

**Bylaws for the Midwest Region of APPA**  
**Approved by the membership November 6 2014**

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**Article 1. Name, Principal Office and Registered Agent**

1.01 The name of the organization shall be: "The Midwest Region of APPA", hereinafter referred to as MAPP A

1.02 The principal office of the MAPP A, a nonprofit corporation affiliated with APPA\* incorporated under the laws of the District of Columbia, shall be in the District of Columbia. MAPP A 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 MAPP A.

\*APP A (Leadership in Educational Facilities) is the association of choice for more than 10,000 educational facilities professionals from 1,300 educational institutions in North America.

1.03 MAPP A 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 or a corporation, whether for profit or not for profit. This may be the same agent that represents APP A.

**Article 2. Purposes**

2.01 MAPP A is an organization of professionals who are involved in the management of educational facilities. This professional development Association is organized for the education of its members and to develop a formal network for experience and information exchange between the member institutions.

2.02 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.

2.02 (1) Promote the development and maintenance of high standards in the administration, care, operation, planning and development of educational facilities.

2.02 (2) Promote professional ideals and standards to better serve the objectives of education.

2.02 (3) Promote and assist in the work of the APPA in the Midwest Region.

2.02 (4) Promote the planning and scheduling of annual meetings of the membership which will enhance and strengthen the achievement of the purposes of the Association.

2.02 (5) Promote the undertaking of projects and related activities as may be desired, or necessary, to realize the goals and objectives of the Association.

### 2.03 Code of Professional Conduct

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

2.03 (1) 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.

2.03 (2) Members shall maintain the highest level of personal and professional conduct as such conduct may reflect upon the Association or the profession.

2.03 (3) Members shall maintain professional expertise in facilities management through regular participation in educational events, committee involvement and/or research.

2.03 (4) Members shall not abuse any privileges that may be extended as a result of their membership or position in the Association or member institution.

2.03 (5) Members shall not misrepresent their professional status, competence or experience when applying for or maintaining any employment position where such background is a factor.

2.03 (6) 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.

### **Article 3. Membership**

#### **3.01 Membership in the Association**

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

#### **3.02 Membership Categories**

3.02 (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.

3.02 (2) Institutional Representatives - The chief facilities officer of each member institution shall designate to the Membership Committee Representative, 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 and must be a direct paid employee of the educational institution.

3.02 (3) Associate Members - Persons holding Associate Membership in APPA shall have the same status in MAPPAs. Associate Members are not eligible to vote, unless delegated to do so as proxy by the institutional member, but can hold elected or appointed offices in the Association.

3.02 (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 shall also consist of other interested professional individuals who are not employed by a for-profit organization that would be eligible as a Business Partner. Affiliate Members are not eligible to vote but shall be eligible to hold elected or appointed office.

3.02 (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.

3.02 (6) Student Members - Student Members of the Association shall be limited to full-time students in degree-granting colleges or universities. Student Members are not eligible to vote or hold elected office.

3.02 (7) Emeritus Members - Emeritus Member status is considered to be a high honor that should only be awarded to those retirees who have made significant contributions to MAPPA and the facilities management profession. Emeritus 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. Conference registration fees shall be waived for Emeritus Members for future MAPPA conferences.

3.02 (8) Business Partners - Business Partner 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. Election to this category of membership shall not be construed as an endorsement, actual or implied, by the Association. Business Partner members are not eligible to vote or hold elected office.

3.02 (9) Retired Members - Retired Member status may be granted by the board to an individual who has retired as a member in good standing.

### 3.03 Voting Rights

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

### 3.04 Annual Dues

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

## **Article 4. Revocation or Termination of Membership**

4.01 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.

## **Article 5. Reinstatement**

5.01 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 6. Meetings of Members**

### 6.01 Annual Business Meeting

An annual meeting of the MAPPa membership shall be held within the confines of the seven states of the region for the purpose of transacting any and all business that may be properly brought before the meeting except that with the joint approval of involved Boards, joint meetings with other APPA Region(s) may be conducted at a place of mutual agreement.

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 President, Past President and the Conference Coordinator, with concurrence from the full Board.

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.

#### 6.02 Notice of the Meeting

Written or printed notice, stating the time, date, and location of the annual meeting shall be delivered, via web site, personally, other electronic means, or by mail, to all members of MAPPA at least ninety days prior to the date of the meeting.

#### 6.03 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.

#### 6.04 Quorum

The members present at any annual or special meeting of the membership shall constitute a quorum for the transaction of business of the Association.

#### 6.05 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 7. Board of Directors**

7.01 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.

#### 7.02 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.

7.03 Members.

The Voting Board of Directors of the Association shall be composed of the following:

7.03 (1) President

7.03 (2) President-Elect

7.03 (3) Secretary

7.03 (4) Treasurer

7.03 (5) Senior Representative

7.03 (6) Junior Representative

7.03 (7) Information and Research Chair

7.03 (8) Professional Development Chair

7.03 (9) Professional Affairs Chair

7.03 (10) Membership Chair

7.03 (11) Awards and Recognition Chair

7.03 (12) Historian

7.03 (13) Communications Coordinator

7.03 (14) Conference Coordinator.

Serving as non-voting ex-officio members are the past, present and future Host



Committee Chairs, and APPAs liaison to the MAPPA Board.

One additional at-large, non-voting member may be appointed up to a two-year term by the MAPPA President.

#### 7.04 Meetings.

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 late fall. Normally this meeting is held at the site of the next annual meeting. A third meeting may be held in conjunction with the annual APPA Educational Forum. 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 members. Notice of the time, date, and place of any Board meeting shall be given, to all members, at least 10 days prior to the scheduled date.

#### 7.05 Quorum, Voting.

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.

#### 7.06 Powers and Duties.

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

7.06 (1) Designate trust companies, banks, or savings and loan associations, in which shall be deposited the money or securities of the Association.

7.06 (2) Authorize the investment of the funds of the Association.

7.06 (3) Authorize expenditures from the Association's treasury during the interim between annual meetings of the Association.

7.06 (4) Review and approve all budgets submitted by committees and officers of the Association.

7.06 (5) 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.

7.06 (6) Direct the Treasurer to provide for all fiscal arrangements and require the insuring of all officers charged with the handling of funds.

7.06 (7) Rule on all questions of policy and recommend to the membership desired changes in the Bylaws or other policy statements.

7.06 (8) 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.

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

## **Article 8. Executive Committee**

8.01 The Board of Directors of the Association shall have an Executive Committee consisting of the President, the President-Elect, Secretary, Treasurer, Senior Representative, Junior Representative.

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8.02 Enumeration of Officers

The elected officers of MAPPa shall be the President, President Elect, Secretary, Treasurer, Senior Regional Representative to the APPA Board, Junior Regional Representative to the APPA Board.

The elected officers shall make up the Executive Board and shall appoint all other board members, which includes:

Information & Research Committee Chair

Professional Development Committee Chair

Professional Affairs Committee Chair

Membership Committee Chair

Awards and Recognition Committee Chair

Historian  
Communications Coordinator  
Conference Coordinator.

These officers shall constitute a Board of Directors. Serving as non-voting ex-officio members are the past, present and future Host Committee Chairs, and APPAs liaison to the MAPPA Board.

One additional at-large, non-voting member may be appointed up to a two-year term by the MAPPA President. An example (but not requirement) is a Business Partner representative to the Board

#### 8.03 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.

Each term of office expressed in multiple years except for the offices of Treasurer and Secretary shall be in fact consecutive one year terms with automatic nomination for re-appointment if the office holder is able and willing to continue, subject to action at each annual meeting confirming their status. The Treasurer and Secretary offices shall be actual two year terms each, with staggered year start dates. Treasurer and Secretary will stand with the group for re-installation at each annual meeting.

The President shall automatically ascend to the office of Junior Representative to the APPA Board. The President Elect shall automatically ascend into the office of President. The APPA Board Representatives shall be the previous Presidents. The Junior Representative shall ascend to the position of Senior Representative. Each Member Institution in attendance at the Annual Meeting shall cast one vote for each candidate. The officers shall be installed at the banquet following the election and shall hold office until their successors are elected.

#### 8.04 Nominations

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

#### 8.05 Terms of Office

Elected and appointed officers shall be installed at each annual conference following their election or, in the event no such annual meeting is held, they shall take office on November 1st

of the year during which their term begins, and shall hold office until their successors are elected.

#### 8.06 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.

#### 8.07 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.

#### 8.08 Vacancies

All Board seat vacancies except 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 ballot election of Member Institutions. The ballot may be conducted by any combination of mail, email, or web site application available to and approved by the Board.

8.09 If for some reason the Junior Representative (most recent President) 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 (most recent President) 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.

#### 8.10 Powers and Duties

##### 8.10 (1) President

The President of the Association shall serve for a period of one-year term. The President shall have all powers and shall perform all duties within the MAPP

organization as the president of MAPPA. These duties shall include:

8.10 (1).1 Be a member of and chair the MAPPA Board of Directors and prepare the agenda for the meetings of the Board.

8.10 (1).2 Be responsible for disseminating the agenda and supporting materials in advance of meetings of the MAPPA Board of Directors.

8.10 (1).3 Give requisite notice of and preside over the meetings of the Association's membership.

8.10 (1).4 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.

8.10 (1).5 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.

8.10 (1).6 Represent or appoint someone to represent the Association at events to which the Association has been invited and should be represented.

8.10 (1).7 Receive recommendations from committee chairpersons on committee membership and make the appropriate appointments.

8.10 (1).8 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

8.10 (1).9 Authorize expenditures up to \$500 and a total amount annually not to exceed \$2,000 for MAPPA Board business without Board approval, provided there are adequate funds in the treasury. Documentation must be provided to Treasurer for all reimbursement.

8.10 (1).10 Perform other duties as designated by the MAPPA Board of Directors.

8.10 (1).11 Brief the President Elect on the duties and responsibilities of the office of President to assure a smooth transition of duties.

8.10 (1).12 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.

#### 8.10 (2) President-Elect

The President Elect shall be elected to a one-year term by a majority vote of the Member Institutions. The President Elect shall perform the following duties:

8.10 (2).1 Perform the duties and have the powers of the President during the absence or disability of the President.

8.10 (2).2 Become thoroughly acquainted with the affairs of the Association in order to provide capable leadership upon becoming President following the term as President Elect.

8.10 (2).3 Chair the Annual Meeting Program Committee, which develops the educational program for the Annual Meeting.

8.10 (2).4 If installed in the same year as a new Treasurer, or filling a vacancy which requires backing up the Treasurer, become as acquainted as necessary with the fiduciary duties of the Treasurer in order to fulfill those duties in the event the Treasurer is unable to do so. This includes receiving bank or other financial account access and control.

8.10 (2).5 Produce, maintain, and dispose of records and documents in compliance with MAPPAs Retention Schedule as described in the Administrative Guidelines.

8.10 (2).6 Perform such other duties as the MAPPAs Board of Directors may from time to time designate.

8.10 (2).7 Serve as a member of the nominations committee.

#### 8.10 (3) Secretary

The Secretary shall be elected to a 2-year term by majority vote of the member institutions in attendance at the Annual Meeting. The Secretary shall perform all functions normally associated with the title and shall have the following specific powers and duties:

8.10 (3).1 Attend all meetings of the MAPPAs 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.

8.10 (3).2 Responsible for maintaining bylaws and ensuring the Communications Chair regularly updates the website.

8.10 (3).3 Serve as secretary to the MAPPa Board of Directors.

8.10 (3).4 Produce, maintain, and dispose of records and documents in compliance with MAPPa Retention Schedule as described in the Administrative Guidelines.

8.10 (3).5 Perform such other duties as the MAPPa Board of Directors may from time to time designate.

#### 8.10 (4) Treasurer

The Treasurer shall be elected to a 2-year term by majority vote of the member institutions in attendance at the Annual Meeting.

Although elected at the annual meeting, the office of Treasurer shall change hands on January 1 following election in order that the association's books and reports will be transitioned in an orderly way.

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

8.10 (4).1 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.

8.10 (4).2 Render a financial report at the annual business meeting of the Association showing all receipts and expenditures for the current year.

8.10 (4).3 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.

8.10 (4).4 Provide for all fiscal arrangements and insure all officers charged with the handling of funds.

8.10 (4).5 Produce, maintain, and dispose of records and documents in compliance with MAPPa Retention Schedule as described in the Administrative Guidelines.

8.10 (4).6 Perform such other duties as the MAPPa Board of Directors may from time to time designate.

#### 8.10 (5) Senior Representative

The Senior Representative shall serve a one-year term. The Senior Representative shall perform the following duties:

8.10 (5).1 Be a voting member of the APPA board of directors as a representative of MAPPAs and shall attend all APPA board meetings and meetings of the APPA membership, and serves on the APPA Nominations Committee.

8.10 (5).2 Prepare agenda items for consideration of the APPA Board when needed or requested by the MAPPAs Board on those items dealing with the specific needs or interests of the Association.

8.10 (5).3 Prepare and deliver a report to the APPA Board on all activities of MAPPAs.

8.10 (5).4 Report to the membership at the MAPPAs annual meeting the proceedings of the APPA Board.

8.10 (5).5 Transfer to the Junior Representative all information pertinent to their tenure on the Board at the conclusion of the term of office.

8.10 (5).6 Produce, maintain, and dispose of records and documents in compliance with MAPPAs Retention Schedule as described in the Administrative Guidelines.

8.10 (5).7 Serve as a member of the nominations committee.

#### 8.10 (6) Junior Representative

The Junior Representative shall serve a one-year term. The Junior Representative shall perform the following duties:

8.10 (6).1 Become thoroughly acquainted with the workings of the APPA Board of Directors and the MAPPAs goals and objectives in order to provide capable leadership upon the assumption of the office of Senior Representative.

8.10 (6).2 Be a voting member of the APPA Board as a representative of MAPPAs and shall attend all required APPA meetings, and serves on the APPA Bylaws Committee.

8.10 (6).3 Produce, maintain, and dispose of records and documents in compliance with MAPPAs Retention Schedule as described in the Administrative



Guidelines.

8.10 (6).4 Perform such other duties as the President or Senior Representative may from time to time designate.

8.10 (6).5 Serve as committee chair on the Site Selection, Scholarship, Nominating, and Bylaws committees.

8.10 (7) Information & Research Committee Chair

The Chair shall serve a three-year term. The Chair shall perform the following duties:

8.10 (7).1 Participate in the APPA Information and Research Committee; travel to necessary meetings such as MAPPEDA conference, APPA conference, APPA winter meetings, and join conference calls.

8.10 (7).2 If needed, recruit participants for a MAPPEDA Information and Research Committee and nominate them for appointment to the committee by the MAPPEDA president.

8.10 (7).3 If needed, submit funding request(s) to the MAPPEDA board for Information and Research related business.

8.10 (7).4 Report to MAPPEDA Board and membership on committee work.

8.10 (7).5 Participate in MAPPEDA governance via Board meetings and related work.

8.10 (7).6 Produce, maintain, and dispose of records and documents in compliance with MAPPEDA Retention Schedule as described in the Administrative Guidelines.

8.10 (8) Professional Development Committee Chair

The Chair shall serve a three-year term. The Chair shall perform the following duties:

8.10 (8).1 Provide leadership and organization to the Committee

8.10 (8).2 Release & Coordinate the Call for Proposals for MAPPEDA

8.10 (8).3 With the committee's input, select Session topics for each conference

8.10 (8).4 Assign Sessions to Rooms based on attendance projections by topic

- 8.10 (8).5 Coordinate MAPPAs website content pertaining to annual conference programming with the Host Committee lead and the Communications Chair.
- 8.10 (8).6 Host a facilitator meeting at the annual conference
- 8.10 (8).7 Ensure the conference sessions flow smoothly
- 8.10 (8).8 Review feedback of all MAPPAs learning sessions
- 8.10 (8).9 Support Big Ten and Friends Trainers network, Big 10 Building Services Administrators Conference (or other Board approved affiliates).
- 8.10 (8).10 Participate in the APPA Professional Development Committee; travel to necessary meetings such as MAPPAs conference, APPA conference, APPA winter meetings, and join conference calls.
- 8.10 (8).11 If needed, recruit participants for a MAPPAs Professional Development Committee and nominate them for appointment to the committee by the MAPPAs president.
- 8.10 (8).12 If needed, submit funding request(s) to the MAPPAs board for Professional Development related business.
- 8.10 (8).13 Report to MAPPAs Board and membership on committee work.
- 8.10 (8).14 Produce, maintain, and dispose of records and documents in compliance with MAPPAs Retention Schedule as described in the Administrative Guidelines.
- 8.10 (8).15 Participate in MAPPAs governance via Board meetings and related work.

#### 8.10 (9) Professional Affairs Committee Chair

The Chair shall serve a three-year term. The Chair shall perform the following duties:

- 8.10 (9).1 Participate in the APPA Professional Affairs Committee; travel to necessary meetings such as MAPPAs conference, APPA conference, APPA winter meetings, and join conference calls.
- 8.10 (9).2 If needed, recruit participants for a MAPPAs Professional Affairs Committee and nominate them for appointment to the committee by the MAPPAs president.
- 8.10 (9).3 If needed, submit funding request(s) to the MAPPAs board for Professional Affairs related business.

8.10 (9).4 Report to MAPPA Board and membership on committee work.

8.10 (9).5 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

8.10 (9).6 Participate in MAPPA governance via Board meetings and related work.

8.10 (10) Membership Committee Chair

The Chair shall serve a three-year term. The Chair shall perform the following duties:

8.10 (10).1 8.09 (9).1 Provide leadership and organization to the Committee

8.10 (10).2 Participate in the APPA Membership Committee; travel to necessary meetings such as MAPPA conference, APPA conference, APPA winter meetings, and join conference calls.

8.10 (10).3 If needed, recruit participants for a MAPPA Membership Committee and nominate them for appointment to the committee by the MAPPA president.

8.10 (10).4 If needed, submit funding request(s) to the MAPPA board for Membership related business.

8.10 (10).5 Report to MAPPA Board and membership on committee work

8.10 (10).6 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

8.10 (10).7 Participate in MAPPA governance via Board meetings and related work.

8.10 (11) Awards and Recognition Committee Chair

The Chair shall serve a three-year term. The Chair shall perform the following duties

8.10 (11).1 Participate in the APPA Awards and Recognition Committee; travel to necessary meetings such as MAPPA conference, APPA conference, APPA winter meetings, and join conference calls.

8.10 (11).2 If needed, recruit participants for a MAPPA Awards and Recognition Committee and nominate them for appointment to the committee by the MAPPA president.

8.10 (11).3 If needed, submit funding request(s) to the MAPPA board for Awards and Recognition related business.

8.10 (11).4 Report to MAPPA Board and membership on committee work.

8.10 (11).5 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

8.10 (11).6 Participate in MAPPA governance via Board meetings and related work.

#### 8.10 (12) Historian

The Historian shall serve a two-year term, with renewable terms upon mutual agreement of the person serving and the Nomination Committee. The Historian shall perform the following duties:

8.10 (12).1 Participate in MAPPA governance via Board meetings and related work.

8.10 (12).2 Conserve and organize historical documents; identify documents and events which have historical significance as they occur.

8.10 (12).3 Coordinate with the Communications Chair for publication of historical resources via the web site or other means.

8.10 (12).4 Author materials as needed to present and/or preserve historical items in context.

8.10 (12).5 If needed, submit funding request(s) to the MAPPA board for related business.

8.10 (12).6 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

8.10 (12).7 Report to the MAPPA Board on historical issues that are identified.

#### 8.10 (13) Communications Coordinator

The Coordinator shall serve a 3-year term. The Coordinator shall perform the following duties:

8.10 (13).1 Per bylaws 8.09(5).1 regarding Secretary duties and 8.09(9).5 regarding Professional Development Committee chair duties, make updates to the web site regarding bylaws and the annual conference program.

8.10 (13).2 Be responsible for coordinating the MAPPa website, which may include the publication of an electronic newsletter, on an ongoing basis. Place content on the website in a timely manner. Content may include minutes from board meetings, Annual Meeting content, upcoming events, photos of members, etc. Ensure there is alignment and consistency of the regional messages with those from APPA.

8.10 (13).3 Make changes to the web site as the Chair sees fit for minor content updates and/or web site code cleanup. Major design changes or content initiatives need Board approval prior to publishing changes to the public. Act as the liaison with the APPA Webmaster and MAPPa Board for content.

8.10 (13).4 Act as the principal officer for all communications.

8.10 (13).5 Serve as the social media resource. Maintain and frequent the MAPPa Facebook page and look to increase the MAPPa visibility through new communication methods.

8.10 (13).6 Ensure photographs are taken and posted for MAPPa/APPA events.

8.10 (13).7 If needed, recruit participants for a MAPPa Newsletter Committee and nominate them for appointment to the committee by the MAPPa president.

8.10 (13).8 If needed, submit funding request(s) to the MAPPa board for Communications related business.

8.10 (13).9 Report to MAPPa Board and membership on committee work.

8.10 (13).10 Produce, maintain, and dispose of records and documents in compliance with MAPPa Retention Schedule as described in the Administrative Guidelines.

8.10 (13).11 Participate in MAPPa governance via Board meetings and related work.

8.10 (14) Conference Coordinator

The Conference Coordinator shall serve a three-year term, with renewable terms upon mutual agreement of the person serving and the Nomination Committee.

A Conference Coordinator should be a former host committee member if possible; the intent of the position is to create persistent stable guidance on planning and executing a

conference.

The Conference Coordinator shall perform the following duties:

8.10 (14).1 Develop and maintain a Conference Template for use by host committees to ensure stability and sufficient resources for meeting space, food service, hotel rooms, and other related planning topics.

8.10 (14).2 Assist the host university with issues and questions in order to help the host provide a venue, agenda, and services which will contribute to an efficient, educational, and profitable experience which will help future hosts promote the MAPPA experience to Business Partners and attendees.

8.10 (14).3 Collect, maintain, and disseminate when needed annual conference reports from each host committee.

Host committee annual reports are due as soon as possible after each annual meeting, not to exceed December 31 of the meeting year.

Host committee reports must contain a full accounting of finances and a narrative explaining the various successes, failures, or topics of interest related to the conference.

8.10 (14).4 Produce, maintain, and dispose of records and documents in compliance with MAPPA Retention Schedule as described in the Administrative Guidelines.

## **Article 9. Committees and Councils**

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

9.02 Committee appointments will be made by the President in accordance with the provisions of these Bylaws, or in the absence of specific provisions, in accordance with the recommendation of the committee chairperson.

9.03 All committee members will be appointed for a one-year term; however, upon recommendations of the chairperson a member may be reappointed for two succeeding terms.

9.04 No committee member may serve for more than three consecutive years. The President may waive the term limit at his or her discretion. Unfulfilled terms will be completed by interim appointments.

9.05 Annual committee appointments shall begin no later than November 1 each year. No committee requiring members shall have fewer than three members including the chairperson.

9.06 Councils may be established, for such purposes as the Board of Directors specifies and deems appropriate, to address certain technical issues on behalf of MAPPAs that require the continuing engagement of relevant subject matter experts. The President shall select and appoint the Council chairperson, and upon recommendation of the chairperson, will also appoint the remaining members of the Council. Each Council will remain in existence unless or until abolished by subsequent action of the Board of Directors.

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

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

9.09 Permanent Committees are as follows:

9.09 (1) Committee on Professional Development. Members will be appointed according to either MAPPAs or Trainer's Network affiliation, distributed geographically throughout the MAPPAs region. The committee shall have at least 6 and no more than 12 members including the chair. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

9.09 (1).1 Developing the technical and educational programs for each annual conference and making all necessary arrangements for same, including coordination with affiliated groups such as the Trainers' Network or Big Ten and Friends Building Services Administrators or similar groups approved by the Board.

9.09 (1).2 Developing and conducting institutes, seminars, and other educational or professional development programs which shall include selection of locations and

faculty for said programs.

9.09 (1).3 Developing, obtaining, and cataloging a library of multi-media training materials on a variety of appropriate subjects to be made available to members upon request.

9.09 (1).4 Recommending a schedule of rates and charges to be levied upon members who attend educational or professional development programs or request training materials.

#### 9.09 (2) Committee on Membership

Members will be appointed according to the home state of their institution, distributed geographically throughout the MAPPa region. The committee shall have at least 7 and no more than 10 members including the chair. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

9.09 (2).1 Provide strategic guidance to retain and grow an actively engaged membership with the requisite knowledge, skills, abilities, and values to elevate the educational facilities professional, and to transform learning institutions.

9.09 (2).2 Review eligibility criteria for membership and makes recommendations to the Board with regard to changes to membership categories and dues.

9.09 (2).3 Recommends to the Board strategies for growing MAPPa/APPa membership and retaining current members.

- 1) Producing and approving an annual member recruitment plan and strategy

- 2) Periodically reviewing and adjusting the plan as needed to support attainment of annual targeted recruitment and retention goals.

9.09 (2).4 Provides perspective on the needs and expectations of both MAPPa and APPa's membership and works in tandem with other committees and task forces to ensure products and services are in alignment with the APPa Member Value Statement and APPa Brand Values Statement

#### 9.09 (3) Committee on Information and Research.

Members may be appointed, if needed, attempting to achieve geographical representation. In addition, at-large members may be appointed depending on the



needs of the committee. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

9.09 (3).1        Reviewing and screening of technical papers and other documents and presentations for the purpose of possible use in the Association's publications, and/or distribution to other associations' magazines for their consideration and possible use.

9.09 (3).2        Suggesting and facilitating facilities research programs sponsored by the Association and/or seeking sponsorship from APPA.

9.09 (3).3        Promoting participation in the APPA Facilities Performance Indicators program

9.09 (4) Committee on Professional Affairs.

Members may be appointed, if needed, attempting to achieve geographical representation. In addition, at-large members may be appointed depending on the needs of the committee. The members may divide into subcommittees of size and number to be determined by the chairperson. The committee (subcommittees) will be responsible for:

9.09 (4).1        Studying ways to develop and implement professional standards applicable to the Association and to its members.

9.09 (4).2        Developing ideas and methods for encouraging members of the Association to write and publish professional papers on the various phases of facilities management.

9.09 (5) Nominating Committee.

The Junior Representative will chair the Nominating Committee. The chairperson will conduct the activities of the committee. Additional members will be the President Elect and the Senior APPA representative. The Nominating Committee shall nominate candidates for all offices of the Association except the offices of President and Immediate Past President.

## **Article 10.        Chapters**

10.01    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 11. Corporate Seal**

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

**Article 12. Fiscal Year**

12.01 The fiscal year of the Association shall be from January 1 through December 31.

**Article 13. Gifts**

13.01 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 14. Annual Reports**

14.01 The Treasurer 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 Treasurer.

**Article 15. Dissolution or Final Liquidation**

15.01 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:

15.02 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:

15.02 (1) 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.

15.02 (2) A governmental institution, agency, or unit under such Code (or the corresponding provisions of any future United States internal revenue law)

15.02 (3) 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 16. Shares of Stock, Dividends, and Certain Loans Prohibited**

16.01 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 17. Limitations on Activities**

17.01 MAPPA is organized and operated exclusively for charitable and educational 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).

17.02 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its directors, officers, 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).

17.03 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.

17.04 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:

17.04 (1) By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954

17.04 (2) As an organization described in Section 501(a)(3) of such Code (or the corresponding provisions of any future United States internal revenue law)

17.04 (3) 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)

17.04 (4) 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 18. Indemnification**

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

18.02 The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct.

If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

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

**Article 19.      Amendment of Bylaws**

**19.01** These Bylaws of the Association may be amended, altered, changed, added to, deleted from, or repealed by the affirmative vote of the two thirds super-majority of the MAPPA Board of Directors on behalf of the membership.