



## **CENTRAL GULF COAST CHAPTER OF NIGP CONSTITUTION AND BY-LAWS**

### **CONSTITUTION**

#### **ARTICLE I-NAME**

The name of this organization shall be the Central Gulf Coast Chapter of NIGP.

#### **ARTICLE II - VISION, MISSION, CORE VALUES**

##### **VISION**

To be the leading Chapter of NIGP: The Institute for Public Procurement by promoting the development of public procurement professionals throughout Northwest Florida.

##### **MISSION**

Provide our chapter members with opportunities for professional development and the exchange of best practices.

##### **CORE VALUES**

The Central Gulf Coast Chapter of NIGP shall adhere to the following core values:

1. Ethics
2. Integrity
3. Professionalism
4. Diversity
5. Education and Professional Growth
6. Service to Stakeholders

#### **ARTICLE III - PURPOSES**

This association is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

- ◆ To promote ethical, efficient and cost-effective public purchasing policies

and practices;

- ◆ To provide educational programs, products, and services for public purchasing personnel;
- ◆ To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
- ◆ To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
- ◆ To assist other charitable and educational organizations in the conduct of similar activities; and
- ◆ To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this association shall also have all of the powers granted to nonprofit association by applicable state law; provided, however, that this association shall not, except to and in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

#### **ARTICLE IV - MEMBERSHIP**

Any person who subscribes to the objectives of this organization and is willing to actively support it shall be eligible for membership in the chapter. Membership categories shall be: Active, Honorary, Retired, and Student.

#### **ARTICLE V - OFFICERS AND ADMINISTRATION**

The governing body of this chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary, Treasurer, and two elected members of good standing. Members of the Board of Directors are required to attend Chapter meetings, chapter events and the Board of Director's meetings unless otherwise excused by the President. Board members unable to attend any meeting must notify the President not less than twenty-four (24) hours prior to the meeting.

#### **ARTICLE VI - NOMINATIONS AND ELECTIONS**

Nomination of the Officers shall be made by a nominating committee or active members through electronic means and/or fax. All officers shall be elected annually.

## **ARTICLE VII - MEETINGS**

The Chapter shall conduct regularly scheduled meetings of the Chapter membership. Notice of the purpose, time and place of all meetings shall be given to all members.

## **ARTICLE VIII - COMMITTEES**

Standing Committee Chairpersons and Chairpersons of Special Committees shall be appointed at the discretion of the President, from within the committees. Committees will be formed yearly in accordance with annual nomination and voting process.

## **ARTICLE IX - FINANCES**

The Chapter shall be financed, as applicable, by annual dues from the membership, through the assessment of Members, fundraising efforts and gifts or contributions. Accurate records shall be maintained to reflect the receipt and expenditure of all funds by the Chapter. Financial records may be audited once each year by external sources. Copies of audits shall be forwarded to NIGP National for record purposes.

## **ARTICLE X - RESTRICTIONS ON ACTIVITIES**

(a) No part of the net income of the association shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the association shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

(b) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the association shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the association shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

(d) Upon the dissolution of the association or the winding up of its affairs, the assets of the association shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. ("NIGP"), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c)(3), and contributions to NIGP are then deductible under §170(c)(2) of the Internal Revenue Code of 1986, for the association's charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501(c)(3), and to which contributions are then deductible under §170(c)(2) of the Internal Revenue Code of 1986.

# CENTRAL GULF COAST NIGP CHAPTER

## CONSTITUTION AND BY-LAWS

### BY-LAWS

#### ARTICLE I - MEMBERSHIP

A. Membership in the chapter shall be open to all public institution procurement and materials management personnel including federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivisions of the State; or full-time employees of NIGP member agencies provided they spend the majority of their time involved in purchasing or materials management functions; or persons with full time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators; or retirees and shall consist of:

1. Active Membership: All eligible agencies and individuals who meet the requirements defined in Article I, Membership, Section A and is based on payment of an individual's dues to the Chapter. Payment may be made by the individual or by the entity, to which the individual belongs, and carries with it the right to vote.

2. Honorary Membership: Honorary membership may be conferred by unanimous vote of the members present upon individuals who have made distinguished contributions to the procurement profession, or this Chapter. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

3. Retired Membership: Retired membership may be conferred upon members of this Chapter upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. Retired members shall be exempt from payment of membership dues and, shall not be entitled to vote on elections of officers. Retired members cannot hold office; however, individuals can be involved with committees and carry voting rights in committee only.

4. Student Membership: Membership may be conferred upon individuals who are enrolled in undergraduate or graduate curriculum in public or business administration, political science, public purchasing or management, and upon written request for such membership to the

Membership Chair and approved by the Board. Student members shall not be entitled to vote or hold office and shall be exempt from payment of dues. Student shall be defined as an individual who is enrolled at an accredited university or college.

- B. Admission: An applicant becomes an Active, Honorary, Retired, or Student member upon acceptance of their application, payment of dues, and/or confirmation by the Membership Committee that they meet all eligibility requirements outlined in Article I, Membership.
- C. Ownership of Membership: Should the Active member leave his or her current entity, transferability of that membership shall be determined by whether the individual or the entity paid the membership for that year. Membership is on an individual basis only; an entity cannot obtain membership in the Chapter.
- D. Pro-rata Dues: Dues for individuals who become members at any time during the year shall pay full amount of the annual membership dues for that year.
- E. Good Standing: A member in good standing is an individual that has paid their membership dues for the current year and previous year prior to elections.
- F. Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including violations of the NIGP Code of Ethics. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice, by registered mail, of the proposed action by the Board of Directors and is given opportunity to show cause as to why the membership should not be revoked. The member affected shall have the right to respond to such notice within twenty (20) calendar days after receipt of such notice.

## **ARTICLE II - OFFICERS AND ADMINISTRATION**

A. The following shall constitute the officers of the Chapter:

- ◆ President
- ◆ Immediate Past President
- ◆ Vice President
- ◆ Secretary

◆ Treasurer

1. President: The President shall exercise general supervision over the affairs of the Chapter, preside over all meetings of the Chapter, be a member ex-officio of all committees, perform all duties incident to the office of the President, and shall adopt all other duties as described in NIGP: The Institute for Public Procurement By-Laws. The President shall be responsible for authorizing expenditure or commitment of Chapter funds. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors. The President shall be an active member of the By-Law Committee.
  2. Immediate Past President: The Immediate Past President shall serve in an advisory capacity only and shall have no direct duties or responsibilities related to the functioning of the Board of Directors. The Past President is not a voting member of the Board of Directors except in the case of removal of an officer from the office.
  3. Vice President: The Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to annual awards, shall see that audit of financial records is performed, and performs such duties as are assigned by the President. The Vice President is authorized to sign chapter checks in the temporary absence of the President or Treasurer.
  4. Secretary: The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, distribute notices of meetings and affairs of the Chapter to the members of the Chapter and to NIGP, and perform such other duties as may be assigned by the President or Board of Directors. Minutes shall include, but not limited to, the purpose of each meeting, list of those members present, description of issues addressed and decisions or directions made. The minutes shall be distributed on or before the next scheduled meeting.
  5. Treasurer: The Treasurer shall be responsible for the accounting of the funds of the Chapter, shall maintain a complete record of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each meeting. The Treasurer shall prepare and sign all chapter checks. The Treasurer shall collect and pay all applicable membership dues and maintain a current membership roster. The Treasurer shall be an active member of the Scholarship Committee.
- B. Board of Directors: The governing body of this Chapter will be an executive

board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary, Treasurer, and two elected members of good standing (“Board Members”). It shall be the duty of each Member of the Board of Directors to attend each meeting of the Board of Directors. The Board of Directors shall control and manage affairs and finances of the Chapter and shall have authority to take actions that will serve the best interests of the Chapter and its Members. The Board of Directors shall not have authority to incur debt in excess of \$500 or 20% of the current treasury balance on behalf of the Chapter unless such expenditures, commitment or indebtedness is approved in advance by two-thirds (2/3) majority vote of the membership present at a regular meeting.

- C. Records Transfer: At the expiration of their terms, the elective officers shall deliver all books, money and other property to their successors.
- D. Fiscal Year: The fiscal year of the Chapter shall be January 1 through December 31.

### **ARTICLE III - NOMINATIONS AND ELECTIONS**

- A. At a time set by the President, the Nominating Committee Chair or Secretary will distribute a nomination form requesting nominations for all offices. Members in good standing will fax or electronically transmit nominations to the Nominating Committee Chair or Secretary at a time set forth by the President. Nominating Committee Chair or Secretary shall compile nominations and distribute to the members in good standing. This list will be electronically transmitted or faxed to all members in good standing. Those nominees wishing to decline the nomination must contact the Nominating Committee Chair or Secretary by electronic transmission or fax by a time set by the President. A final nomination list will be electronically transmitted or faxed to all members in good standing with a final vote date, set by the President. The membership in good standing will e-mail a final vote using the official form to the Nominating Committee Chair or Secretary to be compiled. All electronic transmissions and forms are to be maintained in the Chapter records. The President shall announce the new Officers at the October quarterly meeting. The newly elected officers will be installed and take office beginning January 1st of the following year.
- B. The following offices shall be elected:
  - ◆ President
  - ◆ Vice President



- ◆ Secretary
  - ◆ Treasurer
  - ◆ Two (2) Board Members
- C. In the event of a vacancy in any office, the position will be filled by an appointment of the Board of Directors, to be voted on by the membership at the next meeting.
- D. No member of this chapter shall be eligible for any office or directorship unless he/she is a member in good standing.

#### **ARTICLE IV - TERM OF OFFICE**

- A. The term of office of all officers and board members shall commence on January 1 of each year.
- B. The term of office of all officers and board members shall be for a period of one (1) year.

#### **ARTICLE V - VACANCIES**

- A. A vacancy may exist in any office for the following reasons:
- ◆ Death
  - ◆ Resignation in writing
  - ◆ Inability to perform the duties of the office
  - ◆ Removal from the office for cause
- B. The Board of Directors may, by a majority vote, or upon petition by a majority of the general membership vacate any office for cause or whenever the Board of Directors shall determine that the incumbent is incapable of performing the duties of such office. The officer shall be given, by registered mail, written notice for any such proposed action of the Board of Directors together with a detailed statement of the reasons thereof at least thirty (30) calendar days before removal action by the Board. The officer affected shall have the right to respond to such notice within twenty (20) calendar days after receipt of such notice.

## **ARTICLE VI -MEETINGS**

- A. Regular Meeting: The Chapter shall meet at a minimum of four (4) times a calendar year. The date and location is determined and may be changed by the Board.
- B. Annual Meeting: The purpose of the final meeting of the calendar year shall be to announce newly elected officers and conduct Chapter business as shall be brought before it. Awards may also be presented.
- C. Special Meetings: The President on his/her own motion may call special meetings of the Chapter. Any other officer upon approval of the Board of Directors may call special meetings. Regular members of the Chapter may, upon approval of the Board of Directors or upon presenting written approval of two-thirds (2/3) of the regular membership, call for a special meeting of the chapter.
- D. Committee Meeting: Committees shall meet as often as necessary to accomplish their goals.
- E. Notice of Meetings: Notice of the purpose, time and place of all Regular, Annual, or Special Meetings of the Chapter shall be given by a Board Member.
- F. Quorum: For any meeting, a quorum shall consist of the membership present.
- G. Voting: Each Active Member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or By-Laws of the Chapter, a majority of the votes cast by the membership at a meeting duly called shall be sufficient to take or authorize action upon any matter which may properly be brought before the meeting.
- H. Authority: Except where inconsistent with these By-Laws, **Robert's Rule of Order** shall govern the conduct of the meetings of the Chapter.
- I. Board of Director's Meetings: The Board of Directors shall meet at least four (4) times per calendar year. The President may call special Board of Directors Meetings at any time deemed necessary. This meeting may be held by teleconference, e-mail, or electronic means.

## **ARTICLE VII - COMMITTEES**

Committees: Committees shall be designated by the President. Committees will be formed yearly in accordance with annual nomination and voting process.

Committees of the chapter should be as follows:

- ◆ By-Law Committee
- ◆ Education Committee
- ◆ Nominating and Awards Committee
- ◆ Fund Raising Committee
- ◆ Membership Committee
- ◆ Public Relations and Marketing Committee
- ◆ Legislative Liaison Committee
- ◆ Scholarship Committee
- ◆ Special Committee

- A. By-Law Committee: The By-Law Committee shall consist of not less than three (3) members. The By-Law Committee's primary responsibilities are to review and to propose amendments to the Chapter's adopted By-Laws. The proposed amendments to the By-Laws shall be presented, in writing, at a regular meeting and shall be voted on at the next regular meeting. The By-Laws may be amended by two-thirds votes of those members present at the regular meeting. The President shall serve on the By-Law Committee.
- B. Education Committee: The Education Committee's primary responsibilities are to plan, establish, and coordinate educational programs, subject to approval by the Board, which further the knowledge, expertise, and professionalism of the membership, such as organizing workshops and NIGP Seminars; and towards certification (CPPB and CPPO), recertification, state certifications and professional development of the chapter members. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
- C. Nominating and Awards Committee: The Nominating and Awards Committee shall be responsible in securing candidates for the ballot and presenting a slate of qualified acceptable candidates to the Board for approval and to membership for a vote. The Vice President shall serve on this committee.
- D. Fund Raising Committee: The Fund Raising Committee shall be

responsible for developing opportunities to raise funds for Chapter use.

- E. Membership Committee: The Membership Committee's primary responsibilities are to organize an effective recruiting program; to prepare materials for distribution to potential members or to help familiarize them with the Chapter; and to work with the President on membership issues. The Membership Committee, with the assistance of the Chapter Secretary, shall prepare an annual membership list of paid members in good standing, and include the year in the heading, for presentation at the first Board of Directors Meeting of the chapter year. This list should identify the members who are members of NIGP national and those who are chapter members only. This list shall be accurate and effective as of January 1<sup>st</sup> and shall also be submitted to NIGP according to its requirements. This Membership list and updated lists will be prepared and presented to the Board and to the membership through the Chapter. The Committee's Chairperson shall make periodic progress reports to the President on the status of their activities. Upon completion of the yearly updated membership list a delinquent notice will be sent as necessary.
- F. Public Relations and Marketing Committee: The Public Relations and Marketing Committee's primary responsibilities are to inform the membership of Chapter cultural and educational activities as well as social events. The Public Relations and Marketing Committee shall collect articles, prepare, edit, and publish information for the Chapter. The Committee shall collect and send articles to members' local newspaper, to NIGP, etc. to publicize individual achievements, as well as those of the Chapter. The Committee's Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
- G. Legislation Liaison Committee: The Legislation Liaison Committee's primary responsibilities are to maintain liaison with legislative committees which deal with procurement matters; to give to committees the views of the Chapter; to inform membership of legislative activities and matters.
- H. Special Committees: From time to time, the President may appoint Special Committees. The Chairperson of such a committee shall keep the President advised at all times on the activities of the Committee and shall render such progress reports as required by the President.
- I. Scholarship Committee: The Scholarship Committee shall consist of not less than three (3) members. The Scholarship Committee's responsibilities are to develop and maintain a program to evaluate member's request for scholarship funds. The Treasurer shall serve on this committee.

## ARTICLE VIII -FINANCES

- A. Membership Dues: The Chapter, as applicable, shall receive annual dues from the membership. The Board of Directors shall formulate a schedule of and levy annual dues for individual membership upon approval of a majority vote of members present at a regular meeting by the final meeting of the calendar year. Member dues are paid by calendar year and are due by December 31<sup>st</sup> for the following year. Dues are per member and not transferable to another person. Membership dues will not be pro-rated. New members shall pay, in full, at the time of acceptance into membership.
- B. Assessment: The Chapter may at its option, and in accordance with the Constitution and Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.
- C. Contributions and Gifts: The Chapter may receive financial contributions and gifts in support of its activities. The financial receipts of the Chapter derived from sources other than membership dues may be retained for the support of the Chapter's activities unless other arrangements approved by the Board of Directors are established.
- D. Fund Raising: The Chapter may conduct fund raising functions to support its activities. No person, officer, or member may in the name of the Chapter, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors or from the President.
- E. Travel: Members are in travel status when duly authorized in accordance with Chapter approval to engage in Chapter business away from local bases of operations.
- F. Scholarships: Upon submission of Chapter Funding Request Form, any dues paying member, in good standing who has attended three (3) meetings or more in the previous twelve (12) months will be eligible for scholarships for NIGP courses/seminars; and towards certification (CPPB and CPPO), recertification, state certifications and professional development.  
Preference is given to Chapter sponsored course work and training.

It is the goal of the Chapter to provide an educational benefit to the membership as a whole versus individual members. Scholarships will cease when Chapter fund balances are below \$5,000.

Special consideration on a case-by-case basis may warrant travel to other areas for procurement related functions. Functions may include classes,

test, conferences, seminars, educational materials, tradeshow, etc. If special consideration requires funding for travel, it will be limited to lodging and/or transportation as needed and as determined to be reasonable. No money will be paid for meals. A Chapter Funding Request Form will be submitted for all special consideration requests. The Request will be voted on by the Board of Directors.

## **ARTICLE IX - AMENDMENTS**

- A. Amendment Filing: Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Constitution and Bylaws must be submitted to the Membership thirty (30) days prior to the meeting that would consider the changing of same.
  
- B. Amendments: At any business meeting of the Chapter, the membership may, by two-thirds (2/3) majority vote, alter, amend, or repeal any part of the Constitution and By-Laws, adopt a new Constitution and Bylaws, or direct the Board of Directors to cause any provision of the Constitution and By-Laws to be altered, amended, repealed, or adopted. However, no amendment to the Constitution or By-Laws may cause the amended document to adversely affect the Chapter's tax-exempt status under Sec. 501(c)(3) of the Internal Revenue Code, conflict with NIGP's bylaws, or infringe on the rights of any party. Votes by absentee ballot will be counted only if submitted on Chapter Absentee Ballot Form and witnessed by another Chapter Member in good standing.

## **ARTICLE X - DISSOLUTION**

Dissolution: Dissolution of a Chapter is accomplished by three-fourths (3/4) of the Chapter members eligible to vote and certification thereof to the National Board of Directors.