

**BYLAWS
OF THE
PACIFIC COAST ASSOCIATION OF
PHYSICAL PLANT ADMINISTRATORS**

ARTICLE I

Section1 - Name

The organization shall be known as: "Pacific Coast Association of Physical Plant Administrators " (hereinafter referred to as PCAPPA or the "ASSOCIATION"). It is an autonomous regional association encompassing the following geographic subdivisions of the United States, Canada, and Mexico: Alaska, California, Hawaii, Nevada, Oregon, Washington, the Territories of American Samoa and Guam, the Canadian Province of British Columbia, Yukon Territory, part of the Northwest Territories, and the Mexican states of Baja California and Baja California Sur.

Section 2 - Affiliation

The ASSOCIATION is affiliated with APPA, "Leadership in Educational Facilities" (APPA), located at 1643 Prince Street., Alexandria. VA 22314-2828. APPA is an organization described by the United States Internal Revenue Code Section 501 (c) (3), for the purpose of promoting the common interest in the construction, care, operation, and development of facilities used by universities, colleges, Kindergarten through 12th Grade and other institutions of education within the region.

ARTICLE II

Section 1 - Purposes:

The ASSOCIATION's purposes are:

1. To develop and maintain quality, professional standards in the administration, care, operation, planning, and development of the facilities and utility infrastructures used by institutions with an educational mission.
2. To promote professional ideals and standards that serve the objectives of the education sector and its institutions.
3. To aid and supplement the work of APPA in the Pacific Coast Region and its chapters.
4. To schedule, plan, and conduct an Education Conference and Annual Meeting, and other such professional development programming that supports and promotes the above-stated purposes.
5. Engaging in such activities may be needed to fulfill the purposes and objectives of the ASSOCIATION.

Section 2 - Conditions

The ASSOCIATION 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. No part of the net earnings of the ASSOCIATION shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations formed and operated for profit (except the ASSOCIATION 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 substantial part of the activities of the ASSOCIATION shall be the carrying on of propaganda or otherwise attempting to influence legislation, (except that the ASSOCIATION shall be empowered to make the election under Internal Revenue Code Section 501 (h)), nor publish or distribute statements in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the ASSOCIATION shall not engage in any activities not permitted by:

1. 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;
2. an organization described in Sections 509 (a) (1), (2), or (3) of the Internal Revenue Code; and,
3. an organization, contributions to which are deductible under Sections 170 (c) (2), 2005 (a) (2) of the Internal Revenue Code.

ARTICLE III

Section 1 - Membership

QUALIFICATIONS

Applicants will be accepted into membership of the ASSOCIATION, providing they meet the qualifications as described in this article. Public or private Institutions, or systems of institutions, K-12 schools, and museums that meet the eligibility criteria of education, are eligible for membership in PCAPPA from the following geographical areas:

Alaska, California, Hawaii, Nevada, Oregon, Washington, American Samoa, and Guam Territories, the Canadian Province of British Columbia, Yukon Territory, part of the Northwest Territories, and the Mexican states of Baja California and Baja California Sur.

States, provinces, or countries adjoining any of the above.

REPRESENTATION

1. **EDUCATION INSTITUTION MEMBER** - Eligibility for institutional membership in the ASSOCIATION shall be accorded to institutions of higher education and/or its systems, which requires at least two (2) years of academic credit for graduation, and K-12 schools. Each member institution, system, or school shall select an individual to be the Institutional Member to represent the institution in carrying out the business of the ASSOCIATION. The individual selected shall hold the position of principal administrator in direct charge of facilities building and grounds, planning design and construction, and other support services of such institution or system or be a designated alternate. The individual designated as an alternate Education Institution Member shall be an employee who is eligible for associate membership in the ASSOCIATION as described below.
2. **ASSOCIATE MEMBER** - The Associate Member shall be any full-time facilities management professional, administrative or supervisory personnel employed by an Education Institution or Affiliate.
3. **AFFILIATE MEMBER** - Affiliates of the ASSOCIATION shall consist of non-profit institutions and organizations, including governmental or quasi-governmental agencies, or the professional individuals employed by the same, engaged in work related to facilities building and grounds, planning design and construction, other support services, administration and having an interest in the purpose(s) of and activities of the ASSOCIATION.

4. **BUSINESS PARTNER MEMBER** – Business Partner Members shall include individuals, organizations, manufacturers, or suppliers of goods and services operating for profit and ascribing to the policies and purposes of the ASSOCIATION and wishing to support the activities of the ASSOCIATION, subject to the approval of the Board of Directors. Election to this category of membership shall not be construed as an endorsement, actual or implied, by the ASSOCIATION.
 - i.
5. **EMERITUS MEMBER** - Emeritus Member status is considered to be a high honor that should be afforded to those retirees who have made significant contributions to APPA, PCAPPA, and the facilities management profession. Emeritus member status may be granted to a retired individual by approval of the Board of Directors.
 - i.
6. **RETIRED MEMBER** - Retired member status may be granted to an individual who has retired as a member in good standing.
 - i.
7. **STUDENT MEMBER** - Student members of the Association shall be limited to full-time students in higher education institutions.

8. VOTING RIGHTS:

An Education Institution member system is entitled to only one (1) vote in conducting the ASSOCIATION business. The Education Institution Member will cast the vote. If the primary Education Institution Member cannot attend a business meeting of the ASSOCIATION, the alternate or proxy Education Institution Member designated in writing and attendance may cast the vote.

VOTING

Education Institution Members or their designated alternate/proxy are entitled to:

- a. Vote on motions and actions duly presented at meetings of the ASSOCIATION or by mail as indicated in Article III, Section 1 (3) of these Bylaws.
- b. Be elected to and hold office in the ASSOCIATION.
- c. Introduce items for consideration at business meetings.

DUES

The number of annual dues to be paid by Institutional Members, Associates, Affiliates, and Subscribing members shall be established by the Board of Directors at the Education Conference & Annual Meeting. All dues shall be payable by April 1st of each fiscal year (April 1 - March 30).

TERMINATION OF MEMBERSHIP

Any member shall be dropped from the membership rolls for failure to pay their annual dues within six months of the due date or at the discretion of APPA. The Board of Directors may terminate any membership for sufficient cause.

REINSTATEMENTS

Any member whose membership has been terminated may be reinstated to membership by action of the Board of Directors upon a thorough investigation and after satisfactory assurances of eligibility have been received.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS:

Section 1. GOVERNANCE

The management of the business and affairs of the ASSOCIATION shall be the responsibility of the Board of Directors made up of all elected officers and any others as may be included under the Bylaws of the ASSOCIATION.

Section 2. Board Membership

The Board of Directors of the ASSOCIATION shall be composed of the following positions with an *Executive Committee* at a minimum comprising the President, President-Elect, Regional Director, and Strategic Partner Chair:

- a. President,
- b. President-Elect,
- c. Immediate Past President/Secretary,
- d. Treasurer,
- e. Regional Director,
- f. Member and Community Engagement Chair,
- g. Awards and Recognition Chair,
- h. Strategic Partnership Chair,
- i. Professional Development Chair,
- j. Communications Strategy Chair,
- k. Conference Chair,
- l. Business Partner Liaison,
- m. Non-Board Presidential Appointment (e.g., Editor, K-12 Chair, Historian, Senior Ambassador/Advisor)

A quorum shall consist of 50% of the total number of active Board of Directors (rounded up in the case of an odd number of Board members) plus one (1). For example, if all 13 positions were filled, a quorum would require 7 members. It is possible that a member of the Board may hold two positions in the ASSOCIATION at the same time. Therefore, if there were only 11 board members holding 12 positions, then the quorum would be reduced to 6.

Section 3 - Board Position Combinations:

An officer can hold more than one (1) position; however, the following positions cannot be held in any combination by the same person: President, President-Elect, and Treasurer.

Section 4 - Election of Board of Directors:

The officers of the ASSOCIATION, with the exception of the President, Past President, Regional Director, and Non-Board Appointments, shall be elected from among the institutional members of the ASSOCIATION by a majority of affirmative votes cast by Education Institution Members voting by electronic ballot prior to the Education Conference & Annual Meeting or at the Education Conference & Annual Meeting in accordance with the ASSOCIATION's Bylaws.

Section 5 - President:

Election:

The President-Elect shall automatically succeed to the office of the President of the ASSOCIATION following one term of service as a President-Elect. The President assumes office at the Swearing-In or conclusion of the ASSOCIATION's Education Conference & Annual Meeting.

1. Powers and Duties: The President of the ASSOCIATION shall supervise the business of the ASSOCIATION. Notwithstanding the foregoing, the President of the ASSOCIATION shall have the following specific powers and duties:
 - a. The President shall be the Chairman of the Board of Directors and shall prepare the agenda for the meetings of the Board over which they preside.
 - b. The President shall be responsible for disseminating the agenda and supporting material in advance of meetings of the ASSOCIATION's membership meetings and the Board of Directors meeting.
 - c. The President shall give requisite notice of, and shall preside over, the meetings of the ASSOCIATION's membership.
 - d. The President shall have the power to sign all certificates, contracts, and other instruments of the ASSOCIATION authorized by the Board of Directors.
 - e. Should an emergency occur between meetings of the Board of Directors that is not covered in the ASSOCIATION's Bylaws, the President shall have the authority to act with the concurrence of the President-Elect and other Board members they require. The emergency and the action taken shall be reported at the next meeting of the Board of Directors.
 - f. The President shall represent or appoint someone to represent the ASSOCIATION at conferences and ceremonies to which the ASSOCIATION has been invited and should be represented. The President shall be the official spokesperson for the ASSOCIATION.
 - g. The President shall have the authority to appoint all committees of the ASSOCIATION and make such other special appointments as appropriate that are not otherwise provided for by these Bylaws when necessary for the furtherance of the aims and objectives of the ASSOCIATION.
 - h. The President shall work with the Communications Strategy Chair or

- i. designee on the best communication approach to the members.
- i. No less than two (2) months prior to the Annual Conference & Meeting, the President shall appoint a Chair and Nominating Committee of three (3) Education Institution members to select a slate of candidates for vacant board positions the following year.

The President shall also perform such other duties as the Board of Directors may from time to time designate. In the event of a vacancy in any office (other than the office of the President), the President shall seek nominations from the Board of Directors and appoint the position in an "acting" capacity. Such appointment with full voting rights shall be until the next scheduled election. At that time, the occupant may become a candidate for a full elected term to that or any other office.

In the event that the office of the President shall become vacant, the President-Elect will serve as interim President.

1. Term of Office
 - a. The President shall serve one (1) term of office and shall not be eligible for immediate re-election.

Section 6 - President-Elect:

Election:

The President-Elect shall be elected by a majority of the affirmative votes cast by the Education Institution members.

1. Powers and Duties: The President-Elect shall perform the duties and have the powers of the President during the absence or disability of the President. In addition, the President-Elect of the ASSOCIATION shall have the following specific powers and duties:
 - a. The President-Elect shall perform all duties and functions commonly assigned to a Vice-President of a corporation.
 - b. The President-Elect shall be responsible for the ASSOCIATION's educational activities.
 - c. The President-Elect shall thoroughly acquaint themselves with the affairs of the ASSOCIATION in order that they may provide capable leadership when becoming President. In the event the office of the President becomes vacant, the President-Elect shall become "Acting President" until the subsequent Swearing-In or Education Conference & Annual Meeting, after which they will assume the office of the President.

The President-Elect shall also perform such other duties as the Board of Directors may from time to time designate.

1. Term of Office
 - a. The President-Elect shall automatically succeed to the office of President at the conclusion of the subsequent Education

Conference & Annual Meeting.

Section 7 - Regional Director

7a. Regional Director to the ASSOCIATION Board of Directors

Appointment: The Regional Director shall be appointed by the ASSOCIATION'S board.

1. Powers and Duties of the Regional Director

The Regional Director is considered the main communication channel between APPA and the ASSOCIATION and shall be responsible for keeping the ASSOCIATION and the Board of Directors apprised of any changes, events, and developments within the APPA organization.

Notwithstanding the above, the Regional Director shall have the following specific powers and duties:

- a. The Regional Director shall be a voting member of the APPA Board of Directors as a representative of the ASSOCIATION and shall attend all APPA Board meetings whenever and wherever they are convened.
- b. The Regional Director shall attend all APPA Education Conferences and Annual Meetings.
- c. The Regional Director shall prepare agenda items for consideration by the APPA Board when needed or requested by the ASSOCIATION's Board of Directors, including those items dealing with specific needs or interests of the ASSOCIATION.
- d. The Regional Director shall prepare and deliver a report to the APPA Board on all activities of the ASSOCIATION at regular intervals.
- e. The Regional Director shall participate actively in all APPA activities, including participation on committees, task forces, and other endeavors to further the professional aims of the ASSOCIATION.
- f. The Regional Director shall represent the ASSOCIATION at all APPA conferences, ceremonies, and meetings.
- g. The Regional Director shall report to the membership at the ASSOCIATION Education Conference & Annual Meeting and the ASSOCIATION Board of Directors on the proceedings of the APPA Board.
- h. The Regional Director shall transfer to their successor all APPA correspondence, minutes of the meetings, papers, and other important and pertinent information at the termination of the term of office.
- i. The Regional Director shall perform such other duties as the President or the Board of Directors may from time to time designate.

2. Term of Office

- a. Regional Director shall serve a term of 3 years, concluding responsibilities on the last day of the subsequent ASSOCIATION's Education Conference & Annual Meeting. Under special circumstances, the Regional Director may be appointed for another non-concurrent term.

7b. Immediate Past President Secretary to the ASSOCIATION Board of Directors:

Election:

The Immediate Past President Secretary assumes office at the APPA Swearing-In and conclusion of APPA's Education Conference & Annual Meeting. The President shall automatically succeed to the office of the Immediate Past President Secretary of the ASSOCIATION following one term of service as a President.

Immediate Past President Secretary:

1. Powers and Duties of the Immediate Past President Secretary:
 - a. The Immediate Past President Secretary shall thoroughly acquaint themselves with the workings of the APPA Board of Directors and the ASSOCIATION's goals and objectives. The Immediate Past President Secretary shall be a voting member of the APPA Board of Directors and, as a representative of the ASSOCIATION, shall attend all APPA Board meetings whenever and wherever they are convened.
 - b. The Immediate Past President Secretary shall attend all APPA Education Conferences & Annual Meetings.
 - c. The Immediate Past President Secretary shall perform such other duties as the President.
 - d. The Immediate Past President Secretary shall record and maintain minutes of the Education Conference & Annual Meeting and all Board of Directors meetings; keep the file of official correspondence; keep the surplus copies of the Education Conference & Annual Meeting proceedings, and advise members of the actions of the Board of Directors.
 - e. The Immediate Past President Secretary shall be responsible for the ASSOCIATION's records.
 - f. The Immediate Past President Secretary shall keep and transfer to their successor (President) all accounts and papers documents belonging to the ASSOCIATION.
 - g. The Immediate Past President Secretary shall also perform other duties as the President or the Board of Directors may from time to time designate.
2. Term of Office
 - a. The Immediate Past President Secretary shall end at the conclusion of the ASSOCIATION's Education Conference & Annual Meeting.

Section 8 Treasurer

8a. Treasurer

Election:

The Treasurer of the ASSOCIATION shall be elected by a majority of affirmative votes cast by the Education Institution members.

1. Powers and Duties: The Treasurer shall perform all functions commonly associated with a Treasurer of a corporation and shall have the following specific powers and duties:
 - d. The Treasurer shall be responsible for reporting and keeping the Board of Directors informed of the financial integrity of the ASSOCIATION.
 - e. The Treasurer shall collect and dispense funds; prepare a budget for review and approval by the Board of Directors and the members at the Education Conference & Annual Meeting; present a financial statement for the current year at the Education Conference & Annual Meeting;
 - f. The Treasurer shall collect all monies due to the ASSOCIATION and shall hold and account for the same. They shall pay all bills of the ASSOCIATION after approval by the President and shall keep all necessary records and accounts.
 - g. The Treasurer shall be responsible for developing and reviewing the fiscal policies of the ASSOCIATION.
 - h. The Treasurer shall see that the ASSOCIATION accounts are audited annually by a committee appointed by the President.
 - i. The Treasurer shall keep and transfer all accounts, papers, documents, and monies belonging to the ASSOCIATION to their successor.
2. The Treasurer shall also perform such other duties as the President or the Board of Directors may designate from time to time.
3. Term of Office
The treasurer shall serve a term of 3 years and shall conclude responsibilities on the last day of the subsequent ASSOCIATION's Education Conference & Annual Meeting.
There shall be no limit on the number of years for which the Treasurer may be re-elected.

Section 9 – PCAPPA Board of Directors All Committee Chair positions

The management of the business and affairs of the ASSOCIATION shall be the responsibility of the Board of Directors made up of the *Executive Committee* (President, President-Elect, Regional Director, and Strategic Chair) and the elected officers below as full voting Board members and any others as may be included under the Bylaws of the ASSOCIATION.

- Member and Community Engagement Chair,
- Awards and Recognition Chair,
- Strategic Partnership Chair
- Professional Development Chair,
- Communications Strategy Chair
- Conference Committee Chair,
- Small and Community Colleges Chair,
- Business Partner Liaison,
- Non-Board Presidential Appointment (e.g., Editor, K-12 Chair, Historian, Senior Ambassador/Advisor)

Election:

Each Committee Chair of the ASSOCIATION shall be elected by a majority of affirmative votes cast by the Education Institution members.

Term of Office: Each Committee Chair shall be a 3-year commitment. Committee Chairs can be re-elected into office.

Section 10 – Resignation from Office

Any officer may resign by giving written notice to the President. The resignation shall take effect at the time specified, or if no time is specified, at the time of acceptance by the Board or the President. If it should be necessary for the President to resign, their resignation should be submitted to the Board of Directors through the Immediate Past President Secretary.

Section 11 – Removal from Office

Any officer may be removed by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors in which a quorum is present. Being inactive in the duties of office or conduct prejudicial to the best interest of the Association shall be just cause for removal from office.

ARTICLE V

MEETING OF MEMBERS

Section 1

All Education Conference & Annual Meetings shall be held at the sites previously selected by the PCAPPA board. Those Education Conference & Annual Meeting sites shall be determined two (2) years in advance by a majority vote of the PCAPPA board. In case of a tie vote, the President shall decide the location.

Section 2

At the Education Conference & Annual Meeting of the membership of the ASSOCIATION, an Annual Business Meeting shall be held to transact any business that may be brought before the meeting.

Section 3

The business at the Education Conference & Annual Meetings of the ASSOCIATION shall include:

1. Presenting the minutes of the previous meeting for approval.
2. Reports by the President, the Treasurer, and standing committees.
3. Reports of the special committees and Regional Director.
4. Reports by other APPA Board of Directors members who are in attendance.
5. Unfinished business.
6. Announcement of the next Education Conference & Annual Meeting.
7. Nominating Committee report.
8. Election of officers.
9. New business.
10. Adjournment.

Section 4

A Nominating Committee appointed by the President in advance of the Education Conference & Annual Meeting shall present the newly elected officers, resulting from the final ballot, at the Annual Business Meeting. The election results shall be certified by the President, and a roster of new officers and committee chairpersons shall be transmitted to the APPA President/CEO and Chair.

Section 5

A registration fee as determined by the Conference Chair and approved by the Board of Directors shall be assessed for each person attending an Education Conference & Annual Meeting to cover the costs of such meetings and for purposes of conducting the affairs of the organization.

Section 6

The time and place of all other necessary meetings shall be in accordance with the sites selected by the Board of Directors. Decisions on all matters relating to those meetings shall rest with the Board of Directors.

Section 7

As stated in Robert's Rules of Order, Parliamentary rules shall govern the procedure of the meetings of the ASSOCIATION.

Section 8

For the transaction of business of the ASSOCIATION at any Education Conference & Annual Meeting or special meeting, the majority vote of the Education Institution member representatives present at the meeting shall stand.

Section 9

The terms of each position determine the term of office for all members of the Board. The term of office begins with the conclusion of an Education Conference & Annual Meeting and terminates on the day following the end of the subsequent Education Conference & Annual Meeting, except as specifically noted elsewhere in these Bylaws.

ARTICLE VI

COMMITTEES

Section 1

Committees (APPA, Ad Hoc, Task Forces, etc.) shall be appointed by the President for such duties as may be directed by the members, the Board of Directors, or the President for the proper conduct of the affairs of the ASSOCIATION.

Section 2

All committees that function for longer than one (1) year shall have their members appointed for staggered terms of service of three (3) years. Replacements for those retiring will be made each year. The termination date for the terms of office of committee members shall be on the day following the end of the Education Conference & Annual Meeting.

Section 3

As approved by the Board of Directors, standing committees (e.g., Professional Development, Membership) shall be appointed by the President.

Section 4

At the appropriate time each year, the President shall appoint a Nominating Committee composed of representatives of Institutional Members of the ASSOCIATION and the chairperson of the Nominating Committee, who shall be the Regional Director of the ASSOCIATION.

ARTICLE VII

CHAPTERS

Section 1

Groups representing specific geographic areas within the ASSOCIATION, or groups representing specific segments of the profession, may organize themselves as Chapters of the ASSOCIATION with the approval of the Board of Directors.

Section 2

The management of the business and affairs of the Chapter shall be the responsibility of the Chapter Board of Directors, made up of all elected officers and any others as may be included under the Bylaws of the Chapters.

Section 3

The officers of the Chapter shall be elected from among the institutional members of the Chapter's Regional area by a majority of affirmative votes cast by Education Institution Members voting by electronic ballot.

Section 4

Each Chapter shall determine the qualifications for membership within the Chapter, the classifications of its members, and the rights and privileges to be accorded each classification.

Section 5

The Bylaws of the chapter(s) of the ASSOCIATION shall be presented, reviewed, and approved by the Board of Directors prior to the approval of the Chapter and reported to the members of the ASSOCIATION at the next regular meeting.

Section 6

All sections of the APPA Bylaws & Guiding Principles for Affiliation as applying to Chapters shall also be required.

ARTICLE VIII

AMENDMENTS

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 ASSOCIATION Board of Directors on behalf of the Educational Institutions and Affiliate organization membership.

DISSOLUTION

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

1. A non-profit organization or organizations which may have been created to succeed the ASSOCIATION, 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 or as an organization exempt from federal income taxation described in Section (c) (3) of such Code.
2. A non-profit organization or organizations having similar aims and objectives as the ASSOCIATION 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 or as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Section 501 (c) and (3) of such Code.

ARTICLE IX

All references herein to the "Internal Revenue Code" shall mean the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any future United States internal revenue law.

Last review and board approval schedule:

2022-08-10 - Major changes: Updated board positions (kcn)

2023-09-23 - No changes: (kcn): Board approved