



NEW YORK STATE ASSOCIATION
of
MUNICIPAL PURCHASING OFFICIALS
CONSTITUTION AND BY-LAWS

ARTICLE 1 – NAME

SECTION 1: This Association shall be known as New York State Association of Municipal Purchasing Officials, Inc. (hereinafter referred to as SAMPO).

SECTION 2: SAMPO is a chapter of the National Institute of Government Purchasing, Inc. (hereinafter referred to as NIGP).

ARTICLE II – INCORPORATION

SECTION 1: The Certificate of Incorporation for SAMPO was filed with the State, May 18, 1999.

SECTION 2: The Corporation was registered with New York State as a Not-For-Profit 501(c) 3 Corporation.

ARTICLE III – PURPOSE

SECTION 1: SAMPO, representing a group of Purchasing Employees and Officials from political sub-divisions that include Towns, Villages, Cities, Counties, Schools, BOCES, Authorities Districts, and others as indicated in the laws of the State of New York:

- (a) Shall provide leadership and professional development to its membership through education, certification and networking opportunities;
- (b) Shall provide opportunities for members to raise their level of expertise and standards of excellence thereby promoting public trust; and
- (c) Shall cooperate with and assist the New York State: Conference of Mayors, Association of School Business Officials, Association of Towns, NYS Association of Counties and other member affiliated organizations.

ARTICLE IV – MEMBERSHIP

SECTION 1: ACTIVE MEMBER: The membership of this Association shall include any Municipality, School, State Agency, Public Authority, Public Benefit Corporation or a recognized political sub-division of the State of New York, which shall be represented in SAMPO by its Purchasing Official(s) or other Employee(s), designated with purchasing responsibilities who have applied for membership and whose membership dues are paid in full.

SECTION 2: ASSOCIATE MEMBER: Any current or former member, who, because of retirement or other reason, would not be eligible for membership, may continue their affiliation with SAMPO by applying for an Associate Membership. Additionally, any other employee of a Municipality, School, State Agency or other recognized political sub-division of the State of New York who would not ordinarily be eligible for membership under this Article IV Section 2 and who wishes to affiliate with SAMPO may apply for an Associate Membership. Procurement professionals employed by non-publicly funded organizations that follow public procurement practices may also apply for Associate Membership. Associate members shall be liable for payment of dues in accordance with the current dues schedule at the time of receipt of application.

SECTION 3: HONORARY MEMBER: The Executive Board may approve an individual who has been nominated to become an Honorary Member of SAMPO. Candidates for Honorary Membership may also be nominated from the floor at the Annual Spring Conference or another general meeting of SAMPO. Such nominations shall be voted upon and, if approved, elected by a voice count at the Annual Meeting or other general meeting of SAMPO. Honorary Members shall have a Life-time membership. There shall be no membership dues for honorary members.

SECTION 4: LIFETIME MEMBER: Anyone who is an active member in good standing and has been a member for at least ten years may, upon retirement, and upon request, become a Lifetime Member. There shall be no membership dues for lifetime members.

SECTION 5: COMPENSATORY MEMBER: If a member who is in good standing (current dues paid) becomes unemployed due to a layoff or termination through no fault of their own, they may apply for an extension of their membership of up to one year on a “dues-free” basis. A “comp” member shall continue to have website and Member-Connect access, but shall be ineligible for scholarship funding. Consideration of requests for “comp” membership shall be considered on a case-by-case basis and approved by a majority vote of the Board.

Associate, Honorary, Lifetime, and Compensatory Members shall not be eligible for scholarships.

ARTICLE V – MEMBERSHIP VOTING RIGHTS

SECTION 1: Any Active Member shall have the right to one vote on fiscal matters, election of officers, or other business matters of SAMPO (hereafter designated voting member) as presented by the Executive Board of SAMPO. Associate Members, Honorary Members, Lifetime Members, or Compensatory Members shall not have the privilege of voting, but may serve, as appointed, on an Association Committee. Only members in good standing shall have the right to one vote or hold office.

ARTICLE VI – MEETINGS

SECTION 1: There shall be a monthly meeting of the SAMPO Board of Directors. The President shall conduct Board Meetings utilizing the parliamentary procedures as set forth in *Robert's Rules of Order* by Brig. General Henry Martyn Robert most recent version (<http://www.robertsrules.org/rror--00.htm>) except as provided otherwise by the Bylaws of the Chapter.

There shall be an Annual Meeting of the organization to conduct any business necessary including those activities outlined in Section 2 below.

SECTION 2: At the Annual Meeting, there shall be an election of the Officers of SAMPO and such other business that may properly come before this meeting. Special meetings, other than the Annual Meeting and monthly Board meetings may be called at the direction of the President. At least five day's written notice shall be given to the membership, and such notice shall state the nature of the business to be conducted.

SECTION 3: Officers duly elected by a majority of Association members present at the Annual Meeting shall be sworn in at that meeting. The Officers duly elected shall take office effective January 1st following the annual meeting or upon swearing in of office. In the event an elected officer cannot be sworn in at the Annual Meeting, they may be sworn in at the earliest opportunity thereafter.

ARTICLE VII – OFFICERS

SECTION 1: The Officers of SAMPO shall be the President, First Vice President, Second Vice President, Third Vice President, and/or Corporate Treasurer/Vice President of Finance each of whom shall be voting members in good standing at the time of his/her election. All the Officers shall have all of the duties and responsibilities normally assigned to that office. Qualifications for Officers include Chapter membership for at least one year, applicable specialized skills, ability to work independently, reliability, commitment and willingness to devote personal time to the responsibilities, leadership and communication skills, relevant past experience, interest in serving the membership, and an understanding of the long-term commitment.

SECTION 2: The President of SAMPO shall serve on the Board and preside at all business meetings, shall appoint all committees and Corporate Secretary and Treasurer/VP of Finance, unless otherwise provided, shall carry out the strategic plans and policies established by the Board, shall provide leadership to the Board, informally evaluate the effectiveness of the Board as a collective unit, the Board members and committee chairs, coordinate the implementation of the Chapter's programs and policies, appoint a nominating committee for Chapter elections, generally direct all activities, programs and committees of the Chapter, appoint standing committees and special committees, make committee chair assignments, sign all membership and attendance certificates and awards and shall perform such other duties as may be directed by resolution of SAMPO. The President may designate presiding Officers for those meetings, over which he or she does not preside, unless otherwise specifically provided herein. The President shall designate the actual duties and responsibilities of the Vice Presidents after taking office. The President may delegate the following duties to the officers as follows:

SECTION 3: The First Vice President shall serve on the Board, and, in the absence of or during the incapacity of the President, shall perform the duties of the President and shall become President upon the death or resignation of the President, assist the President in performing any of the assigned duties of the President, serve as ex officio of all Chapter committees, overseeing and monitoring progress in accordance with the Board directives, committee assignments, objectives and work schedule, sign all membership and attendance certificates and awards, oversee the record keeping, approval, distribution, and redemption of scholarships for the Chapter's scholarship program and perform other duties as assigned by the President.

SECTION 4: The Second Vice President shall serve on the Board, and, in the absence of or during the incapacity of the First Vice President, shall perform the duties of the First Vice President and shall become the First Vice President upon the death or resignation of the First Vice President, oversee the Chapter's volunteer recognition and awards program, oversee the record keeping,

approval, distribution, and redemption of scholarships for the Chapter's scholarship program, prepare and submit the Chapter of the Year application to NIGP, and perform other duties as assigned by the President.

SECTION 5: The Third Vice President shall serve on the Board, and act as membership committee chairperson, in the absence of or during the incapacity of the Second Vice President, shall perform the duties of the Second Vice President and shall become the Second Vice President upon the death or resignation of the Second Vice President, and perform other duties as assigned by the President.

SECTION 6: The Corporate Treasurer/Vice President of Finance and/or appointed officer shall serve on the Board and oversees all finance operations, audit coordination, revenue generation projects, coordination of day-to-day financial record keeping, financial reporting, in accordance with the procedures established in the Operations Manual and acts as Association leader for all related activities, and perform other duties as assigned by the President. This major function will evaluate the need for ongoing support from staff and coordinate services with the President and all volunteers assisting with the endeavor.

SECTION 7: Immediate Past President shall serve on the Executive Board and Chair the Nominating Committee for the incoming Board members, serve as an advisor/mentor to the President, preside over the induction/Installation ceremony of Executive Board members, oversee the Officer's transition to the next successive position and ensure each has a copy of the Chapter Policies, Procedures, Operations Manual, and other guiding documents applicable to the responsibilities of the position, and perform other duties as assigned by the President.

SECTION 8: Officers shall be elected annually for a one-year term and must be in good standing. All Officers may serve in the same position more than once or for longer than a one year term if they are willing to do so, are nominated by the Nominating Committee, and elected by the general membership at the annual meeting of the Board. A past Board member or retired member of the Board may serve on the SAMPO Board if they are willing to do so, and are elected by a majority vote of the current members of the SAMPO Board of Directors.

SECTION 9: Any vacancy, in any office, that may arise during the year shall be referred to the President for appointment to fill out an unexpired term, and shall be approved by a majority vote of the Board of Directors.

ARTICLE VIII – REGIONAL REPRESENTATIVES

SECTION 1: There shall be every effort to appoint Representative(s) from each Region. Representatives shall be voting members in good standing at the time of his/her appointment.

SECTION 2: Regional Representative(s) will be appointed annually by the SAMPO President and shall serve at the President's discretion.

SECTION 3: Regional Representative(s) shall promote SAMPO and develop regional meetings within their region. Each Regional Representative shall endeavor to plan and schedule a minimum of one Regional Meeting annually.

SECTION 4: Any vacancy in a Regional Representative position that may arise during the year shall be referred to the President for appointment to fill out the unexpired term, and shall be approved by a majority vote of the Board of Directors.

ARTICLE IX – EXECUTIVE BOARD

SECTION 1: The Executive Board of SAMPO shall be comprised of the past Presidents of SAMPO.

ARTICLE X – BOARD OF DIRECTORS

SECTION 1: The Board of Directors of SAMPO shall be comprised of all past SAMPO Presidents who agree to continue to serve on the Board, are voting members in good standing and are currently active on the Board; the Officers of SAMPO as defined in Article VII above, and the Regional Representatives as appointed by the SAMPO President. Active on the Board shall be defined as participating, via telephone conference call or in person, in at least six Board meetings held during the current fiscal year. Members who are not active and have missed six or more meetings in any given fiscal year may have their status as a member of the Board of Directors removed and then may serve in an advisory capacity for the following fiscal year unless a decision is made by the member to submit their resignation from the Board. This would not preclude any past SAMPO President from becoming a member of the Board of Directors in future fiscal years. In order for a past SAMPO President to become active on the Board of Directors after having this status removed, that member must attend a minimum of six meetings in a given fiscal year before being reinstated as an active member of the Board of Directors. Those individuals who accept a position as a result of election or appointment to serve on the Board must be committed to creating a culture and environment by which the Chapter may thrive and sustain into the future and must seek to direct the business of the Chapter in an expedient, fiduciary, and transparent manner. The number of members that constitutes a quorum shall be five Board members and members may be in attendance via telephone conference.

SECTION 2: DUTIES: The Board of Directors shall be the governing body of SAMPO and shall have general control and supervision over SAMPO operations. The Board shall determine answers to questions of policy which shall arise. The Board will conduct the business in a manner whereby the decisions of the Board considers the perspectives of each Board member and will foster, refine, and implement those concepts the Board collectively considers to have the greatest probability for success. The Board's overriding modus operandi will be to foster innovation, encourage creativity, and deliver services that meet the requisites of the Chapter and its membership.

SECTION 3: MEETING ATTENDANCE: In instances where a voting member cannot be present for a meeting, he or she should notify the President as soon as possible prior to the scheduled meeting date. The SAMPO Board may ask for the resignation of any voting member who compiles a record of two unexcused absences from the Board of Directors meetings within a twelve-month period. Conference call attendance is permitted, and it is up to each individual Board member whether they wish to attend in person or via teleconference.

ARTICLE XI – COMMITTEES

The Chapter's strength is reliant on the level of membership involvement in its programs and activities. It is therefore incumbent upon the Board to create a structure by which members can get involved through participation on committees and actively recruit members to volunteer.

The Chapter shall have two types of committees – standing and special. Standing committees exist for a one- year term (January–December) and special committees function for the life of a project as determined by the Board. Both types of committees organize and direct the talents and energies of the Chapter to complete activities necessary to accomplish their respective assignments. Committees are responsible to the Board, and the Board, through its annual

election, is responsible to the membership. Committees must submit recommendations for approval to the Board or as determined by the Board, submit to the membership for input for consideration.

The Chapter shall have four standing committees as mandated by the NIGP Bylaws, Article IX. The standing committees are: (1) Professional Development; (2) Membership; (3) Communications; and (4) Programs plus additional committees as directed by the Board.

SECTION 1: PROFESSIONAL DEVELOPMENT COMMITTEE (hereinafter referred to as ProD): The Pro D chairperson appointed to this position will oversee all educational programs through development of course offerings as defined in the Operations Manual.

SECTION 2: MEMBERSHIP COMMITTEE: The Membership chair shall oversee all activities related to recruitment, retention, and provision of information to our membership as defined in the Operations Manual.

SECTION 3: COMMUNICATIONS COMMITTEE: The Communications chair shall collect information related to SAMPO and/or our industry and disseminate to the President for distribution to the Chapter membership as defined in the Operations Manual.

SECTION 4: PROGRAM COMMITTEE: The Program chair(s) shall be responsible for a schedule of events and programs for Chapter meetings as defined in the Operations Manual.

SECTION 5: NOMINATING COMMITTEE: The Nominating Committee shall consist of all past Presidents who are voting members in good standing and are currently active on the Board. The Nominating Committee shall be responsible for the nomination of the slate of Officers as defined in the Operations Manual.

SECTION 6: SPECIAL COMMITTEES: The President shall establish such Special Committees as he or she may deem necessary for the proper operations of the business of SAMPO as defined in the Operations Manual.

ARTICLE XII – SUPPORT SERVICES

SECTION 1: AUTHORITY: The SAMPO President shall be authorized to contract for support services on an annual basis upon approval of the SAMPO Board. Salary shall be set in the current annual budget. The contract shall be reviewed and approved annually at the December meeting of the Board.

SECTION 2: DUTIES: The individual or Firm shall be responsible for carrying out the general operational support responsibilities of SAMPO as designated by the SAMPO President to include, but not be limited to: mailings, maintaining data bases, member correspondence and inquiries, maintaining the official books and records of SAMPO, and other duties as defined by the official contract.

ARTICLE XIII – FINANCES

SECTION 1: DUES: To finance the services and activities provided by SAMPO, an annual membership dues schedule shall be established by the SAMPO Finance Committee. Such dues schedule shall remain in effect until modified by the Board. All membership dues shall be payable on or before January 31st of each year. Any person who is in arrears as of March 31st of each year

shall not be considered a member in good standing, and their names will be moved to an "inactive" status and access to member connect removed. There shall be no membership fee for Honorary Members or Lifetime Members.

SECTION 2: FISCAL YEAR: The fiscal year of SAMPO shall be from January 1st to December 31st.

SECTION 3: ANNUAL BUDGET: Working with the Corporate Treasurer, the SAMPO President shall prepare an annual budget for the operation of SAMPO for the upcoming fiscal year. The budget shall be reviewed by the Finance Committee and presented to the Board of Directors by September 30th of each year. The budget shall be voted upon by the Board of Directors at the first meeting of the entire Board of Directors to take place after September 30th. The budget shall be adopted if a majority of the Board of Directors votes in favor of approval. In the event that any member(s) of the Board of Directors is not present for such vote; the SAMPO President shall be responsible for contacting such absent member(s) (by telephone, fax or e-mail) as soon as possible after the vote to request submission of the members vote. Any Board member who does not respond to the follow-up request within three business days shall be considered as voting in favor of the budget as submitted. The Board of Directors reserves the right to approve and/or modify specific items contained in the submitted budget. When reviewing the proposed budget, the Board of Directors shall make every effort to ensure the projected revenue and expenditures for the coming year are balanced.

SECTION 4: BI-ANNUAL AUDIT: The Board of Directors shall contract for a full financial audit of the SAMPO financial records every two years. Every effort shall be made for the Audit to commence at the conclusion of the first year of the current President's term. The cost for the audits shall be included in the SAMPO annual budget.

SECTION 5: EXPENDITURES: The expenditure of SAMPO funds shall be made solely to promote and carry out the mission of SAMPO. The SAMPO President shall be authorized to obligate the expenditure of SAMPO funds for this purpose, in accordance with the constraints of the approved SAMPO budget. In the event the President deems necessary the expenditure of funds for a purpose which has not been included in the approved SAMPO budget, then the SAMPO President shall seek the authorization of the Executive Board by special vote. In the event of a tie vote, the President may cast a second vote. Such expenditures must be approved by a majority of the members of the Executive Board. The Finance Committee, by majority vote, is also authorized to recommend the transfer of funds from SAMPO Reserves into specific approved budget lines to fund additional expenses. All transfers shall be reported to the full Board at the next regularly scheduled meeting of the Board.

SECTION 6 DISSOLUTION: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation 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 §170C(2) of the Internal Revenue Code of 1986 for the corporation's charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501C(3) and to which contributions are then deductible under §170C(2) of the Internal Revenue Code of 1986.

SECTION 7: EMPLOYED STAFF/VOLUNTEERS: In addition to the individual or Firm, as noted in Article XII, the SAMPO President may employ additional staff as deemed necessary and as included in the SAMPO budget and as approved by a majority of the Board of Directors for the sole purpose of carrying out the operating business of SAMPO. The President, in concurrence with the SAMPO Board, may approve the expenditures of the volunteers if such expenditures are deemed

to be in the best interest of SAMPO. All approvals for additional staff or volunteers shall be reported to the Board at the next scheduled meeting.

SECTION 8: CORPORATE TREASURER/VICE PRESIDENT FINANCE: The SAMPO Corporate Treasurer shall be appointed by the President, approved by the Board of Directors, and shall serve as the Chairperson of the Finance Committee. The Corporate Treasurer shall also serve as a voting member of the Board of Directors. This term shall be for a one-year period beginning on the last day of the Annual Conference. As such, he/she shall be responsible for the official books and records of SAMPO and shall upon receipt of the authorization from the President, arrange for the disbursement of SAMPO funds. The Treasurer may delegate such responsibilities, as deemed appropriate to the individual or Firm and shall report the delegation of duties to the full Board. The Treasurer shall be responsible for the receipt of, and administering of, all funds of SAMPO. He/she shall ensure an accurate accounting of all financial transactions of SAMPO and shall submit, at the Annual Meeting, a full report of all receipts and disbursements made during the preceding year. The funds shall be kept in the name of SAMPO and bank convenient to the Treasurer or the individual or Firm. Checks shall be signed by the Treasurer, or in his/her absence, the President or their designee. The exception to this shall be that neither the President nor Treasurer may sign checks payable to themselves.

SECTION 9: CORPORATE SECRETARY: The SAMPO Corporate Secretary shall be appointed by the President.

SECTION 10: ACCOUNTS AND INVESTMENTS: The SAMPO Treasurer shall be authorized to open such bank accounts, as are deemed necessary, and which have been approved by a majority of the Board of Directors. Additionally, the Board of Directors may, upon a majority vote, authorize the Treasurer to invest those funds deemed surplus for the annual operational requirements of SAMPO. Such investments may only be made in U.S.-backed or insured securities.

SECTION 11: FINANCE COMMITTEE: The Finance Committee shall be responsible for assisting the President in developing and reviewing the annual budget; for overseeing accounting practices; for reviewing proposed changes to fees charged by the Chapter; for ensuring that corporate tax returns are filed, an external audit of accounts is executed and reviewed; and for recommending fiscal policy direction to the Board of Directors regarding the fiscal affairs of the Chapter.

SECTION 12: The Finance Committee shall be chaired by the Corporate Treasurer and be comprised of the President, two members from the Board of Directors, selected by the President, and a member from the general membership selected by the Executive Board.

ARTICLE XIV – AMENDMENTS

SECTION 1: This Constitution and By-Laws may be amended at any Annual Meeting of SAMPO by two-thirds of the Voting members present at the Annual Meeting. However, any proposed amendment to the constitution shall first have been submitted in writing to the Board of Directors at least one month in advance of the Annual Meeting.

ARTICLE XV – CORPORATE ADDRESS

SECTION 1: The SAMPO Corporate address shall be that of the current Corporate Secretary and the SAMPO operating address shall be that of the current President or his/her designee.

Proposed Changed May 2019