

**BYLAWS  
OF THE  
PACIFIC COAST REGIONAL ASSOCIATION  
OF APPA**

**ARTICLE I**

**Section 1 - Name:**

The organization shall be known as: "The Pacific Coast Regional Association of APPA ." (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, and other institutions of education within the region.

## **ARTICLE II**

### **Section 1 - Purposes:**

The purposes of the ASSOCIATION are:

1. To develop and maintain quality, professional standards in the administration, care, operation, planning and development of the facilities and utilities infrastructures used by educational institutions.
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. To engage in such activities as 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. Institutions, or systems of institutions, and K-12 schools which meet the eligibility criteria of education, are eligible for membership in PCAPPA from the following geographical areas:

- a. 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.
- b. 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 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 the physical plant or building and grounds 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 physical plant 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 approval of the Board of Directors. Election to this category of membership shall not be construed as endorsement, actual or implied, by the

ASSOCIATION.

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/or the facilities management profession. Emeritus member status may be granted to a retired individual by approval of the Board of Directors.
6. **RETIRED MEMBER** - Retired member status may be granted to an individual who has retired as a member in good standing.
7. **STUDENT MEMBER** - Student members of the Association shall be limited to full-time students in higher education institutions

**VOTING RIGHTS:**

An Education Institution member system is entitled to one vote, only, in conducting the business of the ASSOCIATION. The vote will be cast by the Education Institution Member. If the primary Education Institution Member is unable to attend a business meeting of the ASSOCIATION, the alternate or proxy Education Institution Member designated in writing and in attendance may cast the vote.

**VOTING:**

1. Education Institution Members or their designated alternate/proxy are entitled to:
  - a. Vote on motions and/or 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 amount 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 July 1st of each year.

**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. 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**

1. The management of the business and affairs of the ASSOCIATION shall be the responsibility of the Executive Committee 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:

- 1) President
- 2) President-Elect
- 3) Secretary
- 4) Treasurer,
- 5) Senior Regional Representative to the APPA Board of Directors
- 6) Junior Regional Representative to the APPA Board of Directors
- 7) Vice President for Education Conference & Annual Meeting,
- 8) Vice President for Education Conference & Annual Meeting-Elec
- 9) Conference Committee Chair,
- 10) Professional Development Chair,
- 11) Awards and Recognition Chair,
- 12) Information and Research Chair,
- 13) Membership Chair,
- 14) Small College Representative Chair,
- 15) Business Partner Liaison,
- 16) Professional Affairs Chair

Quorum shall consist of 50% of the total number of the Board of Directors (rounded up in the case of an odd number of Board members) plus one. For example, if all 16 positions were filled, a quorum would require 9 members. It is possible that a member of the Board may hold two positions of the ASSOCIATION at the same time. Therefore, if there were only 12 board members holding 16 positions, then the quorum would be reduced to 7.

#### **Section 3 - Board Position Combinations:**

An officer can hold more than one 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, Regional Representatives, and Vice President for Education Conference & Annual Meeting, Vice President for Education Conference & Annual Meeting Elect shall be elected from among the institutional members of the ASSOCIATION by a majority of affirmative votes cast by Education Institution Members voting by ballot (print or electronic) 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 conclusion of the ASSOCIATION's Education Conference & Annual Meeting.

1. Powers and Duties: The President of the ASSOCIATION shall have the responsibility of supervising 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 he or she presides.
  - b. The President shall be responsible for disseminating the agenda and supporting material in advance of meetings of the ASSOCIATION's membership and the meeting of the Board of Directors.
  - 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. 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 furtherance of the aims and objectives of the ASSOCIATION.
  - h. The President shall appoint an editor of the Newsletter.
  - i. Not less than two (2) months prior to the Education Conference & Annual

Meeting, the President shall appoint a Nominating Committee of three Education Institution members to select a slate of candidates for 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 fill the position in an "acting" capacity. Such appointment 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 President shall become vacant, the President-Elect will serve as interim President.

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

#### **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 himself or herself with the affairs of the ASSOCIATION in order that he or she 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 next Education Conference & Annual Meeting, whereupon he or she will assume the office of the President.
1. The President-Elect shall also perform such other duties as the Board of Directors may from time to time designate.
2. 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 - Secretary:**

**Election:**

The Secretary of the ASSOCIATION shall be performed by the Junior Regional Representative to the APPA Board of Directors.

1. Powers and Duties: The Secretary shall perform all functions commonly associated with a Secretary of a corporation and shall have the following specific powers and duties:
  - a. The 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.
  - b. The Secretary shall be responsible for the records of the ASSOCIATION and shall maintain a list of the membership.
  - c. The Secretary shall keep and transfer to his or her successor all accounts, and papers documents belonging to the ASSOCIATION.
2. The Secretary shall also perform such other duties as the President or the Board of Directors may from time to time designate.

**Section 8 - 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 PCAPPA.
  - 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 the ASSOCIATION and shall hold and account for the same. He or she 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 accounts of the ASSOCIATION are audited annually by a committee appointed by the President.
  - i. The Treasurer shall keep and transfer to his or her successor all accounts, papers documents, and monies belonging to the ASSOCIATION.
2. The Treasurer shall also perform such other duties as the President or the Board of Directors may from time to time designate.



3. Term of Office
  - a. There shall be no limit on the number of years for which the Treasurer may be re-elected.

## **Section 9 - Regional Representatives**

### **Election:**

The Regional Representatives shall serve for staggered terms of service of two years. The President shall automatically assume the position of Junior Regional Representative-Elect during one term of service as President. He or she shall succeed to Junior and Senior Representative as hereinafter indicated under Term of Office. Regional Representatives shall be an Institutional Member of an APPA member institution and shall be from an institution within the Pacific Coast Region.

1. Powers and Duties of the Junior Representative:
  - a. The Junior Representative shall thoroughly acquaint himself or herself with the workings of the APPA Board of Directors and the ASSOCIATION's goals and objectives in order that he or she may provide capable leadership when assuming the office of the Senior Regional Representative.
  - b. The Junior Representative 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.
  - c. The Junior Representative shall attend all APPA Education Conference & Annual Meeting.
  - d. The Junior Representative shall perform such other duties as the President or Senior Regional Representative may from time to time designate.
  - e. Term of Office
    - (1) The Junior Regional Representative-Elect shall begin his or her term of office as Junior Regional Representative at the conclusion of the annual APPA Conference occurring during his or her term as President. After a term of service as a Junior Regional Representative, he or she shall become a Senior Regional Representative at the same time as the APPA elected officers begin their term of office (Ref. Article V (c) APPA Bylaws) and continue in that office for one full year, concluding the office responsibilities on the last day of the subsequent APPA Education Conference & Annual Meeting.
2. Powers and Duties of the Senior Representative:

The Senior Regional Representative is considered the main channel of communication 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 Senior Regional Representative shall have the following specific powers and duties:

  - a. The Senior Representative 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 Senior Representative shall attend all APPA Education Conference

- Annual Meeting.
- c. The Senior Representative 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 Senior Representative shall prepare and deliver a report to the APPA Board on all activities of the ASSOCIATION.
  - e. The Senior Representative shall take an active part in all APPA activities, including participation on committees, task forces, and other endeavors for the furtherance of the professional aims of the ASSOCIATION.
  - f. The Senior Representative shall represent the ASSOCIATION at all APPA conferences, ceremonies, and meetings.
  - g. The Senior Representative 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 Senior Representative shall transfer to his or her 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 Senior Representative shall perform such other duties as the President or the Board of Directors may from time to time designate.
3. Term of Office
- a. After a term of service as a Junior Regional Representative, he or she shall become a Senior Regional Representative at the same time as the APPA elected officers begin their term of office (Ref. Article V (c) APPA Bylaws), and continue in that office for one full year, concluding the office responsibilities on the last day of the subsequent APPA Education Conference & Annual Meeting. Under special circumstances, the Senior Regional Representative may be re-elected for another two-year term. The Senior Representative will begin his or her new term of office as a Junior Regional Representative.

### **Section 10 - Vice-President for Education Conference & Annual Meeting:**

The Vice-President for Education Conference & Annual Meeting is an officer of the ASSOCIATION and shall be from the institution located in the area where the next Education Conference & Annual Meeting will be held.

#### **Election:**

The Vice-President for Education Conference & Annual Meetings shall assume his or her responsibilities following one term of service as Vice President for Education Conference & Annual Meetings-Elect.

1. Powers and Duties: The Vice-President for Education Conference & Annual Meetings shall have the following duties and responsibilities:

- a. The Vice-President for Education Conference & Annual Meetings shall be responsible for the educational programs at the Education Conference & Annual Meeting during the term of office. Those programs shall include, but are not limited to, technical sessions, seminars, technical demonstrations, campus visits, spouse programs, exhibits, housing accommodations, etc.
  - b. The Vice-President for Education Conference & Annual Meetings shall work diligently in determining physical arrangements to adequately serve the members, guests, speakers, exhibitors, and others in attendance at the Education Conference & Annual Meeting.
  - c. The Vice-President for Education Conference & Annual Meetings shall receive directions and approval from the President and the Board of Directors on additional proposals and funds available for his or her responses.
  - d. The Vice-President for Education Conference & Annual Meetings shall request from the President appointments of such persons or committees as may be necessary to conduct and carry out these programs.
  - e. The Vice-President for Education Conference & Annual Meetings shall submit to the Secretary-Treasurer an itemized report of the expenditures incurred at the Education Conference & Annual Meeting and shall remit all surplus funds to the Secretary-Treasurer.
  - f. The Vice-President for Education Conference & Annual Meetings shall be responsible for the preparation, publication, and distribution to the membership the proceedings of the Education Conference & Annual Meeting.
  - g. The Vice-President for Education Conference & Annual Meetings shall perform such other duties as the Board of Directors may from time to time designate.
2. Term of Office
- a. The Vice-President for Education Conference & Annual Meetings shall serve for one term. The term of office will terminate at the conclusion of the ASSOCIATION's Education Conference & Annual Meeting held in the area.

**Section II - Vice-President for Education Conference & Annual Meetings-Elect:**

The Vice-President for Education Conference & Annual Meetings-Elect is an officer of the ASSOCIATION and shall be from the institution located in the area where the second successive Education Conference & Annual Meeting is to be held.

**Election:**

With the Education Conference & Annual Meeting sites determined two years in advance

by a majority vote of the members of the board, the person whose institution has been selected for the Education Conference & Annual Meeting two years hence assumes the position of Vice-President for Education Conference & Annual Meetings-Elect.

1. Powers and Duties: The Vice-President for Education Conference & Annual Meetings-Elect shall have the following duties and responsibilities:
  - a. The Vice-President for Education Conference & Annual Meetings-Elect shall be responsible for planning the programs and handling all arrangements for the Education Conference & Annual Meeting to occur during the year that he or she holds the Office of Vice-President for Education Conference & Annual Meetings.
  - b. The Vice-President for Education Conference & Annual Meetings-Elect shall follow the counsel of the Board of Directors in arranging the educational program for the second successive Education Conference & Annual Meeting and have the Board's approval before authorizing any expenditures for this meeting.
  - c. The Vice-President for Education Conference & Annual Meetings-Elect shall be willing to accept succession to the Office of Vice-President for Education Conference & Annual Meetings following his or her term of office.
  - d. The Vice-President for Education Conference & Annual Meetings-Elect shall perform other duties as the Board of Directors may from time to time designate.
2. Term of Office: The Vice-President for Education Conference & Annual Meetings-Elect shall automatically assume the Office of Vice-President for Education Conference & Annual Meetings after one term as Vice-President for Education Conference & Annual Meetings-Elect.

#### **Section 12 – All Committee Chair positions:**

Conference Committee Chair, Professional Development Chair, Awards and Recognition Chair, Information and Research Chair, Membership Chair, Small College Representative Chair, Business Partner Liaison, and Professional Affairs Chair are all officers of the Association.

#### **Election:**

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

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

#### **Section 13 – 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, his/her resignation should be submitted to the Board of Directors through the Secretary.

**Section 14 – 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 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 years in advance by a majority vote of the PCAPPA board. In case of a tie vote, the President shall decide the site.

#### **Section 2**

At the Education Conference & Annual Meeting of the membership of the ASSOCIATION, an Annual Business Meeting shall be held for the purpose of transacting any and all 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 Secretary-Treasurer and standing committees.
3. Reports of the special committees and Senior Regional Representative.
4. Reports by other members of the APPA Board of Directors who are in attendance.
5. Unfinished business.
6. Announcement of 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 and Executive Vice President.

#### **Section 5**

A registration fee (as determined by the Vice-President for Education Conference Annual Meetings 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 7**

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 8**

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

### **Section 9**

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 10**

The term of office for all members of the Board is one-year duration in each position. 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 year shall have their members appointed for staggered terms of service of three years. Replacement 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**

A standing committee on membership shall be appointed by the President.

#### **Section 4**

The President shall, at the appropriate time each year, appoint a Nominating Committee composed of representatives of Institutional Members of the ASSOCIATION in addition to the chairman of the Nominating Committee who shall be the Junior Representative 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**

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 3**

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 4**

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 PCAPPA Board of Directors on behalf of the Educational Institution 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.