

Constitution

Article I - Name

The name of the organization shall be NYAPPA (New York APPA).

Article II - Purposes

Section A: The purposes of NYAPPA are:

To develop and maintain high standards in the administration, maintenance, operation, planning and development of physical facilities used by educational institutions

To promote educational and professional activities relating to the administration, maintenance, operation, planning and development of facilities used by educational institutions

To provide a communication network of persons engaged in facilities management at educational institutions, and to promote the interchange of information on all phases of educational facilities planning, design, construction, maintenance and operation, particularly with reference to problems of special interest to educational institutions located in the State of New York.

To supplement and assist the work of ERAPPA and APPA in the State of New York

To support the education of facilities professionals at all levels through a variety of developmental activities

To schedule, plan and conduct educational meetings of such type and format as may be necessary and desirable, to promote and achieve the above purposes

NYAPPA 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 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 NYAPPA.
 - b. Applications for membership in NYAPPA 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 NYAPPA. 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 APPA shall not be a NYAPPA 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 NYAPPA 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 NYAPPA shall consist of a President, 1st Vice President, 2nd Vice President, a Secretary, a Treasurer, and immediate Past President.

Section B - Board of Directors

1. The Board of Directors of NYAPPA shall consist of: the President; the 1st Vice President; the 2nd Vice President; 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 NYAPPA, namely: President; 1st Vice President, 2nd Vice President-Secretary and Treasurer, shall hold the same positions on the Board of Directors.

3. The elected officers of NYAPPA, namely: President; 1st Vice President, 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 NYAPPA, 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 NYAPPA 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. NYAPPA 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 NYAPPA.

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 Annual Meeting and other such times as the President may require.

Section C - Other Meetings

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

Section D - Quorum

1. A quorum shall consist of the member institutions of NYAPPA 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 NYAPPA 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 NYAPPA'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 NYAPPA, 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.
3. 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 an electronic 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 NYAPPA, 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 NYAPPA, to one or more of the following categories of recipients as the Board of Directors of NYAPPA shall determine:

- a. nonprofit organization or organizations which may have been created to succeed NYAPPA, 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 NYAPPA 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 NYAPPA's Constitution, which was admitted to NYAPPA as an institutional Member during the calendar year of 1980.

2. Charter Members of NYAPPA.

Amended June 13, 2018

Signatures

_____/_____
(Signature) (Position) (Date)

_____/_____
(Signature) (Position) (Date)