

## **MAPPA ByLaws**

The Midwest Association of Higher Education Facilities Officers is an organization of professionals who are involved in the management of facilities used by institutions of higher education. This Association is organized for the educational purposes of its members and to develop a formal network for experience and information exchange between the member institutions.

The intent of this document is to inform the membership of the Bylaws for the Association and provide guidelines as to the duties and responsibilities of the membership and the elected officers. The administrative guidelines section consists of past and current practices of the Association with the intent to provide a continuity of leadership. The guidelines are not intended to bind the members or Officers, but as the name suggests give them guidance in their leadership roles. The development of guidelines should be a continuing process, and in future years, it should be the responsibility of the Officers and membership to update these guidelines and build on them.

## **Statement of Purpose**

According to the Bylaws adopted by the Midwest Association of Higher Education Facilities Officers, the purpose of the Association shall be as follows:

- Promote the development and maintenance of high standards in the administration, care, operation, planning and development of facilities used by the institutions of higher learning.
- Promote professional ideals and standards to better serve the objectives of higher learning.
- Promote and assist in the work of the Association of Higher Education Facilities Officers in the Midwest Region.
- Promote the planning and scheduling of annual meetings of the membership which will enhance and strengthen the achievement of the purposes of the Association.
- Promote the undertaking of projects and related activities as may be desired, or necessary, to realize the goals and objectives of the Association.

## **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 physical facilities and assigned resources with the obligation for support service to the mission and programs of the member 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 events. Members are encouraged to attend an official Association educational event at least every two years.
- Members shall not abuse any privileges that may be extended as a result of their membership or position in the Association or member institution.
- Members shall not misrepresent their professional status, competence or experience when applying for or maintaining any employment position where such background is a factor.
- Members shall not allow the use of their names or likenesses in a manner so as to misrepresent their position or institution, or otherwise mislead the public concerning rank or service.
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## **Articles**

### **Article I - Principal Office and Registered Agent**

The principal office of the Midwest Association of Higher Education Facilities Officers, a nonprofit corporation incorporated under the laws of the District of Columbia (hereinafter "MAPPA"), shall be in the District of Columbia. MAPPA may have such other office or offices at such suitable place or places outside of the District of Columbia as may be designated by the Board of Directors of MAPPA.

MAPPA shall have and continuously maintain a registered office in the District of Columbia which can be identical with the principal office. The Board of Directors shall appoint and continuously maintain in office a registered agent in the District of Columbia who shall be an individual resident of the District of Columbia or a corporation, whether for profit or not for profit. This may be the same agent that represents APPA.

## **Article II - Membership**

### **A. Membership in the Association**

Membership in MAPPA shall be based upon the member institution's affiliation with APPA. The classifications and categories of membership of APPA are used in MAPPA.

### **B. Membership Categories**

1. Institutional Membership - Eligibility for membership shall be granted to all educational institutions located in the states of Illinois, Indiana, Iowa, Michigan, Minnesota, Ohio and Wisconsin which are members of APPA. This membership shall be in accordance with the criteria established by APPA.
2. Institutional Representatives - The chief physical plant administrator of each member institution shall designate to the [Membership Committee Representative] (Amended 10/14/97) the name and title of the individual they desire to be their Institutional Representative. This individual shall be the same as the Institutional Representative to APPA.
3. Associate Members - Persons holding Associate Membership in APPA shall have the same status in MAPPA. Associate Members are not eligible to vote, but can hold elected or appointed offices in the Association.
4. Affiliate Members - Affiliate members of the Association shall consist of professional personnel employed at institutions of higher education, other than personnel identified as Institutional Representatives or Associate Members, who are engaged in work related to facilities management and have an interest in the purposes and activities of the Association. Affiliate members are not eligible to vote or hold elected office.
5. Honorary Member - Persons not otherwise members of the Association who have rendered exceptional and meritorious service in promoting the purposes of the Association or persons of national stature may be elected to honorary membership in the Association. Candidates for Honorary Membership shall be recommended by the Board of Directors and elected by a majority vote of the Institutional Representatives present at an annual meeting. Honorary Members are not eligible to vote or hold elected office.
6. Emeritus Members - Emeritus Member status may be granted by the Board of Directors to any Institution Representative or Associate Member of the Association who upon retirement has had a minimum of ten years membership in the Association. Emeritus Members are not eligible to vote or hold elected office.
7. Subscribing Members - Subscribing Memberships may be offered to individuals, organizations, manufacturers, or suppliers of goods and services operating for a profit and ascribing to the policies and purposes of the Association and wishing to support the activities of the Association. Such

membership is subject to approval of the [APPA] (Amended 10/14/97) Board of Directors. Election to this category of membership shall not be construed as an endorsement, actual or implied, by the Association. Subscribing members are not eligible to vote or hold elected office.

### **C. Revocation or Termination of Membership**

Any member institution 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 roll of the Association for failure to pay dues or loss of eligibility.

### **D. Reinstatement**

Any member whose membership has been terminated may be reinstated to membership by approval of the Board of Directors upon receipt of satisfactory assurance of renewed eligibility.

## **Article III Officers in the Association**

### **A. Enumeration of Officers**

The officers of MAPPAs shall be the President, President Elect, Past President, Secretary, Treasurer, Junior Regional Representative to the APPA Board, Senior Regional Representative to the APPA Board, newsletter editor, Professional Development Committee Chair, Information & Research Committee Chair, Membership Committee Chair, Professional Affairs Committee Chair, and the Awards and Recognition Committee Chair. These officers shall constitute a Board of Directors with 13 members. The chair of the host committee of the previous meeting and the next two annual meetings shall be ex-officio members of the board. The elected officers shall make up the Executive Board and shall appoint all other board members.

### **B. Authority of the Board of Directors**

The MAPPAs Board of Directors shall manage, supervise and control the business, property, and affairs of the Association. The Board shall be vested with the powers possessed by the Association including the powers to determine policies, to appoint and remunerate agents and employees, to collect and disburse funds, and adopt rules and regulations for the conduct of the Association's business. At all times, the Board's actions must be consistent with the Association's Bylaws and any other applicable laws.

### **C. Powers and Duties**

The Board of Directors shall be invested with the following duties and responsibilities:

- Designate trust companies, banks, or savings and loan associations, in which shall be deposited the money or securities of the Association.
- Authorize the investment of the funds of the Association.
- Authorize expenditures from the Association's treasury during the interim between annual meetings of the Association.
- Review and approve all budgets submitted by committees and officers of the Association.
- 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 that have been designated for special funds of the Association. Only money deposited in the general fund shall be available to pay the expenses of the Association.
- Direct the Treasurer to provide for all fiscal arrangements and require the insuring of all officers charged with the handling of funds.
- Rule on all questions of policy and recommend to the membership desired changes in the Bylaws or other policy statements.

#### **D. Voting Quorum for Board Meetings**

At all meetings of the Board of Directors 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 shall be advisory only, but shall become valid if confirmed by a majority vote in conformance with the quorum requirements.

### **Article IV - Elections**

#### **A. Election of Officers**

The election of Officers shall occur each year at the Annual Meeting of the Association, or by a mail ballot sent to all Member Institutions, at least sixty days prior to the Annual Meeting. The President Elect shall automatically ascend into the office of President. The President Elect shall be elected to a 1- year term by a majority vote of the Member Institutions. The Secretary and Treasurer shall be elected to 2- year terms by a majority vote of the member institutions in attendance at the Annual Meeting. The APPA Board Representative shall be the two previous Past Presidents. The most recent previous Past President shall be the Junior Representative and the other the Senior Representative. The Junior Representative shall succeed to the position of Senior Representative. Each Member Institution in attendance at the Annual Meeting shall cast one vote for each candidate. Proxy voting will not be permitted. The officers shall be installed at the banquet following the election and shall hold office until their successors are elected.

#### **B. Nominations**

Nominations of all officers except the President, Past President, Junior APPA Board Representative and Senior APPA Board Representative shall be made by a nominating committee. This committee shall consist of the Past President, Junior Representative, and Senior Representative.

#### **C. Resignations**

Any officer may resign by giving written notice to the President. The resignation shall take effect at the time specified, or if no time is specified, at the time of acceptance by the Board or the President. If it should be necessary for the President to resign, his/her resignation should be submitted to the Board, through the Secretary.

#### **D. Removal**

Any Officer may be removed by a two-thirds vote of the Board at any regular or special meeting of the Board at which a quorum is present. Being inactive in the duties of office or conduct prejudicial to the best interest of the Association shall be just cause for removal from office.

#### **E. Vacancies**

If an office should become vacant, all positions except the President and President Elect can be filled by the Board of Directors. A vacancy in the office of President shall be filled by the President Elect. A replacement for the President Elect shall be selected by a mail ballot election of Member Institutions.

### **Article V - Duties of Officers**

#### **A. President**

The President of the Association shall have all powers and shall perform all duties within the MAPPA organization as the president of APPA. These duties shall include:

- Be a member of and chair the MAPPA Board of Directors and prepare the agenda for the meetings of the Board.

- Be responsible for disseminating the agenda and supporting materials in advance of meetings of the MAPPa Board of Directors.
- Give requisite notice of and preside over the meetings of the Association's membership.
- Have the power to sign all certificates, contracts, and other instruments of the Association as authorized by the Board of Directors. This responsibility may be delegated by the President, with approval of the MAPPa Board, to the Treasurer.
- Have the authority to act with the concurrence of the President Elect should an emergency occur between meetings of the MAPPa Board of Directors that is not covered by the Bylaws of the Association. If no concurrence can be reached, a special meeting of the Board must be called to handle the situation.
- Represent or appoint someone to represent the Association at events to which the Association has been invited and should be represented.
- Receive recommendations from committee chairpersons on committee membership and make the appropriate appointments.
- Perform other duties as designated by the MAPPa Board of Directors.

### **B. President Elect**

The President Elect shall automatically succeed to the office of President at conclusion of the term as President Elect or at such other time as the office of President may become vacant. The President Elect shall perform the following duties:

- Perform the duties and have the powers of the President during the absence or disability of the President.
- Become thoroughly acquainted with the affairs of the Association in order to provide capable leadership upon becoming President following the term as President Elect.
- Chair the Annual Meeting Program Committee, which develops the educational program for the Annual Meeting.
- Perform such other duties as the MAPPa Board of Directors may from time to time designate.

### **C. Past President**

The President shall automatically succeed to the office of Past President at the conclusion of the term as President. The Past President shall perform the following duties:

- Brief the President Elect on the duties and responsibilities of the office of President to assure a smooth transition of duties.
- Perform special projects and/or duties as designated by the President or MAPPa Board of Directors.
- Become thoroughly acquainted with the duties of APPA Board Representative in anticipation of assuming these duties at the conclusion of term as Past President. Attends APPA Board meetings as an observer.
- Serve as committee chair on the Site Selection, Scholarship and Nominating committees.

### **D. Secretary**

The Secretary shall perform all functions normally associated with the title and shall have the following specific powers and duties:

- Attend all meetings of the MAPPA Board of Directors and the annual business meeting and be responsible for keeping, preserving in the Association records, and distributing true minutes of the proceedings of all such meetings.
- Serve as secretary to the MAPPA Board of Directors.
- Perform such other duties as the MAPPA Board of Directors may from time to time designate.

#### **E. Treasurer**

The treasurer shall perform all functions normally associated with the title and shall have the following specific powers and duties:

- Collect all monies due the Association and shall hold and account for the same. Pay all bills of the Association and keep the necessary records and accounts.
- Render a financial report at the annual business meeting of the Association showing all receipts and expenditures for the current year.
- See that the accounts of the Association are audited and a tax return filed annually by a certified public accountant appointed by the Board.
- Perform such other duties as the MAPPA Board of Directors may from time to time designate.

#### **F. Regional Representatives to the APPA Board of Directors**

Each region of APPA is entitled to two Representatives on the APPA Board of Directors. Regional representatives are the Junior Representative and Senior Representative. Having served as President and then Past President, the Past President then becomes the Junior Representative. The Junior Representative from the previous year then becomes the Senior Representative. The duties of the APPA Board Representatives shall be as follows:

##### **1. Senior Representative**

Be a voting member of the APPA board of directors as a representative of MAPPA and shall attend all APPA board meetings and meetings of the APPA membership.

Prepare agenda items for consideration of the APPA Board when needed or requested by the MAPPA Board on those items dealing with the specific needs or interests of the Association. Prepare and deliver a report to the APPA Board on all activities of MAPPA.

Report to the membership at the MAPPA annual meeting the proceedings of the APPA Board.

Transfer to the Junior Representative all information pertinent to their tenure on the Board at the conclusion of the term of office.

##### **2. Junior Representative**

Become thoroughly acquainted with the workings of the APPA Board of Directors and the MAPPA goals and objectives in order to provide capable leadership upon the assumption of the office of Senior Representative.

Be a voting member of the APPA Board as a representative of MAPPA and shall attend all required APPA meetings.

Perform such other duties as the President or Senior Representative may from time to time designate.

If for some reason the Junior Representative is unable to ascend into the position of Senior Representative, or the Senior Representative is unable to complete the term, the most recent Senior Representative may be asked by the Board to serve the unexpired term. If the Junior Representative is unable to complete their term, the Senior Representative will serve out the remainder of the unexpired term as Junior Representative and the most recent Senior Representative will serve the unexpired term as Senior Representative.

## **Article VI - Meetings**

### **A. Meetings of the MAPPA Board**

A regular meeting of the MAPPA Board of Directors shall be held in conjunction with the annual meeting of the membership. A second meeting of the Board shall be held in December. Normally this meeting is held at the site of the next annual meeting. The Board may by resolution, provide for additional meetings. Special meetings of the Board may be called by the President or by a majority of the voting Directors. Notice of the time, date, and place of any Board meeting shall be given, to all Officers, at least 20 days prior to the scheduled date.

A simple majority of the total number on the MAPPA Board of Directors shall constitute a quorum of the Board. In the absence of a quorum, any action taken shall be of a recommendation nature only, but may be confirmed at a later date with the majority vote of the Board with the necessary quorum.

Directors shall not receive any compensation for their services as Board members. However, the Board may authorize reimbursement for expenses by Board members to attend regular or special meetings of the Board.

### **B. Meetings of the Membership**

An annual meeting of the membership of MAPPA shall be held within the region, for the purpose of transacting any and all business that may be properly brought before the meeting.

#### **1. Location of the Meeting**

An annual meeting of the MAPPA membership shall be held within the confines of the seven states of the region. To provide for maximum participation of the membership at annual meetings, the meeting sites will be rotated within the seven states. The recommended site for the meeting shall be determined by a Site Selection Committee that shall consist of the Past President, Junior APPA Board Representative, and Senior APPA Board Representative. The Past President will chair this committee. To ensure adequate time for planning the event, the site selection should be made at least two years in advance.

#### **2. Notice of the Meeting**

Written or printed notice, stating the time, date, and location of the annual meeting shall be delivered, personally or by mail, to all members of MAPPA at least twenty days, preferably ninety days, prior to the date of the meeting.

#### **3. Special Meetings**

Special meetings of the membership may be called by the President or by members constituting not less than ten percent of all the voting members who shall, in writing, direct that such a meeting be called. Notice of such meetings, stating the time, date, location and the purpose(s) for meeting shall be delivered to the membership at least ten days prior to the meeting date.

### **C. Quorum for Membership Business Meetings**

Ten percent of the voting membership of MAPPA shall constitute a quorum for the transaction of business of the Association at any annual or special meeting of the membership.

#### **D. Procedure and Order of Business**

Parliamentary rules, as stated in the most recent edition of Robert's Rules of Order, shall govern the procedure of all meetings of the Association.

#### **Article VII - Annual Dues and Fees**

##### **A. Membership Dues**

The MAPPa Board of Directors shall recommend, subject to the approval of the membership, sufficient annual dues to enable the Association to carry out its objectives. (Amended 10/14/97)

##### **B. Registration Fee**

Registration fees for the annual meeting shall be determined by the MAPPa Board. Institutions that have not paid their annual dues and/or registration fees will not be entitled to vote at the annual meeting.

#### **Article VIII - Chapters**

Groups representing specific geographic areas or specialized interest groups within the Association may formally organize as chapters of MAPPa with the approval of the MAPPa Board of Directors. Each approved chapter shall determine the qualifications for members and the rights and privileges thereof, so long as they are not inconsistent with the intent or Bylaws of MAPPa.

#### **Article IX - Fiscal Year**

The fiscal year of MAPPa shall commence on January 1 and terminate on December 31.

#### **Article X - Financial Audit and Bonding**

The MAPPa Board of Directors shall see that the accounts of the Association are reviewed bi-annually, or upon the change of Treasurer, and a tax return filed annually by a certified public accountant appointed by the Board.

The MAPPa Board of Directors shall bond the Treasurer with a fidelity bond in such an amount as the Board may prescribe.

#### **Article XI - Corporate Seal**

The MAPPa Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, District of Columbia."

#### **Article XII - Indemnification**

MAPPa shall indemnify each member of the Board for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provisions in these Bylaws, in a manner and to the extent permitted by applicable law.

MAPPa shall indemnify each of its Directors from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses including attorneys' fees imposed upon or asserted against the Director while acting within the scope of their official duties provided the actions were in



the best interest of the Association. This indemnification shall be made only if the membership is advised by the Board that a legal finding had determined that the Directors were acting within their assigned scope of duties and that the Director's standard of conduct was in keeping with the Association's Bylaws.

#### **Article XIII - Limitation on Activities**

MAPPA is organized and operated exclusively for charitable and educational purposes with the standards established by the most current Internal Revenue Code. No substantial part of the activities of MAPPA shall be for the carrying on of propaganda or otherwise attempting to influence legislation. MAPPA shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

MAPPA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of the net earnings of MAPPA shall be used to the benefit of or be distributed to Directors, or other private individuals, or other organizations organized and operated for profit, except when the MAPPA Board has authorized payment of reasonable compensation for services rendered.

#### **Article XIV - Dissolution**

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

- A nonprofit organization(s) that may have been created to succeed MAPPA, as long as the organization(s) qualifies as a governmental unit under the most current Internal Revenue Code.
- A nonprofit organization(s) having similar aims and objectives as MAPPA which also qualifies as a governmental unit under the most current Internal Revenue Codes.

#### **Article XV - Amendments to Bylaws**

These Bylaws may be amended by a two-thirds vote of the voting members present at any annual meeting of the MAPPA membership or by mail ballot sent to all Institutional Representatives. An amendment to be proposed at a meeting shall be mailed to each voting member at least 20 days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specified at the time of adoption.

*Rev. 10/9/91, 10/14/97*