

**Bylaws of**

**TEXAS ASSOCIATION of PHYSICAL PLANT ADMINISTRATORS**

of UNIVERSITIES AND COLLEGES, Inc.

A Nonprofit Corporation

**ARTICLE ONE**

**OFFICES**

The principal office of the corporation in the State of Texas shall be located in the City of Edinburg, County of Hidalgo, where the organization was founded. The corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

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

**ARTICLE TWO**

**NAME**

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

**ARTICLE THREE**

**PURPOSE**

The purposes of this organization are:

A. To promote, in the State of Texas, common interests, proficiency and professionalism in college and university Physical Plant operations to include planning, development, administration, maintenance and operations; to foster professional ideals and standards; and to better serve the objectives of institutions of higher education.

B. To aid and supplement the work of the Texas Association of Senior State College and University Business Officers (TASSCUBO), the Association of Higher Education Facilities Officers (APPA), the Central Association of Physical Plant Administrators of Universities and Colleges (CAPPA) and any other organizations deemed appropriate by the Board of Directors.

C. This corporation is not organized for the sole benefit or use of any one university or college. The corporation is not intended to be, nor will it be a foundation.

## **ARTICLE FOUR**

### **MEMBERSHIP, VOTING, and DUES**

#### **Section A - Institutional Members**

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

#### **Section B - Affiliate Members**

Affiliate members shall be other personnel employed at member institutions, or professional physical plant personnel at other educational institutions (such as Independent School Districts),

who are engaged in work related to physical plant administration and have an interest in the professional activities of TAPPA. Affiliate members are eligible to vote, may not hold elective office, and must pay regular dues.

#### Section C - Subscribing Members

Subscribing members shall be business or other professionals, or other entities that have an objective or purpose related to physical plant administration such as consultants, vendors, etc. Subscribing members may not vote, may not hold elective office, and must pay subscribing member dues.

#### Section D - Emeritus Members

Emeritus membership may be extended to any individual member-institutional, affiliate, or subscribing - who has entered a retirement status, after long and faithful service to his or her organization, and has a record of distinguished service to the Association of Physical Plant Administrators at the national, regional, or state level.

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

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

#### Section E - Removal of Members

The Board of Directors is responsible for maintaining the membership roster current and up-to-date, and for removal from membership those who can no longer qualify for any reason whatsoever.

#### Section F - Dues

Annually, the Board of Directors will review and determine the amount of the annual dues payable to the corporation by members of each class. The amount of the annual dues will be announced at the annual business meeting, and made a part of the minutes of the meeting for the record.

The Secretary - Treasurer, will contact members during the first three months of each fiscal year for payment of dues.

#### Section G - Nonpayment

When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year, or the period for which such dues become payable, membership may be terminated by the Board of Directors.

### **ARTICLE FIVE**

#### **OFFICERS of the ASSOCIATION**

### Section A - Association Fiscal Year

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

### Section B - Officers of the Association

#### Officers of the Association

President

Vice President

Secretary - Treasurer

Immediate Past President

Information Services Director

#### Qualifications for all Officers and Directors

All officers of the Association must be Institutional Members.

Qualifications are those generally listed as qualities of leadership

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

#### Election and Change of Officers

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

Vice President

Secretary-Treasurer (even years)

Information Services Director (odd years)

New Directors, as required by ARTICLE SIX

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

President assumes the office of Immediate Past President and shall serve a one year term

1. Vice President assumes the office of President, and shall serve a one year term. The President shall be ineligible to serve consecutive elected terms of office.
2. Newly elected Vice President shall serve a one-year term.
3. Newly elected Secretary - Treasurer shall serve a two-year term, and may be re-elected.
4. Newly elected Information Services Director shall serve a two-year term, and may be re-elected.
5. Newly elected Directors shall serve as identified in ARTICLE SIX.

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

As a matter of ceremony, the President shall pass the gavel to the Vice President as the concluding act of the annual meeting. At that point, the Vice President unofficially assumes the role of the President; nevertheless, Association business between the end of the annual meeting and May 1 shall remain the responsibility of the outgoing officers and Board members.

### Section C - Duties

#### The President

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

#### The Vice President

Shall serve as a member of the Board and shall perform the duties of the President when the President is absent or unable to serve. The Vice President shall become the President on 1 May at the completion of his/her elected term or when a vacancy in the presidency occurs.

Works with the Board and the President to select timely subjects. Proposes to the President names of potential committee members. Serves as a member of the Nominating Committee.

Assists, participates and ensures all committees are actively working on assigned tasks.  
Maintains a time-based schedule of committee activities. Monitors committee progress.  
Accomplishes other tasks as may be assigned by the President.

#### The Secretary - Treasurer

Registers his office with the State of Texas, as the registered office of the Corporation; serves as the registered agent of the Corporation.

Records the minutes of the business meetings of the Board and of the organization. Keeps and reads the minutes. Serves as the custodian of the constitution, bylaws, rules, resolutions, records, and papers. Prepares or assists the President in preparing the agenda for meetings. Calls the roll. Notifies committees. Maintains organizational rosters, receives applications, and issues membership cards.

Is custodian of all funds of the organization. Receives and disburses funds (by check) on signed "orders to pay," as authorized by the Board of Directors. Gives an itemized report of receipts and disbursements at business meetings. Sends out dues notices. Prepares financial reports for the annual business meeting.

#### The Information Services Director

Maintains and updates the organization's website, email list ("listserv") and other forms of digital communication. Publicizes the organization and its activities..

#### The Immediate Past President

Shall serve as a member of the Board. Chairs the Nominating and Special Awards Committees.

## **ARTICLE SIX**

### **The BOARD of DIRECTORS**

#### **Section A - Composition of the Board of Directors**

The Board of Directors (also referred to as the Board) shall be composed of eleven members: six duly elected members (directors) of the organization, plus the President, the Vice President, the Secretary - Treasurer, the Information Services Director and the Immediate Past President. The six specifically elected members of the Board shall be elected on a staggered basis, with two members being elected each year for terms of three (3) years each. Other new Board members may be elected to fill vacated terms. First, Second and Third Hosts serve as non-voting members of the Board.

#### **Section B - Non-Voting Members**

##### **First Host**

Shall serve as a non-voting member of the Board and shall be the representative of the Host Institution for the next annual TAPPA meeting, one year hence. The First Host shall be in charge of and be responsible for all activities concerning the upcoming annual meeting to include all planning, program activities, speakers, selection and scheduling of presentations, business partner booths, advertisement, registration of members and business partners, collection of fees, coordination, transportation between hotels and scheduled activities, and all other associated activities of the annual meeting. Prepares the annual meeting budget, including honorarium considerations, committee expenses, etc., and presents to the Board for approval. Authorizes expenditures in accordance with the Board's approved budget. The First Host shall make periodic reports at each Board meeting on the progress of the planning for the annual meeting. The Board shall make available funds as may be approved by the Board for initial necessary expenses associated with the annual meeting.

### Second Host

Shall serve as a non-voting member of the Board and shall be the representative of the Host Institution for the annual TAPPA meeting, two years hence. The Second Host shall carefully observe all of the activities of the First Host to take advantage of any "lessons learned" and obtain all possible information from the First Host that may be helpful for the annual meeting. Authorizes expenditures in accordance with the Board's approved budget.

### Third Host

Shall serve as a non-voting member of the Board and shall be the representative of the Host Institution for the annual TAPPA meeting, three years hence. The Third Host shall carefully observe all of the activities of the First Host to take advantage of any "lessons learned" and obtain all possible information from the First Host that may be helpful for the annual meeting. Authorizes expenditures in accordance with the Board's approved budget.

### Section C - Meetings of the Board

The Board shall schedule meetings at least twice a year. The last meeting shall be held prior to the annual general membership meeting, to review reports from the Standing Committees, handle other items of old and new business as may be on hand, and prepare for the general membership meeting. The other meeting will be held approximately midyear to review programs and handle business. During periods between Board meetings, the President may present - by mail, telephone, fax, or e-mail - to each Board member, items of urgent business. The Board may officially ballot - by mail, telephone, fax, or e-mail - to the Secretary - Treasurer on these matters.

The President may call special Board meetings in lieu of the mail ballot approach, if in his opinion, the matter requires detailed discussion, or if three members officially request, in writing to the President, a special meeting to consider urgent business matters. Within one week of receiving the request, the President will send, by registered mail, notice of the called special

meeting. In either case, the notice will schedule the meeting location and a date not more than three weeks after the notice is mailed.

#### Section D - Actions of the Board

The Board of Directors shall conduct all routine business of the Association, select meeting sites, approve programs, and carry out directives required by the membership.

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

The Board of Directors may authorize the printing and distribution of any materials that will be of value to the members.

#### Section E - Specific Duties

1. Manage Finances:

Sources of Income - The main sources of income are:

- A. Dues
- B. Registration from meetings
- C. Sustaining contributions
- D. Interest on bonds and other investments

## E. Ways and means projects

### 2. Prepare Budgets:

The budget shall be based on anticipated income and expenditures, such as fixed expenditures and general expenditures. The total expenditures shall not exceed the total anticipated income.

3. Appoint Committees
4. Maintain Membership
5. Direct Expenditures
6. Oversee business and program activities of the Association

## Section F - Agenda for Board Meetings

1. Call to order
2. Roll Call
3. Minutes of previous Board meetings
4. Reports of Officers
5. Committee Reports

## Section G – Reimbursement for Travel Expenses

The members of the Board of Directors for TAPPA shall serve without compensation, but shall be reimbursed for per diem and travel expenses for all actual and necessary expenses incurred, in the amount designated in the budget. Requests should be sent directly to the Secretary-Treasurer for reimbursement along with original receipts, tickets and other supporting documentation.

## **ARTICLE SEVEN**

### **COMMITTEES**

#### **Section A - General**

1. At the end of each fiscal year, all Standing Committees cease to exist and must be reestablished by the Board. The President may, with the consent of the Board, appoint members to these committees and shall fill vacancies as they occur prior to the next Board meeting. To enhance the effectiveness of the Standing Committees, it is highly desirable to identify these committee members prior to the Annual Meeting, announce the slate of Standing Committee members to the General Membership at the Annual Meeting, and include the slate of members for the record in the minutes of the meeting.
2. The President shall designate such temporary committees as may be required. Upon presenting a final report, such committees automatically cease to exist. The committees' life may extend from one administration to the next. The President appoints the members and designates the chairmen.
3. Any number of the members of any temporary committee may be from the same institution.
4. Rules of conduct for committees include:
  - a. Full, free discussion

- b. Only committee members, or their invited guest, present
- c. May create subcommittees
- d. May vote unfavorable recommendations
- e. May vote favorable recommendations
- f. May ask for more time

### Section B - Standing Committees

#### 1. Nominating Committee:

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

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

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

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

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

## 2. Special Awards Committee:

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

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

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

## 3. Bylaws Committee:

This committee consists of one director as chairman, a second Board member, and three members not on the Board. It may be appointed from time to time, to review the bylaws at the Board's direction, or in response to requests from the membership in accordance with **ARTICLE TEN** of the Bylaws. The committee will report back to the Board, and to the Association at the annual business meeting. Proposed bylaws amendments originating at the annual business meeting and referred to the committee shall be reported back directly to the membership for final action.

# **ARTICLE EIGHT**

## ANNUAL MEETING

### Section A - Time

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

### Section B - Agenda

The agenda for the official annual business meeting shall include:

Call to Order

Opening Ceremony (optional)

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

Announcements by the Secretary - Treasurer

Reports: Committee reports should be prearranged and printed for the membership before the meeting.

Secretary - Treasurer Report - Presents a report of receipts and disbursements, totals, and balance on hand in various funds.

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

Nomination Committee Report - Presents a proposed slate of officers and board members

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

Other Business

Election of Officers and Directors. (**ARTICLES FIVE and SIX**)

Announcement of Standing Committee members. (**ARTICLE SEVEN**)

Announcement of dues for the coming year. (**ARTICLE FOUR**)

## **ARTICLE NINE**

### **PARLIAMENTARY AUTHORITY and QUORUMS**

#### Section A - Parliamentary Law

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

#### Section B - Quorums

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

## **ARTICLE TEN**

### **AMENDMENTS**

#### **Section A - Processing and Handling**

Amendments to the Bylaws may be proposed by the Board of Directors, or by any member. The Board or member shall forward proposals to the Secretary - Treasurer, who shall refer all requests to the Bylaws Committee. This committee shall, as necessary, reword or alter the requests (as long as the intent is not changed) and prepare all items for presentation to the membership.

#### **Section B - Bylaws Changes**

1. Proposed amendments to the Bylaws received in sufficient time before the annual meeting shall likewise be referred to the Bylaws Committee and forwarded to members as provided for constitutional amendments. Proposed amendments not received in time, shall be presented directly at the annual meeting.
2. Amendments to the Bylaws may be presented at any regular meeting and may be proposed from the floor. In this event, after discussion and referral to the appropriate committee for review and rewording, it should be brought to a vote. Provided a quorum is present, an amendment to the Bylaws may be adopted by a two-thirds majority vote.

#### **Section C - Mail Ballot**

No amendment to the Bylaws shall be voted on by the membership until it has been reviewed by the Bylaws committee and reported to the membership in writing. In the event this cannot be accomplished during the annual meeting and the matter remains as unfinished business, an

Association mail ballot will be taken. In this case, a two-thirds affirmative vote of the voting membership will be required to make the change official. The matter will be handled by the Bylaws committee and the results will be reported by mail, web-site, and/or e-mail to the membership.

## **ARTICLE ELEVEN**

### **CONTRACTS, CHECKS, DEPOSITS, and FUNDS**

#### Section A - Contracts

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

#### Section B - Checks

All TAPPA preprinted checks, drafts, or other orders for the payment of money, notes, or other evidence on indebtedness issued in the name of the corporation, or agents of the corporation, shall be certified in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary - Treasurer, the President, or the Vice President of the corporation.

#### Section C - Deposits and Funds

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or device for the general purposes, or for any special purpose of the corporation.

## **ARTICLE TWELVE**

### **CERTIFICATE of MEMBERSHIP**

#### **Section A - Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the association, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President, and shall be sealed with the seal of the association. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

#### **Section B - Issuance of Certificates**

When a member has been elected to membership and has paid any initiation fee and dues that may be required, a certificate of membership shall be issued by name and to the member by the Secretary - Treasurer, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section A of this Article.

## **ARTICLE THIRTEEN**

### **BOOKS and RECORDS**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board of Directors, and any committees having any authority of the Board of Directors. It shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation

may be inspected by any member, or their agent, or attorney, for any purpose, at any reasonable time.

## **ARTICLE FOURTEEN**

### **SEAL**

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

## **ARTICLE FIFTEEN**

### **WAIVER of NOTICE**

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

## **ARTICLE SIXTEEN**

### **DISSOLUTION of RESIDUAL FUNDS**

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