

**ARTICLE I**  
**MEMBERSHIP**

Membership: Membership shall consist of General, Associate, Honorary, Retired, Student and Affiliate members.

1. General Membership: General Membership shall be open to employees of Federal, State, County, municipal, township, public school systems, colleges, universities, not-for-profits and any other political subdivision or independent governmental agencies, who are primarily engaged in a procurement, purchasing or materials management functions. General members shall be entitled to vote, hold office, may serve on all committees and shall pay membership dues.

2. Associate Membership: Associate Membership shall be open to employees of Federal, State, County, municipal, township, public school systems, colleges, universities and any other political subdivision or independent governmental agency, not-for-profits and other professional purchasing associations, and who are not primarily engaged in procurement, purchasing, or materials management functions, but who are interested in supporting the objectives of the Corporation. Associate members shall not be entitled to vote or hold office, may serve on committees and shall pay membership dues.

3. Honorary Membership: Honorary membership shall be awarded to individuals who have made distinguished contributions to the purchasing profession, or to this Chapter. Honorary membership may be conferred only by unanimous vote of the Executive Board. Any General Member may submit the name of a candidate for Honorary Membership to the Executive Board for approval. Honorary members shall not be entitled to vote or hold office and shall be exempt from the payment of dues, but may serve on all committees.

4. Retired Membership: Retired membership may be conferred upon members of this Corporation upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. To receive "Retired" status,

the member must submit a written request to the Executive Board for approval. The applicant must be a member in good standing from the General Membership at the time of retirement. Retired members shall be exempt from the payment of dues, but shall be allowed to vote and hold office.

5. Student Membership: Student membership may be conferred upon individuals who are pursuing an undergraduate or graduate curriculum in public or business administration, public purchasing, or materials management and upon written request for such membership to the Membership Chairperson and approval by the Executive Board. Student members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

6. Affiliate Membership: Affiliate Membership may be issued to other professional non-governmental purchasing associations or individuals and to vendors/suppliers. Affiliate members shall not be entitled to vote or hold office, but shall pay membership dues. Applicants for Affiliate Membership shall be subject to the review and approval of the Executive Board.

7 Admission: An applicant becomes a member upon acceptance of the application, payment of dues and review by the Membership Committee and approval of the Executive Board, where applicable, that he or she meets all eligibility requirements. Membership shall be denied to any applicant who fails to satisfy the eligibility requirements stated in their specific membership category. Each member will receive a Certificate of Membership, and a membership information package.

8. Revocation: The Executive Board may revoke the membership of any person for non-payment of dues, or for other just cause. A person considered for membership revocation, except for non-payment of dues, shall be provided written notice of the proposed action by the Executive Board and be given opportunity to show cause as to why the membership should not be revoked. Proof of cause why membership should not be revoked shall be submitted in writing to the Executive Board no later than 30 days from the date of receipt, by the member, of the notification of membership revocation. All decisions of the

Board shall be final and no other appeal for re-instatement shall be accepted.

9. Dues: Dues policies are as follows:

- (a) Members' dues will be assessed on a membership type basis. The amount of dues shall be set by a majority vote of members present and voting at a general meeting, upon recommendation of the Executive Board.
- (b) Membership dues will be for a one (1) calendar year period commencing on January 1 and ending on December 31 of each year.
- (c) Dues shall be payable upon receipt of invoice.
- (d) Membership in the Corporation of a person whose payment of dues is 90 days in arrears may be revoked by the Executive Board upon written notice, effective on the date of notice. Membership may be reinstated upon payment of delinquent dues.
- (e) Dues shall be paid in full and there shall be no proration for payment after the start of the new year.

10. Meetings:

- (a) The Corporation shall hold one (1) annual business meeting and a minimum of three (3) additional general meetings for business and educational purposes. The dates and locations of all meetings of the membership shall be determined by the Executive Board or a committee thereof. The President may call a special meeting at any time deemed necessary.
- (b) At any general or special meeting of the members, a quorum shall be a majority of voting members who are present in person.
- (c) Notice of the date, time, and place of general or special meetings of the members shall be given by either first-class mail, postage prepaid, fax or e-mail to each member not less than 15, nor more than 60 days before the meeting.
- (d) A quorum at the annual meeting of the members shall consist of at least twenty percent (20%) of the members of the Corporation.

**Approved 12/09/2011**

However, at any other meeting at which a quorum is not present, a majority of the members shall constitute a quorum.

- (e) Proxy voting is not permitted.

## ARTICLE II

### OFFICERS /EXECUTIVE BOARD

1. Executive Board: The governing body of the Corporation shall be the Executive Board, chaired by the President and consisting of the following officers - the President, Vice President, Secretary, Treasurer and the Immediate Past President, and all Standing Committee Chairpersons, who shall be known as the Executive Board. The Executive Board shall control and manage the affairs and finances of the Corporation, and shall have authority to take such actions as well as serve the best interests of the Corporation. The Executive Board shall have no authority to expend or commit funds to an amount in excess of the cash resources of the Corporation, or otherwise cause indebtedness of the Corporation, unless such expenditure, commitment, or indebtedness is approved in advance by a two-thirds vote of the members present and voting at a General meeting. The officers of the Corporation must be certified by a recognized professional purchasing organization.

2. President: The President shall serve as the presiding officer and exercise general supervision over the affairs of the Corporation, be a member ex-officio of all committees, appoint the Chairpersons and Co-Chairpersons of all Standing Committees, and perform all duties incidental to the office of President. The President shall be responsible for authorizing the expenditure or commitment of funds. Any expense, not included in the approved budget, in excess of \$500.00 or 20% of the current treasury balance, whichever is the lesser, shall require the approval of the Executive Board by a two-thirds majority vote at a scheduled Board of Directors meeting.

3. Vice President: The Vice President shall perform such duties as are assigned by the President, and shall preside at meetings in the absence of the President. The Vice President shall serve as the Chair of the Annual Reverse Trade Show.

4. Secretary: The Secretary shall maintain a written record of the proceedings of all meetings of the Executive Board and of the Corporation, distribute all notices regarding meetings and the affairs of the Corporation, post all minutes of the corporation on the Chapter website, receive all correspondence on behalf of the Corporation and act upon or distribute same to appropriate Executive/Board Member/Chairs, receive all bank statements and make copies and distribute bank statement to the Treasurer and copies to the other Executive Board Members, maintain records of attendance at Board meetings and perform such other duties as may be assigned by the President or the Executive Board.

5. Treasurer: The Treasurer shall be responsible for the accounting of the funds of the Corporation, 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 Board of Directors and Chapter's scheduled meetings. The Treasurer cannot serve as a member of the Finance/Audit committee, but shall be available to the Finance/Audit Committee for reporting and responding to the Committee's questions. The Treasurer shall prepare annual tax return, corporate financial reports and any other financial report as may be required.

6. Immediate Past President: The immediate Past President shall provide advise and counsel to the Board of Directors and shall serve as Chairperson of the Advisory Committee.

7. Meetings:

- (a) The Executive Board shall hold at least six meetings each year.
- (b) Notice of the date, time, and place of each meeting shall be given to each member of the Executive Board, promptly communicated by either U.S. mail, facsimile transmission, or electronic mail and to absent members of the Executive Board by U.S. mail, facsimile transmission, or electronic, not less than 7 days before the date of the meeting.

- (c) A majority of the members of the Executive Board, present in person or by conference telephone, shall constitute a quorum for the conduct of business.

### ARTICLE III

#### NOMINATION AND ELECTION OF OFFICERS

1. Election: The President, Vice President, Secretary and Treasurer shall be elected every other year. The Chairman of the Nominating Committee shall send a notice to the general membership requesting letters of interest in running for office at least ninety (90) days prior to elections. Any member interested in running for Office shall submit their intentions to the Chairman of the Nominating Committee within the due date established by the Nominating Committee. Members will have at least thirty (30) days to file their interest. The Committee shall consider and evaluate all letters from interested members in running for office and the Chairman shall submit to the membership a slate of eligible nominees. A slate of officers shall be mailed to all current members of record at least thirty (30) days prior to election. Votes shall be cast in person at the annual meeting of each election year. A simple majority of those members casting votes shall be required for a candidate to win election.

2. Term: Each officer shall serve a term of two years, beginning on the next January 1st, and until his successor has been elected. Upon leaving office, each officer or director shall deliver to his or her successor all monies, books, records, and any other property belonging to the Corporation. The delivery of such materials shall take place no later than fifteen (15) days from leaving office. Failure to surrender such items within the specified timeframe may be cause for legal action.

3. Qualifications: No member of the Corporation shall be eligible for election to any office unless he or she has been a member in good standing for at least twelve (12) months immediately preceding the election. Each officer must be a member or representative of an Agency belonging to the National Institute of Governmental Purchasing, Inc. No more than two (2) persons employed by the same governmental institution may serve concurrently as officers, unless: (a) no other qualified person is willing to be nominated; and (b) the Executive Board approves the nomination by a 2/3 majority vote before presenting the candidate to the members for election. Professional



certification is required in order for election as an Officer. Nominations will be accepted only upon confirmation from the nominee to have his/her name added to the slate of candidates.

NOTE: A member in good standing shall be defined as a person who must be current on all membership and/or fee payments with no overdue invoices, and during the course of the previous 12 months have taken part in at least two (2) chapter events, activities, and/or meetings, and who has volunteered and served on at least one (1) committee project.

4. Resignation: An Elected Officer or Executive Board member may resign by written notice to the Executive Board.

5. Removal: The Executive Board may, by majority vote of all of its other officers, remove any officer for repeated, unexcused absences from meetings, or other substantial failure to perform the duties of the office. The members may remove any officer or Executive Board member with or without cause, by a majority vote of all of the members.

6. Vacancies: The un-expired term of an officer or Executive Board (except President) member shall be filled by appointment of the President and otherwise in accordance with the procedures of Article III, Paragraph 1. of the Bylaws

7. Succession: No Board member shall be elected to serve more than two (2) consecutive terms in the same office, unless (a) no other qualified person is willing to be nominated; and (b) the Executive Board approves the nomination by a 2/3 majority vote before presenting the candidate to the members for election.

**ARTICLE IV**

**FINANCIAL MATTERS**

1. A bank account for the Corporation shall be maintained with a minimum of two (2) signatures registered, to include the President, Vice President, Secretary or Treasurer.

2. The fiscal year of the Corporation shall start on January 1 and end on December 31.

## ARTICLE V

### FUNDS

1. Funds will be held in a bank account maintained by the Treasurer. Expenditures require the approval of the Executive Board. Disbursements will be by check bearing signatures by two of the following officers: President, Vice-President, Secretary or Treasurer. These signatures will be registered with the bank. The account shall be balanced with each bank statement.

2. An annual budget for the calendar year (January 1 through December 31) shall be approved by the Executive Board and presented to the membership during the first quarter of the calendar year at a general meeting of the corporation. The budget shall list estimated revenues and planned expenses on a line item basis. The budget shall be approved by a majority vote of the membership in attendance that is eligible to vote at a general Chapter meeting. The adopted budget shall be used as a guide and may be modified by the Executive Board.

3. The Chapter shall pay all reasonable costs to include registration, airfare and hotel expenses for the President, Vice President, Secretary and Treasurer to attend the NIGP Annual Forum each year to officially represent the Chapter, contingent upon availability of funds. Travel expenses must be approved at the beginning of the calendar year as a budgeted item.

4. The Executive Board, by majority vote, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

5. All funds of the Chapter shall be deposited in a timely manner to the credit of the Chapter in such banks, trust companies, or other depositories as the Executive Board may select.

6. The Executive Board shall establish policies and procedures for reimbursement of expenses.

7. An annual financial review shall be conducted by the Finance Committee on the bank account and the findings presented to the chapter membership at the annual meeting. The Executive Board shall name the reviewer. Said reviewer shall be from the general Chapter membership, retired membership or a professional auditor/accountant. The reviewer shall not be a member of the Executive Board or a committee chairperson.

**ARTICLE VI**  
**COMMITTEES**

**NON-STANDING COMMITTEES:**

1. Nominating Committee: The Nominating Committee shall consist of the Immediate Past President and at least three general members in good standing appointed by the Executive Board within 30 days after office is assumed. The Immediate Past President shall be the Chairman. This Committee shall:

- (a) Solicit, receive and evaluate members regarding individuals suggested for candidacy.
- (b) Select at least one candidate for each office for which a term is expiring, and mail a ballot to each voting member, allowing at least thirty (30) days for voting.
- (c) Oversee the election process of all officers.
- (d) Convene at such times as necessary to develop a slate of eligible candidates to fill vacant offices or directorships on an as needed basis...

2. Advisory Committee: The Advisory Committee shall be chaired by the Immediate Past President and shall be open to all Past Elected Officers and Committee Chairs. This Committee shall:

- (a) Serve to provide advice and counsel to the current Executive Board of Directors.

3. Bylaws Committee: The Bylaws Committee shall consist of a minimum of two (2) members. The Bylaws Committee shall be responsible to:

- (a) Review the Corporation's Articles of Incorporation and Bylaws on a continuous basis to assure updating as necessary.
- (b) Submit proposed and recommended amendments to the Executive Board for further recommendation to the general membership.
- (c) Ensure that all approved amendments are included in the Bylaws in a

timely manner.

- (d) Distribute copies of the amended Articles of Incorporation and Bylaws to all members at the beginning of the fiscal year.

**STANDING COMMITTEES:** All Standing Committees shall consist of not less than two members: a Chairperson and Co-Chairperson. The Chairperson and Co-Chairperson shall also serve as ex-officio members of the Annual Reverse Trade Show. Additional members may be appointed by the Committee Chairperson to assist on special projects, as necessary. Chairs shall be required to attend a minimum of two (2) General meetings and a minimum of six (6) Board meetings annually.

1. Program Committee: The Program Committee shall be responsible to:
  - (a) Provide the program for each Chapter meeting.
  - (b) Recommend to the Executive Board a time and location to hold Chapter meetings.
  - (c) Make arrangements with the Venue for all requirements of the event, to include, but not limited to the physical location, menu selection, electronic equipment needed, registration desks, etc. Coordinate with the Treasurer for the payment of the event.
  - (d) Develop, promote and encourage communications and exchanges with other related organizations, regionally and nationally.
  - (e) Develop and plan joint meetings and fund raising events with other regional NIGP Chapters where possible.
  - (f) Make any recommendations to the Board as deemed necessary in order to pursue further enhancement of relationship between regional Chapters.
  - (g) Develop and distribute meeting announcements.
  - (h) Maintain records of attendance at meetings and events and keep records of points earned at such events.
  - (i) Develop, sponsor, and implement periodic special fundraising activities for the organization.

2. Finance/Audit Committee: The Finance/Audit Committee shall be responsible to:
  - (a) Develop and monitor the annual budget of the organization.
  - (b) Coordinate all auditing functions required for non-profit organizations
  - (c) Review all tax returns prior to submittal.
  - (d) Prepare annual NIGP Audit report
  - (e) Prepare a financial report for annual auditing purposes
  
3. Membership Committee: The Membership Committee shall be responsible to:
  - (a) Promote and solicit membership in the organization
  - (b) Maintain the membership roster
  - (c) Develop methods for increasing membership potential through outreach
  - (d) Recommend qualifications for membership and dues structure.
  - (e) Approve all applications for membership pursuant to Article I
  
4. Education (Pro-D Committee): The Education (Pro-D) Committee shall be responsible to:
  - (a) Organize, promote, and sponsor formal educational course work for the membership which is available through NIGP and other purchasing organizations and available sources.
  - (b) Maintain a list of the attendees for each event.
  - (c) Foster certification programs for public purchasing employees.
  - (d) Administer the reimbursement program in accordance with the stated policies.
  - (e) Recommend to the Executive Board a time and location to hold Educational meetings.
  - (f) Make arrangements with the Venue for all requirements of the event, to include, but not limited to the physical location, electronic equipment needed, registration desks, etc. Coordinate with the

Treasurer for the payment of the event

- (g) Maintain records of attendance at meetings and events and keep records of points earned at such events.

5. Marketing Committee: The Marketing Committee shall be responsible to:

- (a) Develop and distribute a newsletter through the Chapter Website to the membership.
- (b) Assist in the development of notices and information, post on the website and otherwise distribute to the membership via phone, fax, or e-mail, as may be required
- (c) Shall be responsible for maintaining corporate website and posting all items in a timely manner
- (d) Promoting membership in the Chapter

6. Historical Committee: The Historical Committee shall be responsible to:

- (a) Keep a record of the activities and accomplishments of the Chapter.
- (b) Keep Standing Committees' annual reports with respect to the activities and accomplishments of each committee.
- (c) Keep signed copies of minutes and Treasurer's reports chronologically.
- (d) Take or arrange for the taking of pictures of meetings, speakers, and special events and maintain a scrapbook for members' perusal.
- (e) Keep a chronological list of Executive Board members.
- (f) Archival and proper safekeeping of all documentation aforementioned above so that the present and future Board and General members may have the opportunity to review these documents as needed.

7. Honors and Awards Committee: Honors and Awards Committee shall be responsible to:

- (a) Prepare all certificates of recognition and accomplishment, including Volunteer Value Hours (VVH) for members



- (b) Make recommendation to the Board for any honor or recognition to be bestowed upon its members
- (c) Develop criteria for honors and awards given by Chapter to members
- (d) Prepare submittals for National Chapter, Manager and Buyer Award recognition and prepare Chapter recognition for Manager and Buyer Award recognition

**SPECIAL COMMITTEES:** The President, with the approval of the Board of Directors of the Association, shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such special committee shall be prescribed by the Executive Board upon their appointment.

**ARTICLE VII**

**PARLIAMENTARY PROCEDURES**

1. Parliamentarian: The President shall appoint a Parliamentarian, who shall be a member of the Corporation, and who shall be responsible for assuring that all meetings of the Executive Board and membership are properly conducted.

2. Robert's Rules of Order: shall govern all meetings of this Corporation and its Executive Board and Committees.

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation may indemnify any present or former Executive Board member, officer, employee, or agent acting on behalf of the corporation, to the greatest extent permitted or required by Section 617.0831 of the Florida Not for Profit Corporation Act.

**ARTICLE IX**

**AMENDMENTS**

The Bylaws may be amended at any general meeting by a two-thirds majority of the members present provided that the proposed amendment is submitted in writing to the membership at least 15 days before the meeting. All proposed amendments must be previously presented to the Executive Board by the Bylaws Committee, and approved by the Executive Board for presentation to the membership.

**ARTICLE X**

**DISSOLUTION**

1. Approval. The Corporation may be dissolved only by the affirmative vote of two-thirds of all voting members.

2. Disposition of Property. After payment or liquidation of all outstanding debts, all remaining assets of the Corporation shall be transferred to either the National Institute of Governmental Purchasing, Inc. ("NIGP"), if it is then exempt from federal income tax under §501(c)(3) of the Internal Revenue Code; or if it is not then so exempt, to one or more chapters of NIGP, but only to chapters that are then exempt from federal income tax under § 501(c)(3); or if no such chapter then so exempt, to any other charitable or educational organization that is then so exempt.