

BYLAWS

of

Minnesota APPA, INC.

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ARTICLE I. Name and Purpose

Section 1.01 Name. The name of the organization shall be Minnesota APPA, INC., aka MNAPPA INC. (the "Corporation") shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 1.02 Purposes. Minnesota APPA, INC., hereinafter MNAPPA, 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 MNAPPA; and aiding and supplementing the work of APPA, the Association of Higher Education Facilities Directors, hereinafter referred to as "APPA" or the ("Association.")

ARTICLE II. Offices

Section 2.01 Location. The principal office of MNAPPA shall be located within the State of Minnesota, at such place as the Board of Directors hereinafter referred to as ("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. MNAPPA shall continuously maintain within the State of Minnesota a registered office at such place as may be designated by the Board.

ARTICLE III. Membership, Voting, 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, contractors or outsourced contractors/vendors 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 MNAPPA may be held under the following categories:

(a) **Institutional Membership** is open to all Minnesota colleges and universities, community and two year Minnesota technical colleges, K-12 school districts, research laboratories and institutions, libraries, and museums that hold a membership in APPA and have a facilities department and administrator. Each institutional Member shall designate at least one institutional representative who will be eligible to vote on behalf of the institution and serve as the principal contact between MNAPPA and the institution. All designated voting institutional representative members participating at a meeting may vote on any resolution brought forward at that meeting.

(i) **Appointment of Temporary Substitute Representatives.** An institutional representative may appoint a temporary substitute representative from the same institution who shall have all rights (including voting rights) of the institutional representative for the meeting(s) for which the substitute representative was appointed. The attendance of the substitute representative shall be a valid means of attendance by the institutional member for purposes of obtaining a quorum. Appointment of a temporary substitute representative shall be done in electronic or written form signed by the institutional representative voting member, or by verbal notice given to the Secretary of the Corporation by the designated institutional representative voting member prior to the opening of the meeting.

(ii) **Other Employees of Institutional Members.** Other employees of existing Member institutions in good standing with MNAPPA will be considered associate non-voting Members.

(b) **Affiliate Membership** is open to any person employed by a Minnesota 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. Affiliate members are not eligible to vote or hold elected office.

(c) **Student Membership** is limited to full-time students studying facilities management or a related field at a degree-granting Minnesota college or university. Student Members are not eligible to vote or hold elected office.

(d) **Retired Membership** is open to individuals who have retired as an APPA Member in good standing. The individual cannot be currently engaged in or soliciting business from any other MNAPPA Members, or seeking future business solicitations. Retired Members shall not be eligible to vote. Retired Members can hold an elected office until the term of office expires.

(e) **Business Partner Membership** is open to all Corporations who provide supplies and services to the facilities management marketplace or who have an interest in reaching facilities managers in the education environment. Business Partners are not eligible to vote.

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

(a) **Is current** with membership dues and payments. MNAPPA dues will be implemented on an as need basis

(b) **Has not been expelled or suspended** from membership by majority vote at the annual meeting. The following shall be grounds for suspension or expulsion of any member:

(i) Nonpayment of membership dues (which will be implemented by the Board of Directors on an as needed basis).

(ii) Failure to abide by the Guiding Principles or Bylaws of MNAPPA;

(iii) Non-cooperation with MNAPPA, including but not limited to causing disruption at meetings or function of MNAPPA, consistently supporting or promoting policies contrary to the stated purposes and objectives of

MNAPPA, and/or acting or causing action in a way that is harmful to MNAPPA;

(iv) No Member shall be suspended or expelled unless said member is first given 30-day prior notice of the intended action against said member by the Board of Directors, and the member is first given the opportunity to be heard by the Board of Directors of MNAPPA. The right to a hearing shall be waived, however, unless said hearing is requested by the member within 30 days of receipt of notice by the member of the intended action against the member.

Section 3.04 Meetings of MNAPPA.

(a) Meetings both regular or special, may be held at such place within or without the State of Minnesota and upon such notice as may be prescribed by the Board of Directors, or by petition of not less than one-fifth (1/5) of the Membership.

(b) An annual meeting of the membership shall be held once a year at a time and location set by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Board of Directors shall hold at least one regular meeting per calendar year, but may meet more frequently if circumstances require.

(c) Notice of meetings shall be given to all members not less than fourteen (14) days nor more than sixty (60) days prior to the date of said meeting. In lieu of written notice, any member may sign a waiver of notice of the annual meeting. A member's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the member 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 Membership need be specified in the notice or waiver of such meeting.

(e) Suppliers are permitted to support the Corporation Annual meeting and other meetings as is deemed reasonable by the Board of Directors.

Section 3.05 Quorum and Actions by the Corporation. Unless a greater proportion is required by law, the institutional representative members designated to vote that are present at a meeting 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 five (5) voting members.

(a) Remote Attendance. At the discretion of the Board remote attendance (telephone or other electronic means) may be a valid means of attendance. If remote attendance shall be permitted for any Member for that meeting, it shall be permitted for all members for the current meeting.

(b) Action by the Corporation. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the institutional representative members who are entitled to vote, and who are present at a meeting at which a quorum is present shall be the act of the Corporation. Actions will be determined by a simple majority of eligible members who voted.

Section 3.06 Informal Action by members. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Corporation may be taken without a meeting if a majority of the institutional representative voting members 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 these members shall be filed with the minutes of proceedings of the next meeting.

Section 3.07 Voting. All designated institutional voting members are eligible to vote. The Board of Directors may establish additional policies and procedures related to voting privileges.

Section 3.08 Non-voting Membership. The Board may, at its discretion and in the best interests of the organization can establish other categories of non-voting membership including, but not limited to: associate, emeritus, supplier/business member and honorary memberships.

Section 3.09 Dues. The Board shall establish policies and procedures for setting and collecting dues. Dues will be sought when there is a situation that the funding cannot be provided by other resources.

ARTICLE IV. BOARD OF DIRECTORS

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

Section 4.02 Number of Directors. The number of Directors of MNAPPA shall not be less than three or more than nine. The number of Directors may be increased or decreased from time to time by Board resolution, approved by a vote. 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 (3).

Section 4.03 Election and Term of Directors

- (a) Initial Directors.** The first Board of Directors of MNAPPA shall consist of those persons named as founding Directors in the Articles of Incorporation. Such persons shall hold office until the first appointment or election.
- (b) Directors.** Directors shall be elected or re-elected by the institutional representative voting members at the annual meeting. Directors will be elected by a simple majority present at the annual meeting. Each Director shall hold office until the annual meeting when his/her term expires and his/her successor has been elected.
- (c) Terms.** In order to facilitate staggering of terms, the initial founding Board of Directors will serve (1) one or (2) two years. At the annual meeting in 2021, all Board of Director offices eligible for and elected to shall serve (2) two year terms. Subsequent years thereafter, all Board of Director offices eligible and elected to shall serve two (2) year terms. Each Director shall hold office until the annual meeting when his/her term expires and/or until his/her successor has been elected.
- (d) Nominations for holding office on the Board of Directors.** Nominations can be submitted by any member or oneself in writing, electronically, or in person. An agreement by the nominee must be received by the Board of Directors in writing, electronically, or in person prior to a vote.
- (e) Term Limits.** Directors shall serve no more than two consecutive terms in a single Board position.
- (f) Limits on Directors from same Institution.** The number of individuals on the Board from the same institution shall not exceed (2) two at any given time.

Founding year - 2020

President	(1 year)
Vice President	(2 years)
Secretary	(1 year)
Treasurer	(2 years)
Membership Chair	(1 year)

Business Partner Chair	(2 years)
Professional Development Chair	(1 year)

Second established year 2021

President	(2 years)
Vice President	* remains from previous year
Secretary	(2 years)
Treasurer	* remains from previous year
Membership Chair	(2 years)
Business Partner Chair	* remains from previous year
Professional Development Chair	(2 years)

Third established year 2022

President	* remains from previous year
Vice President	(2 years)
Secretary	* remains from previous year
Treasurer	(2 years)
Membership Chair	* remains from previous year
Business Partner Chair	(2 years)
Professional Development Chair	*remains from previous year

Section 4.04 Qualifications. Directors shall be employees or retirees of a member institution in good standing. One (1) Business Partner or member in good standing shall be voted as a Director into the office of Business Partner Chair, provided the Board shall be comprised of five (5) or more Directors upon the completion of said vote. In the event that no institutional member is elected as the Business Partner Chair then a Business Partner who is willing and able to serve as the Director may do so.

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

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 or electronically 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 Meetings.

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

(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 (1) regular executive committee meeting per calendar year, but may meet more frequently if circumstances require.

(c) Notice of the annual meeting will be sent to all Directors and members no less than fourteen (14) nor more than sixty (60) days prior to the date of said meeting. Due diligence to send notification will be practicable. In lieu of written notice, any Director may sign a waiver of notice of the annual meeting. 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.

Section 4.09 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 at the annual meeting.

(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 4.10 Voting. Each member institution shall have (1) one vote through their designee as described in section 3.02 of these bylaws. Directors shall have (1) one vote in circumstances of filling vacancies, removal, or retaining Directors on the Board. A Director may be the institutional representative eligible to vote at the annual meeting.

Section 4.11 Compensation. Directors shall not receive any compensation from MNAPPA for services rendered to the Corporation as members, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, providing documentation approved by the Board.

Section 4.12 Absence. Each Director is expected to communicate with the President in advance of all Board meetings, stating whether or not she/he is able to attend meetings or participate by electronic means or other agreed-upon means of communication. Any Director who is absent from three (3) consecutive Board meetings or fails to participate in any board activities within a twelve (12) month period shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, retaining that Director is put to a vote and passed by simple majority at the next scheduled Executive Committee meeting.

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 committees, each consisting of (1) 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 Director from the Board, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. Committees may be dissolved by a majority vote of the Board of Directors.

Section 5.02 Executive Committee. The membership of the Executive Committee is the current Board of Directors. The Executive Committee may conduct on-going oversight of the affairs of the Corporation between or adjacent to scheduled meetings.

Section 5.03 Finance/Audit Committee. If established as a committee the Finance/Audit Committee would be responsible for ensuring that MNAPPA'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 any established Finance/Audit Committee.

Section 5.04 Task Forces, Councils and working Committees. The Board of Directors may create and appoint members to such other task forces, councils, and working committees as they shall deem appropriate. The Board of Directors shall review each established task force, council, and working committees as required at the annual meeting with the exception of the executive committee. Upon review the Board of Directors shall recommend any action to bring to vote any established task force, council and working committee to be absolved or remain active. Such task forces, councils, and working committees 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 working Committees. Each member of a committee shall serve for two (2) years unless directed otherwise by the Board. New committee members may be appointed as needed and upon agreement of the appointee. Committee members may resign from a committee at any time by communicating in writing, electronically, or in person.

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

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. DIRECTORS, AGENTS, AND EMPLOYEES

Section 6.01 Directors. The officers of MNAPPA will be defined as Directors and will include; President, Vice President, Secretary, Treasurer, Membership Chair, Business Partner Chair, and Professional Development Chair. Directors shall be elected by the voting members present at the annual meeting. Directors shall be from institutions with good standing membership or is a business partner.

Section 6.02 Term of Office. After the founding year, the Directors of MNAPPA shall be elected for (2) two year terms at the regular annual meeting. Vacancies may be filled at any meeting of the Board. Each Director shall hold office until a successor is elected at the annual meeting, or is appointed by the Board.

Section 6.03 Powers and Duties. The powers and duties of the Directors of MNAPPA shall be as follows:

- (a) All Directors will serve on the Executive Committee.

(b) President. The President shall preside at the meetings, and shall serve as chair of the Executive Committee and such other duties as directed by the Board of Directors. The President shall have the ability to appoint members to any existing task force, council, and working committee.

(c) Vice President. The Vice President shall assume the duties of the President, if the President is absent or if the post becomes vacant until a new President can be elected; and such other duties as assigned by the President or Board of Directors.

(d) Secretary. The Secretary shall be responsible for keeping an accurate record of the annual meeting and any official Board of Director meetings, see that all notices are duly given in accordance with these Bylaws or as required by law including maintaining records of substitute representation for voting purposes, maintain any official records of the Corporation, and in general perform duties customary to the office of Secretary. Including such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) Treasurer. The Treasurer shall be responsible for financial management, managing any tax documentation which includes keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements and legal requirements, sound financial management, and in general perform all duties customary to the office of Treasurer. Including such other duties as from time to time may be assigned by the President or by the Board of Directors.

(f) Membership Chair. The Membership Chair shall be responsible for all appropriate record keeping regarding membership, receipt of dues if any are implemented, support growth of membership, and maintain contact information of members and the current eligible institutional voting representation list. Including such other duties as from time to time may be assigned by the President or by the Board of Directors.

(g) Business Partner Chair. The Business Partner Chair shall be responsible for supporting and connecting professional relationships and fostering facilities management marketplace knowledge between members of MNAPPA and business vendors in the state, region, or international areas. Including such other duties as from time to time may be assigned by the President or by the Board of Directors. The Business Partner Chair will only be elected if at the time of elections there are (5) five Directors on the Board.

(h) Professional Development Chair. The Professional Development Chair shall be responsible for exploring options and organizing development opportunities that will foster growth and learning for potential and current members. Including such

other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII. MISCELLANEOUS

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall begin on April 1, and shall end on March 31.

Section 7.02 Contracts and Other Documents. The Board of Directors may authorize Directors and or 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 Directors or agents of the Corporation from time to time for specific purposes.

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

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 MNAPPA shall be signed by a Director, 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 Indemnification and Insurance.

(a) Unless otherwise prohibited by law, MNAPPA shall indemnify and defend any Director, former Director, agent, or employee, 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, agent, 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.

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 member; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expenses if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(b) 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.

(c) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director or member 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.

(d) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, member, 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. (e) 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".

(f) 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.

Section 7.07 Amendment of Bylaws. These Bylaws may be amended at any Annual Business Meeting by simple majority vote without previous notice.

Certification

The undersigned President of the Corporation hereby certifies that foregoing Bylaws are the true and correct Bylaws of the Corporation.

Signed by the founding President (signature) _____

(Print Name) Nathan Lief

Dated this 28th day of October, 2019

First Amendment to MNAPPA Bylaws

In accordance with the MNAPPA Bylaws, This First Amendment to the MNAPPA Bylaws is hereby incorporated into the MNAPPA Bylaws. The language herein is fully adopted by MNAPPA and where conflicts may exist with the original MN Bylaws, adopted on October 28, 2019, the language contained herein will supersede and take precedent over the existing language.

Non-enrichment

- Monies collected or earned (earnings) will not be used to materially benefit any private shareholder or individual member of MNAPPA.

Political and Legislative Activities

- The MNAPPA corporation will not engage in prohibited political and legislative activities as described by IRS and State of Minnesota rules and laws governing non-profit entities.

Dissolution of the Organization

- If at any time the membership wishes to dissolve MNAPPA, the existing membership must approve dissolution by a simple majority vote. Upon dissolution, all remaining funds, records, supplies or other items of value will be transferred to APPA, located at 1643 Prince St, Alexandria, VA 22314

In accordance with the MNAPPA Bylaws, this Amendment has been voted on and approved by the MNAPPA membership and is incorporated into said Bylaws, effective immediately.

The undersigned President of the Corporation hereby certifies that the forgoing amendment to the MNAPPA Bylaws is true and correct having been approved by the membership.

Signed by the President (signature)  _____

Print Name _____ Nathan Lief _____

Date _____ 12/16/2019 _____

