

**CONSTITUTION AND BY-LAWS
OF
THE NATIONAL SCHOOL PLANT MANAGEMENT ASSOCIATION (NSPMA)**

ARTICLE I

This organization shall be known as the National School Plant Management Association synonymously referred to as the NSPMA, hereafter referred to as the Association.

ARTICLE II

MISSION & VISION STATEMENT:

Excellence in Education through Professional Facility Management.

GOALS:

- (1) Provide and direct a forum for stakeholders responsible for the educational environment.
- (2) Provide professional development.
- (3) Promote leadership to the profession through the exchange of data, information, ideas and ideals.
- (4) Promote research and establish a national system for the dissemination of its findings.
- (5) Lead policymakers to improve the educational environment for all.
- (6) Follow the above objectives in a non-sectarian, nonpartisan and non-discriminatory manner.

ARTICLE III

MEMBERSHIP

The Association shall have three classes of members: ACTIVE, VENDOR PARTNER and LIFETIME.

1. **ACTIVE:** To be an active member in NSPMA an individual must be employed by or retired from a K-12 or post-secondary educational institution, public or private, state or federal agency with educational responsibilities, or a state association involved in educational facility management. An active member's job description includes authority over, approval of, supervision of, care of, maintenance of, and correction of, school plant management functions, including, but not limited to, buildings, grounds, control systems, operations and/or real property services. The broader responsibilities of school plant management embrace facility planning, maintenance, operations and custodial care of all real property, supporting infrastructure and equipment. However, more abstract responsibilities include property acquisition, capital budgeting and procurement, warehousing, inventory control, construction, energy conservation, utilities services, facility and grounds safety and security, environmental protection, statistical research, technology and telecommunication networks/backbone, site and athletic facilities care, governmental regulation compliance and/or employment by an association responsible for any of the aforementioned services.
 - . Retirement from a position which qualifies the person to active membership will have no bearing on the person maintaining active member status, unless the person has taken employment with one of the Association's Vendor Partners, at which time they would be considered a Vendor Partner member.
 - . No active member shall market any merchandise, equipment or services during the conference or to the membership, without express approval by the board of directors or the purchase of a partner membership.
2. **VENDOR PARTNER:** Vendor Partner membership shall be open to reputable businesses or their owners or employees. Vendor Partner members may attend meetings of the association but may not vote or hold office.
3. **LIFETIME:** Any active member of the NSPMA who retires from their position at the school or is awarded lifetime membership by a majority vote of the board of directors during a regularly scheduled meeting. Past Presidents in good standing with the organization shall automatically be awarded lifetime membership. Vendor Partner members, upon retirement, may apply for lifetime membership through their state

representative. Lifetime members who have previously held or are eligible for Vendor Partner membership may not vote or hold office.

4. Only active members and active members who have been honored as lifetime members may vote and hold office.

5. The NSPMA shall not discriminate on the basis of race, sex, age, religion, national origin, or disability.

ARTICLE IV

DUES AND FEES

- (1) ACTIVE MEMBER: The annual dues of active members shall be determined by the board of directors and payment of such dues shall entitle each member to receive the proceedings of the association. Membership is for a term of one year running from January 1 through December 31.

- (2) VENDOR PARTNER MEMBER: The board of directors shall determine the annual dues of Vendor Partner members. Membership is for a term of one year running from July 1 through June 30.

- (3) REGISTRATION AND OTHER FEES: The board of directors shall determine all other fees.

- (4) LIFETIME MEMBER: No annual dues are required of lifetime members.

ARTICLE V

OFFICERS

- (1) PRINCIPAL OFFICERS: The principal officers of the association shall be President, ~~President-elect~~, Vice President, Past President, Secretary and Treasurer. The normal term of office shall be for approximately two (2) years with the exception of the Treasurer and secretary which is three (3) years. To be eligible for election as a principal officer, a candidate must have completed a minimum of one year of service on the NSPMA Board. The officers shall be elected by a majority vote of those present during the business session at the association's annual meeting.

- (2) BOARD OF DIRECTORS: The board of directors shall consist of the Five principal officers, ten members elected at large, one selected Vendor Partner member (or designee) representing the Vendor Partners of the Association, and advisor board members, including but not limited to the Executive Director, Vendor Coordinator, Secretary, Marketing Coordinator, Special Projects Coordinator, and others appointed by the President. (Advisors have no voting privileges.)

- (3) All officers shall take office immediately after being elected and serve until their successors have been selected. In the event of a vacancy, the board of directors shall move up the top voted alternate(s) if available. If an alternate is not available, the board shall appoint an eligible member to fill the unexpired term. The appointment

(4) shall be confirmed by a vote should the appointment be longer than one year.

ARTICLE VI

DUTIES OF THE OFFICERS AND DIRECTORS

- (1) **PRESIDENT:** The President shall set dates for and convene all meeting of the board of directors. He/she shall preside at all meetings of the board of directors and the association and shall perform other duties as may be necessary for the conduct of this office. The President shall appoint committees, committee members and chairpersons as required. The President shall determine who, other than the Executive Director, Secretary, and Treasurer who may travel within the travel budget established for that position(s), shall travel at the expense of NSPMA within the approved budget with the approval of the executive committee. The President shall also prepare and present a report to the annual conference attendees.
- (2) **VICE-PRESIDENT:** The Vice President may be membership chairman and assist in promoting membership in the association. He/she shall perform other duties that may be necessary for the conduct of this office or as assigned by the President.
- (3) **IMMEDIATE PAST PRESIDENT:** The immediate Past President shall serve on the board of directors. He/she shall serve as the chairperson of the Nominating Committee and the chairperson of the Past President's Committee, which meets during the annual conference.
- (4) **Treasurer:** The Treasurer is charged with keeping an accurate account of all monies coming in and paid out, and maintaining the approved budget as voted on by the Board of Directors.
 1. Shall establish an account at a duly licensed bank in the name of NSPMA subject to the approval of the President and the Board of Directors.
 2. Shall submit monthly financial reports to the President and Board in time for the monthly zoom conference calls, or meetings in person.
 3. Serve on the Financial Review Committee, provide a financial statement for review and answer questions from the committee during review.
 4. Serve as one of the five principal officers on the Executive Committee with full voting privileges except on his/her job description, compensation, or transfer of funds within the budget line items or checking savings, or CD.
 5. Shall be elected to a three-year term.
 6. Assist the President and Executive Director with established establishing and setting the annual budget. The fiscal budget shall run from July 1 through June 30.
 7. Support and follow the NSPMA By-Laws, especially the areas that pertain to Article IX, Budget and Fiscal Responsibility.
 8. Perform other duties as assigned.
- (5) **BOARD OF DIRECTORS:** The board of directors is charged with the responsibility of taking actions in the best interest of the association. They shall have the authority for the conducting of all business, which arises between regular meetings and shall make recommendations to be acted upon by the members of the association and to fill vacancies as they occur. In addition to these functions, the board of directors shall act as a resource group to assist in planning and securing program participants. Members of the board of directors must be available to attend meetings called by the President. Unexcused absence from three board meetings shall constitute grounds for removal from the board of directors.
- (6) **Advisor AND VENDOR PARTNER BOARD MEMBERS**
The President, along with the board, may establish positions that are ex-officio in nature which will serve at the pleasure of the board. The board will recognize seven positions as Ex-Officio. They include Executive Director, Special Projects board member, Registrar, Marketing Board member, Vendor Marketing Coordinator, Secretary and Treasurer.

- (7) EXECUTIVE DIRECTOR: A visionary leader that can move the association forward and manage the day-to-day operations of the organization duties are listed within the Executive Director job description set by the Board of Directors.

VENDOR PARTNER BOARD MEMBERS:

The Vendor Partner board members shall not have voting privileges and serve a one-year term. The Association Board of Directors shall appoint a Vendor board rep during its Board meeting at the conclusion of the annual conference, based upon the selection and recommendation of the Vendor Partner members conducted by the Executive Director. Should the Vendor Partner members fail to nominate an individual, the nominating committee shall solicit a nominee. Should a Vendor Partner be unable to serve or resign their position, the nominating committee shall solicit a replacement which would then require the board's approval.

The Vendor Partner Board member shall:

- A. Disseminate communication from Industry members to the Association Board.
- B. Assist the Executive Director to coordinate all product displays, Sponsor participation, and industry-oriented materials for general membership meetings of the Association.
- C. Encourage and promote vendor participation and support for the Annual Conference.
- D. Solicit training topics available from business and industry.
- E. Solicit an evaluation of the vendor participants and convey those issues, needs, concern, improvements and ideas to the Board of Directors; and
- F. Serve on committees as requested by the President.

ARTICLE VII

DUTIES OF THE EXECUTIVE DIRECTOR, SECRETARY, TREASURER

- (1) The positions of Executive Director, Secretary and Treasurer are established in order to provide a permanent office, to foster continuity of administrative duties and responsibilities, and to promote all activities of the association.
- (2) The Board of Directors shall establish a job description and appoint the Secretary for a three-year term. The Treasurer will be elected on a three-year term, subject to annual review. **Secretary and Treasurer both shall receive a annual stipend of \$3,000.00.** The President shall determine and approve any additional duties and responsibilities beyond those established by job description and bylaws. The Board of Directors shall set compensation for these positions.
- (3) EXECUTIVE DIRECTOR: Refer to Article VI, Section (7) and job description.
- (4) SECRETARY: The Secretary shall keep a record (minutes) of all meetings of the board of directors, alternates and the association and assist in correspondence. The Secretary shall email a copy of all minutes to each member of the board of directors no later than thirty (30) days following such meetings. He/she, in conjunction with the Executive Director shall arrange for all registration.
- (5) TREASURER: He/she shall keep an accurate record of all money received and paid out and perform other duties that may be necessary for the conduct of this office and in keeping with good business practices. An

account shall be established at a duly licensed bank in the name of the association subject to the approval of the President and the board of directors. He/she shall submit monthly reports to the President. In the event the Treasurer becomes unable to perform the necessary duties listed herein, due to any unknown factor(s), the President shall assume the responsibilities until the appointment of a new Treasurer.

ARTICLE VIII

COMMITTEES – RESPONSIBILITIES AND FUNCTIONS

(1) BOARD OF DIRECTORS:

- a. The Board of Directors shall be responsible for the management of the Association and Association staff. The Board is authorized to promulgate an Operations and Procedures Manual, which will provide the rules, procedures, job descriptions and processes required to fully implement the Bylaws in the management and operation of the Association's business. The Board shall approve the Operations and Procedures Manual and any modifications. The Executive Director shall be responsible for maintaining the Operations and Procedures Manual and making it available to each Board member and to members upon request.
- b. The President, subject to the approval of the board of directors, shall appoint all other committee members, to represent and promote the association, as directed by the Board. The composition and duties of the various committees (except the nominating committee) shall be as recommended by the President and approved by the board of directors.

(2) EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the President, Vice President, Past President, secretary and Treasurer. The President may convene meetings of the Executive Committee for NSPMA related activities. The Executive Committee shall provide directions to the Executive Director between board meetings and provide general planning for the Association's operations. The Executive Committee shall operate as a personnel committee for any actions regarding Association staff. While meeting as the Personnel Committee, the Executive Director and Treasurer shall not have voting privileges regarding his or her job description and compensation. Necessary committee expenses approved by the President, within the approved budget, shall be provided by the Board.

(3) NOMINATING COMMITTEE: The nominating committee shall be composed of at least three members of the board of directors; the Past-President, President and Vice President. The Past President, or his or her designee, shall be Chairperson of the Nominating Committee. Nominations for the vacant office(s) will be made by the Nominating Committee, and nominations may be made from the floor. Floor nominations require an acceptance of duties for the office prior to the election. Any nominated individual shall provide the same written documentation, acceptable to the Nominating Committee, as all other candidates are required to provide, prior to the scheduled time for the election, in order to be an approved candidate. The election shall be facilitated by the Nominating Committee chair or his or her designee.

CALL FOR CANDIDATES (Nominations and Election of Board Officers)

- At the opening session the Past President (or designee) shall indicate board vacancies and interpret length of term, duties and responsibilities.
- Reference the Candidate Application form and how to access it (have some available). Also identify committee members in the audience and ask interested applicants to submit the form to any committee member.
- At the second open meeting (typically lunch) the Past President (or designee) announces a second call for candidates.
- During the last afternoon business session, the Past President (or designee) makes a final call for candidate nominations. Once established the Past President (or designee) shall call for a motion to close nominations.
- The nominating committee chair (or designee) shall then proceed with voting. Unopposed and approved candidates may be voted upon by "vote of acclamation." Those contested and approved must be voted upon by secret ballot.
- Votes shall then be tallied while business continues, and it shall be at the discretion of the nominating committee and President to decide the appropriate time to announce the winners.

The Nominating Committee shall be charged with the task of developing a Candidate Application form for approval by the Board, which will assist them in determining if each proposed Vice President, Treasurer

candidate is eligible and has the desire, determination, direction, and leadership ability to allow him or her to fill the position in the best interest of NSPMA.

- (4) FINANCIAL REVIEW COMMITTEE: The purpose of this committee is to provide an annual review of financial accounts. This committee shall provide its report during the annual conference.
- (5) Members of these committees shall enter upon their duties immediately upon their appointment. Committee membership shall be for a period of approximately one year or until the next annual conference, unless stipulated to be for a shorter period.
- (6) Other committees may be appointed, as deemed necessary, by the President.

ARTICLE IX

BUDGET AND FISCAL RESPONSIBILITY

The Board of Directors is responsible for budgeting and oversight of the finances of the Association.

(1.) BUDGET

1. A budget shall be prepared by the Executive Director, President, and Treasurer and presented for review at the pre-conference Board of Directors meeting, with final approval to be given at the July board meeting. The budget term shall follow on a fiscal year basis, from July 1 to June 30.
2. The Board of Directors may approve a revision to the budget during any board meeting.
3. A budgeted line-item carry-forward amount for the next budget year shall be set at a minimum of \$12,000.00 for Association operations after the annual conference.
4. Expenditures outside the approved budget require the budget to be revised and approved by the Board, with the exception being emergency expenditures, approved by the Executive Committee, as outlined under Fiscal Responsibility.

(2.) FISCAL RESPONSIBILITY

1. Disbursement of Association funds shall be authorized by the President and Treasurer in accordance with the Board approved annual budget or specific disbursements approved by the Board of Directors.
2. Emergency expenditures outside the approved budget of up to \$2,500.00, between Board meetings, may be approved by three members of the Executive Committee, with said approval being conveyed to the President and Treasurer for action. These expenditures are subject to review by the Board of Directors at the next Board meeting. Such disbursements may include unforeseen needs and costs, unbudgeted conference planning expenses, travel, meeting expenses or expenses for the Board of Directors.
3. Prior approval of conference expenses shall be made by the Board of Directors through the budgeting process.
4. Authority to execute contracts for hotel lodging, conference space, food and beverage, speakers, travel, entertainment, committing funds for the annual conference and Board meetings, etc. shall be limited solely to the Executive Director unless that person is unable to fulfill that duty. In which case the President or Treasurer shall assume such responsibility.
5. Should the Executive Director be unable to perform their respective duties, the Treasurer shall assume the said responsibilities until a new Executive Director is appointed, or those duties are reassigned.

Should the Executive Committee fail to gain a majority agreement to the reassignment of said duties, the President shall call for a conference call Board meeting to resolve any issues.

6. The Treasurer shall establish a checking account in a licensed bank in the name of the Association subject to the approval of the Board of Directors. The Treasurer, subject to review by the Board of Directors, is solely responsible for the checking account and any other account containing Association monies.
7. The President shall appoint a Finance Committee of three members of the Association, plus the Treasurer, to review Association financial policies each year. The treasurer shall present this detailed information yearly in the business meeting at the annual conference.
8. The President, Executive Director and Treasurer shall have the authority to secure any and all necessary services required for conducting the business and operations of the Association within the budget approved by the Board of Directors.
9. The Executive Director shall be a salaried position. The Secretary and Treasurer shall be stipend positions. The Board of Directors and all other Principal Officers shall serve as non-salaried/ stipend volunteers and shall not be compensated for their services, except upon approval by the President and voted on by the Board of Directors. Ordinary and necessary expenses incurred in the conducting of official NSPMA business may be reimbursed to Directors, Officers, or other individuals deemed appropriate.
10. The Association shall secure and keep in effect a Treasurer's Bond at approximately 90% of the previous year revenue for the Treasurer, who acts as the agent for the Association

ARTICLE X

MEETINGS

- (1) The conference of the Association shall be held annually at a time and place to be named by the Executive Director with approval of the Board of Directors. The long-term Association goal is to designate several regional site locations, to be proposed by the Executive Director and approved by the Board of Directors, for the annual Association meeting. This will allow the Executive Director to secure a contract with providers on a long-term basis that is beneficial to the interests of NSPMA. The rotation between regional sites will allow those state associations and members within that particular region to become actively involved when the conference is in their region.
- (2) The quorum requirement for action(s) at a board meeting of the Association shall be met with no less than 8 voting members in attendance.
- (3) Meetings of the Board of Directors shall be held at a time and place named by the President with consensus of the Board of Directors. Meetings may also occur through a phone call or virtual meeting. Actions by the Board of Directors require a simple majority.
- (4) Proxy voting by the Directors is allowed. A proxy ballot may be requested from the President by those Board of Director members who will be absent for a Board of Director's meeting. The ballot shall contain motion, ballot actions, and space for signature and date.
- (5) Meetings shall be conducted in accordance with Robert's Rules of Order.
- (6) In the event action is required of the Association's full membership between annual conferences, the President may establish, with the approval of the Board of Directors, a balloting system to acquire the Association membership vote on such action. The quorum requirement for action(s) by such balloting is attained by the return of fifty percent of the ballots distributed plus one, with final action being based upon a simple majority of the responses.

- (7) To ensure compliance with all laws and articles of incorporation, the Association's annual conference shall be unilaterally organized, planned, managed, and operated for the benefit of the Association by the Executive Director and Board of Directors. Fiscal and content responsibility shall lie totally with the Association. However, should a circumstance arise where the Executive Director felt it was in the best interest of the Association and the state association to allow state activities to combine with the Association conference, the Executive Director may negotiate a contract proposal with the state association, ensuring the Association's unilateral control and no laws or articles of incorporation or the Association's 501C3 status is violated or placed in jeopardy. Said contract proposal shall be presented to the Board of Directors for approval. A state association may request from the Executive Director, time during the conference program for state association business. Other state support of the Association conference program, in compliance with the intent and goals of the Association's program and mission statement, may occur when approved by the Board of Directors.

ARTICLE XI

AMENDMENTS

Any amendment to this Constitution and these By-laws shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the Association Meetings. The President or designee shall present the proposed amendments to the Association at the next meeting, with the Board of Directors' recommendation to adopt or reject the proposed amendment. The proposed amendment(s) require a 2/3 majority vote of those present during the Association business session for adoption.

Hereunto, should a national pandemic, severe weather event, natural disaster or any monumental emergency of the like prevent, discourage or demand non-participation in the Annual Association Meeting whereby the aforementioned cannot be accomplished, the Executive Committee may, at any time, thereafter, convene a special called meeting to amend the Constitution and By-Laws of the NSPMA by electronic majority vote. In this instance, the majority vote for adoption shall consist of all members of the Board of Directors who hold voting privileges and registered attendees who respond to the voting survey who are not members of the Board of Directors.

ARTICLE XII

ASSOCIATION RECORDS

The records of the NSPMA are open for public inspection upon written requests during regular weekday business hours made to the Secretary. A response will be issued within 72 hours of receiving the written request, not inclusive of weekend hours. The requested individual shall bear the costs associated with any reproduction and mailing expenses.

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