



## CAPPA BYLAWS

*(Revised October 2023, Approved by CAPPA Membership October 3, 2023)*

### **ARTICLE I. NAME & OFFICE**

The Central States Regional Association of Physical Plant Administrators of Universities and Colleges (CSRA) was founded at Kansas State University (Manhattan, Kansas) in December 1953. The name was changed to Central Association of Physical Plant Administrators of Universities and Colleges (CAPPA) at the Annual Meeting of the General Membership at the University of Houston (Houston, Texas) on October 5, 1987, and was incorporated as CAPPA, INC., in the State of North Dakota on November 4, 1993. Hereinafter the organization shall be referred to as CAPPA.

CAPPA may have an office at such place within the Central Association as may be designated by the Board of Directors.

### **ARTICLE II. PURPOSES**

The purposes of CAPPA is to develop and maintain high standards in the administration, maintenance, operation, planning, and development of facilities management in educational institutions; to promote professional ideals and standards to better serve the objectives of education; and to engage in such other related activities as may be desirable or required to fulfill the objectives of the organization. A further purpose is to supplement and assist the work of APPA (formerly known as the Association of Physical Plant Administrators) in the Central region as defined below and to provide for official representation of the Central region on the Board of Directors of APPA.

CAPPA is organized and operated exclusively for charitable and educational purposes within the meaning of Sections 501 (c) (3), and 170 of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

### **Code of Professional Conduct**

In pursuit of the purposes of the Organization, members shall seek to blend the stewardship of facilities and assigned resources with the obligation for support service to the mission and programs of the institution. Members shall maintain the highest level of personal and professional conduct as such conduct may reflect upon the Organization or the profession. Members shall maintain professional expertise in facilities management through regular participation in educational or professional development events. Members are encouraged to attend an official Organization or regional educational or professional development event every two years. No member shall abuse any privileges that may be extended as a result of his/her membership or position in the Organization or institution. No member shall allow the use of his/her name or likeness in a manner so as to misrepresent his/her position or institution, or otherwise mislead the public concerning rank or service.

### **ARTICLE III. MEMBERSHIP**

Membership in CAPPA is based upon the member institution's affiliation with APPA, with each member institution accorded equal status. This membership shall be in accordance with the criteria established

by APPA. Dues as well as individual rights and privileges are based on classifications of participating individuals.

*A. Eligibility for Membership*

Institutions or systems of institutions which meet the eligibility criteria of higher education, technology, or PK-12 are eligible for membership in CAPPA from the following geographical area:

- a. United States: Arkansas, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas. Canada: Manitoba (Province); Nunavut (Territory) and the States of the Republic of Mexico as outlined in the APPA Bylaws.
- b. States, provinces, or countries adjoining any of the above.

*B. Classification of Membership*

CAPPA adheres to the APPA Membership definitions. There are two classifications of membership; voting and non-voting. Voting members include: Institutional Representative, Associate, Affiliate, and Emeritus. Non-voting members include: Business Partner, Retired, Honorary and Student. For each of these classifications the obligations, rights, and privileges, refer to APPA Bylaws Article III, Section B at <https://www.appa.org/board/bylaws/>.

*C. Annual Dues*

The amount of annual dues to be paid by Institutional Representatives, Associates, Affiliates, and Business Partners shall be a consistent percentage of the APPA annual dues approved by a majority of the members present and voting at the annual business meeting. Changes shall normally be recommended to the membership by the Board of Directors. All changes shall be announced to the membership prior to invoicing. Dues shall be payable upon receipt of invoice and shall be considered delinquent ninety days thereafter. The Board of Directors shall determine when dues are payable and when a member is delinquent. Emeritus and Honorary members do not pay dues.

*D. Resignation from Membership*

Any member of CAPPA may withdraw from such membership at any time by giving written notice to the Vice President - Membership. Such resignation shall take effect upon receipt of such notice. There shall be no refund of dues.

*E. Revocation or Termination of Membership*

Any member of CAPPA may have their membership revoked or terminated by action of the Board of Directors whenever the best interests of the organization shall thereby be served. Notwithstanding the foregoing, a member of CAPPA shall be dropped from the membership roll of CAPPA for failure to pay dues after having been sent three notices; or loss of eligibility.

*F. Reinstatement of Membership*

Any Member may be reinstated by approval of the Board of Directors upon receipt of satisfactory assurance of renewed eligibility.

**ARTICLE IV. ADMINISTRATIVE ORGANIZATION**

*A. Board of Directors*

Directors shall not receive any compensation for their services as Board members. However, the Board may authorize reimbursement for expenses by Board members to attend regular or special meetings of the Board.

A Board of Directors shall manage the business, property, and affairs of the Association. The Board of Directors shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents or employees, insofar as such delegation of authority is not inconsistent with or repugnant to any applicable laws, the Association's Articles of Incorporation, or these Bylaws or any amendments to them.

The voting Board of Directors shall be composed of the (1) President, (2) President-Elect, (3) Vice President – Membership, (4) Vice President – Professional Development, (5) Secretary, (6) Treasurer, and (7) APPA Regional Director

The non-voting members shall be composed of the (1) Business Partner Representative, (2) Immediate Past President, and (3) APPA liaison to the CAPP Board.

Each shall be a member of CAPP and APPA.

#### B. Officers/Executive Committee

The Officers of CAPP are the President, President-Elect, Vice President – Membership, Vice President – Professional Development, Secretary, and Treasurer. The election of Officers shall occur each year at the Annual Meeting of the Association as terms expire.

The Board of Directors shall receive and consider the CAPP President's recommended candidates for Newsletter Editor, Membership Chair, Professional Development Co-Chairs, Information and Communications Chair, Finance Chair, Historian, Conference Coordinator, Recruiter, and up to two Business Partner Representatives.

#### Power and Duties:

- a. Shall rule on questions of policy which arise between Annual Meetings;
- b. Shall in the event of a vacancy, retirement, or change in employment status of the President, appoint a replacement to serve until the next Annual Meeting. Notice of such appointment shall be provided to the membership through the newsletter or other mass communication method;
- c. Shall authorize appropriate expenditures from the treasury;
- d. Shall approve dates of Annual Meetings after the recommendation of the Site Selection Committee;
- e. Shall meet at least two times per year;
- f. At all meetings, a simple majority of its members, including either the President or President-Elect, shall constitute a quorum. In the absence of a quorum, any action taken shall be of a recommendation nature only, but may be confirmed at a later date with the necessary quorum. Each member is entitled to one vote. Proxy voting shall not be permitted.
- g. Shall maintain a current strategic plan and ensure the plan is fully reviewed at least every five (5) years.

#### C. The President

The President-Elect shall automatically become President following service the preceding year as President-Elect provided they are still a member of CAPP and APPA; shall assume the office of President at the Annual Meeting; and shall serve a term of one year or until the next Annual Meeting.

## 1. Power and Duties

- a. Shall be the executive officer and shall be responsible for the general supervision and direction of the affairs of the association and shall preside at the Annual Business Meeting;
- b. Shall recommend representatives from CAPPa to serve one year terms on the APPA Permanent and Standing Committees to the Vice Chair of the APPA Board
- c. Shall have the authority to appoint committees or task forces of CAPPa not otherwise provided for and shall advise the Board of Directors of the appointments. Also shall develop and provide a budget to the Board of Directors for approval prior to the obligation of any funds required by the committees or task forces;
- d. Shall serve as Chair of the Executive Committee and Board of Directors during their term of office;
- e. Shall, in the event of a vacancy among the members of the Board of Directors, with the concurrence of a majority of the remaining Board members, appoint a replacement. Notice of such appointments shall be given to all Board members in writing;
- f. Shall have an annual discretionary budget of \$1,000 for expenditures for appropriate association business without needing Board of Directors approval;
- g. Shall provide the Treasurer a written budget for any activity regarding the expenditure of funds prior to the obligation of any funds;
- h. Shall submit to the Treasurer an itemized, written financial report of the previous annual meeting;
- i. Shall be responsible for publishing and electronically producing the Annual Report;
- j. Shall ensure the Strategic Plan is current and reflected in each committee's annual budget proposal.

### *D. President-Elect*

1. The President-Elect shall automatically become the President following service the preceding year as President-Elect. The President-Elect shall be elected at the Annual Meeting by a majority vote, provided they all are a member of CAPPa and APPA. They shall assume the appropriate office at the Annual Meeting and shall serve a term of one year or until the next Annual Meeting, assuming they are still a member of CAPPa and APPA.

## 2. Election of the President-Elect

- a. Nominees for the office of President-Elect shall be those Institutional Representatives, Associate Members, and Affiliate Members recommended by the Nominating Committee or nominated from the floor during the Annual Business Meeting. Associate and Affiliate Members shall provide documentation of approval to serve from their Institutional Representative in order to be eligible.
- b. In the event there are no qualified nominees for this Office, the Board of Directors may appoint a President-Elect.

## 3. Power and Duties

- a. Shall accept the office of President following the term of office as President-Elect;
- b. Shall, in the absence of the President, perform the duties of the President as herein stated;
- c. Shall, in the event of a vacancy in the office of President, serve as President as herein stated until a new President is named by the Board of Directors to serve out the unexpired term.

### *E. Vice Presidents*

1. Vice Presidents will include a Vice President – Membership and Vice President – Professional Development. Vice Presidents shall be elected at the Annual Meeting by a majority vote to serve a two-year term, provided the candidate is a member of CAPPa and APPA; shall assume office at the close of

the Annual Meeting; and shall be eligible for reelection to a second two-year term; to serve a maximum of four consecutive years. The Vice President – Membership shall be elected in even years, with the Vice President – Professional Development elected in odd years. The Vice Presidents shall each be a member of the Board of Directors.

## 2. Powers and Duties

### Vice President – Membership

- a. Shall oversee the following CAPP A Committees: Membership, Nominations, Information, Communications, Newsletter, and Awards
- b. Shall oversee the CAPP A Recruiter and Historian

### Vice President – Professional Development

- a. Shall be responsible for the oversight of the program and all arrangements for the Annual Meeting and committee meetings.
- b. Shall oversee the CAPP A Professional Development Committee and CAPP A Conference Coordinator
- c. Shall coordinate with the President and President-Elect on planning and programming of the annual CAPP A conference

## *E. The Secretary*

1. The Secretary shall be elected on even numbered years at the Annual Meeting by a majority vote, provided the candidate is a member of CAPP A and APP A; shall assume the office at the close of the Annual Meeting; and shall be eligible for reelection to a second two-year term; to serve a maximum of four consecutive years.

## 2. Power and Duties

- a. Shall record and maintain the minutes of the Annual Meeting and of the Board of Directors meetings;
- b. Shall under the direction of the President be responsible for all business records of CAPP A;
- c. Shall be responsible for conducting the correspondence of the association;
- d. Shall in a timely fashion, assist the President in providing information for the Annual Report;
- e. Shall be a member of the Executive Committee;
- f. Shall be a member of the Bylaws Committee.

## *F. The Treasurer*

1. The Assistant Treasurer shall accept the office of Treasurer to serve a two-year term following their term of office as Assistant Treasurer; shall assume the office at the close of the Annual Meeting; and shall be eligible for a second two-year term of office; to serve a maximum of four consecutive years.

## 2. Power and Duties

- a. Shall receive and account for all funds turned over from the Annual Meeting and other monies collected or due the association;
- b. Shall receive and disperse all funds for expenditures as authorized in writing by the President or the Board of Directors and shall be authorized to disperse funds for normal operating expenses as required;
- c. Shall render an itemized written report at the Annual Meeting and at the Board of Directors Meetings;
- d. Shall in a timely fashion, assist the President in providing information for the Annual Report;

- e. Shall annually file appropriate documents to the Internal Revenue Service and provide for an annual audit;
- f. Shall be responsible for all insurance matters as directed by the Executive Committee;
- g. Shall be a member of the Executive Committee;
- h. Shall be an Ex-Officio member of the Finance Committee.

#### G. Assistant Treasurer

1. The Assistant Treasurer shall be elected on odd-numbered years at the Annual Meeting by a majority vote to serve a two year term provided the candidate is a member of CAPPa and APPA; shall assume the office at the close of the Annual Meeting; shall be eligible for reelection to a second two-year term; to serve a maximum of four consecutive years; and shall automatically become the Treasurer following service of the preceding term(s) as Assistant Treasurer.
  - a. Shall be an Ex-Officio member of the Finance Committee.

#### H. The APPA Regional Director

1. One APPA Board Regional Director shall be selected and appointed by each APPA region. The APPA Regional Director shall be elected at an Annual Meeting by a majority. The APPA Regional Director shall be appointed to a three-year term and will not be eligible for reappointment to a second term. The appointee shall be a member in good standing of CAPPa and APPA. Retirees and individuals who left the education facilities management profession are eligible to serve, unless further restricted by the authority making the appointment.

#### 2. Power and Duties

- a. Shall be a member of the APPA Board of Directors and the CAPPa Board of Directors. In this dual role, shall participate in the governing of both organizations including voting on all matters brought before them;
- b. Shall be responsible for liaison between APPA and CAPPa, keeping the APPA Board of Directors advised of CAPPa functioning as it relates to APPA, and informing the CAPPa Board of Directors of APPA functioning as it relates to CAPPa;
- c. Shall keep the CAPPa President advised and shall seek out the opinions and recommendations of the President and other officers of CAPPa as necessary;
- d. Shall recommend to the CAPPa President, CAPPa members to serve on APPA appointed committees;
- e. Shall, with consent of the CAPPa Board of Directors and consent of the individual member, submit such member as a nominee for APPA office;
- f. Shall provide a written report of all APPA meetings for inclusion in the CAPPa Newsletters.

#### I. Editor of the Newsletter

1. The Editor of the CAPPa Newsletter shall be appointed by the CAPPa President with the approval of the Board of Directors. The term of the appointment shall be open-ended and shall continue as long as it is mutually agreeable to the Editor and to the Board of Directors.

#### 2. Power and Duties

- a. Shall publish and distribute a minimum of two issues of the CAPPa Newsletter per fiscal year;
- b. Shall serve on the Awards, and the Information and Communications Committee;

#### J. Membership Chair

1. The Membership Chair shall be appointed by the CAPP A President with the approval of the Board of Directors to serve a maximum of four consecutive years.

2. Power and Duties

- a. Shall in conjunction with the Treasurer, serve a dual role of fostering and recruiting members and promoting membership in both CAPP A and APPA;
- b. Participate in the APPA Membership Committee and attend necessary meetings;
- c. Shall keep accurate records of the active membership;
- d. Shall render a written report at the CAPP A Annual Meeting and at the Board of Directors Meetings;
- e. Shall provide the President a list of recommended members to the Membership Committee for the upcoming year, within twenty-one days of the Annual Meeting;

*K. Professional Development Co-Chairs*

1. The Professional Development Co-Chair shall be appointed by the CAPP A President with the approval of the Board of Directors in alternating years provided the candidate is a member of CAPP A and APPA; and shall be eligible to serve a maximum of four consecutive years.

2. Power and Duties

- a. Shall be responsible for all professional development programs for the CAPP A organization;
- b. Participate in the APPA Professional Development Committee; attend necessary meetings;
- c. Shall render an itemized, written report and budget; describing activities and anticipated expenses and income for professional development programs;
- d. Shall receive, review and recommend to the Board of Directors the award of all continuing education grant applications submitted by CAPP A members;
- e. Shall provide the President a list of recommended members to the Professional Development Committee, for the upcoming year, within twenty-one days of the Annual Meeting;

*L. Information and Communications Chair*

1. The Information and Communications Chair shall be appointed by the CAPP A President with the approval of the Board of Directors on odd-numbered years, provided the candidate is a member of CAPP A and APPA; shall assume the office at the close of the Annual Meeting; and shall be eligible to serve a maximum of four consecutive years.

2. Power and Duties

- a. Shall be responsible for all publications and electronic communication functions for the CAPP A membership, except the Annual Report;
- b. Participate in the APPA Information and Research Committee; attend necessary meetings;
- c. Shall render an itemized, written report and budget; describing activities and anticipated expenses and income for information services;
- d. Shall be responsible for all information communicated through the CAPP A Website;
- e. Shall provide the President a list of recommended members to the Information and Communications Committee for the upcoming year, within twenty-one days of the Annual Meeting;

*M. Historian*

1. The Historian shall be appointed by the CAPP A President with the approval of the Board of Directors. The term of the appointment shall be open-ended and shall continue as long as it is mutually agreeable to the Historian and to the Board of Directors.

## 2. Power and Duties

- a. Shall be responsible for the care and protection of all historical memorabilia of CAPP;A;
- b. Shall provide a minimum of one article concerning CAPP;A history, per fiscal year for the Newsletter;
- c. Shall attend the annual meeting and provide a display of the memorabilia;
- d. Shall provide the President a written budget for review and approval prior to submittal to the Treasurer for any activity regarding expenditure of funds prior to obligations of any funds;
- e. Shall be a member of the Information and Communications Committee and the Awards Committee;

### *N. Business Partner Representative(s)*

The President shall appoint, with the approval of the Board of Directors, up to two current CAPP;A members (alternating years) of the Business Partners to serve as co-chairs of the Business Partner Committee. The term shall be for two years; to serve a maximum of four consecutive years. One of the co-chairs will serve as a non-voting member of the CAPP;A Board of Directors. The Business Partner Committee will elect their board member representative at their first meeting following the CAPP;A Annual Meeting.

### *O. The Finance Chair*

1. The Finance Committee Chair shall be appointed by the CAPP;A President, with the approval of the board of directors, within 30 days of the annual meeting (from the current Finance Committee members). The appointee shall be a member in good standing of CAPP;A and APP;A and eligible to hold the office, shall assume the office at the time of appointment, and shall hold office for the subsequent time period including the next annual meeting.

## 2. Power and Duties

- a. Shall organize and preside over periodically scheduled meetings throughout the year (preferably on a monthly basis);
- b. Shall provide an agenda and meeting minutes for all Finance Committee meetings;
- c. Shall review the expenditures as authorized in writing by the President or the Board of Directors;
- d. Shall render a written report at the Annual Meeting and at the Board of Directors meetings;
- e. Shall in a timely fashion, assist the President in providing financial information as requested by the Board of Directors;
- f. Shall in a timely fashion, send out, tabulate, record, and report on items requiring the vote of the Finance Committee;
- g. Shall review documents filed to the Internal Revenue Service and review the annual audit;
- h. Shall review and sign the quarterly statements prior to posting on the CAPP;A website;
- i. Shall review the CAPP;A policies and procedures, as they relate to finances, for updates as necessary;

### *P. Conference Coordinator*

1. The Conference Coordinator shall be appointed by the CAPP;A President with the approval of the board of directors and serve a three-year term, with renewable terms upon mutual agreement of the person serving and the Nomination Committee. The Conference Coordinator should be a former host committee member if possible; the intent of the position is to create persistent stable guidance on planning and executing a conference.



## 2. Power and Duties

- a. Develop and maintain a Conference Template for use by host committees to ensure stability and sufficient resources for meeting space, food service, hotel rooms, and other related planning topics;
- b. Engage with the Professional Development committee to arrange the call for speakers, selection of topics and other aspects of the educational agenda;
- c. Assist the host university with issues and questions in order to help the host provide a venue, agenda, and services which will contribute to an efficient, educational, and profitable experience which will help future hosts promote the CAPPa experience to Business Partners and attendees;
- d. Collect, maintain, and disseminate, when needed, annual conference reports from each host committee. Host committee annual reports are due as soon as possible after each annual meeting, not to exceed December 31 of the meeting year. Host committee reports must contain a full accounting of finances and a narrative explaining the various successes, failures, or topics of interest related to the conference;

## Q. Recruiter

1. The Recruiter shall be appointed by the CAPPa President, with the approval of the board of Directors. The appointee shall be a member in good standing of CAPPa and APPa. The Recruiter shall be appointed to a three-year term and will be eligible for reappointment to a second term.

## 2. Powers and Duties

- a. Shall recruit individuals from all geographical regions of CAPPa membership for nomination to open Board of Director and Committee positions;
- b. Shall serve on the Nominating Committee;
- c. Shall organize and preside over periodically scheduled meetings throughout the year;
- d. Shall be a member of the Membership Committee;

## **ARTICLE V. COMMITTEES AND APPOINTIVE POSITIONS**

### *A. Executive Committee*

The Executive Committee shall be constituted as provided in Article IV, B. Officers/Executive Committee.

### *B. Membership Committee*

The Membership Committee (except the Chair) shall be appointed within thirty (30) days of the CAPPa Annual Meeting by the incoming President. The committee should consist of representatives from each geographical area within the CAPPa region. The committee members shall be members of CAPPa and shall serve a one-year term beginning and ending on the last or closing day of the CAPPa Annual Meeting; may be re-appointed; and may serve more than one term.

### *C. Professional Development Committee*

The Professional Development Committee (except the Co-Chairs) shall be appointed to provide support to the Professional Development Co-Chairs and the educational needs of the membership, within thirty (30) days of the CAPPa Annual Meeting by the incoming President. The committee should consist of institutional representatives from each geographical area within the CAPPa region and up to two business partner representatives. The committee members shall be members of CAPPa and shall serve a one-year term beginning and ending on the last or closing day of the CAPPa Annual Meeting, may be re-appointed and may serve more than one term.

### *D. Awards and Recognition Committee*

The Awards Committee members shall be appointed within thirty (30) days of the CAPPAs Annual Meeting by the incoming President. The committee shall consist of no less than three members. The Vice President – Membership shall automatically serve as Chair of the committee. The Newsletter Editor, Historian and the CAPPAs Awards Representative to APPA shall automatically serve as members of the committee. The committee shall select the recipients of the Distinguished Member Awards, the Certificates of Meritorious Service, and Newsletter Award, as described in the CAPPAs Administrative Rules. The committee members shall be members of CAPPAs and shall serve a one-year term beginning and ending on the last or closing day of the CAPPAs Annual Meeting, may be re-appointed, and may serve more than one term.

#### *E. Information and Communications Committee*

The Information and Communications Committee (except the Chair) shall be appointed within thirty (30) days of the CAPPAs Annual Meeting by the incoming President. The committee shall consist of one representative from the Membership and Professional Development Committees, the Newsletter Editor, Historian, and at least two individuals from the CAPPAs membership at large. The committee members shall be members of CAPPAs and shall serve a one year term beginning and ending on the last or closing day of the CAPPAs Annual Meeting, may be re-appointed, and may serve more than one term. The committee shall promote the free flow of information and communication within the CAPPAs community.

#### *F. Nominating Committee*

The Nominating Committee shall be appointed at the CAPPAs Annual Meeting by the incoming President. The committee shall consist of no less than three members with the Vice President – Membership service as chair. The committee members shall be members of CAPPAs and shall serve a one-year term beginning and ending on the last or closing day of the CAPPAs Annual Meeting, may be re-appointed, and may serve more than one term. The committee is charged with recommending candidates to the Board of Directors.

#### *G. Finance Committee*

The Finance Committee shall be appointed within thirty (30) days of the CAPPAs Annual Meeting by the incoming President. The committee shall consist of the Chair, one representative from the Professional Development Committee, one representative from the Membership Committee, one representative from the Information and Communications Committee and two (2) representatives from the membership at large; the Treasurer and Assistant Treasurer shall be Ex- Officio members. The two (2) representatives from the membership at large shall be recommended to the President by the Treasurer. The committee members shall be members of CAPPAs and shall serve a one-year term beginning and ending on the last or closing day of the CAPPAs Annual Meeting, may be re-appointed, and may serve more than one term. The President shall appoint a Chair from the membership of the committee. The Finance Committee is charged with recommending to the Board of Directors such financial policies and procedures as deemed appropriate and shall oversee the management of all CAPPAs funds.

#### *H. Business Partner Liaison Committee*

The Business Partner Liaison Committee (except the Co-Chairs) shall be appointed within thirty (30) days of the CAPPAs Annual Meeting by the incoming President. The committee shall consist of the President, the Vice President – Membership, Vice President – Professional Development, Treasurer, CAPPAs Conference Coordinator, and a minimum of four CAPPAs Business Partners. Business Partners shall be appointed by the President, shall be members of CAPPAs, shall serve a two-year term, and be eligible for re-appointment to serve a maximum of four years. The Business Partner Liaison Committee is charged

with providing the Board of Directors and CAPP Business Partners feedback, recommendations and support to fulfill the objectives of the organization.

*I. Site Selection Committee*

The Site Selection Committee shall consist of the Conference Coordinator as chair, the Treasurer, and the Vice President – Professional Development. The Site Selection Committee is charged with recommending to the Board of Directors future sites for the annual meeting.

*J. Committee and Task Force Meetings and Budgets*

1. With the exception of the Board of Directors, Committees and Task Forces should meet by electronic means or during the CAPP Annual Meeting. The Board of Directors must approve any additional meetings requiring expenditures outside the parameters noted herein;

2. Committee or Task Force Chairs shall provide the President a written budget for review and approval a minimum of thirty days prior to the mid-year and annual Board of Directors meetings for submittal to the Treasurer for any activity regarding expenditure of funds prior to obligations of any funds.

**ARTICLE VI. SUBGROUPS**

To broaden the effectiveness of CAPP, state sub-organizations are encouraged to affiliate with CAPP. Through this affiliation the maintenance of the high standard and purposes of CAPP can be spread through the facilities management departments of all institutions of higher education or allied systems.

To allow and provide for the affiliation, state subgroups may be organized and governed by the following criteria:

- a. The purpose, intent, objectives and goals shall be consistent with the framework of CAPP;
- b. The boundary of such subgroups shall be the geographical limits of each state, province, or territory within the region;
- c. The organizational structure of the affiliated state subgroup shall be autonomous.
- d. The Constitution, Bylaws, chapter business, funds, dues, membership and tax exempt status shall be administered and regulated by the local state subgroup.
- e. The affiliated state subgroup shall not have an elected representative to CAPP. Representation to CAPP shall be by voluntary individual affiliation only;
- f. Members of state subgroups may attend the CAPP Annual meeting as a non-voting guest, upon payment of required registration.

**ARTICLE VII. PROFESSIONAL AFFILIATION**

To broaden the effectiveness of CAPP, and for the professional enhancement of its members, CAPP may at the direction of the Board of Directors exchange professional information, publications, etc. with other professional organizations or affiliations.

**ARTICLE VIII. MEETINGS OF MEMBERS**

*A. Annual Meeting*

An Annual Meeting of the membership of CAPP shall be held within the geographic area as represented by CAPP and prior to November 1 of each year. Joint meetings with other APPA Region(s) may be conducted at a place of mutual agreement.

To provide for maximum participation of the membership at annual meetings, the meeting sites shall be rotated within the geographic area. The recommended site for the meeting shall be determined by the Site Selection Committee, with concurrence from the Board of Directors.

The Conference Coordinator shall chair this committee. To ensure adequate time for planning the event, the site selection should be made at least two years in advance.

*B. Notification of Annual Meeting*

Written or printed notice, stating the time, date, and location of the annual meeting shall be delivered, via web site, personally, other electronic means, or by mail, to all members of CAPPa at least ninety days prior to the date of the meeting.

*C. Special Meetings*

Special meetings of the membership may be called by the President or by members constituting not less than ten percent of all the voting members who shall, in writing, direct that such a meeting be called. Notice of such meetings, stating the time, date, location and the purpose(s) for meeting shall be delivered to the membership at least ten days prior to the meeting date.

*D. Quorum*

The members present at any annual or special meetings of the membership shall constitute a quorum for the transaction of business of the Association.

*E. Procedure and Order of Business*

Parliamentary rules, as stated in the most recent edition of Robert's Rules of Order, shall govern the procedure of all meetings of the Association.

**ARTICLE IX. FINANCES**

*A. General Fund*

1. All income from membership dues and all income from other sources shall be deposited in the general fund of CAPPa and shall be available to pay the expenses of CAPPa as provided herein.
2. The Executive Committee may accept on behalf of the Association any contributions, gifts, bequests, or devices for the general purpose of or for any special purpose of the Association.

*B. Bonds and Audits*

The Executive Committee shall provide for all fiscal arrangements and may require audits and/or bonds for officers of CAPPa charged with handling funds.

*C. Publications*

1. The Annual Report shall be presented as an agenda item to the Board of Directors at their annual spring meeting.
2. The Executive Committee shall authorize the printing and distribution of any material that may be of value to the members and shall authorize the payment of such printing and distribution.

*D. Fiscal Year*

The CAPPa fiscal year shall extend from April 1 through March 31.

#### **ARTICLE X. DISSOLUTION OR FINAL LIQUIDATION**

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:

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

#### **ARTICLE XI. SHARES OF STOCK, DIVIDENDS, AND CERTAIN LOANS PROHIBITED**

The Association shall not authorize or issue shares of stock, nor pay any dividends to its members, members of the Board of Directors, or its officers, nor make any loans to the members of the Board of Directors or its officers.

#### **ARTICLE XII. LIMITATIONS ON ACTIVITIES**

CAPPA 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 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, 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 provision in these Bylaws or in the Association's Articles of Incorporation, the Association 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;
- b. as an organization described in Section 501(a) (3) of such Code (or the corresponding provisions of any future United States internal revenue law);
- c. By an organization described in Section 509(a)(1),(2), or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law);

d. By an organization described in Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

### **ARTICLE XIII. INDEMNIFICATION**

A. The Association shall indemnify each member of the Board of Directors as described in Article IV hereof, and each of its officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

B. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct.

If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

C. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

### **ARTICLE XIV. AMENDMENT**

A. These Bylaws of the Association may be amended, altered, changed, added to, deleted from, or repealed by the affirmative vote of the majority of the institutional representatives, associate, affiliate, and Emeritus voting members present at the annual business meeting or by a quorum vote of the Board of Directors after 30 calendar days notification has been given to the membership. Any modification to the Bylaws made by a quorum vote of the Board of Directors shall be presented to the membership at the next annual meeting.

B. The Secretary may make minor changes to the Bylaws to correct spelling and grammatical errors provided such changes do not alter the meaning of the Bylaws and are approved by the Board of Directors at its next regular meeting.

C. The Secretary shall send a copy of all approved changes to the articles of incorporation or Bylaws to the APPA office within thirty (30) days of adoption.