

Bylaws of the Virginia Chapter of the APPA (VAPPA)

(Created December 2015. Approved by the VAPPA Workgroup January 20, 2016.)

Article I – NAME

The name of this organization shall be Virginia Chapter of APPA (“VAPPA”), hereinafter referred to as the Chapter or the Association.

Article II – PURPOSE

To promote the common interest in the planning, construction, care, operation, and stewardship of facilities used by universities, colleges, schools, and other institutions of education within the Commonwealth of Virginia; to promote professional development and standards among those engaged in this work; to aid and supplement the work of APPA; and to engage in such activities as may be needed to fulfill the purposes and objectives of VAPPA.

VAPPA is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its directors, officers, or other private individuals, or organizations organized and operated for profit (except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated above). No part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, or the publishing or distributing of statements for any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the organization shall not carry on any activities not permitted:

1. By an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or applicable Canadian or Mexican laws and regulations.
2. By an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or applicable Canadian or Mexican laws and regulations.

Article III - MEMBERSHIP

Section A – Application and Acceptance to Membership

The Board of Directors of VAPPA (the Board) shall set the criteria for judging each applicant. The criteria currently match that of APPA.

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Section B – Membership Categories

1. Educational Institution Members

- a. To be considered an Educational Institutional Member the institution must have an independent facilities management organization, or must maintain control over the position of the 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 Commonwealth of Virginia which require at least two (2) 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, School District Offices, 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 institution operating under the university or college system.
- c. Primary Representatives. The senior facilities officer of each Educational Institution Member shall designate the name and title of the individual they desire to be their Primary Representative.

2. Associate Members

Associate Members of the Association shall consist of facilities management organization professional, administrative, or supervisory personnel employed by an Educational Institution or Affiliate, other than personnel described as Institutional or Primary Representatives. Associate Members shall be eligible to hold elective or appointed office.

3. Affiliate Members

Affiliate Members of the Association shall consist of professional personnel employed at specific educational institutions other than personnel identified as Educational Institution Members or Associate Members engaged in work related to facilities management and having an interest in the purposes and activities of the Association.

Affiliate Members may 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

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VAPPA Institutional membership.

Affiliate Members shall be eligible to hold elective, or appointed, office in the Association. Affiliate Members of the Association shall also consist of non-profit institutions and organizations, 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.

4. Student Members

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

5. 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. No more than three Honorary Members may be appointed in any year.

6. 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, VAPPA, and/or the facilities management profession. Emeritus Member status may be granted by a majority vote of the VAPPA Board.

7. 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 elected office.

8. 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 for a membership fee. Business Partner classification shall not be construed as endorsement, actual or implied, by the Association.

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Section C – Membership Classifications

There shall be two basic classifications of members of VAPPA, namely, voting and non-voting.

1. Voting Members are Educational Institutions and Affiliate Members that meet the qualifications for membership as previously described and who join VAPPA.
2. Non-Voting Members consist of all other categories of membership, which are: Associate, Business Partner, Emeritus, Honorary, Retired, and Student Members.

Section D - Termination of Membership

1. Any member not in good standing may have its membership revoked or terminated by the affirmative majority vote of the Board. A member may be considered to not be in good standing for the following reasons: (1) failure to pay any dues set; (2) loss of eligibility; or (3) illegal business practices. Members shall be given thirty days written notice of the Board's intent to revoke or terminate membership and the opportunity to respond and to be heard by the Board.

Section E - Dues

1. The annual dues of the chapter shall be recommended by the Board and approved by a majority vote at the annual meeting. Any increase or decrease in dues shall take place during the next dues cycle.
2. All dues shall be payable by April 1st of each year to align with the APPA membership year (April 1st – March 31st).
3. The chapter is allowed to partner with APPA to collect dues on the chapter's behalf.

Section F – Participation

Representatives of member institutions and organizations shall take an active interest, as shown by contributions and attendance at meetings. All members are invited to attend annual meetings and to participate in the form of papers and discussions.

Article IV - MEETINGS OF MEMBERS

Section A – Timing of Meetings

1. The Members meet at least one time each year at a member institution or other location selected by the Board. Members shall receive written notice of meetings at least thirty (30) days before the meeting. Such notice shall include the time and place of the meeting, and when so specified by the Board, a question or motion before the Board to be discussed and voted upon at the meeting may be included within the notice.
2. Special meetings of the Members may be called by the President or the Board

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upon not less than ten (10) days written notice to the members. Such notice shall include the time, place, and purposes of the special meeting. Only those matters that are within the purpose or purposes described in the meeting notice shall be acted upon at the special meeting. Telephonic (conference call) or Internet-based meetings will be allowed in place of an on-site meeting if determined by the Board to be of greater benefit.

Section B – Voting at Meetings

1. Quorum. A quorum shall consist of twenty-five percent (25%) of the members, represented in person or by proxy, for transaction of business of the Chapter at any regular meeting.
2. Voting. Each member institution shall be entitled to one vote regardless of the number of members representing the institution. A majority vote of the members where a quorum is present shall be considered the action of the members, unless a greater vote is required by the Articles of Incorporation, these Bylaws or applicable law. Proxy voting is permitted. Proxies may be submitted in writing, electronically, or by telephonic transmission as prescribed by the Board.

Article V - OFFICERS

Section A - Titles

1. The Board of Directors will hold the titles of President, President-Elect, Past President, Treasurer, four separate Vice Presidents (Communications, Conference Planning, Education, and Membership), and Business Partner Liaison (without voting rights).

Section B – Authority

1. To elect a replacement for any Board of Directors members who for any reason shall become unable to perform the duties of office.
2. To approve the program, budget, and physical arrangement for the annual meeting.
3. To authorize expenditures from the treasury.
4. To authorize the amount of registration fee for all meetings as proposed by the host committee.
5. To determine the registration fee of emeritus members.
6. To approve dates of annual meetings after recommendations by the Board of Directors.
7. To bring all matters and outside routine procedures to the representatives for decision and action.
8. To act as the membership committee.

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Section C – Election and Term of Officers

1. The Board of Directors shall be elected by the voting members present at an annual meeting of the members with the plurality of votes cast determining the election, as provided in Article VII. President-Elect, President, and Past President shall serve a one-year term and may not serve subsequent terms in the same position. Vice President for Communications and Treasurer shall serve a two-year term and may serve one subsequent term if elected as provided above. The other Vice Presidents will serve a two-year term may be considered for a different office and, if elected, hold that office for the appointed term. Business Partner Liaison may also serve a two-year term if desired.

Section D - Duties

The Officers shall have the following duties:

1. President: The President shall preside over all meetings of the Chapter and of the Board of Directors; have the authority to act, upon the prior approval of a majority of the Board of Directors, if an event occurs between Board meetings that is not covered by the Constitution or Bylaws; keep Regional Association Officers informed of Chapter activities; and such other duties as directed by the Board of Directors.
2. President-Elect: The President-Elect shall assume the duties of the President when President is absent or if the post becomes vacant; serve as an ex-officio member of all standing committees and Vice President of Board of Directors; and such other duties as assigned by the President or Board of Directors.
3. Past President: The Past President shall assist the Board by overseeing the annual review of the Bylaws, chair the nominating committee, and such other duties as assigned by the President or Board of Directors.
4. Treasurer: The Treasurer shall be responsible for receiving, dispensing and safekeeping all funds of the chapter; make recommendations as to the disposition of excess funds; filing annual reports, and such other duties as assigned by the President or Board of Directors.
5. Vice President for Communications: This Vice President shall be responsible for minutes of all meetings of membership; handle all official correspondence; oversee the VAPPA webpage, and such other duties as assigned by the President or Board of Directors.
6. Vice President for Conference Planning: One Vice President shall serve as the Head of the Conference Planning Committee and be responsible for planning conferences and such other duties as assigned by the President or

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Board of Directors.

7. Vice President for Education: One Vice President shall serve as the Chair of the Education Committee and be responsible for planning the educational content of conferences, promoting training and credentialing opportunities, and such other duties as assigned by the President or Board of Directors.
8. Vice President for Membership: One Vice President shall serve as the Head of the Membership relations committee and be responsible for activities associated with the membership, and such other duties as assigned by the President or Board of Directors.
9. Business Partner Liaison: The VAPPA Business Partner Liaison is a non-institution member in good standing and appointed by a majority of the Board for the purpose of developing strong ties with service and product providers (Business Partners). The ideal Business Partner Liaison would be a VAPPA Business Partner or a VAPPA member institution's on-site facilities contractor, be familiar with and have attended and participated in APPA, SRAPPA, and/or other State Chapter annual meetings, commit to at least one (1) two-year term, and have knowledge of and understand campus issues. The duties of the VAPPA Business Partner Liaison are as follows:
 - a. Work closely with the President and other Board members to promote and encourage Business Partner support.
 - b. Provide advice and guidance to the Board on Business Partner issues and questions that may arise.
 - c. Help recruit potential Business Partners to attend and support annual VAPPA meetings and, when possible, SRAPPA and APPA meetings.
 - d. Act as a point of contact and filter for Business Partner input to the Board.
 - e. Interact directly with vendors before, during, and after annual meetings to identify opportunities for improvement.
 - f. Attend and provide a written report at the annual meeting of the Board of Directors.
 - g. Serve as a non-voting member of the VAPPA Board.

Article VI - THE BOARD OF DIRECTORS

1. Consistency of Board: The Board of Directors shall consist of the President, President-Elect, Past President, Treasurer, four Vice Presidents (Communications, Conference Planning, Education, and Membership), and the Business Partner Liaison. No more than three members of the Board shall be from the same member institution.
2. Election of Board of Directors (Board): The Board shall be elected by the voting members present at an annual meeting, or represented by Proxy, of

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the members with the plurality of votes cast determining the election, as provided in Article VII. Vice Presidents shall serve a two-year term and may be reelected for one additional subsequent term. Vice Presidents are eligible for nomination to President-Elect or Vice President for Communications or Treasurer at any time.

3. Meetings: The Board shall meet a minimum of four times yearly and shall meet at such other times as the President may require. Written notice of such special meetings must be given at least ten days in advance. Such notice shall include the time and place of the meeting. The Board may participate in a meeting by means of conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other.
4. Quorum: A majority of the Board shall constitute a quorum. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board, unless a greater vote is required by these Bylaws or law.
5. Disposal of Funds: Recommendations for the disposal of excess funds require approval by two-thirds of the Board.

Article VII - ELECTIONS

Section A - Nominations

1. In an election year, the President shall appoint a three-member Nominating Committee.
2. The Vice President for Communications shall forward to the Nominating Committee all nominations received from member institutions. The Nominating Committee shall prepare a slate of officers from the nominations received from the Vice President for Communications for presentation to the membership at the annual meeting of members. The Nominating Committee shall also report all other nominations received. Nominations may be made from the floor if accompanied by the nominee's consent.

Section B - Voting

1. When nominations are closed, the vote of the members shall be taken. The nominee with the plurality of votes cast for each office shall be considered to be elected.

Section C - Eligibility

1. When a vacancy occurs in any office on the Board or on any committee, the President may, subject to the approval of a majority of the Board, appoint a successor for the remainder of the term, who may be from the same or another member institution as the previous office holder or another present

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member of the Board.

2. Any member appointed to complete a term of another member may be elected to a regular term to that office as though he or she had not served.

Article VIII - COMMITTEES

1. Standing committees may be established by the Board. The President shall select the members of standing committees and appoint the Chairperson, subject to the approval of a majority of the Board. The membership of each standing committee expires when the term of office of the administration expires.
2. The President shall designate such additional committees as may be required, and appoint the members and designate the Chairman of such committees, subject to the approval of a majority of the Board. Upon presenting a final report or accomplishing the tasks as designated by the Board, such committees automatically cease to exist. If a committee's duties have not yet been completed, the committee life extends from one administration to the next.
3. Any member, or all of the members of any committee, may be from the same member institution.

Article IX – Finances

Section A - Funds

1. Funds of the Chapter come from membership dues, registration fees, publication charges, exhibitor fees, special assessments, and other sources as long as it complies with Section 501(c)(3) of the Internal Revenue Service. The Treasurer shall collect all registration fees for meetings and after paying all expenses of the meeting, deposit any remaining funds in the Chapter account.

Section B - Accounting

2. The Treasurer shall be responsible for all funds of the Chapter and shall be required to post bond. S/he shall collect and disburse all funds and maintain accounts that may be called for at any time. The Board of Directors shall provide for audits of the account(s) as may be required.

Article X – INDEMNIFICATION

The Board of Directors, officers, and other authorized employees or agents of the Association may be indemnified against claim for liability arising in connection with their positions on behalf of VAPPA to the full extent permitted by law.

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Article XI – FISCAL YEAR

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

Article XII – ANNUAL REPORT

The Treasurer of the Association shall prepare and file 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 and Federal Government (e.g., IRS) in the prescribed form. These annual reports shall be executed on behalf of the Association by the Treasurer.

Article XIII - AMENDMENTS

1. Amendments to the Bylaws may be proposed by the Board of Directors or any member of the Chapter. The Board may review and revise such proposed amendments as long as the intent is not changed, and prepare them for presentation to the membership.
2. Amendments to the Bylaws must be presented at a meeting of the Board of Directors and shall be brought to a vote. An amendment may be adopted by a two-thirds affirmative vote by the Board. Such amendment must then be submitted to a vote at the annual or a special meeting of the members, proper notice of which must be provided to all members and must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendments and contain or be accompanied by a copy or summary of the amendments. The amendment must be approved by the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less.

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MEMBERSHIP DUES - Per Article III, Section E

Member Institution - \$0 per year for membership year 2016-2017

Associate Member Institution - \$0 per year for membership year
2016-2017

Affiliate Member (Individual) - \$0 per year for membership year 2016-
2017

Honorary Member (Individual) - \$0 per year

Business Partner - \$50 per year for membership year 2016-2017