

By-laws & Constitution

Constitution And By-Laws ~~College And University Facilities Management Association of New York State (CUFMA)~~ NYAPPA, New York Association of Higher Education Facilities Officers

also known as

The New York Chapter of
The Eastern Regional ~~Association of the Physical Plant Administrators of Universities and Colleges, Inc.~~ Association of Higher Education Facilities Officers

Revised and Adopted ~~June 8, 1994~~ June 24, 2002

Constitution

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Constitution

Article I - Name

The name of the organization shall be the "~~College and University Facilities Management Association of New York State,~~" NYAPPA, New York Association of Higher Education Facilities Officers and the "New York Chapter of the Eastern Region of the Association of Higher Education Facilities Officers Regional Association ~~of the Association of Physical Plant Administrators of Universities and Colleges, Inc.,~~" hereinafter referred to as the "Association".

Article II - Purposes

The purposes of the Association are: to promote professional activities relating to the administration, maintenance, operation, planning and development of physical plants; to provide a communication network of persons engaged In facilities management; and to foster an increased awareness of the role of facilities within the organizational structure of the

institution.

~~—The College and University Facilities Management Association of New York State NYAPPA, New York Association of Higher Education Facilities Officers~~ is organized

and operated exclusively for charitable and educational purposes within the meaning of Sections 501(c) (3) and 170 (c) (2) (b) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its directors, officers, other private individuals or organizations organized and operated for profit (except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). The organization shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the organization shall not carry on any activities not permitted to be carried on.

- a. By any organization exempt from Federal Income Tax under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c) (3) of such Code (or the corresponding provision of any future United States Internal Revenue law).
- b. By an organization described in Sections 509 (a) (1), (2), or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), and
- c. By an organization, contributions to which are deductible under Sections 170 (c) (2), 2055 (a) (2), or 2522 (a) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Article III - Membership

Section A - Eligibility for Membership

~~1. Member institutions shall be post secondary nonprofit institutions of higher education in the State of New York which are authorized to grant undergraduate and/or graduate degrees. Member institutions shall be colleges and universities, school districts, secondary schools, law and medical schools, seminaries, military installations, museums, churches and military installations located within New York State.~~

- a. The payment of dues by a member institution shall allow that institution to have as many Regular Members as desired in the Association.
- b. Applications for membership in the Association must be reviewed and approved by the Board of Directors. Membership approval requires a majority vote of the Board members present and voting at any meeting of the Board.
2. Regular members shall be employed in the administration or supervision of the member institution's physical plant.
3. Corporate/affiliate memberships may be vendors or contractors intending to promote physical plant related business within the Association. These members will pay annual dues to the Association and will not have voting rights and may attend the annual meeting.
4. Membership in ~~the Association of Physical Plant Administrators of Universities and Colleges, Ine the Association of Higher Education Facilities Officers~~ shall not be an Association membership requirement.
5. Members emeriti shall be retired members as specified in Article I A 2 of the by-Laws.
6. Corporate/Affiliate members may be allowed to join the Association as non-voting members subject to Board approval.

Section B - Classification of Members

Members shall be classified as defined in the By-Laws, Article I, Section A.

Article IV - Administrative Organization

Section A - Officers

The officers of the Association shall consist of a President, 1st Vice President, ~~an Associate~~2nd Vice President, a Secretary and a Treasurer.

Section B - Board of Directors

1. The Board of Directors of the Association shall consist of: the President; the 1st Vice President; the ~~Associate~~2nd Vice President, ~~who shall chair the education committee~~; the Secretary; the Treasurer, the Immediate Past President, eight Directors and eight Alternate Directors. Eight members of the Board of Directors and their Alternates are appointed. The Directors shall serve for two years. The Alternates may replace the Directors after the Directors' two year term has ended.
2. The elected officers of the Association, namely: President; 1st Vice President, ~~Associate~~2nd Vice President, Secretary and Treasurer, shall hold the same positions on the Board of Directors.
3. The elected officers of the Association, namely: President; 1st Vice President, ~~Associate~~2nd Vice President, Secretary and Treasurer, shall constitute the Executive Committee of the Board of Directors.

Article V - By-Laws

1. By-Laws may be adopted or amended by a simple majority vote of the Authorized Voting Members of the Association, present and voting, except where a greater majority may be required by the By-Laws.
2. By-Laws may be adopted or amended by a simple majority vote of the Authorized Voting Members of the Association voting via a mail ballot except where a greater majority may be required by the By-Laws.

Article VI - Meetings

Section A - Annual Meetings

1. The Association shall hold an Annual Meeting each calendar year at a site, time and date selected by the Board of Directors.
2. The Annual Meeting shall be held in conjunction with a conference or seminar sponsored or co-sponsored by the Association.
3. Notice of the Annual Meeting shall be made in writing to each Member Institution at least sixty (60) calendar days prior to the meeting.

Section B - Meetings of the Board of Directors

The Board of Directors shall meet at least four (4) times each fiscal year. They shall meet at the Association's Annual Meeting and other such times as the President may require.

Section C - Other Meetings

Additional meetings of the Association may be scheduled by the Board of Directors, provided notice of such meetings is made to each Member Institution for the purposes of conducting the Association's business at such times, places and dates deemed by the Board to be in the best interests of the Association.

Section D - Quorum

1. A quorum shall consist of ~~fifteen (15) percent of~~ the member institutions ~~for transaction of the business of the of the~~ Association at the Annual Meeting.
2. A quorum of the Board of Directors shall consist of fifty (50) percent of the members of

the Board as specified in Article IV, Section B, Item 1 of the Constitution.

Section E - Voting

1. Each Member Institution of the Association shall be entitled to one vote regardless of the number of Regular Members and/or attendees present from that Member institution.
 - a. Each member institution having more than one Regular Member present at a meeting shall select one Regular Member to serve as the member institution's Authorized Voting Member.
 - b. The Authorized Voting Member shall cast all votes, make any official statements, participate in the conduct of the Association's business and seek recognition from the meeting chairperson on behalf of the Member institution.
 - c. If deemed necessary by the Board of Directors, the meeting chairperson may require each Member institution's Authorized Voting Member to register with the Secretary prior to the conduct of business.
2. When so specified by the Board of Directors, question or motion before the Board may be referred to the Authorized Voting Members in writing by letter, and votes returned either by mail or by submission at the next meeting. In either event, the date of the vote shall be not less than thirty (30) days from the date of mailing the question.

Section F - Conduct

Meetings shall be conducted according to Robert's Rules of Parliamentary Procedures, except where changes are required by the By-Laws.

Article VII - Regional Sub-Chapters

Regional Sub-Chapters may be established as provided for in the By-Laws, Article X.

Article VIII - Amendments

1. Any and all articles, sections or paragraphs of this Constitution may be repealed or amended by a vote of two-thirds (2/3) of the Authorized Voting Members of the Association, present and voting, after a notice of the proposed amendment is given in writing not less than thirty (30) days prior to the meeting.
2. Any and all articles, sections or paragraphs of this Constitution may be repealed or amended by a vote of two-thirds (2/3) of the Authorized Voting Members via a mail ballot of the Authorized Voting Members after a notice of the proposed amendment is presented in writing not less than thirty (30) days prior to the designated return date of the ballots.

Article IX - 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:

- a. nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or organizations shall then qualify as a governmental unit under Section 170 (c) of the internal Revenue Code of 1954 or as an organization exempt from Federal Income Taxation under Section 501(a) of such Code as an organization described in Section 501 (c) (3) of such Code; and or
- b. nonprofit 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 Code of 1954 or as an organization exempt from Federal income taxation under Section 501(c) (3) of such Code.

Article X - Charter Members

1. The term "Charter Member" shall be defined as an institution, as defined in Article III - Membership of the Association's Constitution, which was admitted to the Association as an institutional Member during the calendar year of 1980.

2. Charter Members of the Association:

Albany Medical College
Alfred University
Bernard Baruch - City University of New York
City College of New York
Clarkson University
Colgate University
Concordia College
Cornell University, New York State College of Agriculture
Cornell University
Corning Community College
Culinary Institute of America
Daemen College
Dowling college
Erie Community College
Fordham University
Fulton Montgomery Community College
Hartwick College
Hudson Valley Community College
Iona College
Ithaca College
Jamestown Community College
Jefferson Community College
The Juilliard School of Music
LaGuardia Community College
Manhattan College
Manhattenville College
Maria Regina College
Marist College
Medaille College
Mohawk Valley Community College
Monroe Community College
Nassau Community College
Nazareth College of Rochester
College of New Rochelle
New York Institute of Technology
Long Island University - CW Post College
Queens College
University of Rochester
Rochester Institute of Technology
Rockefeller University
St. Francis College
St. John Fisher College
St John's University
St. Lawrence University
Sarah Lawrence University
Siena College
State University of New York at Buffalo
State University of New York College at Buffalo
State University of New York College of Tech at Canton
State University of New York College at Cortland
State University of New, York College at Fredonia
State University of New York College at Oneonta

Suffolk Community College
Syracuse University
Tompkins Cortland Community College
Union College
Union Theological Seminary
Vassar College
Wells College

BY- LAWS

Article I - Membership

Section A - Classification of Membership

- 1.Regular Member - An employee of a Member institution's staff routinely engaged in the administration and/or supervision of that institution's physical plant, subject to Article III of the Association's Constitution, shall be termed a Regular Member.
 - a.Authorized Voting Member - A Regular Member, as defined in Article I of the By-Laws of the Association, who is designated as the Member institution's sole voting member at a meeting of the Association.
- 2.Member Emeritus - A person who has retired after having been a Regular Member of the Association. Status as a Member Emeritus shall be automatic upon a Regular Member's retirement.
- 3.Honorarv Member - Honorary Member status may be extended to any non-member who has rendered meritorious service to the Association, subject to the recommendation of the Board of Directors and a majority vote of the Authorized Voting Members present and voting at the Association's Annual Meeting.
- 4.Corporate/Affiliate Member - Membership may be offered on an annually renewable basis, subject to Board approval, to vendors or other organizations intent on promoting Facilities issues within the Association.

Section B - Rights and Privileges

- 1.Regular Member - Regular Members shall be entitled to all rights and privileges of the Association including, but not limited to: holding office; receiving minutes, reports and publications; attending Association functions; sponsoring guests at Association functions; making and seconding motions; and extending membership invitations to non-members.
 - a.a.Authorized Voting Member - Authorized Voting Members shall be entitled to all the rights and privileges of Regular Members and to make and second nominations, and to vote on issues.
- 2.Honorary Member - Honorary members shall be entitled to attend all Association functions, engage in discussions, and receive minutes, reports, and publications.
- 3.Member Emeritus - Members Emeriti shall be entitled to attend all Association functions, engage in discussions, and receive minutes, reports and publications.
- 4.Corporate/Affiliate Member - Members shall be entitled to attend all Association functions, engage in discussions and receive minutes, reports and publications. These members must pay annual dues to the Association and may not vote or hold an office.

Article II - Finance

Section A - Funds

- 1.Income - All income for the Association shall be derived from dues, registration fees, publication and advertising charges, exhibitor's fees, foundations, interest, public or private agencies, donations and special assessments.

- a. All income shall be collected by the Treasurer or his/her designee and deposited in the Association's bank account(s).
 - b. Special assessments shall be proposed by the Board of Directors and approved by a majority vote of the Authorized Voting Members present at the Association's Annual Meeting.
 - c. The rates for all other income sources, except donations and interest, shall be established by the Board of Directors.
2. Disbursements - All disbursements of Association monies shall be made by the Treasurer or, in his/her absence, the Vice President.
- a. All officers of the Association having signatory authority for the Association's bank accounts(s) shall be bonded. The cost of such bonding shall be paid for by the Association.
 - b. Routine disbursements shall be made by the Treasurer as a matter of course in conducting the Association's business.
 - c. Non-routine disbursements shall be made by the Treasurer at the direction of the Board of Directors.
 - d. If, in the opinion of the Board of Directors, the Association's treasury should contain excess funds, the Board may make recommendations for the use of such funds. Recommendations for the use of excess funds require the approval of three-quarters (3/4) of the Board of Directors, present and voting, prior to being presented to the membership for approval. Final approval requires a majority vote of the Authorized Voting Members present and voting at the Association's Annual Meeting.

Section B - Accounting

- 1. The Treasurer shall be responsible for all funds of the Association and for the accounting of all income and disbursements.
- 2. The Treasurer shall present a financial report of the Association's income and disbursements at each meeting of the Board of Directors and at the annual meeting.
- 3. The Board of Directors shall make provisions for audits by a Certified Public Accounting firm as may be required or deemed necessary by the Board.
 - a. The audit report shall be presented to the Board of Directors by the Treasurer at the meeting following the completion of the audit and a review of the audit by the Treasurer, and to the Regular Members at the Association's Annual Meeting following the presentation to the Board.

Section C - Fiscal Year

- 1. The Association's fiscal year shall be June 1 through May 31.

Article III - Officers of the Association

Section A - The President

- 1. The President is the executive officer of the Association and the President of the Board of Directors. He/she shall preside over all meetings of the Association, of the Board of Directors and of the Executive Committee.
- 2. He/she shall be responsible for the general supervision and direction of the affairs of the Association. If an event occurs between Board meetings that is not covered by the Constitution or the By-Laws, the President shall have authority to act, following consultation with all officers. The event and the action taken shall be reported at the next Board meeting. The Board shall determine whether to place the matter before the membership at the next Annual Meeting.
- 3. He/she shall keep the Regional Sub-Chapter officers informed of activities by letter. These duties may be performed by the Secretary at the President's direction.
- 4. He/she shall personally represent or appoint a representative of the Association to attend conferences, meetings and ceremonies to which the Association has been invited and/or

should have representation.

5. The Board of Directors, upon the recommendation of the President, shall authorize such attendance.

Section B - The 1st Vice President

1. The Vice President assists the President in his/her duties and carries out duties assigned by the President or the Board of Directors. He/she assumes duties of the President when the President is absent for any reason, or if the post becomes vacant.
2. The Vice President is ex-officio, the Chairman of all Standing Committees, Vice President of the Board of Directors and a member of the Executive Committee.
3. The Vice President may appoint sub-committees from the standing committees and designate Chair-persons as deemed necessary to increase efficiency.
4. The Vice President is responsible for the Annual Meeting education program and shall serve as Co-Chair with the Chairperson of the Education Committee for the Annual Meeting.

Section C - The ~~Associate~~2nd Vice President

1. The ~~Associate~~2nd Vice President ~~is the Chairperson of the Education Committee. He/she prepares the education programs, workshops, seminars, etc., sponsored by the Association and together with the Vice President establishes the education program for the annual meeting. He/she~~ assumes the duties of the President when the President and 1st Vice President are absent for any reason and is a member of the Executive Committee.

Section D - The Treasurer

1. The Treasurer shall be responsible for the receipt, recording, dispersal and safe keeping of all funds of the Association.
2. The Treasurer shall make a financial report at each meeting of the Board and at the Association's Annual Meeting.
3. The Treasurer is a member of the Board of Directors and of the Executive Committee.

Section ~~D~~E - The Secretary

1. The Secretary is responsible for recording the minutes of all meetings of the Association and for distributing copies to member institutions. He/she is also the Secretary to the Board of Directors and to the Executive Committee.
2. He/she handles all official correspondence, sends out notices concerning the Association, maintains an up-to-date roster of members and Member institutions and maintains an up-to-date mailing list.
3. He/she performs such other duties as may be assigned by the President or the Board.

~~Section E - The Treasurer~~

1. ~~The Treasurer shall be responsible for the receipt, recording, dispersal and safe keeping of all funds of the Association.~~
2. ~~The Treasurer shall make a financial report at each meeting of the Board and at the Association's Annual Meeting.~~
3. ~~The Treasurer is a member of the Board of Directors and of the Executive Committee.~~

Article IV - Board of Directors

1. The Board of Directors shall meet at least four (4) times each fiscal year. They shall meet at the Association's Annual Meeting and at such other times as the President may require.
2. The Board of Directors shall conduct all business of the Association, including but not

limited to: selecting meeting sites; approving programs and carrying out directives required by the membership.

3. The actions of the Board of Directors shall be final on all business and procedural matters, non-routine expenditures and program matters. All questions affecting membership, non-routine expenditures, and Constitutional matters shall be drawn-up as recommendations by the Board to be placed before the membership for discussion and approval at the next Annual Meeting of the Association.
4. The Board of Directors shall rule on questions of policy which arise between Annual Meetings of the Association.
5. The Board may authorize the Treasurer to make non-routine expenditures from the treasury between Annual Meetings of the Association. Such non-routine expenditures must be reported by the Treasurer to the membership at the Annual Meeting following the expenditure.
6. The Board of Directors may authorize the printing and the distribution of any material that will be of value to the members.
7. Eight (8) members of the Board of Directors and their Alternates are appointed. The Directors shall serve for two years. The Alternates may replace the Directors after the Directors' two year term has ended.

Article V - Executive Staff

The Board of Directors may appoint an Executive Director to serve at their pleasure. The Board may also hire consultants if deemed in the best interests of the Association.

Article VI - Meetings

1. The Association's Annual Meeting shall be designated as the "Business Meeting". The first order of new business at the Annual Meeting shall be the election of officers. The last order of business shall be the induction of the newly elected officers. The Association's Annual Meeting shall be conducted by the outgoing President until the completion of the program. At the conclusion of the program Newly elected slate of officers will assume their new positions at the close of the Chapter Meeting at the annual ERAPPA meeting, the outgoing President shall induct the newly elected officers and the newly appointed directors into office and present them to the Association.

Article VII - Elections

Section A - Term of Office (In Succession)

1. The Office of President shall be a two (2) year term, and shall be automatically succeeded by ~~the~~ the 1st Vice-President.
2. The Office of the Vice-President shall be a two (2) year term, and shall be automatically succeeded by the Associate 2nd Vice President.
3. The Associate 2nd Vice President shall be a two (2) year term and shall be automatically succeeded by the Secretary ~~Treasurer~~.
4. The Office of Secretary ~~Treasurer~~ shall be a two (2) year term.
5. The Office of Treasurer ~~Secretary~~ shall be a five (5) two (2) year term.

Section B - Nominations

1. The Board of Directors, at their meeting prior to the Annual Association's Meeting in even-numbered years, shall constitute itself as a nominating committee. They shall select a slate of officers to fill expired terms as in Article VII, Section A, of the By-Laws.
2. Prior to the first of May the Secretary shall inform the membership post on the Association Web Site of the slate of officers recommended by the nominating committee and that additional nominations for officers are in order. Additional nominations shall be forwarded to the Secretary by the first of

June. The slate of officers recommended by the nominating committee plus nominations forwarded to the secretary shall be presented to the membership at the Annual Association's Meeting and voted upon. Nominations may be made from the floor only by an Authorized Voting Member. A nominee's name may be placed on the ballot ONLY with the nominee's consent.

Section C - Voting

1. When nominations are closed the vote shall be taken. The Secretary shall record the vote which shall only be cast by Authorized Voting Members. The nominee with the majority of votes cast for each office shall be elected.
2. If no candidate has a majority, or the vote is a tie, a new vote shall be taken considering only the top two candidates for that office.
3. If a tie vote cannot be resolved after two additional ballots, the Board of Directors, less the unresolved office, shall meet immediately following the Association's Annual Meeting and, by secret ballot, elect a nominee to fill that office.

Section D - Eligibility

1. The officers, except for the Treasurer, may not be nominated or elected to a third term in the same office held. They may, however, be considered for a different office and hold that office. After two (2) years in which elected office is held, an individual may be considered for any office.
2. It is preferred that no two office holders or members of the Board of Directors may be from the same institution, except for the Past President. If the above situation should arise, it must be approved by a majority vote of the Board of Directors present at the Annual Meeting each year it occurs.
3. When a vacancy occurs in any office, in the Board of Directors, or in any committee, the President may, subject to the concurrence of the Board, appoint a successor for the remainder of the term. The appointee may be from the same institution as the previous office holder or another present member of the Board of Directors.
4. Any member appointed to complete a term of an office holder may be elected to a regular term of that office as though he/she had not served.

Article VIII - Committees

1. Standing committees are established by the Board of Directors. The Board of Directors shall select the members of Standing Committees and appoint the Vice Chairperson. The membership of each standing Committee expires when the term of office of the President under which they were appointed ends. The Vice-President is, ex-officio, Chairperson of all Standing Committees.
 - a. As a minimum, the Board of Directors shall establish the following standing committees:
 1. Education
 2. Summer Conference
 3. Membership
2. The Board of Directors shall designate such temporary committees as may be required. Upon presenting a final report to the Board of Directors such committees shall be automatically dissolved. The committee life extends from one President to the next, or until the presentation of a final report. The President appoints the members of such committees and designates the Chairperson.
3. The President may, with the consent of the Board, add members to Standing Committees. He/she shall fill vacancies as they occur prior to the next Board meeting. He/she may designate additional members, fill or not fill vacancies, as he/she desires to temporary committees.
4. Any Member, or all members of any committee, may be from the same institution.

Article IX - Awards

1. The Board of Directors may appoint a committee to select individuals who have performed outstanding services, duty or assistance to the Association. Such individuals need not be members of the Association. The Board shall determine whether the value of such services, duty or assistance is sufficient to merit the award of a Distinguished Service Certificate. If it is so determined, the President shall present such award at the Annual Meeting of the Association.
2. The Board may direct the President to forward a letter of appreciation for service not meriting a Distinguished Service Certificate.
3. Not more than one Distinguished Service Certificate shall be awarded in any one fiscal year.

Article X - Regional Sub-Chapters

1. Member institutions from regions of the State having the same telephone area code may petition the Board of Directors for approval to form Regional Sub-Chapters.
2. Membership in CUFMA or APPA shall NOT be a requirement for membership in a Regional Sub-Chapter.
3. Regional Sub-Chapters shall NOT be required to pay dues to the Association for the purpose of recognition.
4. Regional Sub-Chapters may not act or speak for the Association.
5. In order to qualify for recognition as a Regional Sub-Chapter, a group must have written statement of purpose and elected officers.

Article XI - Amendments

1. Amendments to the Constitution and the By-Laws may be proposed by the Board of Directors or any Authorized voting Member of the Association. Authorized Voting Members shall forward proposals to the Secretary who shall present them to the Board. The Board will prepare each proposed amendment for presentation to the membership at the next Annual Meeting.
2. Proposed amendments to the Constitution shall be forwarded by the Secretary to all member institutions at least thirty (30) days prior to the next Association's Annual Meeting. The proposed amendments shall be presented at the meeting for discussion, change, alteration or rewording, and voted upon. A two-thirds (2/3) vote of Authorized Voting Members present and voting is necessary to approve.
3. Amendments to the By-Laws may be presented at the Association's Annual Meeting and may be proposed from the floor. An Amendment to the By-Laws may be adopted by a simple majority vote except where a greater majority may be required by the By-Laws.