

**Bylaws of
TEXAS ASSOCIATION OF PHYSICAL PLANT
ADMINISTRATORS
of
UNIVERSITIES and COLLEGES, Inc.
A Nonprofit Association**

**ARTICLE ONE
NAME**

The name of this association shall be the Texas Association of Physical Plant Administrators of Universities and Colleges, Inc. a non-profit organization, hereinafter referred to as TAPPA.

**ARTICLE TWO
PURPOSES**

The purposes of this association are:

1. To promote in the State of Texas, common interests, proficiency and professionalism in educational facilities management operations; to foster professional ideals and standards; to provide professional development and educational opportunities; and to better service the objectives of institutions of higher education.
2. To aid and supplement the work of The Association of Higher Education Facilities Officers (APPA), the Central Association of Physical Plant Administrators of Universities and Colleges (CAPP), and other Texas educational facilities associations.
3. To benefit all member institutions. This corporation is not organized for the sole benefit or use of any one university or college. The corporation is not intended to be, nor will it be a foundation.

**ARTICLE THREE
OFFICES**

The association was founded in the City of Edinburg, County of Hidalgo, in 1979.

The principal office of the corporation in the State of Texas shall be located in the city where the Management Company resides. The corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with same registered office, as required by the Texas Non-Profit Corporation Act. The Board of Directors has determined that the registered office of the corporation in the State of Texas shall coincide with that of the Management Company, who shall act as the registered agent.

ARTICLE FOUR

MEMBERSHIP, VOTING, and DUES

Section A – Institutional Members

Applicants will be accepted into membership in association principally from educational institutions of higher education in the State of Texas. Persons with facilities management supervisory or professional level responsibility within the institution belonging to this association shall be institutional members. Institutional members are eligible to vote, may hold elective office and must pay regular dues.

Section B – Affiliate Members

Affiliate members shall be other personnel employed at member institutions or professional facilities management personnel at other educational institutions (such as independent school districts). Affiliate members are eligible to vote, may not hold elective office, and must pay regular dues.

Section C – Business Partners

Business Partners shall be business or professional entities that have an objective or purpose related to facilities management such as consultants, vendors, contracted services, etc. Business Partners are eligible to vote (vote is restricted to Bylaws and selection of elective office representation during Business Partners meeting), and must pay business partner dues.

Section D – Contracted Facilities Representatives

Contracted Facilities Representatives shall be other personnel employed by a contracted services vendor whose role is to provide professional level facilities and management services to an institution. Contracted facilities representatives represent their respective institution, are eligible to vote, may hold elective office and must pay regular dues.

Section E – Emeritus Members

Emeritus membership may be extended to any individual member institutional, affiliate, or business partner who has entered a retirement status after long and faithful service to his or her organization, and has a record of distinguished service to APPA at the national, regional, state or local level.

Nominations for emeritus membership may be made by any voting member to the “Special Awards Committee.” Nominations must be submitted to the committee in writing, and must clearly document the nominee’s length and type of service, contributions to the association, and interest in continued affiliation with the association. The “Special Awards Committee” shall evaluate the nominee’s qualifications, verify the nominee’s interest in being awarded emeritus status, and submit the nomination to the membership with an appropriate recommendation for their consideration. Emeritus membership can be awarded as a matter of business at the annual meeting. The nomination package shall become a part of the official record of the association, as an attachment to the minutes of the meeting.

Emeritus members may not vote and may not hold elective office; however, they may serve on any committee if requested to do so by the Board of Directors. Emeritus members pay no dues and are eligible to participate in annual meetings with conference fee waived.

Section F – Removal of Members

The Membership Committee is charged with reviewing, maintaining, and updating the membership roster. There will be a continual effort to recruit new membership in order to promote and maintain the objectives of the association. The Membership Committee will recommend to the Board of Directors those members who can no longer qualify for any reason.

Section G – Dues

Annually, the Board of Directors will review and determine the amount of the annual dues payable to the association by members of each class. The amount of the annual dues will be announced at the annual business meeting, and made part of the minutes of the meeting for the record. Business Partner dues will be the equivalent of the minimum level of exhibit space offered at each annual conference.

Institutional and affiliate member dues (in the amount determined by the board) will be collected as a portion of the registration fee for the annual conference. For institutional members who do not attend the annual conference, dues (in an amount to be determined by the board) will be collected in April of each year.

The Management Company will provide to the Board at the April Board Meeting a list of the institutions that have paid their dues.

ARTICLE FIVE OFFICERS OF THE ASSOCIATION

Section A – Association Fiscal Year

The Association Fiscal Year shall begin on May 1, and shall end on April 30 of the following year. Terms of office are intended to coincide with the fiscal year.

Section B – Officers of the Association

Officers of the Association:

President
Vice President
Secretary – Treasurer
Immediate Past President

Qualifications for all Officers and Directors

Qualifications are those generally listed as qualities of leadership.

President, Vice President, and Immediate Past President, should have executive ability; the Management Company should know how to keep accurate records and how to handle money. All officers should believe in the worth of the association's purpose, in loyalty, in willingness to serve in the capacity of the office to which elected, and be willing to attend all meetings of the association and of the Board of Directors. They should also have the ability to "sell" enthusiasm for the association.

Election and Change of Officers

At the association's annual meeting, the following officers shall be elected by the membership in attendance, from a slate of candidates prepared by the Nominating Committee, and accepted and presented to the membership by the Board of Directors:

Vice President
Secretary – Treasurer

New Directors, as required by ARTICLE SIX

New officers elected at the association's annual meeting officially assume office of May 1 of the year of the annual meeting and shall serve as follows:

1. President assumes the office of Immediate Past President and shall serve a two (2) year term.
2. Vice President assumes the office of President, and shall serve a two (2) year term.
3. Secretary-Treasurer shall serve a three-year term, and may be re-elected. Upon the selection of a new Secretary-Treasurer, the outgoing Secretary-Treasurer shall become the immediate past-treasurer for the period of one year to aid with the transition.
- 4.
5. Directors shall serve as identified in ARTICLE SIX.
6. Business partners (2) will be elected for two-year terms. These terms will be staggered so as to provide an overlap of one year to aid in the transition.

Should any officer or director not be available or qualify to serve in the designated capacity for any reason, the Board of Directors will determine the appropriate course of action to deal with the situation.

As a matter of ceremony, the President shall pass the gavel to the Vice President at the conclusion of the annual conference. At that point, the Vice President unofficially assumes the role of the President; nevertheless, association business between the end of the annual meeting and May 1 shall remain the responsibility of the outgoing officers and board members.

Section C – Vacancies

Vacancies occurring during the term of office of an officer and/or director of the association, other than the President, shall be filled by the Board of Directors from the members of the association eligible to hold office. The method selected shall be at the sole discretion of the Board. The member filling a vacated position shall serve only until the time of the next regular election of the association's officers at which time a new officer shall be elected. Any officer selected to complete a term of one year or less retains the right to run for election to their own term of office.

Section D – Duties

The President

Shall serve as Chairman of the Board of Directors; presides at all meetings, appoints all committees subject to board approval (unless otherwise provided in the bylaws); preserves order, makes parliamentary decisions and rulings; may vote to make or break a tie, in voice or roll call votes; votes as any other member in a ballot vote and cannot break a tie in a ballot vote; leaves the Chair to debate - never debates from the Chair; must be firm, competent, tactful, and just; must be neutral in the Chair on controversial matters and must allow full discussion in all debatable motions; must have a basic knowledge of parliamentary procedures; should arrive at the place of meeting ahead of time to be sure that the "stage is set" and everything is in readiness for the opening of the meeting. The President shall be the designated TAPPA representative at all appropriate conferences, meetings and ceremonies. The President shall assume the position of Immediate Past President at completion of his/her term of office as President.

The Vice President

Shall serve as a member of the Board and shall perform the duties of the President when the President is absent or unable to serve; shall become the President on May 1 at the completion of his/her elected term or when a vacancy in the presidency occurs; works with the Board and the President to select timely subjects; proposes to the President names of potential committee members; serves as Chair of the Nominating committee; assists, participates and ensures all committees are actively working on assigned tasks; maintains a time-based schedule of committee activities; monitors committee progress; and accomplishes other tasks as may be assigned by the President.

The Secretary – Treasurer

Will be responsible for the oversight of the Management Company, in accordance with the contractual agreement. Shall serve as a member of the Membership Committee.

The Immediate Past President

Shall serve as a member of the Board and chairs the Special Awards Committee.

ARTICLE SIX

The BOARD of DIRECTORS

Section A – Composition of the Board of Directors

The Board of Directors (also referred to as the Board) shall be composed of twelve members : six duly elected members (directors) of the association, two duly elected business partners (on staggered terms), plus the President, the Vice President, the Secretary-Treasurer, and the Immediate Past President. Contracted facilities representatives shall not exceed five members. The six specifically elected institutional and contracted facilities representative members of the Board shall be elected on a staggered basis, with two members being elected each year for terms of three (3) years each. The two specifically elected business partner members of the Board shall be elected every two (2) years on a staggered rotation (in order to aid in the transition). Other new Board members may be elected to fill vacated terms. First, second, third hosts, and business partner serve as non-voting members of the Board. Not more than two members of the same institution will be allowed to serve on the Board at the same time.

Section B – Non-Voting Members

Business Partners (2)

Shall serve as a non-voting members of the Board and shall be the representatives of the business partners for the annual TAPPA conference two years hence. These terms will be staggered so as to provide an overlap of one year in order to aid in the transition.

Section C – Meeting of the Board

The Board shall schedule meetings at least twice a year. The last meeting shall be held prior to the annual general membership meeting, to review reports from the standing committees, handle other items of old and new business as may be on hand, and prepare for the general membership meeting. The other meeting will be held approximately

midyear to review programs and handle business. During periods between board meetings, the President may present by mail, telephone, fax or email to each board member, items of urgent business. The Board may officially ballot by mail, fax, or email to the Secretary-Treasurer on these matters.

The President may call special board meetings in lieu of the mail ballot approach, if in his opinion, the matter requires detailed discussion or if three members officially request, in writing to the President, a special meeting to consider urgent business matters. Within one week of receiving the request, the President will send, by email, notice of the called special meeting. In either case, the notice will schedule the meeting location and a date not more than three weeks after the notice is emailed.

Section D – Actions of the Board

The actions of the Board shall be final on all business and procedural matters, routine expenditures, and program matters. All questions affecting the membership, and monetary matters beyond routine expenditures, shall be placed before the membership at the next regular meeting. Recommendations for substantial deviation from the approved budget require approval of three-quarters of the Board of Directors at the meeting in order to be presented to the membership. The Board of Directors shall rule on questions of policy which arise between meetings.

The Board of Directors is responsible for executing the purpose of the association and shall not engage in the promotion and/or solicitation of services with members.

Section E – Specific Duties

1. Finances: Sources of Income – The main sources of income are:
 - Registration from annual conference
 - Dues
 - Scholarships
2. Scholarship Fund
 - The Association may maintain a Restricted and Non-Restricted Scholarship Fund for the purpose of awarding scholarship grants in order to stimulate further development in the field of facilities management and to advance the purposes of the Association as stated in Article 7, Section B, Number 3.
 - The monies and other assets of any Scholarship Fund, which consist of a restricted and non-restricted fund, shall be kept separate and apart from the association's general fund.
 - The Scholarship Fund shall be administered by the awarding of scholarships at the annual closing banquet as defined by the Scholarship Committee.
3. Budget: The (general fund) shall be based on anticipated income and expenditures, such as fixed expenditures and general expenditures. The total expenditures shall not exceed the total anticipated income.
4. Appoint Committees
5. Maintain Membership
6. Direct Expenditures
7. Oversee business and program activities of the Association

Section G – Reimbursement for Travel Expenses

The members of the Board of Directors for TAPPA shall serve without compensation, but shall be reimbursed for all actual and necessary travel expenses incurred. Requests must be sent directly to the Management Company for reimbursement along with receipts, tickets and other supporting documentation TAPPA will not reimburse for personal expenditures or expenses deemed excessive.

ARTICLE SEVEN COMMITTEES

Section A – General

1. At the end of each fiscal year, all Standing Committees cease to exist and must be re-established by the Board. The President may, with the consent of the board, appoint members to these committees and shall fill vacancies as they occur prior to the next board meeting. To enhance the effectiveness of the standing committees, it is required to identify these committee members prior to the annual meeting, announce the slate of standing committee members to the general membership at the annual meeting, and include the slate of members for the record in the minutes of the meeting.
2. The committees' life may extend from one administration to the next. The President appoints the members and designates the Chair.

In the event there is a vacancy on a committee, the President shall appoint someone from the current board to serve.

Members of any committee should be from different institutions to the extent necessary to represent the interests of TAPPA.

Committee chairs are to be current Board members.

3. Rules of conduct for committees include:
 - a. Full, free discussion

Section B – Standing Committees

1. Nominating Committee

This committee shall consist of the Vice President, and three voting members not on the Board. This committee is charged with identifying a slate of Officers and Directors, as required by Articles above.

Rules which apply to the committee for the purpose of nominating officers of the Association are:

- a. No reporting of committee discussion and actions until authorized.
- b. No one shall be nominated who is unwilling or unable to serve.

A candidate must receive at least a majority of the votes of the committee, to be the committee's choice. At least one candidate must be selected for each office. Several meetings of the nominating committee may be necessary to complete the work of the committee, which includes securing the consent of all candidates to serve.

The committee's work, to include preparing the slate of new officers, shall be completed and presented to the Board at the Board meeting which immediately precedes the annual membership meeting.

2. Special Awards Committee

The Board of Directors shall appoint a committee consisting of the past president as chairman and four members, at least two of which are not on the Board. This committee is charged with selecting individuals who have performed outstanding services, duty, or assistance to TAPPA; and, reviewing nominees for membership emeritus status.

To be selected for outstanding service recognition, individuals need not be a member of TAPPA, or APPA. The Board shall determine whether the value of such service, duty or assistance is sufficient to merit the award of a distinguished service award. If so determined, the President shall award, at the next regular meeting, a "Distinguished Service Award" or make such other award as approved by the Board. The President may, at the board's direction, forward a letter of appreciation for outstanding services not sufficient to merit a Distinguished Service Award. No more than two distinguished service awards shall be awarded in any one fiscal year.

- a. A Business Partner Distinguished Service Award
- b. A Facilities Management Distinguished Service Award

This committee is also responsible for reviewing and validating nominations for emeritus membership, in accordance with the guidance in ARTICLE FOUR, Section D.

3. Scholarship Committee (adapted from TAPPA website)

This committee should consist of a Board member as Chairman and three voting members not on the Board. Scholarships will be awarded to members of TAPPA institutions which are in good standing and current with their dues. Non-restricted TAPPA scholarships can be used for attending conferences of any type of educational training associated within the scope of facilities management professions. Restricted TAPPA scholarships can only be used for attending future TAPPA conferences. TAPPA will match donated funds up to a maximum of \$1000.00 for Restricted Scholarships or as TAPPA funds allow which would be determined by the TAPPA Board of Directors.

Only one scholarship is given per university/and or college and a representative of the university/and or college must be present at the conference awards banquet and dues must be current.

4. Membership Committee

This committee shall consist of a board member as Chairman, the Secretary – Treasurer as a member, and two voting members not on the Board and is charged with maintaining the membership roster current and up-to-date, and increasing membership. The Membership Committee shall be appointed within thirty (30) days of the TAPPA Annual Meeting by the incoming President.

5. Bylaws Committee

This committee shall consist of a board member as Chairman and two voting board members and is charged with maintaining and updating the Bylaws as required. The Bylaws Committee shall be appointed at the TAPPA Annual Meeting by the incoming President.

ARTICLE EIGHT ANNUAL MEETING

Section A – Time

The annual meeting shall be held during March or April each year. This meeting shall serve as the official annual business meeting to receive committee reports, elect officers and carry out other items of business.

Section B – Agenda

Opening Ceremony (optional)

Business Meeting

The agenda for the official annual business meeting shall include: Call to order

Review and approval of the minutes of the previous meeting by the Secretary-Treasurer.

Announcements by the Secretary-Treasurer

Reports: Committee reports should be prearranged and posted on the website as well as presented on the screen for the membership to review before and during the meeting.

The Management Company report presents a detailed itemized report of receipts and disbursements, totals, and a balance on hand in various funds, with the exception of the current conference account.

Special Committee Reports – Only those chairmen whose committees have reason to report should be called upon.

Nomination Committee Report – Presents a proposed slate of officers and Board members.

Special Awards Committee Report – Presents nominations for Outstanding Service Awards, and for Emeritus Membership.

Scholarship Committee Report

Membership Committee Report

Other Business

Election of Officers and Directors (ARTICLES FIVE and SIX)

Banquet

Installation of Officers and Passing of Gavel

Announcement of Standing Committee members (ARTICLE SEVEN)

Announcement of dues for the coming year (ARTICLE FOUR)

ARTICLE NINE

PARLIAMENTARY AUTHORITY and QUORUMS

Section A – Parliamentary Law

All parliamentary actions associated with the annual meeting, meetings of the Board of Directors, or other business meetings shall be conducted in a professional manner. Should strict guidance be required, the latest issue of ROBERT'S RULES OF ORDER shall be applicable.

Section B – Quorums

1. For annual or other Association business meetings, a quorum exists when 25% of the member institutions are represented by at least one voting member.
2. For Board of Directors meetings, a quorum exists when a majority of the Board is present.

ARTICLE TEN AMENDMENTS

Section A – Bylaws Changes

Amendments to the Bylaws may be proposed by the Board of Directors, or by any member. Bylaws modifications can be made through quorum vote of the membership at the annual meeting, quorum vote of the Board of Directors when 30 calendar days' notification has been given to the membership, and by mail ballot as stated in Article Ten, Section C. Any modifications to the bylaws made by a quorum vote of the Board of Directors shall be presented to the membership at the annual meeting.

Section B – Processing and Handling

The Board or member shall forward proposals to the Secretary-Treasurer in writing, who shall refer all requests to the Bylaws Committee. This committee shall, as necessary, reword or alter the requests (as long as the intent is not changed) and prepare all items for presentation to the membership. Proposed amendments to the bylaws shall be received at least forty-five (45) days prior to the annual meeting and referred to the Bylaws Committee. Proposed amendments not received in time, shall be presented directly at the annual meeting. However, no amendment to the bylaws shall be voted on by the membership until it has been reviewed by the Bylaws Committee and reported to the membership in writing.

Section C – Electronic Ballot

In the event an amendment is proposed during the annual meeting and the Bylaws Committee has reviewed and notified the membership, an Association Electronic Ballot may be taken. In this case, a two-thirds affirmative vote of the voting membership will be required to make the change official. The matter will be handled by the Bylaws Committee and the results will be reported electronically by website and/or email to the membership.

ARTICLE ELEVEN CONTRACTS, CHECKS, DEPOSITS and FUNDS

Section A – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances.

Section B – Deposits and Funds

All funds of the association shall be deposited in a timely manner to the credit of the association.

Section C – Gifts

The Board of Directors may accept on behalf of the association, any contributions, gifts, bequests, or devices for the general purposes or for any special purpose of the Association.

ARTICLE TWELVE BOOKS and RECORDS

The association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board of Directors, and any committees having any authority of the Board of Directors. All books and records of the association may be inspected by any member, or their agent, or attorney, for any purpose, at any reasonable time.

The Management Company must provide to the association designated CPA all required documents so IRS filings can be completed in a timely manner.

ARTICLE THIRTEEN SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle, and shall have inscribed thereon the name of the association and the words “Corporate Seal of Texas Association of Physical Plant Administrators of Universities and Colleges.”

ARTICLE FOURTEEN WAIVER of NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the articles of incorporation, or the bylaws of the corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIFTEEN DISSOLUTION of RESIDUAL FUNDS

In the event of dissolution of the TEXAS ASSOCIATION OF PHYSICAL PLANT ADMINISTRATORS OF UNIVERSITIES AND COLLEGES, INC. (TAPPA), any residual funds, after all obligations have been met, will be transferred to the Central Association of Physical Plant Administrators of Universities and Colleges (CAPP).

