

# WVAPPA By-Laws

Established April 11, 2006

Revised April 17, 2007

## Chapter I

### Membership

#### 1. Application and Acceptance to Membership

The Board of Directors of WVAPPA shall set the criteria for evaluating each applicant. This criteria currently matches that of SRAPPA, and membership is granted contingent upon action by the Board in response to a properly submitted application and receipt of applicable registration fees or dues as established by the Board.

#### 2. Membership Dues

- A. The annual dues of WVAPPA may be changed by a vote of two-thirds of the members of WVAPPA, 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 Treasurer to all WVAPPA Institutional Representatives at least thirty (30) days prior to the annual meeting.
- B. All dues shall be payable as prescribed by WVAPPA. No member who is delinquent in payment of his dues shall be permitted to vote, receive a copy of the meeting minutes or other published materials.

#### 3. Termination

A member shall be dropped from the membership rolls upon vote of the Board for failure to pay annual dues within one year of the due date. The Board may terminate membership for sufficient cause.

#### 4. Reinstatement

Any member whose membership has been terminated under Chapter I, Section 3, of the Bylaws may be reinstated to membership by action of the Board 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 West Virginia 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.

**B. Affiliate Members**

Affiliate Members shall consist of other interested professional individuals who are employed by a for-profit organization that would not 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 WVAPPA 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.

**C. 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.

**D. 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 one Honorary Member may be appointed in any year.

E. 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 WVAPPA and the facilities management profession. Emeritus Member status may be granted by approval of the Board of Directors to a retired individual who has made significant contributions to WVAPPA.

F. 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.

G. 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 WVAPPA shall be held annually or more often as agreed upon at the annual meeting. The WVAPPA Board, upon the recommendation of the host site, shall approve the exact dates. Where possible, the place of the meeting shall be determined one year 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 WVAPPA at any annual meeting, the majority vote of the regular members present at the meeting shall stand except as otherwise stipulated in the By-Laws.

#### 4. Representation at Meetings

Each institution may be represented at the annual meetings as provided in the Bylaws.

#### 5. Procedure

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

- A. Reading of the minutes of the previous meeting
- B. Secretary and Treasures reports
- 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 one year 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 member who for any reason shall become unable to perform the duties of their elected 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.
- E. To determine the registration fee of emeritus members.
- F. To approve dates of annual meetings after recommendations and discussion at the annual meeting.
- 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.
- J. Is authorized to conduct business by any electronic medium available.

#### 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 Spring, and once in the Fall 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 WVAPPA to the full extent permitted by law.

## Chapter IV

### Duties and Responsibilities of Officers

#### 1. President

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

- A. Serve as the Chief Executive Officer of WVAPPA and as a member and chairperson of the Board of Directors.
- 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 WVAPPA.
- F. Submit an article or report at the request of the Vice President for Communication from SRAPPA.
- G. Provide a report at the spring and annual meetings of the Board of Directors.
- H. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) where feasible.
- 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 WVAPPA.
- K. Serves as a member and is chair of the Executive Committee.

- L. Serves on the board as Past President for one year following term as President.

2. President-Elect, Vice President for Professional Affairs and Special Events

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 WVAPPA.
- B. Submit an article or report at the request of the President.
- C. Provide a report at the spring and annual meetings of the Board of Directors.
- D. Attend Annual Meeting of APPA (Summer) and/or SRAPPA (Fall) where feasible.
- E. Serve on the Nominating Committee as chairperson.
- F. Serve as coordinating chair for the planning and organization of the annual spring meeting.
- G. Serves as a member of the Executive Committee.
- H. Is automatically nominated to the President position after a one year term.

3. First Vice President, VP for Education and Long range Planning

The First Vice President will automatically be nominated to the President Elect position following one year as First 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 as appropriate.
- D. Plan the meeting and prepare a budget for approval by the WVAPPA Board.
- E. Submit to the Treasurer an itemized report of income and expenditures necessary for the annual meeting.
- F. Host the fall board meeting of WVAPPA.
- G. Provide a report at the spring and annual meetings of the Board of Directors.
- H. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) where possible.
- I. Serves as a member of the Nominating Committee.

#### 4. Vice President for Membership

The Vice President for Membership will be elected to a three year term and is eligible for reelection to one additional term. The duties and responsibilities of the Vice President for membership are as follows:

- A. Become knowledgeable of WVAPPA's spring meeting forum.
- B. Serve as site coordinator for the next succeeding annual meeting.
- C. Canvass other members for suggestions and aid for his/her meeting.
- D. Follow the counsel of the WVAPPA Board in the physical arrangements for the annual meeting and have approval before authorizing the preparation of the facilities.
- E. Attend the Spring board meeting of WVAPPA and recommend dates for conference in the following year.
- F. Provide a report at the spring and annual meeting of the Board of Directors.
- G. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) where possible.
- I. Maintain WVAPPA membership roll and membership status.

5. 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 WVAPPA 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 WVAPPA.
- E. Attend the Spring board meeting of WVAPPA.
- F. Provide a report at the spring and annual meeting of the Board of Directors.
- G. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) where possible.
- H. Oversee the WVAPPA website and coordinate with the website manager.
- I. Provide an annual regional report to the APPA office for inclusion in the January/February issue of Facilities Manager magazine.

## 6. Secretary

The Secretary 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. Keep the Association's file of official correspondence and surplus copies of the proceedings of annual meetings.
- B. Distribute the minutes of the annual meetings.
- C. Attend the Spring board meeting of WVAPPA.
- D. Submit an article or report at the request of the Vice President for Communication.
- E. Provide a report at the spring and annual meetings of the Board of Directors.
- F. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) where possible.
- G. Serve as a member of the Executive Committee.

## 7. 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 Secretary/Treasurer are as follows:

- A. Responsible for reporting and keeping the Board of Directors informed of the financial integrity of WVAPPA.
- B. Collect and dispense funds as approved by the WVAPPA 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. File Tax returns for the corporation each fiscal year.
- F. File the annual report with the Corporation Commission of the State of West 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.
- G. Attend the Spring board meeting of WVAPPA.
- H. Submit an article or report at the request of the Vice President for Communication.
- I. Attend annual meeting of APPA (Summer) and SRAPPA (Fall) when possible.
- J. Serve as a member of the Executive Committee.

8. Immediate Past President

- Attend all meetings of the WVAPPA board and Annual Conference.
- Provide guidance, continuity and historical perspective to assist in current board considerations.

## 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 WVAPPA 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. SRAPPA Committees

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

The expectations and responsibilities are:

Actively participate and faithfully represent the interest of WVAPPA at SRAPPA committees meetings.

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

## Chapter VI

### Amendments

Any and all articles, sections, or paragraphs of these by laws may be repealed or amended by a vote of two-thirds of the members of WVAPPA, 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 WVAPPA Institutional Representatives at least thirty (30) days prior to the annual meeting.