

1 **BYLAWS**

2 **OF THE**

3 **KEYSTONE CHAPTER**

4 **OF THE**

5 **EASTERN REGION**

6 **APPA: THE ASSOCIATION OF HIGHER EDUCATION**

7 **FACILITIES OFFICERS**

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11 **ARTICLE I - NAME**

12 The name of this organization shall be Keystone Chapter Eastern Region APPA: The

13 Association of Higher Education Facilities Officers hereinafter referred to as the

14 "KAPPA".

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16 **ARTICLE II - PURPOSE**

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18 **Section 1**

19 The purpose of the Chapter shall be:

- 20
- 21 a. To bring together members of The Association of Higher Education Facilities
- 22 Officers located in the region for professional, educational, and social purposes.

- 1 b. To supplement and assist in the work of The Association of Higher Education
2 Facilities Officers hereinafter referred to as APPA, and the Eastern Region of APPA,
3 hereinafter referred to as ERAPPA.
4
- 5 c. To promote mutual assistance through experience exchange and education in solving
6 professional problems and exchange of knowledge among the educational community
7 within the Keystone Chapter area.
8
- 9 d. To support and promote the objectives of the Association of Higher Education
10 Facilities Officers including, but not limited to, the development and maintenance of
11 professional standards and the service to higher education and the facilities
12 management profession.
13
- 14 e. To schedule, plan and conduct meetings of The Association of Higher Education
15 Facilities Officers, hereinafter referred to as APPA, and the Eastern Region of APPA,
16 hereinafter referred to as ERAPPA.
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- 18 f. To promote recognition for the Chapter's facilities management professionals.
19
- 20 g. To develop and promote programs for scientific solutions to facility problems,
21 programs for research, improved operational efficiency, and evaluation and improved
22 standards of construction.
23

1 h. To focus on issues and disseminate information unique to the Keystone Chapter in the
2 areas of Pennsylvania legislation, Pennsylvania regulatory requirements and
3 environmental issues.

4
5 **Section 2**

6 The Chapter is organized and operated exclusively for charitable and educational
7 purposes within the meaning of Section 501 (c) (3) and 170 (c) (2) (B) of the Internal
8 Revenue Code of 1954 (or the corresponding provisions of any future United States
9 internal revenue law). No part of the net earnings of the organization shall **inure** to the
10 benefit of, or be distributable to, its directors, officers, other private individuals, or
11 organizations organized and operated for profit (except that the organization shall be
12 authorized and empowered to pay reasonable compensation for services rendered and to
13 make payments and distributions in furtherance of the purposes stated above). No part of
14 the activities of the organization shall be the carrying on of propaganda or otherwise
15 attempting to influence legislation, and the publishing or distributing of statements, any
16 political campaign on behalf of, or in opposition to, any candidate for public office. Not
17 withstanding any other provision herein, the organization shall not carry on any activities
18 not permitted to be carried on:

- 19
20 a) By an organization exempt from federal income tax under Section 501 (a) of the
21 Internal Revenue Code of 1954 as an organization described in Section 501 (C)
22 (3) of such code (or the corresponding provisions of any future United States
23 internal revenue law).

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ARTICLE III - MEMBERSHIP

Members of the Chapter shall be persons involved in facilities management of educational facilities, or related functions.

- a) **Member** - Facilities administrators responsible for a part of or the entire facilities departments of an institution of higher education. Only members have the right to cast recorded votes in the governance of the Chapter, to serve as a Chapter Officer, or to serve on the Board of Directors.

- b) **Associate Member** - Facilities administrators of schools and school systems. An Associate Member is not a voting member of KAPPA.

- c) **Subscribing Members** - Members of architectural, engineering construction, manufacturing, consultants and service professions, and industries supporting institutional facilities. A Subscribing Member is not a voting member of KAPPA.

- d) **Emeritus Member** - Membership will be granted to those who upon retirement have maintained involvement in KAPPA for a minimum of four (4) years and have attended at least four (4) association meetings. Emeritus members shall be a non-voting membership status.

1 **ARTICLE IV - GOVERNANCE**

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3 The Chapter shall be governed by five (5) officers; a President, a First Vice-President, a
4 Second Vice-President, a Secretary, a Treasurer; and a Board of Directors.

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6 **Section 1 - Officers**

7 **PRESIDENT** - The President shall serve a one (1) year term.

8
9 **FIRST VICE-PRESIDENT** - The First Vice-President shall serve a one (1) year term and
10 shall serve as the President should the president be unable to complete the term of office.

11 The First Vice-President shall become the president at the end of the one (1) year term.

12 The First Vice-President shall serve in place of the President, in the absence of the
13 President.

14
15 **SECOND VICE-PRESIDENT** - The Second Vice-President shall be elected and serve a
16 one (1) year term. The Second Vice-President shall serve as First Vice-President for any
17 unexpired term left vacant by the First Vice-President. The Second Vice-President shall
18 serve as chair of the Audit Committee and the Awards Committee. The Second Vice
19 President shall become the First Vice-President at the end of the one (1) year term.

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21 **SECRETARY** - shall be elected to serve a three (3) year term. The Secretary can be
22 reelected and serve an additional two (2) terms.

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The Secretary shall serve in place of the President, in the absence of the President, First Vice-President, and the Second Vice-President. The Secretary shall assume the responsibilities of the Treasurer in the absence of the Treasurer. The Secretary shall be the primary communications link with APPA and ERAPPA to insure those organizations are kept fully aware of KAPPA activities.

TREASURER - shall be elected to serve a two (2) year term. The Treasurer can be reelected and serve an additional two (2) terms.

The Treasurer shall serve in place of the President, in the absence of the President, the First Vice-President, the Second Vice-President, and the Secretary. The Treasurer shall serve as the Secretary in the absence of the Secretary. The Treasurer shall be responsible for receiving, disbursing, and accounting for all funds of the Chapter. An annual budget will be prepared for each budget year and status reports of the budget shall be rendered at each meeting of the Chapter. The Treasurer shall be bonded.

Section 2 - Board of Directors

The Board of Directors shall consist of the President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, the immediate Past President and four (4) elected Directors.

1 DIRECTORS - The term of Office for the elected Directors shall be three (3) years with
2 at least one Director elected each year.

3
4 The Directors will chair the standing committees and other committees as shall be found
5 necessary from time to time to assure the Committees carry out their responsibilities.

6 The newly established fourth Director position will be responsible for chairing the
7 "Information/Technology (IT) and Communications" responsibilities of the KAPPA
8 Board.

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10 The Board of Directors shall meet a minimum of one time each year prior to the annual
11 business meeting and election of officers and, at any other time deemed appropriate by a
12 consensus of Board members.

13
14 Board action will require a majority vote, which can be conducted by phone or email.

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16 **Section 3 - Nominations**

17 Nominations shall be made by a Nominating Committee as provided for in Article VII,
18 Section 4. The Immediate Past President shall chair the Nominating Committee.

19 Additional candidates may be offered from the floor at the time of election if the
20 membership desires.

21
22 **Section 4 - Elections**

All Officers shall be elected by the voting members present, with the majority of votes
cast determining the election, providing a minimum of ten (10) members are present.

1 All Officers shall be elected at an annual meeting and shall be installed as the last order
2 of business of the day.

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4 Each Officer shall be elected to hold office for a period as indicated in Article IV
5 Section 1 and Section 2. Officers shall not hold the same position for more than one
6 consecutive term as prescribed by the office.

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8 **ARTICLE V - AMENDMENT OF BY LAWS**

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10 The Chapter at any scheduled meeting may adopt or amend any Bylaws, consistent with
11 the provisions of the constitution, by majority vote cast by the voting members, providing
12 a minimum of ten (10) members are present and except where a greater majority may be
13 required by the Bylaws.

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16 **ARTICLE VI - MEETINGS**

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18 **Section 1 - Regular Meetings**

- 19 a. The Chapter shall meet a minimum of two times in each year, as follows: Spring and
20 Fall. The annual meeting and election of officers will take place during the Spring
21 meeting.
- 22 b. Each meeting will be hosted by a member institution selected by the Board of
23 Directors from those tending invitations.

- 1 c. Each meeting will be at a different institution, until at least three years have passed.
- 2 d. Meetings shall be rotated to each major portion of the State.
- 3 e. When a location has been selected, the Secretary shall notify the institution at least 90
- 4 days prior to the established date of the meeting. The host institution shall then
- 5 establish a host committee to work with the arrangements committee as prescribed in
- 6 Article VII, Section 2, to assist in scheduling a program for the meeting.
- 7 f. The meetings will be financially self-supporting by assessing each attending member
- 8 for those expenses attributed to that meeting.

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10 **Section 2 -Annual Meeting**

11 The Chapter shall have an annual business meeting to elect officers and conduct other

12 business of the Chapter. This meeting shall be held at the Spring Meeting.

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14 **Section 3 - Voting**

15 Voting privileges shall be limited to qualified members with each member present

16 entitled to one vote. A minimum of ten (10) members must be present to conduct a vote.

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18 **Section 4 - Annual Dues**

19 Future annual dues or assessments as are necessary to carry out the purposes of the

20 KAPPA as indicated in Article II, must be approved by the majority of the voting

21 members in attendance at the annual business meeting, voting in accordance with Article

22 III, shall be assessed against each member.

1 **ARTICLE VII - AWARDS**

2 The Awards offered by the Chapter shall include a Certificate of Merit, which shall be the
3 highest honor bestowed by the Chapter on one of its members, and a Certificate of
4 Appreciation. As agreed by the Board scholarships may be awarded for the APPA
5 Institute or other educational programs sponsored by APPA, ERAPPA, or member
6 institutions.

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8 **ARTICLE IX - DISSOLUTION**

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10 In the event of dissolution or final liquidation of the KAPPA the Board of Directors shall,
11 after paying or making provision for the payment of all the lawful debts and liabilities of
12 the KAPPA, distribute all the assets of the KAPPA, to one or more of the following
13 categories of recipients as the Board of Directors of the KAPPA shall determine:

- 14
15 a. a non-profit organization or organizations which may have been created to
16 succeed the KAPPA, as long as such organization or each of such
17 organizations shall then qualify as a governmental unit section 170(c) of the
18 Internal Revenue Code of 1954 or as an organization exempt from federal
19 income taxation under section 501 (a) of such code as an organization.
20 described in section 501 (c) (3) of such Code; and/or
21
22 b. a non-profit organization or organizations having similar aims and objects as
23 the KAPPA and which may be selected as an appropriate recipient of such

1 assets, as long as such organization or each of such organizations shall then
2 qualify as a governmental unit under section 170(c) of the Internal Revenue
3 Code of 1954 or as an organization exempt from federal income taxation
4 under section 501(a) of such Code as an organization described in section
5 501(c) (3) of such Code.

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7 **ARTICLE X -FINANCE**

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9 **Section 1 - Fiscal Year**

10 The fiscal year of KAPPA shall be from January 1 through December 31. A financial
11 report should be submitted by April 1, of each year.

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13 **Section 2 - Finance**

14 Disbursement of KAPPA funds requires the signature of the Treasurer or the President
15 (only one signature is required).

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18 *Revised and Approved*

19 *By Membership*

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21 *March 12, 2019*