



## **BYLAWS Of Georgia Chapter of National Institute of Governmental Purchasing, Inc.**

### **Article I – General**

1. **Name.** The name of this organization is Georgia Chapter of National Institute of Governmental Purchasing, Inc. (aka Georgia Chapter of NIGP and GANIGP) hereinafter called the “Chapter.” The Chapter functions as a regional division of the National Institute of Governmental Purchasing, hereinafter called the “Association.”
2. **Territory and Location.** The Chapter will operate and serve members within the territory approved by the Association, and its Principal Office will be located in such place as determined by the Chapter’s Board of Directors.
3. **Purposes.** The Chapter shall subscribe to the purposes of the Chapter as outlined in Article (2) of the Articles of Incorporation, in accordance with the Association’s objectives. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association. The Chapter is a nonprofit membership corporation organized under the Georgia Nonprofit Corporation Code (the “Code”). The purposes of the Chapter, consistent with its Articles of Incorporation, are:
  - (a) to establish cooperative relationships among public purchasing professionals for the development of efficient public purchasing methods and practices;
  - (b) to encourage maintenance of ethical standards in public purchasing;
  - (c) to promote uniform public purchasing laws and simplified standards and specifications;
  - (d) to collect and disseminate information useful to public purchasing professionals;
  - (e) to promote the interchange of ideas and experiences within the purchasing profession;
  - (f) to encourage research and investigation in public purchasing;
  - (g) to promote ongoing training and certification of those engaged in public purchasing;



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- (h) to sponsor such other activities as may be useful in providing its Members with knowledge for efficient procurement;
  - (i) to strive by all legitimate means to advance the public purchasing profession; and
  - (j) to observe the purposes, aims, and objectives of the National Institute of Governmental Purchasing, Inc. ("NIGP").
4. Restrictions. All policies and activities of the Chapter are consistent with:
- a. applicable federal, state and local antitrust, trade regulation or other requirements; and
  - b. tax-exemption requirements imposed on the Association, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any chapter member or private individual.
5. Official Documents. The official documents of the Chapter that shall govern the Chapter include, but are not limited to, the following:
- a. the Georgia Chapter of NIGP, Articles of Incorporation;
  - b. the rules of these Bylaws as set forth herein; and
  - c. the Operational Guidelines of the Georgia Chapter of NIGP, Inc. that further defines the operational policies and procedures in accordance with the Bylaws.
6. Definitions. The following definitions are contained in these Bylaws:
- a. Board of Directors – These are the four elected Officers of the Chapter: President, Vice President, Treasurer, and Secretary.
  - b. Executive Committee - This Committee consists of the 4 elected Officers, the Standing Committee Chairs, the Immediate Past President as a non-voting member, and the Member-At-Large.
  - c. Officer – The four elected Officers of the Chapter.
  - d. Member – A person who belongs to the chapter whose membership dues are current - this statement would also hold true for active or regular member.
  - e. Retired Member – A member who is in a retired employment status and no longer pays dues but retains Chapter membership.

## **Article II – Membership**

1. Membership Eligibility.
- a. Membership in the Chapter is limited to individuals in good standing of the Chapter to include any previous or current membership in the Association, and which constitutes compliance with the Association's rules and regulations; has paid current membership dues to the Chapter; has had no ethical violations, and has complied with GANIGP and NIGP policies and procedures.



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- b. Any governmental employee 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 consistent with the categories established by the Association.
  - c. Termination of membership by the Association shall automatically constitute termination of membership by the Chapter.
2. Admission. An applicant becomes a Member upon acceptance of the application, payment of dues (with exception of retirees) and confirmation that they meet all eligibility requirements.
3. Conditions of Membership. The Executive Committee is authorized to establish the terms and conditions of membership, including the amount of any annual dues and assessments to be paid. Dues and assessments shall be payable as specified on the invoice. Membership in the Chapter carries a definite obligation to pay membership dues and assessments established by the Executive Committee. Membership dues and assessments are not refundable for any reason.
4. Regular Membership. Membership in the chapter shall be open to all governmental employees including federal, state, county, municipal and township entities, public school systems, public colleges, public universities, hospitals, commissions, authorities, and any other political subdivisions of the State; full time employees of NIGP member agencies provided they spend the majority of their time involved in purchasing or materials management functions; persons with full time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators. Regular voting membership is limited to qualified individuals who pay applicable dues established by the Executive Committee.
5. Retired Membership. Retired membership may be conferred upon members of this chapter upon their retirement from the pursuit of their livelihood though active employment in public sector procurement, and upon written request for such membership. Retired Members shall be entitled to vote but shall not hold elected office or be appointed as a Standing Committee Chair and shall be exempt from payment of dues.
6. Honorary Membership. Honorary membership may be conferred by unanimous vote of the members upon individuals who have made distinguished contributions to the purchasing profession, or this Chapter. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.
7. Resignation. A member may resign by submitting a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.



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8. Termination. The Executive Committee may terminate the membership of any person for failure to meet the eligibility requirements for membership, non-payment of dues, or for other just cause, including violations of any portion of the NIGP Code of Ethics. A person considered for membership termination, except for non-payment of dues, shall be provided written notice of the proposed action by the Executive Committee and be given opportunity to show cause as to why the membership should not be terminated.

## **Article III – Membership Meetings and Voting**

1. Membership Meetings. The Chapter shall endeavor to meet a minimum of four (4) times per year at times and places determined by the Executive Committee. The applicable committee chairperson shall make recommendations to the Executive Committee and collectively determine the dates and locations of meetings. Regular, annual, and special meetings shall be announced to the membership in advance pursuant to the procedures outlined in the Chapter Operational Guidelines. Meeting minutes and attendance shall be recorded and maintained by the Chapter for official documentation purposes.
  - a. Regular Meetings. Regular meetings of the membership (which may be referred to as “Chapter Business Meetings”) may be held at such times and places as may be determined by the Executive Committee. The purpose of the Chapter Business Meeting is to present committee reports, financial reports, and other transactions of business as shall be brought to the membership.
  - b. Annual Meeting. At least one (1) regular meeting shall be held annually in the fourth quarter of the calendar year (the “Annual Meeting”). At or in connection with the Annual Meeting, elections shall be held in accordance with the requirements of Article IX of these Bylaws.
  - c. Special Meetings. Special meetings of the Chapter may be called by the President on his/her own motion. Special meetings of the Chapter may be called by any other Officer upon approval of the Board of Directors. 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. The notice of the special meeting shall set forth the purpose of the meeting. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the membership.
2. Notice of Meetings. Notice of the purpose, time, and place of all regular, annual, or special meetings of the Chapter shall be distributed to all Members. Such notice shall be served to Members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting. Notice of a regular or annual meeting shall include a description of any matter or matters to be presented to the members for which member approval is required by law. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.



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3. Quorum. The number of voting members present at a meeting (in person or by proxy) shall constitute a quorum for the transaction of business at any meeting of the membership. The affirmative vote of a majority of those voting at a meeting at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.
4. Voting. Each regular or retired Member in good standing shall be entitled to one (1) vote on matters brought before the membership for approval. Except as otherwise provided by the Bylaws 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.
5. Action by Ballot. Any action that may be taken at a meeting of the members may be taken without a meeting if the Chapter delivers a ballot, by mail, electronic mail, or any other form of electronic communication permitted by law, to every individual entitled to vote on the matter. A ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by the Chapter in order to be counted. For action by ballot to be a valid act of the voting members, the number of votes cast must equal or exceed the quorum required to be present at a meeting, and the number of approvals must equal a majority of the votes cast, or such greater number as may be otherwise required by law, the Articles of Incorporation, or these Bylaws.
6. Parliamentary Authority. Meetings of the membership shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Chapter's Articles of Incorporation, the Code, or other rules of order adopted by the Board of Directors.

## Article IV – Officers and Board of Directors

1. Officers. Officers of the Chapter shall be a President, Vice President, Treasurer, and Secretary, and as such comprise the Board of Directors. The Executive Committee shall define the roles and obligations of each Officer. The following shall constitute the roles and responsibilities of the Chapter Officers:
  - a. President. The President is elected by the members of the Chapter in accordance with the Bylaws, and is responsible and accountable to the Board of Directors and GANIGP members. The President shall act as the chief executive officer, and chief operating officer, of the Chapter and shall chair all general membership and Board of Directors and Executive Committee meetings. The President shall exercise a general supervision over



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the affairs of the Chapter, preside over all meetings of the Chapter, be a member ex-officio of all committees and perform all duties incident to the office of the President.

- b. Vice President. The Vice President is elected by the members of the GANIGP Chapter in accordance with the Bylaws, and is responsible and accountable to the President and Board of Directors. The Vice President shall act as second in command of the Chapter and in the absence or incapacity of the President, until and unless the Board of Directors appoints a new president. The Vice President shall see that an internal review and third party audit of financial records is performed, and perform other duties as assigned by the President.
  - c. Treasurer. The Treasurer is elected by the members of the Chapter in accordance with the Bylaws, and is responsible and accountable to the President and Board of Directors and all Chapter financial activities. The Treasurer is third in command of the Chapter and shall perform superior officer duties in a sequential manner as needed. The Treasurer is empowered and authorized to effectively manage and maintain accurate records of all the Chapter's finances. With the approval by the Board of Directors, an assistant to the Treasurer may be appointed, or a financial committee established, to assist with the financial responsibilities of the Chapter. The Treasurer shall have charge of the funds of the Chapter and shall pay bills against the Chapter. The Treasurer shall be responsible for reviewing the annual Chapter budget and making appropriate recommendation(s) concerning same to the Board of Directors, for the accounting of funds of the Chapter, maintaining a complete record of the receipts and disbursements, rendering a true and complete report relative to the affairs of the office at each meeting and compliance with statutory reporting requirements, filing of tax returns, and tax payments. The Treasurer shall prepare and sign all Chapter checks, and deliver them to the President or Vice President for counter signature.
  - d. Secretary. The Secretary is elected by the members of the Chapter in accordance with the Bylaws, and is responsible and accountable to the President and Board of Directors. The Secretary is fourth in command of the Chapter and shall perform superior officer duties as needed. The Secretary is empowered and authorized to maintain the official records of all Chapter activities, except for historical records and financial affairs. The Secretary shall maintain a written record of the proceedings, in the form of Meeting Minutes, of all meetings of the Board of Directors, Executive Committee, and the Chapter, send notices covering meetings and the affairs of the Chapter, maintain an ongoing file of Meeting Minutes, other secretarial files, and perform such other duties as may be assigned by the President.
2. Composition and Election. Officers of the Chapter must be at least 21 years of age and members in good standing of the Chapter. Officers shall be elected by the voting membership at or in connection



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with the Annual Meeting from a slate of candidates presented by the Elections Committee and any eligible and consenting write-in candidates. Nomination and election procedures shall be determined by the Board of Directors. Officers are elected by a majority of the members voting where a quorum is present. The Elections Committee is appointed by the President and approved by the Board of Directors. The Board of Directors validates the election process.

3. Terms. Officers' term shall be two years in duration. The term of office of all Officers shall commence on January 1 of each year and shall serve a term for two (2) consecutive years for each office. An Officer may not serve a successive term in the same office unless the Officer served a partial term in that office in the prior year. Terms coincide with the Chapter's fiscal year.
4. Vacancies. A vacancy in any Officer position that arises during the last nine (9) months of the Officer's term may be filled by the Board of Directors at any time for the unexpired portion of the term by majority vote of all Directors in office. A vacancy in any Officer position that arises during the first fifteen (15) months of the Officer's term shall be filled by vote of the membership in a special election. An individual elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The Board of Directors may appoint such temporary or acting Officers as may be necessary during the interim period between the effective date of the vacancy and the special election. An office may be vacated for any one of the following reasons:
  - a. Death;
  - b. Resignation in writing;
  - c. Inability to perform the duties of the office;
  - d. Removal from the office for cause;
  - e. Unemployment or retirement from public service [effective six months from the effective date of the Officer's verified change in status].
5. Removal or Resignation. The Board of Directors, by majority vote of all Directors in office, with the Officer proposed to be removed not voting, at a special meeting, may remove any Officer from office at any time during their term for cause. Such removal shall be without prejudice to the contract rights, if any of the Officer so removed. For this purpose, "cause" shall include but is not limited to misconduct detrimental to the Chapter, incapacity, or willful neglect of duty as an Officer. The Officer proposed to be removed shall be provided with advance written notice, including the reason for the proposed removal. The Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors and Executive Committee.
6. Compensation. Officers will not receive compensation, nor receive any other type of financial gain, for their services but may be reimbursed for prior approved expenses.



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7. Board of Directors Meetings. The Board of Directors shall meet as prescheduled or necessary for the administration of the Chapter's operations and activities.

## Article V – Board of Directors

1. Board of Directors. The operational and business affairs of the Chapter are administered and managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all management and financial authority of the Chapter. The Board of Directors may retain the services of qualified personnel to perform services for the Chapter as needed. The Board of Directors shall review and approve special announcements before distribution to the membership or to prospective members.
2. Composition. The official Board of Directors members are comprised of the Officers of the Chapter which shall be the President, Vice President, Treasurer, and Secretary. The President, or if delegated to the Vice President, shall be the Chairperson of the Board of Directors.
3. Board Meetings.
  - a. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times each fiscal year, at such time and place as may be determined by the President. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) Directors. At the determination of the official Board of Directors, all regular and special meetings of the Board of Directors may be conducted jointly with all appointed and non-elected members of the Executive Committee to serve as ex-officio Directors with the designated voting rights as specified in these Bylaws.
  - b. Notice. Notice of the date, time and place of meetings of the Board of Directors shall be delivered to each Director by telephone (including voice message), personal delivery, first-class mail, overnight courier, fax, electronic mail, or any other mode of transmittal permitted by law, not less than two (2) days before the time set for the meeting, provided that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually.
  - c. Quorum and Manner of Acting. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Chapter's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. Voting by proxy shall not be permitted.





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- d. Teleconferencing. Any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
4. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors in office approve and provide notification to the Chapter one or more written consents setting forth the action so taken. Consent may be provided by electronic means, including e-mail. All consents shall be included with the minutes reflecting the action taken.
5. Minutes and Parliamentary Authority. Minutes of each meeting of the Board of Directors shall be recorded by the Secretary, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Meetings of the Board of Directors shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Chapter's Articles of Incorporation, the Code, or other rules of order adopted by the Board of Directors.

## Article VI – Standing Committee Chairpersons

1. Standing Committee Chairpersons. Standing Committee Chairpersons are appointed by the Chapter President and approved by the Board of Directors.
  - a. Terms. Standing Committee Chairpersons ("Chairperson") terms shall be one year in duration, except when appointed to fill a vacancy. The Chairperson may serve successive terms. Terms coincide with the fiscal year.
  - b. Vacancies. A vacancy of a Standing Committee Chairperson will be filled, for the balance of the term, by the President with approval from the Board of Directors. A Chair may be vacated for any one of the following reasons:
    - i. Death;
    - ii. Resignation in writing;
    - iii. Inability to perform the duties of the office;
    - iv. Removal from the office for cause;
    - v. Unemployment or retirement from public service [effective six months from the effective date of the Chairperson's verified change in status].



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2. Removal. With due process, a Standing Committee Chairperson may be removed for cause by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Executive Committee, with the Chairperson proposed to be removed not voting. For this purpose, "cause" shall include misconduct detrimental to the Institute, incapacity, or willful neglect of duty as a Chairperson. The Chairperson proposed to be removed shall be provided with advance written notice including the reason for the proposed removal; the Chairperson must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Chairperson may resign at any time by providing written notice to the Executive Committee. Any removal or resignation of a person as a Standing Committee Chairperson, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.
3. Compensation. Standing Committee Chairpersons will not receive compensation, nor receive any other type of financial gain, for their services but may be reimbursed for prior approved expenses.
4. Standing Committee Meetings. Standing Committees shall meet as often and necessary to accomplish their assigned goals and responsibilities. Such meetings shall be determined by the Committee Chairperson who is appointed by the Chapter President and reports to the Board of Directors.

## **Article VII – Executive Committee, Past Presidents Council to the Executive Committee, and Member-At-Large**

1. Executive Committee. The Executive Committee is the governing body of this Chapter and its members shall collectively consist of the Board of Directors, the Immediate Past President, the Standing Committee Chairpersons, and the Member-At-Large and shall be chaired by the President. The Executive Committee shall have and exercise the authority of the Board of Directors in the governance of the Chapter, provided that the Executive Committee may not: (1) authorize distributions; (2) adopt, amend, or repeal the Articles of Incorporation or these Bylaws. The Executive Committee shall promptly report its actions to the Board of Directors. The Executive Committee shall oversee the business affairs of the Chapter and shall have authority to make decisions that will serve the best interest of the Chapter and its Members as managed by the Board of Directors. All acts performed by, and in the name, of the Chapter must be done so with proper authority. A fiscal year for the Chapter shall be established, and all Chapter activities shall be related to this period.
  - a. Executive Committee Meetings. The Executive Committee shall meet as regularly scheduled or notified by the President. The President may call special Executive Committee meetings at any time deemed necessary. It shall be the duty of each Member of the Executive Committee to attend each committee meeting or any invited Board meetings, scheduled by the President or Board of Directors, and to fulfill their



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responsibilities as defined in the Bylaws. Executive Committee meetings shall be conducted in accordance with the meeting requirements specified in Article V, Board of Directors of the Bylaws. Whenever the Executive Committee must vote on a matter under these Bylaws or otherwise, a majority of Executive Committee members present forms a quorum; and a majority of votes is required to carry a matter where a quorum is present. Proxy voting by member is not permitted.

- b. Limitations. No member of the Executive Committee of the Chapter shall be compensated for his or her services, nor will receive any other type of financial gain. The Executive Committee shall not have the authority to expend or commit funds, or otherwise cause indebtedness of the Chapter to an amount in excess of the cash resources of the Chapter.
2. Past Presidents Council to the Executive Committee. There is established a Past Presidents Council to the Executive Committee which serves as an advisory council, consisting of non-voting Past Presidents of the Chapter. Past Presidents of the Chapter, who are current Chapter Members, may serve as non-voting members of the Past Presidents Council to the Executive Committee. The Past Presidents Council shall be honorary in nature and shall provide advice and counsel to the Executive Committee as requested. The Immediate Past President of this Council shall serve as an advisor to the Board of Directors and is a non-voting member of the Executive Committee. The Past Presidents Council to the Executive Committee will not receive compensation, nor receive any other type of financial gain, for their services but may be reimbursed for prior approved expenses.
3. Member-At-Large. A Member-at-Large (MAL) shall be appointed by the President and approved by the Executive Committee to be a voting member of the Executive Committee. The Member-at-Large shall be a member in good standing and shall be tasked with representing the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure. The MAL shall report directly to the Executive Committee and act as a direct liaison between the membership and the Executive Committee.

## Article VIII – Standing Committees

1. Committees Authorized. The Executive Committee may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the Executive Committee voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Executive Committee. The rules in these Bylaws governing the Executive Committee shall also apply to the established Standing Committees. Standing Committee Chairpersons shall be recommended by the President and approved for appointment by the Board of Directors. All Standing Committee Chairs will have one vote as a member of the Executive Committee. Chairpersons of Special Committees shall be appointed at the discretion of the President.



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2. Limitation on Delegated Authority. Delegation of authority to a committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.
3. Term of Committee Chairs. The term of office of all Standing Committee Chairs shall commence on January 1 of each year and shall serve a term for one (1) year; at the discretion of the President and with the approval by the Board of Directors. Standing Committee chairs may be reappointed to continue for an additional one (1) year term, but shall not exceed six (6) consecutive terms.
4. Standing Committees. The standing committees of the Chapter shall be as follows:
  - a. Awards, Scholarships and Grants Committee
  - b. Conference and Program Committee
  - c. Education Committee
  - d. Expo Committee
  - e. Historian Committee
  - f. Membership Committee
  - g. Multimedia Committee
  - h. Past Presidents Advisory Council
  - i. Public Relations Committee
5. Awards, Scholarships and Grants Committee. Each year the Awards, Scholarship and Grants Committee shall review procedures and criteria used in selecting recipients of the Chapter's Awards. This committee must be comprised of at least three members in good standing: a chair of the committee, one additional Standing Committee Chair of the Board, and one member-at-large nominated by the President and approved by the Board. The Chair has the option to request alternate committee members to be approved by the President. No two employees of the same entity may serve on this Committee. This Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for all Chapter awards, scholarships and grants. All procedures and criteria must be approved by the Board of Directors.
6. Conference and Program Committee. The Conference and Program Committee's primary responsibility is to plan, establish, and coordinate conferences and programs to include dates, venues and facilities in addition to chapter meetings and special events. All planned events for the membership must be approved by the Board of Directors.
7. Education Committee. The Education Committee's primary responsibility is to plan, establish, and coordinate registration of all educational classes and workshops events for the professional development of membership and other governmental professionals. All education events must be approved by the Board of Directors.



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8. Expo Committee. The Expo Committee shall consist of the number of regular Members deemed necessary by the Chairperson. The Committee's primary responsibility is to plan, organize, and conduct the Georgia Governmental Purchasing Conference & Products Exposition (GGPCPE). The GGPCPE may be held in conjunction with other recognized chapters as approved by the Board of Directors.
9. Historian Committee. This committee shall be responsible for conducting research concerning the history of the Chapter and collecting all data and materials for the Chapter Library. The records should include at a minimum, minutes of the meetings, membership listings, events held by the Chapter and any other information as deemed important to the history of the Chapter.
10. Membership Committee. The Membership Committee's primary responsibility is to organize and conduct an effective recruiting program, and maintain the Chapter's membership database.
11. Multimedia Committee. The Multimedia Committee's primary responsibility is to administer, coordinate, and manage all electronic media and internet resources established by the Executive Committee for communication and facilitation of operational information to the Chapter's membership, the Executive Committee, and other interested parties.
12. Past Presidents Advisory Council. This committee shall be comprised of all Past Presidents of the Georgia Chapter that hold current membership in the Chapter. The Council's primary responsibility shall be to offer advice and recommendations to the Executive Committee.
13. Public Relations Committee. The Public Relations Committee's primary responsibility is to inform the membership of the Chapter's cultural, educational, and social activities; and to promote Chapter relations and initiatives to the public.
14. Special Committees. The President may, from time to time, appoint special committees. The Chairperson of the 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.

## **Article IX – Election Committee and Elections**

1. Election Committee.
  - a. Appointments. The President shall appoint members of the Election Committee from past elected Officers. The Committee shall have a minimum of three (3) members and may include the current President. The Committee shall recommend a slate of officers for each office from the applications received and verified, and any eligible and consenting write-in candidates. Final ballots shall be distributed to the entire membership. The Election Committee shall operate under the guidelines as set forth in the operations guide.



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- b. Duties. The Committee shall be responsible for providing Applications for Officers to the membership a minimum of sixty (60) days prior to the scheduled election. Applications for Officers must be received and verified by the Election Committee no later than the published deadline of the notification. Final ballots shall be distributed to the entire membership a minimum of thirty (30) days prior to the scheduled election. Votes received by advanced voting will be counted only if received by the Election Committee on the Chapter's official ballot prior to the published deadline. Votes will be tallied from all ballots received from those regular members in attendance and by verified advanced or absentee voting. A simple majority vote of all qualified ballots will be required for a candidate to win the election.
2. Elections.
  - a. Policy. No Member of the Chapter shall be eligible for any office or Standing Committee Chair unless he/she has been a Member in good standing for at least one (1) year immediately preceding the election. Chapter Officers must hold a current Association membership in accordance with the Association requirements. No two (2) Members of the same governmental entity may serve as Officers at the same time.
  - b. Schedule. A slate of Officers shall be presented to the membership by the Elections Committee. The following Officers shall be elected for a two (2) year term:
    - President
    - Vice President
    - Treasurer
    - Secretary

## Article X - Finances

1. Chapter Financing. The Chapter shall be financed by annual dues from the membership, through the assessment of Members, revenue from the Governmental Purchasing Conference and Products Exposition, gifts, contributions, and/or fund raising. Accurate records shall be maintained to reflect the receipt and expenditure of all funds by the Chapter. Financial records shall be audited once each Chapter year by external source(s) and reviewed quarterly by the GANIGP Vice President.
2. Membership Dues. The Chapter shall receive annual dues from the membership. Members, excluding Retirees, shall pay dues in full at the time of acceptance into membership.
3. Assessment. The Chapter may, at its option, assess its Members for financial support of the Chapter's activities.



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4. Contributions. The Chapter may receive financial contributions 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 Executive Committee are established.
5. 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 contributions of any kind without the approval by the Board of Directors.

## **Article XI – Amendments**

1. Board Recommendation. The Board of Directors shall recommend the amendment(s) to the Members unless the Board of Directors elects, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its election to the Members with the amendment(s).
2. Member Approval. Members shall be given at least thirty (30) days notice of recommendations or proposals to amend the Articles of Incorporation or Bylaws. Amendment(s) shall be adopted by the Members upon the affirmative vote of a majority of the Members entitled to vote or two-thirds of votes cast, whichever is less.

## **Article XII – Separability**

The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of any other provision, except as amended under Article XI.

## **Article XIII – Dissolution**

In the event the Chapter is dissolved, the Chapter shall, after satisfaction of all debts to the Association and other debtors, transfer its remaining assets, including money, securities, documents, files, and other property, in whatever form, to the Association. All such assets will be held by the Association in the event of reactivation of the Chapter. Dissolution of a Chapter is accomplished by three-fourths (3/4) of the Chapter members eligible to vote and certification thereof to the Association.

## **Article XIV – Miscellaneous**

1. Charter. The Chapter, its Officers, Directors, Executive Committee and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Association.
2. Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.



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3. Books and Records. The Chapter shall keep adequate and correct books and records of account and shall keep as permanent records minutes of the proceedings of, and records of all actions taken by, the Members, Board of Directors, the Executive Committee, and any other committees having any of the authority of the Board of Directors in accordance with Sections 14-3-1601 and -1602 of the Code. The Chapter shall also keep and maintain current copies of the Articles of Incorporation and Bylaws; the Chapter membership list; the names and addresses of the Chapter Directors and Officers; and the most recent annual registration filed with the Georgia Secretary of State.
4. Fiscal Year. The fiscal year of the Chapter is the calendar year (January 1<sup>st</sup> – December 31<sup>st</sup>).
5. Annual Report to the Association. The Chapter will submit an Annual Report to the Association by the required deadline of each year, which includes any other document or report required by the Association.
6. Contracts. The Board of Directors may authorize any Executive Committee member, agent or employee, to enter into or execute a contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.
7. Conflict-of-Interest Policy. The Chapter shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Executive Committee members and Advisors of the Chapter.