



*(Final revisions January 30, 2019. Substantive changes approved by APPA Board of Directors January 26, 2019)
NEW REVISIONS MADE WITH RESPECT TO GOVERNANCE RESTRUCTURE – (6/27/2021)*

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 facilities leadership 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 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, Affiliate, and International Members that meet the qualifications for membership as hereinafter described and who

join the Association. Each Educational Institution Member shall appoint one Institutional Representative residing in the facilities and/or facilities-related department 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 (who must also reside in the facilities and/or facilities-related department) may cast votes on behalf of the institution. In like manner, each Affiliate Member shall appoint one organizational representative who shall be authorized to cast its vote and represent its interest in all matters before the Association. Non-Voting Members consist of all other categories of membership, which are: Associate, Business Partner, Emeritus, Honorary, Retired, and Student members. The Association's President and CEO shall evaluate applications for all membership types and maintain a list of each membership category.

B. Membership Categories.

1. *Educational Institution Members*

- (a) To be considered an Educational 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, Canada, and Mexico 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 themselves or the name and title of another individual in the facilities and/or facilities-related department they desire to be their Institutional Representative.

2. *Affiliate Members*

Affiliate Members of the Association may consist of units or departments employed at educational institutions or systems thereof, other than personnel identified as the primary facilities management functions, but engaged in work related to facilities management, and/or having an interest in the purposes and activities of the Association.

Affiliate Members of the Association shall also consist of organizations that are not a for-profit organization that would otherwise 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.

An Affiliate Member organization 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 the Institutional facilities representative or a single affiliate member. Affiliate Members shall be eligible to hold elective or appointed office in the Association.

3. *International Members*

International membership shall consist of all educational institutions as defined under Educational Institution Members above whose institutions are located elsewhere than the United States of America, Canada, and Mexico.

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. Business Partner members are not eligible to vote or hold elective office.

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 Representatives.

Associate Members of an Educational Institution, Affiliate, or International Member shall not be eligible to vote (unless designated as the proxy by the Institutional Representative). The Associate Member shall be eligible to hold elective or appointed office in the Association if they reside within the facilities and/or facilities-related department.

6. *Student Members*

Student Members of the Association shall be limited to full-time students. Student members are not eligible to vote or hold elective 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 shall be granted, upon application, by a majority vote of either the membership, Board of Directors, or governing body of an APPA region. Recipients of APPA's Meritorious Service Award shall be granted Emeritus Member status immediately upon application. APPA Past Presidents and/or Board Chairpersons shall be granted Emeritus membership upon retirement

from the profession. Emeritus members are not eligible to vote or hold elective office.

8. *Retired Members*

Retired Member status may be granted to an individual who has retired as a member in good standing. Retired members are not eligible to vote or hold elective office.

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 elective office privileges, upon the approval of the Board of Directors. No more than three Honorary Members may be appointed in any year.

- C. **Evaluation of Educational Institution Membership.** The President and CEO 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 President and CEO 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 Board of Directors. Efforts shall be made to process membership applications without unnecessary delay.

- D. **Voting Rights.** Each Educational Institution and Affiliate Member organization 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 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, Emeritus, Retired, Honorary, 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.
- 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 designate 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 Institution and Affiliate Members who shall in writing, addressed to the President and CEO of the Association, direct that such a meeting be called. The Board of Directors shall determine the time, day, 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.
- E. **Quorum.** The Educational Institution and Affiliate Members present at meetings 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 Chair, the Vice Chair, the Treasurer, the Regional Directors, and the President and CEO as an ex officio non-voting member.
 Up to two additional At-Large voting members of the Board may be appointed to two-year terms each by the Chair. The Executive Committee will identify these two individuals and the Board of Directors shall ratify the selections. Each At-Large member may be appointed for a second two-year term.
 The Chair also may appoint a Board member from each International Division that meets the requirements outlined in Article X C.3.
- C. **Selection of Regional Directors.**
 - 1. The Regional Directors serving on the Association’s Board of Directors shall be members of the Association. The Regional Director from each of the regions described in Article X shall serve a three-year term. Such selections shall take place within regions at the appropriate time and be ratified by the Association’s Board of Directors. 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 Directors shall be identified by the appropriate region and ratified by the Association’s Board of Directors. Any member filling a vacated position shall serve only the remainder of the term of the vacated position.
 - 2. An International Representative may be appointed for a term not to exceed two years and in accordance with Articles V A. and X C.3.
- D. **Chair or Principal Officer of the Board.** The Chair of the Association shall be Chairperson 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 and 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, in accordance with its overall responsibility to lead the Association as stated above:
1. Establish and maintain policies related to the Association's strategic plan, goals and objectives, governance process, and the relationship between the Board and the President and CEO. The Board will rule on any questions of policy.
 2. Provide fiduciary oversight and stewardship responsibility of the Association's financial resources and said activities (such as deposits of the monies, reserves, or securities).
 3. Establish investment policies and authorize said investment of the funds of the Association.
 4. Review and approve the budget presented by the Treasurer and the President and CEO for the operation of the Association and its principal headquarters office.
 5. Assure that income from all sources be 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.
 6. By direction to the President and CEO, 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.
 7. The Board shall appoint a President and CEO and shall outline, in accordance with Article VIII, hereof, the authority, duties, responsibilities, and functions of the position of President and CEO.
- H. **Term Limits.** No member of the Board of Directors may serve for more than seven total years on the APPA Board.

ARTICLE VI: EXECUTIVE COMMITTEE

- A. **General Authority.** The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Association when the Board is not in session to the extent provided in any application resolution of the Board, and shall advise the Board and make policy interpretations on behalf of the Board as the Board by resolution may so provide. The Chair of the Board of Directors shall act as the Chair of the Executive Committee. The Executive Committee, on behalf of the Board of Directors, shall:
1. Provide oversight of financial reporting and provide recommendations for updating fiscal policies to the Board of Directors.
 2. Ensure all actions from meetings of the Board of Directors and the annual business meeting are documented and recorded for the Association.
 3. Perform such other duties as the Board of Directors may designate.
 4. Delegate certain duties to the Association's President and CEO upon concurrence or ratification of the Board of Directors in the interest of efficiency and coordination of Association activities.
- B. **Members.** The Board of Directors of the Association shall have an Executive Committee consisting of

the Chair, Vice Chair, Treasurer of the Association, and the President and CEO (as an ex officio non-voting member).

ARTICLE VII: ELECTED OFFICERS

- A. **Enumeration of Officers.** The elected officers of the Association shall consist of the Chair, Vice Chair, and Treasurer.
- B. **Election of Officers.** The officers of the Association shall be elected from among the voting members of the Association by a majority of the affirmative votes cast.
- C. **Nominations.** Nominations of all elected officers shall be made by a Nominating Committee.
- D. **Terms of Office.** The Chair, the Vice Chair, and 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 1 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 elected officer of the Association, other than the Chair, shall be filled by the Board of Directors from the membership 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. *Chair.* The Chair of the Association shall have all powers and shall perform all duties commonly incidental to and vested in the office of Chair of a corporation including but not limited to preparation of the strategic agenda for business meetings at which he/she presides and having general knowledge of and responsibility for leading the business of the Association. The Chair shall serve for a term of two years and shall be eligible to serve a second two-year term. Notwithstanding the foregoing, the Chair of the Association may:
 - (a) As chairperson of the Board of Directors, be responsible for leading and supporting the strategic direction of the APPA Board by facilitating the Board's initiatives for the Association.
 - (b) In close consultation with the President and CEO, provide leadership, direction, and guidance in advancing the Board's strategic direction.
 - (c) Preside over the meetings of the Association's membership and the meetings of the Board of Directors, and the Executive Committee.
 - (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 Executive Committee 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) Delegate or serve as ambassador or ceremonial representative to local, state, national, and international association events to which the Association has been invited and should be represented.
 - (g) Appoint At-Large members to the Board of Directors as needed.
 - (h) Appoint International Division Board members as needed.
 - (i) Have the authority to appoint the Committees of the Association as provided for by these Bylaws when necessary for the furtherance of the aims and objectives of the Association. The Chair shall

have authority to appoint additional committees to expedite the Board's work. Such committees may be voted 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.

- (j) Appoint a member to APPA's Credentialing Board.
 - (k) Perform such other duties as the Board of Directors may designate.
2. *Vice Chair.* The institutional and affiliate membership of the Association shall elect a Vice Chair by majority of the affirmative votes cast by the voting members of the Association for a term of two years. The Vice Chair may serve a second two-year term. The Vice Chair shall:
- (a) Perform the duties and have the powers of the Chair during the absence or disability of the Chair (as pro tempore).
 - (b) Become thoroughly acquainted with the affairs of the Association in order to provide capable strategic leadership.
 - (c) Be Chair of the Nominating Committee.
 - (d) Be Chair of the Bylaws Committee.
 - (e) Perform such other duties as the Board of Directors and/or Chair may designate (e.g., such as serving as an ambassador or ceremonial representative to local, state, national, and international association events).
3. *Treasurer.* The Treasurer serves a two-year term and may serve a second two-year term and shall:
- (a) Serve as a close partner with the President and CEO in advancing financial plans in support of the strategic direction of the Association (such as forecasting and risk assessment).
 - (b) Provide a financial report for the Association showing all income and expenditures for the current year.
 - (c) Ensure 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 to the Board of Directors and the membership.
 - (d) Be responsible for developing and reviewing the fiscal policies of the Association.
 - (e) Perform such other duties as the Board of Directors and/or Chair or his/her designate (e.g., such as serving as an ambassador or ceremonial representative to local, state, national, and international association events).

ARTICLE VIII: ADDITIONAL BOARD MEMBERS

A. Enumeration of Additional Board Members.

1. *Regional Director.* The Regional Director serves a three-year term and may not serve a second term and shall:
- (a) Serve as a partner with the Chair, President and CEO, and the Board of Directors in advancing the Board's strategic direction.
 - (b) Support and promote the Association's strategic and operational initiatives.
 - (c) Serve as a strategic partner between the Association and their Region.
 - (d) Serve as a communication bridge between the Association and their Region.
 - (e) Represent the interests of membership viewed through the lens of both the Association and their Region.
 - (f) Perform such other duties as the Board of Directors and/or the Chair may designate (e.g., serving as an ambassador or ceremonial representative to local, state, national, and international

association events.)

2. *At-Large*. The At-Large member may serve a two-year term and may be appointed to a second two-year term. At-Large members are selected based on the need for expertise to support the strategic direction of the Association.

ARTICLE IX: PRESIDENT AND CEO

- A. **General Authority.** The Board of Directors shall select a person who shall administer the principal office of the Association, and who serves as the President and CEO, and who is the paid chief executive of the Association. The President and CEO shall have the responsibility for the performance of the Association against the Board's strategic initiatives. The President and CEO shall ensure the implementation of programs and policies, the procurement of services, and the supervision of staff members. The President and CEO shall serve as the principal liaison with other associations, organizations, and agencies. The President and CEO 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.
- B. **Powers and Duties.** The President and CEO shall have the following additional duties and responsibilities:
 1. Provide awareness for and assess the patterns and trends of the education industry sector and the facilities management profession.
 2. Work in close consultation with the Chair and Board of Directors to provide information and suggestions to develop solutions for the more complex issues facing the Association.
 3. Represent the Association to external entities such as other nonprofits, businesses, or government and establish working relationships with other nonprofit leaders to develop opportunities to address common issues or to create formal partnerships for recommendation to the Board.
 4. Ensure delivery of monthly financial statements and other reports as may be deemed necessary and appropriate by the Treasurer, to the Chair and/or the Executive Committee and Board of Directors.
 5. Collect all monies owed to the Association, dispense funds upon the general authorization of the Board of Directors, have custody of all said funds, and shall be bonded as directed by the Board of Directors.
 6. Maintain the official membership roster of the Association by classification in accordance with Article III, hereof.
 7. 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 and its headquarters offices, or other such events.
 8. Perform such other duties as may be assigned to the position by the Chair and/or Board of Directors.
 9. The President and CEO shall serve in such capacity at the pleasure of the Association's Board of Directors.

ARTICLE X: COMMITTEES AND COUNCILS

Committees of the Association shall fall into three general categories: Board Committees, Standing Activities, and Other Committees. Each committee shall hereinafter be established in the Association's Bylaws, and may also be established by the Board of Directors, the Chair, and the President and CEO as outlined in an approved charter for strategic short and long-term objectives of the Association.

- A. **Board Committees of the Association.** The following four committees are hereinafter established by the Association's Board of Directors as committees comprised of board members. The Chair of the Board of Directors may request Board member engagement on each of the four Board Committees on an as needed basis. The Chair of the Board of Directors may also request additional expertise from external sources as well.
1. *Executive.* The predominant role of the Executive Committee is to add value to the association's governance process and focus on a set of core responsibilities by functioning as a sounding board for the President and CEO, setting strategic agendas for the full board meetings, acting on finances and handling quick response items as needed, responding for the Board in the event of an emergency or unplanned event, evaluating the CEO, and monitoring board performance. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the Association to the extent provided by Board resolution and shall advise the Board and make policy interpretations on behalf of the Board as the Board by resolution may so provide. The Executive Committee shall consist of the elected officers and the President and CEO. The Chair of the Board of Directors shall act as the Chair of the Executive Committee.
 2. *Finance.* The Finance Committee shall provide fiduciary oversight and stewardship responsibility of the Association's financial resources; review both the fiscal and investment policies and procedures of the Association's funds; ensure the actions and decisions undertaken by the Board have a strategy for funding; review, for Board approval, the budget presented by the President and CEO for the operation of the Association and its principal headquarters office; ensure an audit of the Association's accounts in accordance with Generally Accepted Accounting Principles (GAAP); and assure the provision of accounting policies and procedures. Led by the Treasurer, the committee's role assures an independent system of checks and balances that is necessary to develop and maintain a perception of trust, transparency, and confidence on the part of the Association's members. The Finance Committee shall be comprised of sitting members of the Board of Directors with a minimum number of four. The Treasurer shall act as the Chair of the Finance Committee.
 3. *Nominating.* The Nominating Committee defines the nominations process for each officer (Chair, Vice Chair, and Treasurer) of the APPA Board of Directors along with the appointment cycle. The Nominating Committee will seek to fill positions based on the current needs and strategic direction of the APPA Board and use said content to announce, recruit, and further inspire actual application materials for applicants. Responses will be evaluated confidentially with the results presented to the Board for discussion/reconsideration and ultimately approval of a slate for presentation to the membership. For Regional Directors, the Nominating Committee will communicate guidance and advice on desired skills or expertise as is relevant to meet the needs of the APPA Board. The Chair of the Nominating Committee shall be the Vice Chair of the Board. The Nominating Committee shall be comprised of sitting members of the Board of Directors with a minimum number of four.
 4. *Bylaws.* The Bylaws Committee shall be responsible for the periodic review and updating of the Bylaws as instructed by the Board of Directors and present recommended changes for final approval by the Board of Directors. The Vice Chair shall chair the Bylaws Committee. The chairperson will conduct the activities of the committee. The Bylaws Committee shall be comprised of sitting members of the Board of Directors with a minimum number of four and supplemented by a project task force as needed.
- B. **Standing Activities of the Association.** Standing Activities may be established for such purposes as the Board of Directors deems appropriate. These activities are deemed to serve an ongoing and/or long-term

activity in support of the strategic plan and in direct relation to members' needs and expectations. Standing Activities are hereinafter authorized or approved by the Association's Board of Directors following the same process for formation, chartering, review, and dissolution as outlined for other committees below. The chairperson will be a member of the chartered activity and be selected and appointed by the members of the activity itself, according to its Board-approved charter. The additional members will also be determined as outlined in its Board-approved charter. Each activity will remain in existence unless or until abolished by subsequent action of the Board of Directors according to the committee dissolution process.

- C. **Other Committees.** In addition to the four permanent Board Committees and Standing Activities, the Board of Directors may authorize the formation of other committee types to advance the interests of the Association and its members that are hereinafter established in the Association's Bylaws by the Board of Directors for strategic short- and long-term objectives of the Association. Appointments will be made by the Chair in accordance with the provisions of these Bylaws, or in the absence of specific provisions, in accordance with the recommendation of the President and CEO and/or the Board of Directors. Each of these committee types is established for such purposes as the Board of Directors deems appropriate. The Board of Directors will determine the charge, purpose, size, process and how leadership is selected, reporting, and accountability by its proposed charter which requires the Board's advance approval for formation. Each committee type will remain in existence unless or until abolished by subsequent action by the committee and/or the Board of Directors.

Other Committee Types: In general, these other committee types will fall into one of the following categories:

1. **Operational Functions.** Groups or functions that are led by the Association staff under the direction and authority of the President and CEO.
2. **Stakeholder Groups.** Constituency groups that are narrowly established and tied to the strategic plan and further aligned with the strategic direction of the Association.
3. **Councils.** Groups that may be established, for such purposes as the Board of Directors specifies and deems appropriate, to address certain technical issues on behalf of the Association that require the continuing engagement of relevant subject matter expert.
4. **Project Task Forces.** Groups that sunset with an explicit written charge or purpose outlining its responsibilities, set of milestones and deliverables, and the expected date of completion (a targeted beginning and end or termination date).

- D. **Formation and Charter of Standing Activities and Other Committee Types.** APPA members or staff may propose the formation of other committees. Approval of all groups will be made by the Board of Directors. The process for proposing a new committee requires the formation of a charter with the following elements:

1. Purpose
2. Proposed activities
3. Type of committee and structure
4. Charge(s)
5. Number and composition of members/staff
6. Leadership (may be staff or volunteer)
7. Appointment time period
8. Method for appointment or selection
9. Commitment and expectations

10. Qualifications
 11. Reporting line (position title), accountability measures, and cycle (*In general, stakeholder groups, operational functions, and standing activities will report through the President and CEO. Project Task Forces and Councils will generally report through the Chair of the Board of Directors. Reporting will occur on a regular schedule as specified in the committee charter.*)
 12. Formal Board review period (one, two, or three year time frame)
 13. Funding requirements, if applicable
 14. For Project Task Forces, in addition to the above elements, these charters will also include the following:
 - (a) Goals
 - (b) Milestones
 - (c) Deliverables
 - (d) Timeline or timetable for completion
- E. **Formal Board Review Period and Dissolution of Committees.** At the time of the Board’s review, committees will be assessed for their continued alignment with the strategic direction of the association. At any time, the Board, at its discretion, may authorize the dissolution of a committee.

ARTICLE XI: 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, Labrador, 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 U.S. Virgin Islands, and the Commonwealth of Puerto Rico; and the Mexican states of Campeche, Chiapas, Oaxaca, Tabasco, Quintana Roo, and the Yucatan Peninsula.
 - **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; the Canadian provinces of Manitoba and Nunavut; and the Mexican states of Aguascalientes, Coahuila, Colima, Guanajuato, Guerrero, Hidalgo, Jalisco,

Mexico, Michoacan, Morelos, Nuevo Leon, Puebla, Queretaro, San Luis Potosi, Tamaulipas, Tlaxcala, Veracruz, Zacatecas; and Mexico City, the federal district of Mexico.

- **Rocky Mountain Region**, comprising the states of Arizona, Colorado, Idaho, Montana, New Mexico, Utah, and Wyoming; the Canadian provinces of Alberta and Saskatchewan, and the Northwest Territories; and the Mexican states of Chihuahua, Durango, Nayarit, Sinaloa, and Sonora.
- **Pacific Coast Region**, comprising the states of Alaska, California, Hawaii, Nevada, Oregon, and Washington, the Territories of American Samoa and Guam; the Canadian provinces of British Columbia and Yukon Territory; and the Mexican states of Baja California and Baja California Sur.

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, are 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 shall be the same as 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. At such time as these conditions and stages are met and upon a formal request by an International Division(s), the APPA Board of Directors shall assess the appropriateness of International representation to the Board.

ARTICLE XII: SCHOLARSHIP FUND

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, and administered by the President and CEO.

ARTICLE XIII: CORPORATE SEAL

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

ARTICLE XIV: FISCAL YEAR

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

ARTICLE XV: GIFTS

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

ARTICLE XVI: ANNUAL REPORTS

The President and CEO 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 President and CEO and shall be verified on behalf of the Association by its Chair and Vice Chair.

ARTICLE XVII: 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 XVIII: 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 XIX: 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 XX: INDEMNIFICATION

A. The Association shall indemnify each member of the Board of Directors as described in Article V hereof, and each of its elected officers, as described in Article VII and additional members of the Board of Directors in Article VIII 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 elected 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 elected officer of the Association shall include every director and elected officer thereof and former director and elected 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 XXI: 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 Institution and Affiliate organization membership.