



BYLAWS
of the
KEYSTONE CHAPTER
of the
EASTERN REGION of
APPA: THE ASSOCIATION OF HIGHER
EDUCATION FACILITIES OFFICERS

ARTICLE I – NAME

The name of this organization shall be Keystone Chapter Eastern Region APPA: hereinafter referred to as the “KAPPA”.

ARTICLE II - PURPOSE

Section 1

The purpose of the Chapter shall be:

- a. To bring together members of APPA located in the region for professional, educational, and social purposes.
- b. To supplement and assist in the work of APPA, and the Eastern Region of APPA, hereinafter referred to as ERAPPA.
- c. To promote mutual assistance through experience exchange and education in solving professional problems and exchange of knowledge among the educational community within the Keystone Chapter area.
- d. To support and promote the objectives of APPA including, but not limited to, the development and maintenance of professional standards and the service to higher education and the facilities management profession.
- e. To schedule, plan and conduct meetings of APPA, and ERAPPA.
- f. To promote recognition for the Chapter's facilities management professionals.
- g. To develop and promote programs for scientific solutions to facility problems, programs for research, improved operational efficiency, and evaluation and improved standards of construction.
- h. To focus on issues and disseminate information unique to the Keystone Chapter in the areas of Pennsylvania legislation, Pennsylvania regulatory requirements and environmental issues.

Section 2

The Chapter is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) and 170 (c) (2) (B) of the Internal Revenue Code of 1954 (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 distributable to, its directors, officers, other private individuals, or organizations organized and operated for profit (except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated above). No part of the

activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the publishing or distributing of statements, 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 to be carried on:

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

ARTICLE III - MEMBERSHIP

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

- a) **Member** - Facilities professionals involved in an institution of higher education or K-12. Members have the right to cast recorded votes in the governance of the Chapter. Members have the right to serve as a Chapter Officer and to serve on the Board of Directors.

Active members in good standing shall have registered and attended a KAPPA Conference or Event within the last 2 years.

- c) **Business Partner** - Individuals employed by firms who provide goods and services that support institutional facilities. A Business Partner is not a voting member of KAPPA.
- d) **Emeritus Member** - Membership will be granted by the Board of Directors 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.

A member that has been granted Emeritus status through KAPPA will be entitled to hold any elected office if elected to the position while an employee of a KAPPA member institution in good standing, is willing to perform their duties for the remainder of their elected term and have the concurrence of the majority of Board members to remain in that position.

An Emeritus Member will be granted one free registration fee to the KAPPA conference of their choice.

ARTICLE IV - GOVERNANCE

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

Section 1 - Officers

PRESIDENT - The President shall serve a one (1) year term. The President shall become Past President at the end of the one (1) year term.

FIRST VICE-PRESIDENT - The First Vice-President shall serve a one (1) year term and shall serve as the President should the President be unable to complete the term of office. The First Vice-President shall become the President at the end of the one (1) year term. The First Vice-President shall serve in place of the President, in the absence of the President.

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

SECRETARY – The Secretary shall be appointed by the Board of Directors to serve a three (3) year term.

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 ensure those organizations are kept fully aware of KAPPA activities.

TREASURER – The Treasurer shall be appointed by the Board of Directors to serve a three (3) year term.

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 at the expense of KAPPA.

IMMEDIATE PAST PRESIDENT - The Immediate Past President shall chair the Nominating Committee. The Immediate Past President will serve on the Board of Directors and serve a one (1) year term.

The Immediate Past President shall serve in place of the President, in the absence of the President, First Vice-President, and the Second Vice-President.

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.

DIRECTORS - The term of Office for the elected Directors shall be three (3) years with at least one Director elected each year. The Board can choose to bring forward for a vote to extend the

term of a particular Director in order to ensure we are not electing more than two Directors in any one year.

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

The Directors of the Board shall have the following duties: one (1) Director will be responsible for professional development, and represent KAPPA on the ERAPPA Professional Development Committee; one (1) Director will be responsible for membership and community engagement and represent KAPPA on the ERAPPA Membership and Community Engagement Committee, and; one (1) Director will be responsible for technology and communications and represent KAPPA on the ERAPPA Technology and Communications Committee ; and one (1) Director will be responsible for speakers and events including the Pete Buchheit Memorial Golf Outing.

The Board of Directors shall appoint a Business Partner Director to the Board. The Business Partner Director will serve a two-year term and can serve two (2) consecutive terms for a total of four (4) years. Prior to transition to a new Business Partner Director, the Business Partner Director shall nominate a successor candidate to shadow the position for ideally one year upon approval of the Board of Directors.

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

Board actions require a majority vote, which can be conducted by phone, email, online meeting or face-to-face meeting.

Section 3 - Nominations

The Immediate Past President shall form and chair the Nominating Committee. The Nominating Committee is tasked with identifying a slate of candidates for elections at the Spring Conference.

The Nominating Committee shall include the Director responsible for membership and community engagement; the Business Partner Director; and may include a general member-at-large.

The Nominating Committee shall nominate only active members in good standing.

Nominations shall be made by the Nominating Committee as provided for in Article IV, Section 4.

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

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.

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

Each Officer shall be elected to hold office for a period as indicated in Article IV Section 1 and Section 2.

Section 5 – Vacancies

In the event a member of the Board is unable to complete their term for any reason whatsoever, the Board will fill the resulting vacancy from among eligible Members on an interim basis until the next election can be held to select a replacement member or the Board can vote to allow the interim member to complete the original term.

A member of the Board who misses multiple meetings or is deemed to be in dereliction of duty may be removed from the Board following a majority vote of the remaining Board members.

ARTICLE V - AMENDMENT OF BYLAWS

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

ARTICLE VI - MEETINGS

Section 1 - Regular Meetings

- a. The Chapter shall conduct an annual conference each year. Additional regional meetings, workshops, or events may be scheduled throughout the year at the discretion of the Board.
- b. Each meeting will be hosted by a member institution selected by the Board of Directors from those tending invitations.
- c. Meetings shall be rotated to each major portion of the State.
- d. The meetings will be financially self-supporting.

Section 2 -Annual Meeting

The Chapter shall have an annual business meeting to elect officers and conduct other business of the Chapter. This meeting shall be held at the Spring Meeting.

Section 3 - Voting

Voting privileges shall be limited to qualified members with each member present entitled to one vote. A minimum of ten (10) members must be present to conduct a vote.

Section 4 - Annual Dues

Future annual dues or assessments as are necessary to carry out the purposes of the KAPPA as indicated in Article II, must be approved at the annual business meeting by the majority of the voting members in accordance with Article III in attendance. If enacted, annual dues shall be assessed against each member.

ARTICLE VII – AWARDS & SCHOLARSHIPS

Awards offered by the Chapter shall include a Certificate of Merit, which shall be the highest honor bestowed by the Chapter on one of its members and a Certificate of Appreciation. The First Vice President is responsible for preparing any awards as offered by the Chapter. This includes the ERAPPA applications for the Rising Star (due 6/1) and Chapter Champion (due 7/1). Candidates for these awards are selected by the outgoing President.

The Awards Committee shall consist of the 2nd Vice President, the Director responsible for the golf outing and the Secretary. The Awards Committee will select the scholarship winners and share the selections with the Board.

As agreed by the Board, in January of each year an announcement will be made that applicants are being sought for two scholarships awarded in honor of Normal H. Bedell, to attend an APPA professional development session (e.g. Institute/Leadership Academy, Supervisor’s Toolkit, Credentialing Program) and two scholarships to attend the ERAPPA regional conference. The Board may also choose to award scholarships or discounts to attend the semi-annual KAPPA meeting. Direction will be provided as to how to be considered for these scholarships or discounts. Additional scholarships may be provided to ERAPPA when KAPPA is hosting. The Second Vice President is responsible for communicating to the KAPPA membership all scholarship opportunities (KAPPA and ERAPPA) and to coordinate review of all applications with the Awards Committee. All scholarship recipients will be recognized at each KAPPA meeting.

ARTICLE VIII - BUSINESS PARTNER ENGAGEMENT COMMITTEE

The KAPPA Business Partner Engagement Committee’s goal is to promote chapter events, assist with outreach and communication efforts, and support other activities to grow/retain chapter membership.

The Committee Sponsor will be held by the current KAPPA Director of Membership and Community Engagement in accordance with the term on the Board.

The Committee Chair will be held by the current KAPPA Business Partner Director in accordance with this individual's term on the Board. The Business Partner Director will nominate an individual from within the Committee to serve in a shadow role, ideally for one year, who will then serve as the Business Partner Director with Board approval.

The Business Partner Engagement Committee will maintain its own charter and will keep the Board informed of all activities with full collaboration and transparency.

ARTICLE IX - DISSOLUTION

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

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

ARTICLE X -FINANCE

Section 1 - Fiscal Year

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

Section 2 - Finance

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

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