

APPA BYLAWS (2026)

ARTICLE I: NAME, INCORPORATION, AND PURPOSE

Section 1. Name and Incorporation The name of this organization shall be APPA (hereinafter "the Association"). APPA is a non-profit corporation incorporated under the laws of the District of Columbia.

Section 2. Purpose The purposes of the Association are to:

- Develop facilities leadership and maintain high standards in the administration, care, operation, planning, and development of facilities used by educational institutions;
- Promote professional ideals and standards to better serve the objectives of education; and
- Engage in related activities to fulfill the purposes of the Association.

Section 3. Affiliation with Certification Board CEFPP Certification APPA shall maintain the Certified Educational Facilities Professional (CEFPP) credential under a governance structure that ensures independent and autonomous decision-making on certification matters.

ARTICLE II: MEMBERSHIP

Section 1. Membership Classifications The Association will recognize the following entity types for an organizational membership (hereinafter "Organization"):

- Educational institutions, including K-12 schools, technical colleges, and colleges and universities, and other mission-aligned nonprofit institutions, including foundations, museums, and similar organizations (hereinafter "Institutional Members")
- Business Partners

The Association will recognize the following individuals for an individual membership:

- Retired
- Emeritus
- Student

Section 2. Voting For issues that require membership vote, each Organization is limited to one vote by an individual that inherits the Organization's membership in good standing. Individual members are NOT eligible to vote.

Section 3. Membership Administration The Board of Directors shall establish policies governing membership dues, benefits, and administrative matters related to membership. The Chief Executive Officer (hereinafter "CEO") shall have delegated authority for application and evaluation procedures aligning with the board policies.

Any member may have their membership revoked or terminated by affirmative vote of the APPA Board of Directors whenever in the best interests of the Association. Any member whose membership has been terminated may be reinstated by action of the APPA Board of Directors.

Section 4. Annual Dues The APPA Board of Directors shall establish dues for all membership categories.

ARTICLE III: OFFICERS AND BOARD OF DIRECTORS

Section 1. Board Composition The governing body of the Association shall be the Board of Directors, consisting of the following voting members:

- **Executive Committee:** Chair, Chair-Elect, Treasurer, and Treasurer-Elect elected from and by Institutional Members
- **Regional Directors:** Six Directors, one elected from and by each APPA region's Institutional Members
- **Business Partner Director:** One Director elected from and by Business Partner Members.
- **At-Large Directors:** Up to two Directors appointed by the Board of Directors. These positions may be filled by non-members. If a Business Partner fills this role, they will follow the same rules as the Business Partner Director.

The CEO and the Chief Operating Officer (hereinafter "COO") shall serve as ex-officio non-voting members of the Board of Directors. The COO shall serve as Secretary to the Board. In the absence of the COO, the CEO may serve as Secretary.

Section 2. Terms of Office

Chair-Elect & Chair: The Chair-Elect shall serve a two-year term and automatically succeed to the office of Chair for a subsequent two-year term.

Treasurer-Elect & Treasurer: The Treasurer-Elect shall serve a two-year term and automatically succeed to the office of Treasurer for a subsequent two-year term.

Regional Directors: Regional Directors shall serve one three-year term and are not eligible for re-election to the same position.

Business Partner Director: The Business Partner Director shall serve one three-year term and is not eligible for re-election to the same position.

At-Large Directors: At-Large Directors shall serve one three-year term and are not eligible for re-election to the same position.

All terms begin in conjunction with the Annual Meeting (defined in Article IV).

Section 3. Election and Appointment Process

Nominating Committee: The Board of Directors shall establish a Nominating Committee in time to complete the election process prior to the Annual Meeting. The committee shall comprise the following:

- Committee Chair: Board Chair-Elect
- Committee Vice-Chair: Board Treasurer-Elect
- Committee Members: Each region will have an option to select a representative to serve on this committee

The committee shall be a minimum of four and maximum of eight. If the minimum number cannot be reached, the committee chair may appoint additional board members. The duties and timeline for elections are defined in Nominating Committee Charter.

Chair-Elect and Treasurer-Elect: The Nominating Committee shall issue a call for applications, conduct interviews with applicants, and select candidates for each position in accordance with the Nominating Committee Charter. The Institutional Members shall elect the Chair-Elect and Treasurer-Elect from the slate of candidates.

Regional Directors: The Nominating Committee shall issue a call for applications from institutional representatives within each region, conduct interviews with applicants, and select candidates for each position in accordance with the Nominating Committee Charter. Institutional Member representatives within each region shall elect their Regional Director from the slate of candidates.

Business Partner Director: The Nominating Committee shall issue a call for applications from Business Partner Members, conduct interviews with applicants, and select candidates in accordance with the Nominating Committee Charter. Business Partner voting Members shall elect the Business Partner Director from the slate of candidates.

At-Large Directors: At-Large Directors shall be appointed by the Board of Directors without a nominating or election process.

Election: The logistics for the elections is managed by the Association. The candidate with the most votes for each position is considered elected. The timeline for elections is defined in Nominating Committee Charter.

Section 4. Powers and Duties of the Board

The Board of Directors shall have general management and control of the affairs, funds, and property of the Association. The following duties and responsibilities are reserved to the Board:

Governance and Leadership

- Hire, evaluate, compensate and maintain contract for the CEO
- Approve strategic plans
- Amend the bylaws in accordance with procedures specified in Article X
- Create and dissolve ad hoc committees
- Recognize and dissolve Chapters and Regions

Financial Oversight

- Approve the annual budget
- Approve audited financial statements
- Oversee investments and reserves
- Establish dues for all membership categories
- Approve real estate transactions

Fiduciary Duties

- Exercise the Duty of Care by making informed decisions based on understanding of organizational performance
- Exercise the Duty of Loyalty by acting in the best interests of the Association and avoiding conflicts of interest
- Exercise the Duty of Obedience by ensuring compliance with applicable laws, regulations, and the Association's mission

Board Development and Advocacy

- Recruit, orient, and develop Board members to ensure effective governance
- Serve as ambassadors and advocates for the Association's mission
- Support fundraising and external relations efforts

Manage Association Policies

- Establish and maintain policies governing the operation of the Association

Board Member Responsibilities Board members shall attend the annual conference and in-person and virtual Board meetings unless excused by the Chair.

Section 5. Delegation of Authority

The Board of Directors shall delegate operational authority to the CEO and shall establish policies governing the operation of the Association. The CEO shall have signature authority for expenditures and other business transactions of the Association in accordance with policies and the approved annual operating budget established by the Board. The CEO may delegate this signature authority to the COO.

Section 6. Eligibility to Serve

Chair-Elect and Treasurer-Elect: Candidates must be representatives of Institutional Members in good standing at the time of nomination and throughout their term of service.

Regional Directors: Candidates must be representatives of Institutional Members in good standing within their respective region at the time of nomination and throughout their term of service.

Business Partner Director: Candidates must be representatives of Business Partner Member organizations in good standing at the time of nomination and throughout their term of service.

At-Large Directors: At-Large Directors may be appointed from any membership organization or from non-members.

Vacancies: Vacancies may be filled at the discretion of the Chair by an eligible person according to the position listed in the bylaws, until the next election.

Section 7. Executive Committee

Composition: The Executive Committee shall consist of the Chair, Chair-Elect, Treasurer, and Treasurer-Elect. The CEO and COO shall participate as ex-officio non-voting members.

Authority: The Executive Committee shall serve in an advisory capacity to the Board of Directors and may act on behalf of the Board on urgent matters requiring immediate action between Board meetings. The Executive Committee may not amend bylaws, hire or terminate the CEO, approve the annual budget, or approve real estate transactions.

Specific Responsibilities: The Executive Committee shall:

- Lead the annual evaluation of the CEO and recommend compensation adjustments to the Board
- Oversee CEO succession planning

- Serve as the primary liaison between the Board and CEO for sensitive matters
- Work with the CEO to set agendas for Board meetings and review materials to ensure quality
- Coordinate crisis response and convene emergency meetings as needed
- Monitor committee activity and alignment with strategic goals

Reporting: All actions taken by the Executive Committee between Board meetings shall be reported to the full Board at its next meeting and are subject to ratification by the Board.

Quorum: Three members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 8. Quorum and Meetings

A simple majority of voting Board members shall constitute a quorum for the transaction of business at any Board meeting.

ARTICLE IV: ANNUAL MEETING AND SPECIAL MEETINGS

Section 1. Annual Meeting

The Association shall hold an annual meeting (hereinafter "Annual Meeting") of the membership in the summer of each year. The annual meeting will include reports from officers and the CEO, announcement of election results, notification of bylaw amendments approved by the Board, and other business as determined by the Board of Directors.

Section 2. Notice of Annual Meeting

Notice of the annual meeting, including date, time, and location, shall be provided to members in accordance with policies established by the Board of Directors.

Section 3. Special Meetings

The Board may convene special meetings of the Association at their discretion. A minimum of 30-day notice will be provided to the membership.

Section 4. Membership Quorum

Add something about what a quorum of membership is? (may not be in this section)

ARTICLE V: COMMITTEES

Section 1. Board Committees

The following committees shall be comprised solely of current Board members and ex-officio members as specified.

The Association shall maintain the following standing committees:

Executive Committee [See Article III, Section 7]

Finance Committee

Composition: The Finance Committee shall consist of the Treasurer (Chair), Treasurer-Elect (Vice Chair), and a minimum of two and maximum of three additional Board members. Board members may self-nominate for Finance Committee service, with selection made by the Treasurer. Committee membership will be presented to the board annually after the Annual Meeting. The CEO and COO shall participate as ex-officio non-voting members.

Duties: The Finance Committee shall review and recommend the annual budget to the Board, oversee financial policies, review financial statements, review audits, and monitor investments.

Section 2. Member Engagement Committees

The following committees shall include Board leadership and may include representatives from the broader membership.

Each committee will have a charter that will be reviewed annually by the chair of the committee. Any changes to the charter will require an approval by the Board of Directors.

Business Partner Advisory Committee

Composition: The Business Partner Advisory Committee shall be chaired by the Business Partner Director. Each region will have an option to select a representative to serve on this committee. The committee shall be a minimum of four and maximum of eight. If the minimum number cannot be reached, the committee chair may appoint additional board members. Committee membership will be presented to the board annually after the Annual Meeting.

Duties: The Business Partner Advisory Committee shall provide strategic guidance and recommendations to the Board and staff regarding Business Partner

engagement, partnership opportunities, and services that support Business Partner Members. The committee shall assess Business Partner needs, facilitate connections between Business Partners and Institutional Members, advise on sponsorship and collaboration opportunities, and strengthen the value proposition for Business Partner membership.

Professional Development Advisory Committee

Composition: The Professional Development Advisory Committee shall be chaired by a Board member. Each region will have an option to select a representative to serve on this committee. The board will have an option to appoint additional committee members. The committee shall be a minimum of four and maximum of twelve. If the minimum number cannot be reached, the committee chair may appoint additional board members. Committee membership will be presented to the board annually after the Annual Meeting.

Duties: The Professional Development Advisory Committee shall provide strategic guidance and recommendations to the Board and staff regarding professional development offerings, programs, and initiatives. The committee shall assess member needs, evaluate program effectiveness, and advise on the development of new professional development opportunities.

Section 3. Ad Hoc Committees

Nominating Committee [See Article III, Section 3]

Awards & Recognition Committee

Composition: The Awards & Recognition Committee shall be chaired by a Board member. Each region will have an option to select a representative to serve on this committee. The committee shall be a minimum of four and maximum of eight. If the minimum number cannot be reached, the committee chair may appoint additional board members. Committee membership will be presented to the board annually after the Annual Meeting.

Duties: The Awards & Recognition Committee shall develop and maintain the Association Award Policy. The committee shall manage the awards nomination and selection process and select award recipients. Award criteria and processes shall be publicly available.

Bylaws Committee: At the formation of the Bylaws Committee by the Board, the Chair-Elect shall serve as chair of the committee. The committee shall include at least four additional Board members. The Bylaws Committee shall review and recommend amendments to the bylaws, ensure bylaws remain current with Association practices and legal requirements, and present proposed amendments to the Board of Directors for consideration.

The Board of Directors may establish additional ad hoc committees as needed to address specific initiatives or projects. Ad hoc committees shall be dissolved upon

completion of their assigned work or by vote of the Board of Directors. The Board shall determine the composition, charge, and duration of each ad hoc committee.

Section 4. Conflict of Interest

All committee members shall comply with the Association's Conflict of Interest Policy and recuse themselves from deliberations and voting on any matter in which they have a direct financial, personal, or professional conflict of interest.

ARTICLE VI: CHAPTERS AND REGIONS

Section 1. Purpose and Partnership

APPA Regions and Chapters are established to promote the Association's mission and advance the facilities management profession within their geographic areas. The Association, its regions, and Chapters operate in partnership to serve members at all levels.

Section 2. APPA Regions

Recognition: The Association recognizes six regions with the following geographic boundaries:

- **Eastern Region (ERAPPA):** Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, the District of Columbia; and the Canadian provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, and Quebec.
- **Southeastern Region (SRAPPA):** Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, the U.S. Virgin Islands, and Puerto Rico; and the Mexican states of Campeche, Chiapas, Oaxaca, Tabasco, Quintana Roo, and Yucatan.
- **Midwest Region (MAPPA):** Illinois, Indiana, Iowa, Michigan, Minnesota, Ohio, and Wisconsin.
- **Central Region (CAPPA):** Arkansas, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, and Texas; the Canadian provinces of Manitoba and Nunavut; and the Mexican states of Aguascalientes, Coahuila, Colima, Guanajuato, Guerrero, Hidalgo, Jalisco, Mexico, Michoacan, Morelos, Nuevo Leon, Puebla, Queretaro, San Luis Potosi, Tamaulipas, Tlaxcala, Veracruz, Zacatecas, and Mexico City.
- **Rocky Mountain Region (RMA):** Arizona, Colorado, Idaho, Montana, New Mexico, Utah, and Wyoming; the Canadian provinces of Alberta, Saskatchewan, and Northwest Territories; and the Mexican states of Chihuahua, Durango, Nayarit, Sinaloa, and Sonora.
- **Pacific Coast Region (PCAPPA):** Alaska, California, Hawaii, Nevada, Oregon, Washington, American Samoa, and Guam; the Canadian provinces

of British Columbia and Yukon Territory; and the Mexican states of Baja California and Baja California Sur.

The APPA Board of Directors may modify regional boundaries or establish new regions as needed to serve the membership.

Section 3. Chapters

The APPA Board of Directors may recognize state, local, or student Chapters. Student Chapters shall have a faculty advisor in accordance with policies established by the APPA Board of Directors.

Section 4. Governance and Requirements

APPA Regions and Chapters shall operate in a manner consistent with their governing documents, applicable law, the Association's mission and values, and policies established by the APPA Board of Directors. Regions and Chapters may establish their own membership criteria, dues structures, and local governance in accordance with these requirements.

APPA Regions and Chapters must comply with APPA's Regions and Chapters Affiliation Agreement.

Section 5. Tax-Exempt Status and Financial Reporting

APPA Regions and Chapters shall maintain tax-exempt status under applicable local law.

Regions and Chapters maintaining tax-exempt status under the Association's group exemption shall provide annual financial reports and comply with reporting requirements established by the Board.

Section 6. Name and Brand

Use of the Association's name, logo, and brand by APPA Regions and Chapters shall be in accordance with policies established by the APPA Board of Directors. Regions and Chapters represent the Association and shall conduct themselves in a manner that upholds its reputation and mission.

Section 7. Good Standing and Dissolution

APPA Regions and Chapters shall maintain good standing by operating in accordance with their governing documents, applicable laws, and the Association's mission and policies. The Board of Directors may withdraw recognition of any Region or Chapter that fails to maintain good standing or acts contrary to the interests of the Association. Upon dissolution, any assets shall be disposed of in accordance with applicable law.

Section 8. Board Oversight

The Board of Directors may establish additional policies and guidelines to strengthen alignment and collaboration between the Association and its regional and Chapter affiliates.

ARTICLE VII: CEO AND ASSOCIATION STAFF

Section 1. Chief Executive Officer

Appointment and Authority: The CEO shall be appointed by the Board of Directors and shall serve as the chief executive officer of the Association. The CEO shall have full authority and responsibility for the management and operation of the Association, subject to policies established by the Board and direction provided through the strategic plan. Compensation, benefits, and terms of employment shall be set forth in an employment agreement approved by the Board of Directors.

Strategic Leadership: The CEO shall:

- Translate the Board's strategic direction into executable plans and measurable outcomes
- Anticipate trends, risks, and opportunities, and propose long-range strategies to the Board
- Ensure organizational activities align with the Association's mission and values

Operational Management: The CEO shall:

- Oversee all programs, services, operations, and staff of the Association
- Manage organizational systems, policies, and workflows
- Allocate and manage financial, human, and technological resources
- Hire, supervise, evaluate, and terminate staff as necessary

Financial Stewardship: The CEO shall:

- Develop and propose the annual budget to the Board for approval
- Ensure financial sustainability and responsible fiscal management
- Maintain oversight of audits, compliance, and internal controls
- Execute signature authority for expenditures and business transactions in accordance with policies and the approved annual operating budget

Board Partnership: The CEO shall:

- Provide timely, accurate, and strategic information to the Board
- Implement Board decisions and policies
- Serve as the primary liaison between staff and the Board
- Support the Board in fulfilling its governance responsibilities

External Leadership: The CEO shall:

- Represent the Association publicly and serve as its primary spokesperson
- Cultivate partnerships with members, donors, industry leaders, and stakeholders
- Uphold and advance the Association's mission and reputation

Absence or Vacancy: In the absence of the CEO or in the event of a vacancy, the COO shall serve as Acting CEO until the CEO returns or the Board appoints a successor.

Section 2. Chief Operating Officer

The Chief Operating Officer shall be appointed by the CEO and shall assist in the management and operation of the Association. The COO shall serve as Secretary to the Board of Directors as specified in Article III.

Section 3. Additional Staff

The CEO shall have authority to establish staff positions, define roles and responsibilities, and manage all personnel matters in accordance with policies established by the Board.

ARTICLE VIII: INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, and Others

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, agent, volunteer, or committee member of the Association, or is or was serving at the request of the Association as a director, officer, employee, agent, or representative of another organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 2. Standard of Conduct

Indemnification shall be provided if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 3. Limits on Indemnification

No indemnification shall be provided for:

- Acts or omissions involving intentional misconduct or a knowing violation of law
- Any transaction from which the person derived an improper personal benefit
- Acts or omissions that constitute a breach of the duty of loyalty to the Association

Section 4. Determination

Any indemnification under this Article shall be made by the Association only upon a determination that indemnification is proper in the circumstances because the person has met the applicable standard of conduct. Such determination shall be made:

- By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit, or proceeding; or
- If such a quorum is not obtainable, by independent legal counsel in a written opinion; or
- By the membership.

Section 5. Advance of Expenses

Expenses incurred in defending any action, suit, or proceeding may be advanced by the Association prior to the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

Section 6. Notice Requirement

Any person seeking indemnification under this Article shall promptly notify the Association in writing of any claim, action, suit, or proceeding for which indemnification may be sought.

Section 7. Partial Indemnification

If a person is entitled to indemnification for some matters but not others within the same action, suit, or proceeding, the Association shall indemnify such person for the portion of expenses, judgments, fines, and amounts paid in settlement allocable to matters for which indemnification is authorized.

Section 8. Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, volunteer, or committee member of the Association against any liability asserted against such person and incurred by such person in any such capacity, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 9. Indemnification Agreements

The Board of Directors may authorize the Association to enter into indemnification agreements with individual directors, officers, or other persons that supplement the indemnification provided in this Article, provided such agreements are consistent with applicable law.

Section 10. Non-Exclusivity and Continuation

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise. Indemnification shall continue as to a person who has ceased to serve in any capacity covered by this Article and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 11. Compliance with Law

All indemnification under this Article shall be made in accordance with and to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act and other applicable law.

ARTICLE IX: ACCOUNTING AND FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Association shall be the calendar year, beginning January 1 and ending December 31.

Section 2. Financial Audits

The Association shall obtain an annual independent financial audit, except by Board action. Based on the recommendation by the Finance Committee, the Board of Directors shall select the auditing firm and review the audit results. The audited financial statements shall be provided to the Board for approval.

Section 3. Investments and Monetary Holdings

The Board of Directors shall approve an investment policy governing the management of the Association's investments and monetary holdings. The Finance Committee shall review the investment policy annually and recommend updates to the Board as needed. The Finance Committee shall oversee the implementation of the investment policy and provide an annual report to the Board regarding

investment performance, current status of investments, and compliance with the investment policy.

Section 4. Financial Records

The Association shall maintain accurate and complete books and records of account in accordance with generally accepted accounting principles (GAAP) or adjusted GAAP as appropriate for nonprofit organizations, and in compliance with applicable law.

Section 5. Acceptance of Gifts

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or devises for the general purposes or any special purpose of the Association, subject to policies established by the Board.

ARTICLE X: AMENDMENTS TO THE BYLAWS

Section 1. Amendment Authority

These Bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 2. Amendment Procedure

Proposed amendments to these Bylaws must be presented by the bylaws committee in writing to the Board of Directors at a meeting at which a quorum is present. No vote on the proposed amendment shall be taken at that meeting. The proposed amendment may be voted upon at a subsequent Board meeting at which a quorum is present, if notice of the proposed amendment has been provided to all Board members at least thirty days prior to the meeting at which the vote will be taken.

Section 3. Notice Requirements

Notice of any proposed bylaw amendment shall be provided to all Board members in writing and shall include the full text of the proposed amendment and the rationale for the change. All adopted bylaw amendments shall be communicated to the Institutional Members within thirty days of Board approval.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, and any special rules of order the Association may adopt.

ARTICLE XII: DISSOLUTION AND MERGER

Section 1. Approval of Dissolution

The Association may be dissolved only upon approval by a unanimous vote of the Board of Directors at a meeting at which a quorum is present and approval by a vote of Institutional Members.

Section 2. Distribution of Assets Upon Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors at the direction of the Institutional Membership shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which Association is then incorporated, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Merger, Consolidation, and Transfer of Assets

Approval Requirements: The Association may merge with, consolidate with, or transfer substantially all of its assets to another organization only upon approval by a unanimous vote of the Board of Directors at a meeting at which a quorum is present and approval by a vote of Institutional Members.

Mission Alignment: Any merger, consolidation, or substantial asset transfer must be with an organization whose mission is compatible with and supportive of the Association's purposes as set forth in Article I. The surviving or resulting organization must be organized and operated exclusively for charitable and educational purposes and qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Member Notice: The Board shall provide written notice to the voting membership of any proposed merger, consolidation, or substantial asset transfer at least sixty days prior to the Board vote. The notice shall include the rationale for the

proposed transaction, the terms of the agreement, and the impact on the Association and its members.

Protection of Regions and Chapters: Any merger, consolidation, or asset transfer agreement shall address the continued recognition and relationship with APPA's existing Regions and Chapters, and shall preserve their ability to serve their members and advance the Association's mission.

ARTICLE XIII: TAX-EXEMPT STATUS AND LIMITATIONS

Section 1. Tax-Exempt Purpose

The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Prohibition on Private Benefit

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any director, officer, member, or other private individual, except that the Association may pay reasonable compensation for services rendered and make payments in furtherance of its exempt purposes.

Section 3. Prohibition on Political Activity

The Association shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Limitation on Lobbying

No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 5. Compliance with Tax-Exempt Requirements

Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax law.

END OF BYLAWS

These Bylaws were adopted by the APPA Board of Directors on February 2, 2026, and supersede all previous versions.