



**Bylaws of
WAPPA, INC.**

ARTICLE I. Name and Purposes of the Corporation

Section 1.01 Name. The name of the organization shall be WAPPA, INC. WAPPA, INC. shall be a nonprofit organization incorporated under the laws of the State of Washington.

Section 1.02 Purposes. WAPPA, INC., hereinafter WAPPA, is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law) including, but not limited to: developing and maintaining high standards in the administration, care, operation, planning, and development of facilities used by educational institutions; to promote professional ideals and standards to better serve the objectives of education; to engage in such other activities as may be desirable or required to fulfill the purposes and objectives of WAPPA; and aiding and supplementing the work of APPA, the Association of Higher Education Facilities Officers, hereinafter referred to as “APPA” or the “Association.”

ARTICLE II. Offices

Section 2.01 Location. The principal office of WAPPA shall be located within or without the State of Washington, at such place as the Board of Directors (“the Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. WAPPA shall continuously maintain within the State of Washington a registered office at such place as may be designated by the Board of Directors.

ARTICLE III. Membership, Voting, and Dues

Section 3.01 Eligibility. Members shall be institutions and business partners eligible to hold regular or affiliate membership in APPA. Participants shall be employees or contractors of/for Facilities Services and or Physical Plant Departments engaged in operations, maintenance,

engineering, construction, planning and development, or other related functions affiliated with Facilities Services.

Section 3.02 Categories. Membership in WAPPA may be held under the following categories:

- **Institutional membership** is open to all colleges and universities, community and 2-year technical colleges, K-12, school districts, libraries and museums that have a facilities department and administrator. Each institutional member shall designate one institutional representative who will be eligible to vote on behalf of the institution and serve as the principal contact between WAPPA and the institution. Other employees of existing member institutions in good standing with WAPPA will be considered associate / non-voting members.
- **Affiliate membership** is open to any person employed by a college or university in a department other than facilities for example, housing or purchasing. This membership is also open to nonprofit institutions or organizations with an interest in facilities management such as hospitals, churches, and military bases. Affiliate membership is also open to interested professionals who are not employed by a for-profit organization that would qualify as a Business Partner.
- **Student membership** is limited to full-time students studying facilities management or a related field at a degree-granting college or university. Student members are not eligible to vote or hold office.
- **Retired membership** is open to individuals who have retired as a member in good standing. The individual cannot be currently engaged in or soliciting business from any other WAPPA members, or seeking future business solicitations.
- **Business Partner membership** is open to all corporations who provide products and services to the facilities management marketplace or who have an interest in reaching facilities managers in the education environment. Business Partners are non-voting members with the exception of the Business Partner who is on the Board of Directors. Business Partners can nominate and vote on their Board representative.

Section 3.03 Good Standing. A member in good standing is a member who:

- Is current with membership dues and payments
- not been expelled or suspended from membership by a vote of the WAPPA Board

Section 3.04 Voting. Except as noted elsewhere in these by-laws, all members are eligible to vote and or hold office. The Board may establish additional policies and procedures related to voting privileges

Section 3.05 Nonvoting Membership. The Board may, at its discretion and in the best interests of the organization, establish other categories of nonvoting membership including, but not limited to: associate, emeritus, business partner, honorary, and affiliate memberships.

Section 3.06 Membership Approval. The Board shall establish policies and procedures for approving membership applications. All memberships shall be granted upon approval by the Board or designee.

Section 3.07 Dues. The Board shall establish policies and procedures for setting and collecting dues.

ARTICLE IV. Board of Directors

Section 4.01 Power of Board. The affairs of WAPPA shall be managed by the Board of Directors. The Board is responsible for overall policy and direction of WAPPA, and may delegate responsibility of day-to-day operations to officers and committees.

Section 4.02 Number of Directors. The number of Directors of WAPPA shall be an odd number not less than three or more than seven. The number of Directors may be increased or decreased from time to time by Board resolution, approved by a vote of the membership. No decrease in the number of Directors shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03 Election and Term of Directors.

(a) The first Board of Directors of WAPPA shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors.

(b) Terms. In order to facilitate staggering of terms, the initial founding members will serve 3 years. Beginning spring 2014, one new Board Member shall be elected for a three year term. Beginning 2015, all board members shall serve two-year terms.

Member	2013	2014	2015	2016	2017
Founding Member	1 st year	2 nd year	3 rd year	Up for vote	
Founding Member	1 st year	2 nd year	3 rd year	Up for vote	
Founding Member	1 st year	2 nd year	3 rd year	Up for vote	
Founding Member	1 st year	2 nd year	3 rd year	Up for vote	
Founding Member	1 st year	2 nd year	3 rd year	Up for vote	
New Member 3 year term		1 st year	2 nd year	3rd Year	Up for Vote
New Member 2 year term			1 st year	2 nd year	Up for vote

(c) Election of Board members. New Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of voting members present at the annual meeting. The terms of directors shall be staggered. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been qualified then elected.

Section 4.04 Qualifications. Board members shall be employees of WAPPA member institutions in good standing. One Business Partner member in good standing may be voted in as a Board member.

Section 4.05 Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is qualified then elected.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. However, in no case shall any action be taken or deemed effective by a vote of less than three (3) Board Members. Remote attendance (telephone or other electronic means) shall be a valid means of attendance. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Washington and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one regular meeting per calendar year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through, mail, or by electronic means to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting. Each director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from WAPPA for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13 Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by electronic means or other agreed-upon means of communication. Any Board member who is absent from [three] successive Board meetings or fails to participate in any board activities within a twelve month period shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V. Committees, Task Forces, and Councils

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. Committees may be dissolved by a vote of the Board of Directors.

Section 5.02 Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03 Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that WAPPA'S financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04 Task Forces and Councils. The Board of Directors may create and appoint members to such other task forces and councils as they shall deem appropriate. Such task forces and councils shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05 Term of Office. Each member of a committee shall serve for two years unless directed otherwise by the Board. New committee members may be appointed as needed.

Section 5.06 Vacancies. Vacancies in the membership of committees, task forces, and or councils may be filled by the Chair of the Board.

Section 5.07 Rules. Each committee, task force and or council may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI. Officers, Agents, and Employees

Section 6.01 Officers. Officers will include: President, President-Elect, Secretary, and Treasurer. The Secretary may also serve as the Treasurer. Officers shall be elected by the voting members present at an annual meeting of the members. Officers shall not receive any salary and must be Directors of the corporation.

Section 6.02 Term of Office. Beginning 2015, the officers of WAPPA shall be elected for two-year terms at the regular annual meeting of the members. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly qualified and elected or appointed by the Board.

Section 6.03 Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. Officers may resign at any time by providing written notice to the Chair.

Section 6.05 Powers and Duties. The powers and duties of the officers of WAPPA shall be as follows:

(a) President. The President shall preside at the membership meetings, and shall serve as chair of the Board of Directors; and such other duties as directed by the Board of Directors.

(b) **President Elect.** The President Elect shall: assume the duties of the President if the President is absent or if the post becomes vacant; and such other duties as assigned by the President or Board of Directors.

(c) **Secretary.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors and the membership, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

(d) **Treasurer.** The Treasurer shall be responsible for financial management, including keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

ARTICLE VII. Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the corporation shall begin on January 1st, and shall end on December 31st.

Section 7.02 Contracts and Other Documents. The Board of Directors may authorize officers and agents to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.03 Gifts. The Board of Directors may authorize officers to accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of WAPPA

Section 7.04 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of WAPPA shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors.

Section 7.05 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.06 Amendment to Bylaws. These Bylaws may be amended at any Annual Business Meeting by a majority vote of the members present and voting, without previous notice.

Section 7.07 Indemnification and Insurance.

(a) Unless otherwise prohibited by law, WAPPA shall indemnify and defend any director or officer, any former director or officer, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own gross or willful negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code, as now in effect or as may hereafter be amended ("the Code").

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

These Bylaws are hereby approved by the Board of Directors this 16th day of July, 2013.

Chuck Davis

Anthony Guerrero

Melinda Nelson

Steve Szablya

Bonnie Meyer.