

SRAPPA By-Laws—Approved by the membership on October 11, 2005

Chapter I

Membership

1. Application and Acceptance to Membership.

The Executive Committee of SRAPPA shall set the criteria for judging each applicant. This criteria currently matches that of APPA, and membership is granted contingent upon dues collection by the APPA office at 1643 Prince Street, Alexandria, Virginia 22314-2818.

2. Membership Dues

- A. The annual dues of SRAPPA may be changed by a vote of two-thirds of the members of SRAPPA, present and voting at an annual meeting, after a notice of the proposed change is given, in writing, provided the proposed change is approved by two-thirds of the Board of Directors and mailed by the Secretary-Treasurer to all SRAPPA Institutional Representatives at least thirty (30) days prior to the annual meeting.
- B. All dues shall be payable as prescribed by APPA. No member who is delinquent in payment of his dues shall be permitted to vote, receive a copy of the annual minutes, or receive the Newsletter.

3. Termination

A member institution shall be dropped from the membership rolls upon approval of the Executive Committee for failure to pay annual dues within one year of the due date. The Executive Committee may terminate an institution's membership for sufficient cause.

4. Reinstatement

Any member institution whose membership has been terminated under Chapter I, Section 3, of the Bylaws may be reinstated to membership by action of the Executive Committee upon a thorough investigation and after satisfactory assurance of eligibility has been received. This reinstatement applies to all representatives.

5. Participation.

Official representatives of member institutions shall take an active interest, as shown by contributions and attendance at meetings. Associate and all other members are invited to attend annual meetings and to participate in the form of papers and discussions.

6. Membership Classifications.

A. Regular Members

- (1) Institutions of Higher Education. Eligibility for regular membership in the Association shall be accorded to institutions of higher education in the United States and Canada which require at least two years of academic credit for graduation and which have been legally granted the authority to award degrees, where such institutions meet the following criteria:
 - (i) The institutions must be constituted with a governing board and must offer a minimum of two-year academic curriculum identified with higher education.
 - (ii) The institution must be accredited or be in the process of being accredited by one or more nationally recognized accrediting agencies.
 - (iii) The institution must operate an independent facilities management organization on campus.
 - (iv) The institution must maintain the position of a principal administrator in direct charge of the facilities management organization of such institution.
 - (v) Academic credits granted by the institution must be acceptable toward the earning of a baccalaureate or higher degree by the institution or by transfer to institutions which require four years of academic credit for graduation and which have been legally granted the authority to award certain degrees.
 - (vi) The institution must be 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) and 509(a)(1),(2) or (3) of such Code or equivalent international status or must qualify as a governmental institution, agency, or unit under such Code (or corresponding provisions of any future United States internal revenue law).

- (2) University or College Systems. Eligibility for regular membership in the Association shall also be accorded to a university or college system which employs a facilities officer who consults or advises other facilities officers in charge of facilities management efforts at the two or more institutions operating under the university or college system, provided that each of the institutions in the system qualify under the criteria enumerated in Article III B hereof.
- (3) Nothing herein shall be interpreted as denying any qualified institution of higher education regular membership in the Association solely for the reason that a system of colleges and universities of which it is a member is itself a regular member of the Association.
- (4) Institutional Representatives. The chief facilities officer of each Regular Member shall designate to the Association the name and title of the individual they desire to be their Institutional Representative.

B. Associate Members

Associate Members of the Association shall consist of facilities management organization professional, administrative, or supervisory personnel employed at institutions of higher education or systems hereof, other than personnel described as Institutional Representatives or Affiliate Members. Associate Members shall not be eligible to vote, but shall be eligible to hold elective, or appointed, office in the Association. Personnel can be employed full-time at the institution. The Association's Chief Paid Executive shall evaluate each application for associate membership and maintain a list of Associate Members.

C. Affiliate Members

Affiliate Members of the Association shall consist of professional personnel employed at specific institutions of higher education or systems thereof, other than personnel identified as Institutional 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 shall also consist of other interested professional individuals who are not employed by a for-profit organization that would be eligible as a Business Partner. Affiliate Members shall be eligible to vote except in the case where an institution's physical plant or facilities department holds current APPA Institutional membership. Affiliate Members shall be eligible to hold elective, or appointed, office in the Association. The Association's Chief Paid Executive shall evaluate each application for Affiliate membership and maintain a list of Affiliate

Members. Affiliate Members of the Association shall also consist of non-profit institutions and organizations, including government or quasigovernment 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.

D. 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.

E. Honorary Members

Persons not otherwise members or representatives of Regular Members of the Association who have rendered exceptional and meritorious service in promoting the purposes for which the Association stands or persons of national stature may be appointed to Honorary membership in the Association, without voting or holding office privileges, upon the approval of the Board of Directors. No more than three Honorary Members may be appointed in any year.

F. Emeritus Members

Emeritus Member status is considered to be a high honor that should be afforded to those retirees who have made significant contributions to APPA and the facilities management profession. Emeritus Member status may be granted by approval of the Board of Directors to an retired individual who has made significant contributions to APPA.

G. Business Partners

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

H. Retired Members

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

Chapter II

Meetings

1. Annual Meeting.

A meeting of the membership SRAPPA shall be held annually or more often as agreed upon at the annual meeting. The Executive Committee upon the recommendation of the host institution shall approve the exact dates. The annual meeting place will be nominated only on written invitation of the President or designated official of the institution being considered. The place of the meeting shall be determined two years in advance by a majority vote of the representatives present at each annual meeting.

2. Special Meetings.

Other special meetings of the members or of the Board of Directors may be called by the President or by at least three members of the Board of Directors.

3. Quorum

For the transaction of business of SRAPPA at any annual meeting, the majority vote of the representatives present at the meeting shall stand.

4. Representation at Meetings

Each institution may be represented at the annual meetings as provided in the Bylaws, Chapter I, Section 6.

5. Procedure

Parliamentary rules, as stated in Robert's Rules of Order, shall govern the procedure of the meetings of SRAPPA. The order of business shall be as follows:

- A. Reading of the minutes of the previous meeting
- B. Secretary/Treasury report
- C. Reports of standing committees
- D. Reports of select committees
- E. Reports of officers
- F. Unfinished business

- G. New business
- H. Selection of site for annual meeting two years hence
- I. Election of officials
- J. Adjournment

Chapter III

Board of Directors

1. Authority

The duties of the Board of Directors are:

- A. To elect a replacement for any Board of Directors members who for any reason shall become unable to perform the duties of office.
- B. To approve the program, budget, and physical arrangements for the annual meeting.
- C. To authorize expenditures from the treasury.
- D. To authorize the amount of registration fee for all annual meetings as proposed by the host committee.
- E. To determine the registration fee of emeritus members.
- F. To approve dates of annual meetings after recommendations of the Vice Presidents.
- G. To bring all matters and outside routine procedures to the representatives for decision and action.
- H. To rule on questions of policy which arise between annual meetings
- I. To act as the membership committee.

2. Meetings of the Board of Directors

- A. The President is responsible for convening the Board of Directors. Normally, the Board of Directors will meet at the annual meeting in the fall, and once in the Spring to plan the annual meeting for that year. The presence of a majority of Directors at a meeting called by the President constitutes a quorum, sufficient to vote on and carry any action by majority vote.
- B. Special Meetings. Other special meetings of the members or of the Board of Directors may be called by the President or by at least three members of the Board of Directors.

3. Indemnification

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

Chapter IV

Duties and Responsibilities of Officers

1. President

The President-Elect will become President upon election following service for one year as President-Elect. The duties and responsibilities of the President are as follows:

- A. Serve as the Chief Executive Officer of SRAPPA and as a member and chairperson of the Executive Committee.
- B. Prepare agenda and preside at all meetings, including Annual Business Meeting.
- C. Appoint all ad hoc committees per Chapter V.
- D. Ensure that the proceedings of the last annual meeting have been prepared and turned over to the Secretary/Treasurer.
- E. Attend the Spring board meeting of SRAPPA at fall host site city.
- F. Submit an article or report at the request of the Vice President for Communication.

- G. Provide a written report at the spring and annual meetings of the Board of Directors.
- H. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- I. Keep Board Members apprised throughout the year regarding status of activities, information, and current initiatives.
- J. Responsible to ensure that the By-Laws are current and represent the needs of SRAPPA.

2. President-Elect

The President-Elect will be elected each year and serves a one-year term. The duties of the President-Elect are as follows:

- A. Attend the Spring board meeting of SRAPPA at fall host site city.
- B. Submit an article or report at the request of the Vice President for Communication.
- C. Provide a written report at the spring and annual meetings of the Board of Directors.
- D. Attend Annual Meeting of APPA (Summer) and SRAPPA (Fall).
- E. Serve on the Nominating Committee as chairperson.
- F. Update Hosting Guidelines for Board approval.

3. First Vice President

The Second Vice President will become First Vice President upon election following service for one year as Second Vice President. The duties and responsibilities of the First Vice President are as follows:

- A. Makes all physical arrangements for annual meeting and coordinate with the President-Elect on the educational program for the meetings.
- B. Plan the educational program for the annual meeting.
- C. Provide evaluation forms at each educational session, tabulate, and announce best presentation and prize at Annual Banquet.

- D. Plan the meeting and prepare a budget for approval by the SRAPPA Board at the Spring board meeting.
- E. Submit to the Secretary/Treasurer an itemized report of income and expenditures necessary for the annual meeting.
- F. Follow the counsel of the SRAPPA Board in the physical arrangements for the annual meeting.
- G. Host the Spring board meeting of SRAPPA at fall host site city.
- H. Submit an article or report at the request of the Vice President for Communication.
- I. Provide a written report at the spring and annual meetings of the Board of Directors.
- J. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).

4. Second Vice President

The Second Vice President will be elected each year and serves a one-year term. The duties and responsibilities of the Second Vice President are as follows:

- A. Read and become knowledgeable of SRAPPA's Hosting Guidelines.
- B. Serve as site coordinator for the next succeeding annual meeting.
- C. Canvass other members for suggestions and aid for his/her meeting.
- D. Work closely with the First Vice President in hosting his/her meeting.
- E. Follow the counsel of the SRAPPA Board in the physical arrangements for the annual meeting and have approval before authorizing the preparation of the facilities.
- F. Attend the Spring board meeting of SRAPPA at fall host site city and recommend dates for conference in the following year.
- G. Submit an article or report at the request of the Vice President for Communication.

- H. Provide a written report at the spring and annual meeting of the Board of Directors.
- I. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).

5. Vice President for Long Range Planning

The Vice President for Long Range Planning will be elected to serve a three (3) year term and may be elected to serve an additional consecutive term. The duties and responsibilities of the Vice President are as follows:

- A. Be responsible for coordination and implementation of the long-range planning recommendation as approved by the Executive Committee.
- B. Solicit participation of universities and colleges to host the annual meeting. The SRAPPA goal is to have meetings planned for at least 3 years into the future.
- C. Act as liaison between interested universities and colleges and other informed persons to help with answering questions about hosting.
- D. Collect and submit scholarship applications to the SRAPPA Board of Directors for approval.
- E. Attend the Spring board meeting of SRAPPA at fall host site city.
- F. Submit an article or report at the request of the Vice President for Communication.
- G. Provide a written report at the spring and annual meeting of the Board of Directors.
- H. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- I. Serves as a member of the Executive Committee.

6. Vice President at Large

The Vice President at Large will be elected to serve a three (3) year term and may be elected to serve an additional consecutive term. The duties and responsibilities of the Vice President are as follows:

- A. Serve as a catalyst to improve participation and service in the regional association.
- B. Responsible for increasing membership in SRAPPA and coordination and implementation of the long-range planning committee recommendation as approved by the Executive Committee.
- C. Attend the Spring board meeting of SRAPPA at fall host site city.
- D. Submit an article or report at the request of the Vice President for Communication.
- E. Provide a written report at the spring and annual meeting of the Board of Directors.
- F. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- G. Serves as chair of the membership/Emeritus Committee.
- H. Serve as a member of the Executive Committee

7. Vice President for Communication

The Vice President for Communication will be elected to hold office for a three (3) year term and may be elected for one additional consecutive term. The duties and responsibilities of the Vice President are as follows:

- A. Serve as editor of the SRAPPA Newsletter.
- B. Provide a Newsletter at least semi-annually to the membership.
- C. Serve as chair of the Newsletter/History Committee.
- D. Maintain the written and pictorial history of SRAPPA.
- E. Attend the Spring board meeting of SRAPPA at fall host site city.

- F. Provide a written report at the spring and annual meeting of the Board of Directors.
- G. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- H. Oversee the SRAPPA website and coordinate with the website manager.
- I. Serves as member of the Executive Committee.
- J. Provide an annual regional report to the APPA office for inclusion in the January/February issue of Facilities Manager magazine.

8. Secretary/Treasurer

The Secretary/Treasurer will be elected to serve a three-year term and may be elected for one additional consecutive term. The duties and responsibilities of the Secretary/Treasurer are as follows:

- A. Responsible for reporting and keeping the Board of Directors informed of the financial integrity of SRAPPA.
- B. Collect and dispense funds as approved by the SRAPPA Board of Directors.
- C. Present a financial statement at the annual meeting for the current year.
- D. Present a financial statement for the fiscal year ending March 31 at the spring board meeting.
- E. Keep the Association's file of official correspondence and surplus copies of the proceedings of annual meetings.
- F. Distribute the minutes of the annual meetings.
- G. File Tax returns for the corporation each fiscal year.
- H. File the annual report with the Corporation Commission of the State of Virginia each year in April. Notification of the need for filing will usually come from the corporation's registered agent at the APPA Office in Alexandria, VA.
- I. Attend the Spring board meeting of SRAPPA at fall host site city.
- J. Submit an article or report at the request of the Vice President for Communication.

- K. Provide a written report at the spring and annual meetings of the Board of Directors.
- L. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- M. Serve as a member of the Executive Committee.

9. Senior APPA Representative

The Junior APPA Representative will become the Senior APPA Representative following service for one year as Junior APPA Representative. This position, along with the Junior APPA Representative, is a voting representative to the national organization. The duties and responsibilities of the Senior APPA Representative are as follows:

- A. Take office following APPA's succeeding Annual Meeting.
- B. Attend the Spring board meeting of SRAPPA at fall host site city.
- C. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- D. Submit an article or report at the request of the Vice President for Communication.
- E. Provide a written report at the Spring and annual meetings of the Board of Directors.
- F. Attend the mid-year Board of Directors meeting at APPA's headquarters in Alexandria, VA in January/February to give a report on the regions annual meeting and progress and vote responsibly for organizational objectives.
- G. Make a report to the regional board and association at the following annual meeting regarding the proceedings of the national board.
- H. Represent the region on the national organization's nominating committee at the mid-year board meeting. Provide a resume/bio on all nominees from the region for each member of the nominating committee. Be sure to include all regional, national, state, and local work for APPA/SRAPPA and state organizations.

10. Junior APPA Representative

The APPA Representative Elect will become the Junior APPA Representative at the first APPA meeting following the annual SRAPPA meeting. This position, along with the Senior APPA Representative, is a voting representative to the national organization. The duties and responsibilities of the Junior APPA Representative are as follows:

- A. Take office following APPA's succeeding annual meeting after election.
- B. Attend the Spring board meeting of SRAPPA at fall host site city.
- C. Attend annual meeting of APPA (Summer) and SRAPPA (Fall).
- D. Submit an article or report at the request of the Vice President for Communication.
- E. Assist the senior Representative preparing a written report at the spring and annual meetings of the Board of Directors.
- F. Attend the mid-year Board of Directors meeting at APPA's headquarters in Alexandria, VA in January/February to give a report on the regions annual meeting and progress and vote responsibly for organizational objectives.

11. APPA Representative-Elect

The SRAPPA out-going President will become the APPA Representative-Elect following service for one year as President. This position is a training non-voting regional representative to the national organization. The duties and responsibilities of the APPA Representative are as follows:

- A. Take office until APPA's succeeding annual meeting.
- B. Be subject to the leadership, teaching and advice of the Junior and Senior APPA Representative.
- C. Attend the Spring board meeting of SRAPPA at fall host site city.
- D. Attend annual meeting of APPA (Summer).
- E. Submit an article or report at the request of the Vice President for Communication.
- F. Assist the senior Representative in preparing a written report at the spring meeting of the Board of Directors.

- G. Attend the APPA Board orientation meeting at APPA headquarters in Alexandria, Virginia in January/February to become familiar with the overall purpose of the APPA Board.

Chapter V

Committees

1. The Executive Committee

Recommendations made by the Executive Committee are reported to the Board of Directors at the following Board of Directors meeting.

2. The Nominating Committee

The Nominating Committee brings recommendations to the Board of Directors.

3. The Newsletter/History Committee

The Newsletter/History Committee's purpose is to develop active state reporters for gathering and reporting newsworthy information for printing and to compile and maintain the Association's written and pictorial history. This task is to be ongoing and will be chaired by the Vice President for Communication. The duties and responsibilities are:

- A. Develop ways to recognize new emeritus and returning members at annual conferences.
- B. Develop plans for courtesy including illness and bereavement.
- C. Review bylaws and develop plans for membership appointment to committee.
- D. Report to the President.

4. Ad Hoc Committees

The President shall appoint Board members or SRAPPA members to serve on committees as deemed necessary. Such committees terminate with the President's term of office but may be extended by the incoming President.

5. APPA Committees

SRAPPA members serving on any APPA Committee, in accordance with APPA policy, will serve a one-year term appointment with the possibility of being asked to serve two additional terms.

The expectations and responsibilities are:

- A. Actively participate and faithfully represent the interest of SRAPPA at APPA committees meetings.
- B. Attend the annual meeting of APPA.
- C. Provide written summaries of the committee meetings and activities for the SRAPPA Newsletter after each meeting or at least once a year.
- D. Attend the annual meeting of SRAPPA and provide a written and oral report to the SRAPPA Board or the membership during the annual meeting.
- E. Keep the SRAPPA President advised of significant initiatives that should be considered by the SRAPPA Board or the entire membership of the region.

Chapter VI

State Organizations

1. Formation

In accordance with Article III of the Constitution, the State Chapters affiliated with SRAPPA shall be those as specified as representative states within the Association, namely: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, and territories of Puerto Rico, and the Virgin Islands.

2. Purpose

The purpose of State Chapters is to promote common interests in the maintenance, operation, planning, and development of the Physical Plants of Institutions of learning in

the several states of the regions; to foster the professional spirit among personnel engaged in such work; and to aid and supplement the work of SRAPPA.

In accomplishing these purposes, State Chapters are autonomous in that each may admit such membership and institutions, as it deems desirable so long as such action is consistent with the Constitution and Bylaws of SRAPPA.

3. State Chapter Affiliates

The name of each State Chapter affiliate shall be shown in the Bylaws of the State Chapter.

4. Organization

State Chapters should adopt Constitutions and Bylaws that are consistent with those of SRAPPA and have meetings during the year. Reports of these meetings should be made at the annual meeting of the region in writing. The Executive Committee may authorize the preparation and distribution of a suggested Constitution and Bylaws to future state groups for their consideration.

5. Finances

State Chapters may request up to \$500 per year to assist with funding of the annual state meeting. Requests should be in writing and sent to the Secretary/Treasurer.

Chapter VII

Amendments

Any and all articles, sections, or paragraphs of this Constitution may be repealed or amended by a vote of two-thirds of the members of SRAPPA, present and voting at an annual meeting, after a notice of the proposed amendment is given, in writing, provided the proposed amendment is approved by two-thirds of the Board of Directors and a copy mailed by the Secretary-Treasurer to all SRAPPA Institutional Representatives at least thirty (30) days prior to the annual meeting.