Scholarship Program.

(g) Perform such other duties as the Board of Directors may from time to time designate.

7. *Secretary-Treasurer.* The Secretary-Treasurer shall be elected for a term of three years and shall not be eligible for reelection. The Secretary-Treasurer of the Association shall have all powers and shall perform all duties commonly incident to and vested in the offices of secretary of a corporation and of treasurer of a corporation, other than

those powers and duties assigned to the Association's Chief Paid Executive by virtue of Article VIII, hereof, including the following:

(a) Attend all meetings of the Board of Directors and the annual business meeting and be responsible for keeping, preserving in books of the Association, and distributing true minutes of the proceedings of all such meetings.

(b) Render a financial report at the annual business meeting of the Association showing all receipts and expenditures for the current year.

(c) See that the accounts of the Association are audited annually by a certified public accountant employed for such purpose and the certification of such accountant shall be submitted as part of the annual financial report.

(d) Serve as the secretary to the Board of Directors and to the Executive Committee.

(e) Be responsible for developing and reviewing the fiscal policies of the Association.

(f) Serve as Chair of the Membership Committee.

(g) Perform such other duties as the Board of Directors may from time to time designate.

(h) Certain duties of the Secretary-Treasurer may be delegated to the Association's Chief Paid Executive upon concurrence or ratification of the Board of Directors in the interest of efficiency and coordination of Association activities.

ARTICLE VIII: CHIEF PAID EXECUTIVE

The Board of Directors shall select a person who shall administer the principal office of the Association. This executive employee shall have the responsibility of the daily business affairs of the Association, the implementation of programs and policies, the procurement of services, the supervision of staff members, and liaison with other organizations and agencies. This executive shall have whatever title the Board of Directors may, from time to time, authorize. On occasion, he or she may be assigned more than one title depending upon the necessary link or connection with other constituencies.

The Chief Paid Executive shall have the following additional duties and responsibilities:

(a) Collect all dues and money owing the Association.

(b) Dispense funds upon the authorization of the Board of Directors.

(c) Have custody of all funds and shall be bonded as directed by the Board of Directors.

(d) Render a monthly statement of income and expenditures and other reports as may be deemed appropriate by the Board of Directors to the President and the Secretary-Treasurer.

(e) Arrange for the publication and distribution of the Association's newsletter, the annual proceedings, the membership directory, and such other publications as may be authorized by the Board of Directors.

(f) Maintain the official membership roster of the Association by classification in accordance with Article III, hereof.

(g) Have primary responsibility for determining physical arrangements to adequately serve the elected officials of the Association at any regularly scheduled meeting of the Board of Directors or its Executive Committee and all members, guests, speakers, exhibitors, and others in attendance at the Association's annual conference. Perform such other duties as may be assigned to the position by the Board of Directors.

(h) The Chief Paid Executive shall serve in such capacity at the pleasure of the Association's Board of Directors.

ARTICLE IX: COMMITTEES

A. Committees of the Association will be of three general categories: Permanent Committees, as hereinafter established in the Association's Bylaws, Standing Committees as may be established by the Board of Directors, and Ad Hoc Committees to be established by the President for short-term objectives of limited scope.

B. Committee appointments will be made by the President in accordance with the provisions of these Bylaws, or in the absence of specific provisions, in accordance with the recommendation of the committee chairperson who will obtain said recommendations from Regional Presidents and Regional Representatives. All committee members will be appointed for a one-year term; however, upon recommendations of the chairperson a member may be reappointed for two succeeding terms. No committee member may serve for more than three consecutive years. The President may waive the term limit at his or her discretion. Unfulfilled terms will be completed by interim appointments. The termination date for the terms of committee members shall be on the day following the end of the annual business meeting. No committee shall have fewer than three members including the chairperson.

C. Permanent Committees are as follows:

1. *Committee on Professional Development.* The Vice President for Professional Development will chair the committee. Additional members will be appointed, one from each region and two at large. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

- (a) Developing the technical and social programs for each annual conference and making all necessary arrangements for same.
- (b) Developing and conducting institutes, seminars, and other educational or professional development programs which shall include selection of locations and faculty for said programs.
- (c) Developing, obtaining, and cataloging a library of multi-media training materials on a variety of appropriate subjects to be made available to members upon request.
- (d) Recommending a schedule of rates and charges to be levied upon members who attend educational or professional development programs or request training materials.
- (e) Conduct the Scholarship Program through the development of selection criteria and in the determination of scholarship recipients.

2. *Committee on Information and Research.* The Vice President for Information and Research will chair the committee. Additional members will be appointed, one from each region. In addition, at-large members may be appointed depending on the needs of the committee. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

- (a) Reviewing and screening of technical papers and other documents and presentations for the purpose of possible use in the Association's publications, and/or distribution to other associations' magazines for their consideration and possible use.
- (b) Establishing or approving the publishing and editorial policies of the Association.
- (c) Reviewing all publications distributed to the membership of the Association to determine that such publications are in conformance with the publishing and editorial policies of the Association, including but not limited to the proceedings of the annual conference, Association's newsletter, journals, brochures, reference manuals, technical papers, research and survey reports and training manuals.
- (d) Developing and providing oversight for the facilities research programs sponsored by the Association.

3. *Committee on Professional Affairs.* The Vice President for Professional Affairs will chair the committee. Additional members will be appointed, one from each region. In addition, at-large members may be appointed depending on the needs of the committee. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

- (a) Studying ways to develop and implement professional standards applicable to the Association and to its members.
- (b) Developing ideas and methods for encouraging members of the Association to write and publish professional papers on the various phases of facilities management.

4. *Nominating Committee.* The Immediate Past President will chair the Nominating Committee. The chairperson will conduct the activities of the committee but will not vote except in the case of a tie. Additional members will be the Senior Regional Representatives. The Nominating Committee shall nominate candidates for all offices of the Association except the offices of President and Immediate Past President.

D. Standing Committees may be established for such purposes as the Board of Directors deems appropriate. In all cases the chairperson will be a member of the Board of Directors and be selected and appointed by the Board of Directors which will also determine the size and purpose of the committee. The additional members will be appointed by the President upon the recommendation of the chairperson. The President will provide an explicit written charge for each standing committee so formed. Each committee will remain in existence unless or until abolished by subsequent action of the Board of Directors.

E. Ad Hoc Committees and Task Forces may be established by the President. The President will select and appoint the chairperson and upon recommendation of the chairperson will also appoint the remaining members of the committee and will provide an explicit written charge to the committee outlining its responsibilities and the expected date of completion.

F. *Committee Reports.* Each committee of the Association will provide a written report of the status of the activities of the committee at least semi-annually, in advance of each meeting of the Board of Directors. These reports shall be directed to the President of the Association on such date and in such format as the President may direct. Copies of these reports shall also be sent to all members of the Board of Directors for approval, revision, or amendment by the Board at its regularly scheduled meeting.

ARTICLE X: REGIONAL ORGANIZATIONS AND CHAPTERS

A. Regional Associations

Regional associations are established for the purpose of promoting common interests in the maintenance, operation, planning, and development of facilities management organizations of educational institutions in the regions, to foster the professional spirit among people engaged in such work, and to aid and supplement the work of the Association. Each regional association shall qualify as an organization exempt from United States Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) and 509(a)(1),(2), or (3) of such code or shall qualify as a governmental institution, agency, or unit under such code (of the corresponding provisions of any future United States internal revenue laws) or equivalent international status. Regional associations shall be autonomous, in that each may admit such membership and maintain such dues structure as the regional association deems desirable so long as such action is consistent with its governing instruments and its status under the laws of the United States and other applicable laws or equivalent international requirements. The established regions of the Association are:

Eastern Region, comprising the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, the District of Columbia, and the Canadian provinces of New Brunswick, Newfoundland, Nova Scotia, Ontario, Prince Edward Island, and Quebec.

Southeastern Region, comprising the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia, the territory of the Virgin Islands, and the Commonwealth of Puerto Rico.

Midwest Region, comprising the states of Illinois, Indiana, Iowa, Michigan, Minnesota, Ohio, and Wisconsin.

Central Region, comprising the states of Arkansas, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, and Texas, and the Canadian province of Manitoba and Nunavut.

Rocky Mountain Region, comprising the states of Arizona, Colorado, Idaho, Montana, New Mexico, Utah, and Wyoming, and the Canadian provinces of Alberta and Saskatchewan, and the Northwest Territories.

Pacific Coast Region, comprising the states of Alaska, California, Hawaii, Nevada, Oregon, and Washington, the Territories of American Samoa and Guam, and the Canadian provinces of British Columbia and Yukon Territory.

B. Chapters

The Board of Directors may establish state, local, or student chapters to further the interests of the Association in accordance with these Bylaws and such policies and procedures as adopted by the Board. Chapters may use the Association name and logo in accordance with such policies and procedures. For entities within the United States, the chapter shall qualify as an organization exempt from the United States Federal income tax under Section 501(c)(3) of the Internal Revenue code (which may be under the Association's group tax exemption). Chapters shall be autonomous, in that each may admit such membership and maintain such dues structure as the chapter deems desirable so long as such action is consistent with its governing instruments, its status under applicable law, and these Bylaws. Student chapters shall have a faculty advisor in accordance with policies and procedures adopted by the Board.

C. International Divisions

International Divisions, comprising the countries and/or sections approved by the Board of Directors, governed by the following conditions:

(a) First stage will be for a group of International Members, with geographic proximity, to request approval from the Board of Directors to form an International Section. Dues for members of an International Section will continue to be at a flat rate as is for International Members.

(b) Second stage will be for an International Section, which has been established for at least two years and has satisfied strict criteria with regard to governance structure, financial accountability, and alignment with the mission and vision of APPA, to request approval from the Board of Directors to form an International Division.

(c) Third stage would be for the International Division to develop into a Global Partner or for another established facilities management association in another country or region to propose alignment with APPA as a Global Partner. This level of engagement would be designed to go beyond a Strategic Alliance and would require both organizations to commit to mutual objectives. Any potential Global Partner would be required to demonstrate compatibility with the mission and vision of APPA, have a well-established governance structure, and be financially stable. Such partnerships offer both parties the opportunity of participation in joint research projects and

professional development programs, resulting in a broader understanding of the profession, and the potential to share resources. The partnership may also be strengthened by potential cross-governance links and formal visitation.

ARTICLE XI: SCHOLARSHIP FUND

A. The Association may maintain a Scholarship Fund for the purpose of awarding scholarship grants in order to stimulate further development in the field of facilities management and to advance the purposes of the Association as stated in Article II, hereof.

B. The monies and other assets of any Scholarship Fund shall be kept separate and apart from the Association's general fund.

C. The Scholarship Fund shall be administered by the Board of Directors of the Association upon the recommendation of the Vice President for Professional Development.

ARTICLE XII: CORPORATE SEAL

The Board of Directors shall adopt a corporate seal for the Association.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Association shall be from April 1 through March 31.

ARTICLE XIV: GIFTS

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or devices for the general purpose or for any special purpose of the Association.

ARTICLE XV: ANNUAL REPORTS

The Chief Paid Executive of the Association shall cause to be prepared and filed such annual reports and returns as are required by law, including an annual report with the appropriate agency of the government of the Commonwealth of Virginia in the prescribed form. These annual reports shall be executed on behalf of the Association by its Chief Paid Executive and shall be verified on behalf of the Association by its Secretary-Treasurer.

ARTICLE XVI: DISSOLUTION OR FINAL LIQUIDATION

On dissolution or final liquidation, the Board of Directors of the Association shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the Association to one or more of the following categories of recipients as the Board of Directors shall determine:

A non-profit organization or organizations which may have been created to succeed the Association, as long as such organizations or each of such organizations qualify as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code or qualify as a governmental institution, agency, or unit under such Code (or the corresponding provisions of any future United States internal revenue law); and/or a non-profit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations qualify as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of such Code or qualify as a governmental institution, agency, or unit under such Code (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XVII: SHARES OF STOCK, DIVIDENDS, AND CERTAIN LOANS PROHIBITED

The Association shall not authorize or issue shares of stock, nor pay any dividends to its members, members of the Board of Directors, or its officers, nor make any loans to the members of the Board of Directors or its officers.

ARTICLE XVIII: LIMITATION ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, officers, other private individuals, or organizations organized and operating for profit, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II, hereof.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision in these Bylaws or in the Association's Articles of Incorporation, the Association shall not carry on any activities not permitted to be carried on:

- a) By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(a)(3) of such Code (or the corresponding provisions of any future United States internal revenue law),
- b) By an organization described in Section 509(a)(1),(2), or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), and
- c) By an organization described in Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XIX: INDEMNIFICATION

A. The Association shall indemnify each member of the Board of Directors as described in Article V hereof, and each of its officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

B. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

C. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XX: AMENDMENT OF BYLAWS

These Bylaws of the Association may be amended, altered, changed, added to, deleted from, or repealed by the affirmative vote of the majority of the APPA Board of Directors on behalf of the Educational Institutional and Affiliate membership.