

BY-LAWS OF THE VIRGINIA SCHOOL PLANT MANAGEMENT ASSOCIATION (VSPMA)

Adopted: November 9, 2016

~~Amended: October 2022~~

Last Amended: October 2023

ARTICLE I – NAME

This organization shall be known as the Virginia School Plant Management Association (VSPMA), hereafter referred to as the Association.

ARTICLE II – OBJECTIVES

In the interest of enhancing and promoting the educational process, the purposes of this Association shall be to:

1. Promote better school plant management, maintenance, housekeeping, safety, security, energy management and environmental control in Virginia's K-12 facilities through collaboration and continued education of its members.
2. Provide for the exchange of information to improve all aspects of school plant management in Virginia's K-12 facilities.
3. Develop a working relationship with school administrators, managers, non-instructional and instructional personnel, the Virginia General Assembly, and the Virginia Department of Education to foster the progress and improvement of educational programs through exemplary K-12 facilities and environments.
4. Promote the advancement of the school plant management profession in such areas as maintenance, housekeeping, safety, security, energy management and environmental control.

The Association adopts and pledges its support to the Mission of the National School Plant Management Association (NSPMA) promoting "excellence in education through professional facility management." The Association's Strategic Plan supports and reflects the NSPMA objectives:

- Create an open forum for industry stakeholders
- Provide professional development and leadership opportunities through webinars, seminars, and trainings
- Guide policymakers through important educational and environmental needs
- Promote and participate in industry research to help enhance national systems
- Manage best practices to encourage sustainability

ARTICLE III – MEMBERSHIP

The Association shall have two classes of membership: Active and Associate.

1. Active: Any person employed by a public or private educational organization, governmental agency, or “not for profit” entity engaged in K-12 school plant management is eligible for active membership. The individual’s job description shall include authority for, approval of, supervision of, care of, maintenance of, or correction of school plant management functions, buildings, grounds, control systems, operations and/or real property services. The responsibilities of school plant management embrace facility planning, maintenance, operations, and custodial care of all real property. However, more abstract responsibilities include property acquisition, capital budgeting, warehousing, inventory control, construction, energy conservation, utilities, physical school and grounds safety and security, environmental protection, statistical research, technology/telecommunication networks and backbone, site and athletic facilities care and/or governmental regulation compliance.

Retirement from a position which qualified the person for active membership will have no bearing on the person maintaining active member status, unless the person has taken fulltime (40 hour/week) employment with an organization that provides consulting or vendor services to school divisions.

2. Associate: Associate membership may be extended to any person interested in the Mission and Objectives of the Organization, who has no direct role in school plant management activities and who is not affiliated with an organization that provides consulting or vendor services to school divisions. Associate members may attend meetings of the Association but may not vote or hold office.

ARTICLE IV – DUES

Application for membership shall be made on-line at vspma.org. Applicants may apply at any time during the year or may register for the Annual Conference which includes yearly membership.

1. The annual dues of active and associate members shall be an amount as set by the Board of Directors.
2. The annual dues for Sponsor membership shall be an amount set by the Board of Directors. The Board of Directors shall set additional fees for sponsors who desire to participate in training seminar programs, meeting exhibit space, program advertisement and other VSPMA support.

ARTICLE V – OFFICERS AND DIRECTORS

1. Principal Officers and Executive Board:

The Principal Officers of the Association shall be the President, Vice-President/President-Elect, and Treasurer. The Executive Board is comprised of the Principal Officers and the Past President and Secretary. At the President's discretion, the Executive Board may be convened to address specific tasks or issues. The VSPMA tasks and issues may include but are not limited to: financial matters, contracts or agreements, ethics and conduct, as well as personnel matters. Ethics and conduct issues, and other personnel matters may require disciplinary action up to and including expulsion.

2. Board of Directors:

The Board of Directors shall consist of the Executive Board and one Representative elected from each of the eight Regions of the State, as indicated by attachment # 1 and two Representatives elected from the Membership at Large. If there is no candidate available to serve as a Regional Representative to the Board, a representative will be elected from the Membership at Large. In addition, there shall be two members representing the Sponsor members of the Association. Any Virginia member who is actively serving as an elected officer or board member of the NSPMA is an ex officio member of the VSPMA Board of Directors.

ARTICLE VI – ELECTION OF OFFICERS AND DIRECTORS

1. **Election of officers** shall be conducted at the annual conference of the VSPMA. Terms of office are noted below.
2. **Nominations for officers** will be made by a Nominating Committee appointed by the President with the immediate Past President serving as chairperson of the Committee. Members may nominate individuals prior to the Annual Meeting by notifying the immediate Past President of member names for consideration. Nominated members must agree to the duties of the office as defined by the By Laws.
3. **Regional Representative nominations** will take place during the Annual Meeting in conjunction with the election schedule. Each nominee will indicate their acceptance of the duties for the position, as indicated in the bylaws, prior to the election voting. Regional Representative Board members shall be elected by general membership in attendance at the Annual Meeting.
4. **Sponsor Representatives** shall be appointed by the Board of Directors and affirmed each year. In the event of a vacancy, the President shall seek applications and present candidates to the Board of Directors for selection.
5. **Terms of Office:**
 - a All Regional Representatives and Members at Large shall serve for 2 years after election to office. They may succeed themselves for an additional term or a maximum of two consecutive elected terms unless they are unopposed in the election
 - b President, and Vice President/President-elect shall serve for two years after election to office.
 - c Treasurer and Secretary shall serve for 3 years after election to office.
 - d Sponsor representatives may serve indefinitely subject to the Board's approval.
 - e All new and repeat Board of Director members shall take office immediately upon close of the Annual Meeting

6. Vacancy, Inability to serve or vacating a position

- a In the event a Board member is incapacitated, dies, exhibits prolonged inactivity carrying out their designated responsibilities or changes job responsibilities which no longer complies with active member status and the Board has not received a notice from the member resigning their elected position, the Board of Directors may declare the position vacant and proceed with filling the vacant position.
- b The Board of Directors shall appoint a member to fill the unexpired term of any Board member, except for the office of the President.
- c In the event the Presidency is vacated, the Vice-president/President-elect shall be offered the opportunity to move into the vacated position, with a new Vice-President being appointed by the Board of Directors.

ARTICLE VII – DUTIES OF OFFICERS & DIRECTORS

1. The President shall have general supervision of the affairs of the Association and shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. With the assistance of the Board of Directors, approve the program for Association meetings.
- D. Preside at meetings of the Association and Board of Directors.
- E. Serve as ex-officio member of any organized committees.
- F. Approve all expenses incurred by the Association, per approved budget.
- G. Coordinate the production of the Association's Newsletter.

2. The Vice-President/President-elect shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Assume all duties of the President, in case of absence or resignation of the President.
- D. Serve as Chairperson of the Bylaws Committee when revisions are determined necessary by the Board.
- E. Promote membership in the Association.
- F. Assist the President or President-elect as requested.

4. The Past President shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Serve as chairperson of the Nominating Committee.
- D. Encourage and promote participation and membership in the Association with all educational entities.

- E. Assist in the planning process of the Annual Association Meeting.
- F. Prepare at least (1) one article for the Association's Newsletter relevant to the objectives of the VSPMA.
- G. Serve on committees as requested by the President.
- H. Make an effort to be involved and attend the National School Plant Management Association's (NSPMA) annual meeting.

5. The Secretary shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Keep a record (minutes) of Board of Director's meetings and Association general membership meetings.
- D. Arrange for member registration services at general membership meetings.
- E. Provide a copy of all general membership meeting minutes to each Association member within 30 days of the meeting.
- F. Perform other related clerical services as requested by the President.

6. The Treasurer shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association. The Treasurer may be compensated at an amount set by the Board of Directors pending funding availability.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Keep an accurate record of all money received and paid out and perform other duties in keeping with good business practices as Treasurer of the VSPMA.
- D. Present a financial statement at all Board meetings and general membership meetings.
- D. Prepare a proposed annual budget to be approved by the Board of Directors
- E. Establish a checking account, with three authorized signatories, in a licensed bank and in the name of the Association subject to the approval of the Board of Directors.
- F. File all required forms and paperwork with state or federal agencies required of a non-profit professional organization.

7. The Representatives to the Board shall:

- A. Attend all meetings of the Board of Directors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Encourage and promote participation and membership in the Association with all educational entities.
- D. Communicate with regional members to deliver issues, needs, concerns, improvements and ideas to the Board of Directors.
- E. Assist in the planning process of the Annual Association Meeting.
- F. Maintain current list of persons involved in operations, building and grounds, maintenance and custodial services throughout their region (members & non-members).

- G. Contact all individuals (either members or non-members) at least twice per year (either by phone or letter) to inform of regional meetings, VSPMA objectives and concerns, and upcoming Annual Association Meeting.
- H. Serve on committees as requested by the President.
- I. Make an effort to be involved and attend National School Plant Management Association's annual meeting.
- J. Conduct and chair the Regional Meeting at the Annual Association Meeting to include (when required) election of the new Regional Director. Process shall be as follows:
 - 1. Distribute written duties of the office.
 - 2. Seek nominees, who understand, agree, and accept the duties.
 - 3. Elect by ballot or by hand vote.
 - 4. Present the newly elected Regional Director contact information to the Secretary..

8. The Sponsor Representatives on the Association Board of Directors shall:

- A. Attend all meetings of the Board of Directors to represent Sponsors at no expense for mileage or lodging to the Association.
- B. Be knowledgeable of VSPMA bylaws and objectives of the VSPMA.
- C. Be the point contact to handle all communication by Sponsors with the Association Board.
- D. Be responsible to coordinate all product displays, Sponsor participation, and Sponsor-oriented materials for general membership meetings of the Association.
- E. Encourage and promote vendor participation and support for the Annual Association Meeting.
- F. Solicit sponsorship for advertising and financial support of the Newsletter, Conference advertisement and program printing.
- G. Assist in planning process of the Annual Association Meeting.
- H. Coordinate vendor setup and booth assignment at the Annual meeting.
- I. Solicit and secure door prizes and conduct drawing and prize program at Annual Meeting.
- J. Solicit an evaluation from the vendor participants and convey those issues, needs, concern, improvements, and ideas to the Board of Directors. K.
- K. Serve on committees as requested by the President.
- L. Plan and coordinate a recreational activity for membership participation at the Annual Meeting.

ARTICLES VIII – COMMITTEES

- 1. The Board of Directors shall be a permanent committee and act in the name of the Association in all matters pertaining to the Association.
- 2. Special committees of the Association, such as nominating, planning, program, vendor exhibit and others as deemed necessary, shall be recommended by the President to the Board of Directors. The Board shall approve all committees and all appointments of committee chairpersons and committee memberships.
- 3. Members of all committees shall enter upon their duties immediately upon their appointments.

4. The Conference Committee shall be responsible for:
 - a Solicitation of vendors for conference exhibit space
 - b Coordinate the registration and setup of exhibit spaces
 - c Work with Treasurer in coordination of finances and program
 - d Evaluation of process by Vendors at Annual Meeting's conclusion.
 - e The Vice President shall provide oversight over the Conference Committee

5. The Nominating Committee shall be chaired by the immediate Past President with two active Board Members.

ARTICLE IX – MEETINGS, QUORUMS AND VOTING MEMBERS

1. General Membership meetings
 - a Meetings of the general membership of the Association shall be held at a time and place to be named by the President with approval of the Board of Directors.
 - b A quorum shall be achieved when active members are present
 - c All active members are voting members at general membership meetings.
2. Board of Directors meeting
 - a The Board of Directors shall meet a minimum of each quarter and at other times, as deemed necessary by the President.
 - b A quorum shall be achieved when active members are present.
 - c Approval of routine reports, disbursement of money and VSPMA contracts requires agreement by the majority of voting members. Agreement may be indicated in-person, on-line or absentee. Electronic vote may be used exclusively when urgency requires the Board to vote before the next scheduled meeting.
 - d Voting members include the Executive Board (5), Regional Representatives (8) and 2 Members at Large (2)
3. Executive Committee meetings may be called by President, at his/her discretion for specific purposes.

ARTICLE X – DISBURSEMENT OF FUNDS

1. Disbursement of VSPMA funds shall be authorized by the President in accordance with the Board approved annual budget or specific disbursements approved by the Board of Directors.
2. Disbursements outside the approved budget of up to \$1,000.00 may be approved by the President and President-elect with the consensus of the Treasurer, subject to review by the Board of Directors at the next Board meeting. Such disbursements may include unforeseen needs or costs, Conference planning expenses, travel, regional meeting expenses and per diem expenses for the Board of Directors.

3. The President and Treasurer, subject to review by the Board of Directors, are responsible for the checking account and any other account using VSPMA moneys.
4. The President shall appoint a committee of three to five members of the Association to audit the financial records of the Association each year and/or may retain a CPA or other certified agency for reconciliation and tax purposes. A financial report shall be made at the annual general meeting of the Association.

ARTICLE XI – AMENDMENTS AND RULES

1. Amendments or revisions to the bylaws shall be proposed in writing to the Vice President/President-elect at least 30 days prior to an Association meeting. The Vice President/President-elect shall present proposed amendments or revisions to the Board of Directors for their consideration prior to the Association meeting. Changes approved by the Board of Directors shall be presented to the general membership for their consideration at the general assembly. Acceptance of amendments or revisions shall be determined by a two-thirds majority of the active members present. Changes go into effect immediately upon adoption.
2. The rules contained in Robert’s Rules of Order, Revised (Current Edition) shall govern the Association.

ARTICLE XII – POLICY

1. The Association shall operate as non-profit organization with the officers of the organization receiving no salary or remuneration except expenses as required in the conduct of Association business.
2. The financial records of the Association shall be audited by a committee appointed by the President or a CPA/other certified agency each year. The records of the Association shall always be open to the membership.
3. No member of the Association or any officer shall have as an individual any interest in or title to the assets of the Association, and such assets shall be devoted exclusively to the purpose of the Association.

ARTICLE XIII – BUSINESS, INDUSTRY & VENDOR PARTICIPATION

1. Business, industry and/or vendor Sponsor memberships in the Association are available by application from the Association Secretary and payment of an annual membership fee. Fees are due prior to the annual Association meeting.

2. Sponsor rights and privileges:
 - a Sponsors may attend Association general membership and regional meetings.
 - b Sponsors will be included in all regular mailings of the Association.
 - c Sponsors will be allowed to participate in presentations and display products, etc. at general membership meetings under the rules and guidelines established by the Association.
 - d Sponsors will not have voting rights.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Association the assets of the Association shall be distributed exclusively for charitable or educational purposes or to organizations which are exempt from federal tax laws and to which contributions are then deductible under federal tax laws. Organizations having purposes similar to those of the Association shall be preferred.

ATTACHMENT # 1

The following counties, inclusive of county and independent school districts, make up the eight regions of the State.

Region I

1. Charles City County Public Schools
2. Chesterfield County Public Schools
3. Colonial Heights City Public Schools
4. Dinwiddie County Public Schools
5. Goochland County Public Schools
6. Hanover County Public Schools
7. Henrico County Public Schools
8. Hopewell City Public Schools
9. New Kent County Public Schools
10. Petersburg City Public Schools
11. Powhatan County Public Schools
12. Prince George County Public Schools
13. Richmond City Public Schools
14. Surry County Public Schools
15. Sussex County Public Schools

Region II

1. Accomack County Public Schools
2. Chesapeake City Public Schools
3. Franklin City Public Schools
4. Hampton City Public Schools
5. Isle of Wight County Public Schools
6. Newport News City Public Schools
7. Norfolk City Public Schools
8. Northampton County Public Schools
9. Poquoson City Public Schools
10. Portsmouth City Public Schools
11. Southampton County Public Schools
12. Suffolk City Public Schools
13. Virginia Beach City Public Schools
14. Williamsburg-James City County Public Schools
15. York County Public Schools

Region III

1. Caroline County Public Schools
2. Colonial Beach Public Schools

3. Essex County Public Schools
4. Fredericksburg City Public Schools
5. Gloucester County Public Schools
6. King George County Public Schools
7. King William County Public Schools
8. King and Queen County Public Schools
9. Lancaster County Public Schools
10. Mathews County Public Schools
11. Middlesex County Public Schools
12. Northumberland County Public Schools
13. Richmond County Public Schools
14. Spotsylvania County Public Schools
15. Stafford County Public Schools
16. West Point Public Schools
17. Westmoreland County Public Schools

Region IV

1. Alexandria City Public Schools
2. Arlington County Public Schools
3. Clarke County Public Schools
4. Culpeper County Public Schools
5. Fairfax City Public Schools
6. Fairfax County Public Schools
7. Falls Church City Public Schools
8. Fauquier County Public Schools
9. Frederick county Public Schools
10. Loudoun county Public Schools
11. Madison County Public Schools
12. Manassas City Public Schools
13. Manassas Park City Public Schools
14. Orange County Public Schools
15. Page County Public Schools
16. Prince William County Public Schools
17. Rappahannock County Public Schools
18. Shenandoah County Public Schools
19. Warren County Public Schools
20. Winchester City Public Schools

Region V

1. Albemarle County Public Schools
2. Amherst County Public Schools
3. Augusta County Public Schools
4. Bath County Public Schools
5. Bedford City Public Schools
6. Bedford County Public Schools

7. Buena Vista City Public Schools
8. Campbell County Public Schools
9. Charlottesville City Public Schools
10. Fluvanna County Public Schools
11. Greene County Public Schools
12. Harrisonburg City Public Schools
13. Highland County Public Schools
14. Lexington City Public Schools
15. Louisa County Public Schools
16. Lynchburg City Public Schools
17. Nelson County Public Schools
18. Rockbridge County Public Schools
19. Rockingham County Public Schools
20. Staunton City Public Schools
21. Waynesboro City Public Schools

Region VI

1. Alleghany County Public Schools
2. Botetourt County Public Schools
3. Covington City Public Schools
4. Craig County Public Schools
5. Danville City Public Schools
6. Floyd County Public Schools
7. Franklin County Public Schools
8. Henry County Public Schools
9. Martinsville City Public Schools
10. Montgomery County Public Schools
11. Patrick County Public Schools
12. Pittsylvania County Public Schools
13. Roanoke City Public Schools
14. Roanoke County Public Schools
15. Salem City Public Schools

Region VII

1. Bland County Public Schools
2. Bristol City Public Schools
3. Buchanan County Public Schools
4. Carroll County Public Schools
5. Dickenson County Public Schools
6. Galax City Public Schools
7. Giles County Public Schools
8. Grayson County Public Schools
9. Lee County Public Schools
10. Norton City Public Schools
11. Pulaski County Public Schools

12. Radford City Public Schools
13. Russell County Public Schools
14. Scott County Public Schools
15. Smyth County Public Schools
16. Tazewell County Public Schools
17. Washington County Public Schools
18. Wise County Public Schools
19. Wythe County Public Schools

Region VIII

1. Amelia County Public Schools
2. Appomattox County Public Schools
3. Brunswick county Public Schools
4. Buckingham County Public Schools
5. Charlotte County Public Schools
6. Cumberland County Public Schools
7. Greensville County Public Schools
8. Halifax County Public Schools
9. Lunenburg County Public Schools
10. Mecklenburg County Public Schools
11. Nottoway County Schools
12. Prince Edward County Public Schools