

SOUTHEASTERN REGIONAL ASSOCIATION OF APPA (SRAPPA) BYLAWS

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TABLE OF CONTENTS

[ARTICLE I - NAME](#)

[ARTICLE II - PURPOSE](#)

[ARTICLE III - MEMBERSHIP](#)

[ARTICLE IV - MEETINGS](#)

[ARTICLE V - OFFICERS](#)

[ARTICLE VI - DUTIES AND RESPONSIBILITIES OF OFFICERS](#)

[ARTICLE VII – COMMITTEES](#)

[ARTICLE VIII - STATE ORGANIZATIONS](#)

[ARTICLE IX - AMENDMENTS](#)

[ARTICLE X - INDEMNIFICATION](#)

[ARTICLE XI - FISCAL YEAR](#)

[ARTICLE XII - ANNUAL REPORT](#)

[ARTICLE XIII - DISSOLUTION](#)

ARTICLE I - NAME

The official name of this organization shall be the Southeastern Regional Association of Physical Plant Administrators, Inc. hereinafter referred to as SRAPPA or the Association.

ARTICLE II - PURPOSE

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

SRAPPA 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). No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its directors, officers, or other private individuals, or organizations organized and operated for profit (except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes slated above). No part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, or the publishing or distributing of statements for any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the organization shall not carry on any activities not permitted:

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

ARTICLE III MEMBERSHIP

A. 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.

B. Membership Dues

1. The annual dues of SRAPPA may be changed by a vote of two-thirds of the Board of Directors of SRAPPA present and voting at a convention meeting of said Board.
2. All dues shall be payable as prescribed by APPA. No member that is delinquent in payment of their dues shall be permitted to vote or receive a copy of the annual minutes.

C. Termination

A member institution shall be dropped from the membership roll for failure to pay annual dues within one year of the due date. The Executive Committee may terminate any membership for sufficient cause.

D. Reinstatement

Any member institution whose membership has been terminated under Article III Section C, of the Bylaws may be reinstated to membership after satisfactory assurance of eligibility has been received.

E. Participation

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

F. Membership Classifications

There shall be two basic classifications of members of SRAPPA, namely, voting and nonvoting.

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

G. Membership Categories

1. Educational Institution Members
 - a. To be considered an Educational Institution Member the institution must have an independent facilities management organization, or must maintain control over the position of the principal administrator in direct charge of the facilities management organization for such institution.
 - b. Types of Educational Institution Members include:
 - i. Institutions of Higher Education in United States and Mexico which require at least two (2) years of academic credit for graduation and which have been legally granted the authority to award degrees.
 - ii. Other Post-Secondary Education Providers.
 - iii. Other Educational Institutions specifically including, K-12 Schools, Libraries, and Museums.
 - iv. University or College Systems maintain eligibility for separate educational institution membership when the university or college system employs a facilities officer who

consults or advises other facilities officers in charge of facilities management efforts at two or more institutions operating under the university or college system.

- c. Primary Representatives. The senior facilities officer of each Educational Institution Member shall designate the name and title of the individual they desire to be their Primary Representative.

2. Associate Members

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

3. Affiliate Members

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

Affiliate Members 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 SRAPPA Institutional membership.

Affiliate Members shall be eligible to hold elective, or appointed, office in the Association. Affiliate Members of the Association shall also consist of non-profit institutions and organizations, including government or quasi-government agencies, or the professional individuals employed by the same, engaged in work related to facilities management and having an interest in the purpose and activities of the Association.

4. Student Members

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

5. Honorary Members

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

6. Emeritus Members

Emeritus Member status is considered to be a high honor that should be afforded to those retirees who have made significant contributions to APPA, SRAPPA, and/or the facilities management profession. Emeritus Member status may be granted by a majority vote of the SRAPPA Board of Directors. Recipients of APPA's Meritorious Service Award shall be granted Emeritus Member status immediately upon application. APPA Past Presidents shall be granted Emeritus membership upon retirement from the profession.

7. Retired Members

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

8. Business Partners

Business Partner memberships may be offered to individuals, organizations, manufacturers, or suppliers of goods and services operating for-profit and ascribing to the policies and purposes of the Association and wishing to support the activities of the Association for a membership fee. Business Partner classification shall not be construed as endorsement, actual or implied, by the Association.

[Move back to top](#)

ARTICLE IV - MEETINGS

A. Annual Meeting

A meeting of the SRAPPA membership 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 considered only upon written interest from the Institution's President or designated official.

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.

C. Quorum

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

D. Meetings of the Board of Directors

1. 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.
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.

E. 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:

1. Present the minutes of the previous meeting for acceptance
2. Treasurer report
3. Reports of standing committees
4. Reports of select committees
5. Reports of officers
6. Unfinished business
7. New business
8. Announcement of site for annual meeting two years hence
9. Election of officials
10. Adjournment

[Move back to top](#)

ARTICLE V - OFFICERS

A. The Board of Directors of SRAPPA shall be:

1. President
2. President-Elect
3. Immediate Past President
4. First Vice President
5. Vice President for Conference
6. Vice President for Education
7. Vice President for Chapter Affairs
8. Vice President for Communications
9. Treasurer
10. SRAPPA Director to APPA
11. Business Partner Liaison (without voting rights)
12. K-12 Liaison (without voting rights)
13. APPA Staff Liaison (without voting rights)

B. Authority –

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

C. Election of Officers

The election of Officers shall occur each year at the Annual Meeting of the Association. Elections will be held for vacant positions by a majority vote of the Member Institutions at the Annual Meeting. The Nominating Committee will select qualified and eligible candidates for any vacant position and present them to the membership for approval. The Nominating Committee will strive to select members from throughout the SRAPPA region so that no more than one (1) board member is from the same institution to allow as much diversity from the region as possible. The members in attendance at the Annual Meeting shall vote to approve or reject the nominated slate of officers. The officers shall be installed at the banquet following the election and shall hold office until their successors are elected.

1. The President-Elect shall automatically ascend into the office of President after serving one year in said position.
2. The First Vice President shall automatically ascend into the office of the President Elect after serving one year in said position.
3. The First Vice President shall be elected when the previous First Vice President ascends to the office of President Elect.
4. The Treasurer, Vice President for Conference, Vice President for Communications, Vice President for Education, Vice President for Chapter Affairs, shall be elected to serve a 3-year term and may be elected for one additional consecutive term.
5. The President will automatically ascend into the office of the Immediate Past President after serving one year in said position.
6. The SRAPPA Director to APPA will be elected by the Board and will serve a maximum of three years.

D. Nominations

Nominations of all officers shall be made by the Nominating Committee. This committee shall consist of the Immediate Past President, President Elect, Vice President for Education, and the Vice President for Chapter Affairs.

E. 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 Vice President for Communication.

F. 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.

G. Vacancies

If an office should become vacant, the Board can make an interim appointment to serve until nominations are accepted from the membership. The Nominating Committee will review all nominees and select qualified candidates and submit the names to the Executive Committee prior to presenting them to the Board of Directors. Once the nominees have been vetted, the members in attendance at the Annual Meeting shall vote to approve or reject the nomination. The officers shall be installed at the banquet following the election and shall hold office until their successors are elected.

In the event that the office of President shall become vacant, the Immediate Past President will serve as acting President until the members have voted on a replacement.

[Move back to top](#)

ARTICLE VI - DUTIES AND RESPONSIBILITIES OF OFFICERS

A. President

The President takes office after serving as President-Elect for one year. The duties and responsibilities of the President are as follows:

1. Serve as the Chief Executive Officer of SRAPPA and as a voting member and chairperson of the Executive Committee.
2. Prepare agenda and preside at all meetings, including Annual Business Meeting.
3. Appoint all ad hoc committees per Article VII, Section D.
4. Ensure that the proceedings of the last annual meeting have been prepared and turned over to the Vice President for Communication.
5. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
6. Attend the SRAPPA Spring Board Meeting at fall host site city.
7. Attend the APPA and SRAPPA annual meetings.
8. Keep Board Members apprised throughout the year regarding status of activities, information, and current initiatives.
9. Update Hosting Guidelines for SRAPPA Board approval.
10. Serve as a voting member on the Board of Directors.

B. President-Elect

The President-Elect takes office after serving as First Vice President for one year. The duties of the President-Elect are as follows:

1. Serves on the Nomination Committee
2. Fills in for the President as needed
3. Attend the APPA and SRAPPA annual meetings.
4. Serve as a voting member on the Executive Committee.

5. Serve as a voting member on the Board of Directors.

C. Immediate Past President

The Immediate Past President takes office after serving as President for one year. The duties and responsibilities of the Immediate Past President are as follows:

1. Attend the SRAPPA Spring Board Meeting at fall host site city.
2. Attend the APPA and SRAPPA annual meeting.
3. Serve as chair of the Nominating Committee.
4. Serve as chair of the Bylaws Committee.
5. Serve as a voting member on the Executive Committee.
6. Serve as a voting member on the Board of Directors.

D. First Vice President

The duties and responsibilities of the First Vice President are as follows:

1. Attend the SRAPPA Spring Board Meeting at fall host site city.
2. Serve as a voting member on the Nominating Committee.
3. Attend the APPA and SRAPPA annual meetings.
4. Serve as a voting member on the Board of Directors.

E. Vice President for Conference

The Vice President for Conference serves a three-year term and may be elected for one additional consecutive term. The duties and responsibilities of the vice President for Conference are as follows:

1. Read and become knowledgeable of SRAPPA's Hosting Guidelines.
2. Serve as site coordinator for the annual meeting.
3. Form and maintain a sub-committee drawn from future host states to assist in planning future conferences.
4. Make the arrangements for the annual meeting at the site of the next conference.
5. Plan the educational program for the conference.
6. Prepare a conference budget to be approved by the SRAPPA board in the Spring Meeting.
7. Submit to the Treasurer an itemized report of income and expenditures for each conference.
8. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
9. Attend the SRAPPA Spring Board Meeting at fall host site city and recommend dates for conference in the year after the following year.
10. Attend the APPA and SRAPPA annual meetings.
11. Serve as a voting member on the Board of Directors.

F. Vice President for Chapter Affairs

The Vice President for Chapter Affairs 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 for Chapter Affairs are as follows:

1. Communicate and liaison with State Chapters and Representatives
2. Communicate and liaison with Historically Black Colleges and Universities (HBCU) Program
3. Chair and coordinate the Emeritus and Retired Recognition Program
4. Chair and coordinate the Emerging Professionals (EP) Program
5. Participate in the Annual Conference Site Selection process
6. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
7. Attend the SRAPPA Spring Board Meeting at fall host site city.
8. Attend the APPA and SRAPPA annual meetings.
9. Serves as a voting member on the Nominating Committee.
10. Serve as a voting member on the Board of Directors.

G. Vice President for Education

The Vice President for Education 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 for Education are as follows:

1. Chair and coordinate scholarship programs for The Leadership Academy and Institute for Facilities Management

2. Chair and coordinate Credentialing Program for EFP and CEFP.
3. Attend the SRAPPA Spring Board Meeting fall host site city.
4. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
5. Attend the APPA and SRAPPA annual meetings.
6. Serves as a voting member on the Nominating Committee.
7. Serve as a voting member on the Board of Directors.

H. Vice President for Communications

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 for Communications are as follows:

1. Serve as the Secretary of the SRAPPA Board of Directors.
2. Prepares and distributes the minutes of the annual meetings.
3. Serve as editor of the SRAPPA Newsletter.
4. Provide a Newsletter at least semi-annually to the membership.
5. Maintain the written and pictorial history of SRAPPA.
6. Keep the Association's file of official correspondence, proceedings of annual meetings, and minutes from SRAPPA Board Meetings.
7. Attend the SRAPPA Spring Board Meeting at fall host site city.
8. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
9. Attend the APPA and SRAPPA annual meetings.
10. Oversee the SRAPPA website and update as needed.
11. Serves as a voting member of the Executive Committee.
12. Provide an article to the APPA office for inclusion in the January/February issue of Facilities Manager magazine describing highlights of the annual regional conference with pictures of the newly elected SRAPPA Board and President.
13. Serve as a voting member on the Board of Directors.

I. Treasurer

The 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 Treasurer are as follows:

1. Responsible for reporting and keeping the Board of Directors informed of the financial integrity of SRAPPA.
2. Collect and dispense funds as approved by the SRAPPA Board of Directors.
3. Present a financial statement at the annual meeting for the current year.
4. Present a financial statement for the fiscal year ending March 31 at the spring board meeting.
5. File Tax returns for the association each fiscal year.
6. 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.
7. Attend the SRAPPA Spring Board Meeting at fall host site city.
8. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
9. Attend the APPA and SRAPPA annual meetings.
10. Serve as a voting member of the Executive Committee.
11. Serve as a voting member on the Board of Directors.

J. SRAPPA Director to APPA

The SRAPPA Director to APPA is elected by the board and serves for a maximum of three years. The duties and responsibilities of the SRAPPA Director to APPA are as follows:

1. Provide a written report for the SRAPPA Board of Directors Spring and annual meetings.
2. Attend the mid-year and annual APPA Board of Directors meeting to give a report on the regions annual meeting and progress and vote responsibly for organizational objectives.
3. Attend the SRAPPA Board Meeting of SRAPPA at fall host site city.
4. Attend the APPA and SRAPPA annual meetings.
5. Make a report to the regional board and association at the following annual meeting regarding the proceedings of the national board.

6. 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.
7. Serve as a voting regional representative to APPA.
8. Serves as a voting member on the Board of Directors.

K. Business Partner Liaison

The SRAPPa Business Partner Liaison is a non-institution member in good standing and appointed by a majority of the Board for the purpose of developing strong ties with service and product providers (Business Partners), within the Region. The ideal Business Partner Liaison would be a SRAPPa Business Partner or a SRAPPa member institution's on-site facilities contractor, be familiar with and have attended and participated in APPA, SRAPPa and/or other State Chapter annual meetings, commit to at least one (1) 3-year term, and have knowledge of and understand campus issues. The duties of the SRAPPa Business Partner Liaison are as follows:

1. Work closely with the President and other Board members to promote and encourage Business Partner support.
2. Provide advice and to the Board on Business Partner issues and questions that may arise.
3. Help recruit potential Business Partners to attend and support annual SRAPPa meetings, and when possible State Chapter meetings within SRAPPa.
4. Act as a point of contact and filter for Business Partner input to the Board.
5. Interact directly with vendors before, during, and after annual meetings to identify opportunities for improvement.
6. Attend and provide a written report at the spring and annual meetings of the Board of Directors.
7. Serve as a non-voting member of the SRAPPa Board.

L. K-12 Liaison

The SRAPPa K-12 Liaison is an institutional member in good standing and appointed by a majority of the Board for the purpose of developing a greater relationship with the K-12 Institutions within the Region. The ideal K-12 Liaison would be a SRAPPa K-12 Institutional Member who is familiar with and has attended and participated in APPA, SRAPPa, and/or other State Chapter annual meetings, commit to at least one (1) 3-year term, and have knowledge of and understand facilities issues on a K-12 campus. The duties of the SRAPPa K-12 Liaison are as follows:

1. Work closely with the President and other Board members to promote and encourage K-12 Institutions to attend and support annual SRAPPa meetings.
2. Help encourage K-12 Institutions to attend the State Chapter meetings within SRAPPa.
3. Work closely with K-12 Institutions to help promote and encourage attendance at APPA and SRAPPa professional development opportunities.
4. Help recruit potential K-12 Institutions to join SRAPPa.
5. Act as a point of contact for K-12 input to the SRAPPa Board.
6. Attend and provide a written report at the spring and annual meetings of the Board of Directors
7. Serve as a non-voting member on the SRAPPa Board.

N. APPA Staff Liaison

The APPA Staff Liaison to the SRAPPa Board of Directors is a full-time staff member of International APPA assigned by APPA's Executive Vice President to serve as a conduit of information and assistance between the APPA office and the SRAPPa Board. The APPA Staff Liaison supports the SRAPPa Board of Directors and considers the effects that APPA's actions or policies might have on SRAPPa. The duties of the APPA Staff Liaison are as follows:

1. Attend the annual SRAPPa annual meeting, including the SRAPPa Board meeting at the fall host site city.
2. Attend the annual spring SRAPPa Board meeting and other Board meetings as scheduled.
3. Work closely with the SRAPPa President and other Board members to promote communication and information sharing between APPA and the SRAPPa Board.
4. Promote and encourage SRAPPa institutions to attend and support annual SRAPPa meetings.

5. Encourage nonmember institutions and organizations within the SRAPPA Region to join SRAPPA and APPA and to become involved in SRAPPA's regional and chapter activities.
6. Help facilitate the creation, promotion, and activities of SRAPPA's chapters.
7. Act as a point of contact for SRAPPA members with questions about APPA services, events, or programs.
8. Serve as a non-voting member on the SRAPPA Board.

[Move back to beginning of Article](#)

[Move back to top](#)

ARTICLE VII - COMMITTEES

A. The Executive Committee

The Executive Committee shall be responsible for fact finding and making recommendations to the full Board of Directors for concerns brought forth with regard to the conduct of officers and members of SRAPPA. They are to act as the Board's agent during times of emergency that may prohibit a meeting of the full Board of Directors. The Executive Committee shall act as the Board's agent on all matters that they determine would be imprudent to wait for the next Board meeting to take such action. Any action taken on behalf of the Board will be reported to the Board at the following Board of Directors meeting.

The members of the Executive Committee are as follows:

1. President, Chair
2. President-Elect
3. Immediate Past President
4. Treasurer
5. Vice President of Communications
6. APPA Staff Liaison (Non-voting)

B. The Nominating Committee

1. The Nominating Committee brings recommendations to the Executive Board prior to the Board of Directors.
2. The members of the Nominating Committee are as follows:
 - a. Immediate Past President, Chair
 - b. First Vice President
 - c. Vice President for Education
 - d. Vice President for Chapter Affairs

C. Bylaws Committee

The Bylaws Committee will be chaired by the Immediate Past President with members from the Board of Directors and/or APPA Committee Representatives. This committee will review the SRAPPA Bylaws and suggest possible changes to the Board of Directors.

D. Ad Hoc Committees

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

E. SRAPPA Committees

The appropriate Vice President will form SRAPPA committees. These committees are formed to assist the Vice President with the tasks that are assigned and should be utilized as a training ground for future SRAPPA officers.

[Move back to beginning of Article](#)

[Move back to top](#)

ARTICLE VIII - STATE ORGANIZATIONS

A. 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 the Commonwealth of Puerto Rico, and the U.S. Virgin Islands, and the following states within Mexico: Campeche, Chiapas, Oaxaca, Quintana Roo, Tabasco, and Yucatan.

B. Purpose

The purpose of State Chapters is to foster mutually supportive objectives among educational facilities organizations; to promote relationships that provide personal and professional development through leadership, educational, and networking opportunities for all facilities personnel; to foster the professional spirit among persons engaged in this work; and to aid and supplement the work of the international organization, APPA.

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.

C. 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.

D. Finances

State Chapters may request funding to assist the annual state meeting. Requests should be in writing and sent to the Treasurer. Amount and terms of agreement to be determined by SRAPPA Board.

ARTICLE IX - AMENDMENTS

The Bylaws of the Association may be amended, altered, changed, added to or deleted from, or replaced by the affirmative vote of the majority of the SRAPPA Board of Directors on behalf of the educational institutional and affiliate membership.

ARTICLE X - 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.

ARTICLE XI – FISCAL YEAR

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

ARTICLE XII – ANNUAL REPORT

The Treasurer of the Association shall prepare and file such annual reports and returns as are required by law, including an annual report with the appropriate agency of the government of the Commonwealth of Virginia in the prescribed form. These annual reports shall be executed on behalf of the Association by the Treasurer.

ARTICLE XIII – DISSOLUTION

On dissolution or final liquidation, the Board of Directors of the Association shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the Association to one or more of the following categories of recipients as the Board of Directors shall determine a non-profit organization or organizations which may have been created to succeed the Association, as long as such organizations or each of such organizations qualify as:

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

[Move back to top](#)

 March 10, 2021
Michael G. Steger