



## Bylaws of the Iowa Public Procurement Association

### Article I - Membership

The membership shall consist of Regular, Student, and Retired Members.

#### Regular Membership

Regular membership in the Corporation shall be open to all public procurement and material management personnel employed by federal, state, county, municipal or township government; public school systems, colleges, universities, hospitals, commissions, and authorities; and any other political sub-division of the State of Iowa. Members may be full-time or part-time employees of the above agencies, provided they spend the majority of their time involved in purchasing, or have a direct influence on the public procurement process (such as elected or appointed officials, or department heads). For this purpose, a part-time employee is an employee who works a minimum of twenty hours per week performing procurement-related duties.

#### Student Membership

Student membership may be conferred upon college students with an interest in public procurement and upon written request for such membership to the Corporation's Membership Chairperson and approval by the Board of Directors (the Board). Student members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

#### 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 the Corporation's Membership Recruitment and Retention Committee Chairperson and approval by the Board. The applicant must be a member in good standing at the time of retirement. Retired members shall not be allowed to vote or hold office and shall be exempt from payment of fees and dues, but may serve on all committees and may complete terms of office if elected prior to retirement.

#### Revocation of Membership

The Board may revoke the membership of any member for non-payment of dues or for other just cause, including violations of the NIGP: The Institute for Public Procurement (NIGP) Code of Ethics. A person considered for membership revocation, except for non-payment of dues, shall be provided written notice of the proposed action by the Board

and will be given the opportunity to show cause as to why the membership should not be revoked.

## Article II – Membership Dues

Members' dues will be assessed on an individual basis. The amount of dues shall be set by the Board.

Dues for Regular Members will be for a yearly period commencing on January 1 and ending on December 31 of each year. Dues shall not be prorated to less than one-half the annual amount, regardless of when a person becomes a member.

Dues shall be payable in advance, either at the time of application for membership or upon receipt of invoice for membership renewal. Dues are non-refundable.

Membership in the Corporation of a person whom payment of dues is ninety days in arrears may be revoked by the Board upon written notice, effective on the date of the notice. Membership will be reinstated upon payment of delinquent dues.

## Article III - Officers

The Officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President.

### President

The President shall exercise general supervision over the affairs of the Corporation, preside over all meetings of the Corporation, be a member ex-officio of all committees, and perform all duties incidental to the office of the President. The President shall be responsible for authorizing expenditure or commitment of funds, in an amount not to exceed that as approved by the Board.

### Vice President

The Vice President shall develop officer and director nomination criteria, and shall see that an audit of financial records is performed. The Vice President shall serve as President-Elect. The Vice President shall assume the duties of President in the event the office of President becomes vacant. The Vice President is authorized to sign or counter-sign checks for properly authorized expenditures, preside over meetings in the temporary absence of the President or Treasurer, and shall perform such duties as are assigned by the President. In the absence of the Treasurer, the Vice President shall prepare and sign all Corporation checks and deliver them to the Secretary for counter-signature.

### Secretary

The Secretary shall maintain a written record of the proceedings of all meetings of the Board and of the Corporation. The Secretary shall retain and be the custodian of all records and other official documents of the Corporation. The Secretary shall maintain the official membership list, and mail all dues notices and notices of meetings and affairs of the Corporation to the members of the Corporation and to NIGP, and perform such other duties as may be assigned by the President or the Board. The Secretary shall file

Secretary of State filings. The Secretary may sign all Corporation checks in the absence of the Vice-President or the Treasurer.

#### Treasurer

The Treasurer shall be responsible for the accounting of the funds of the Corporation, maintain a complete record of receipts and disbursement, and render a true and complete report relative to the affairs of the office at each meeting. The Treasurer shall prepare the annual Corporation budget no later than December 1 of each year for the following year. The Treasurer shall be responsible for the collecting of the membership dues. The Treasurer shall prepare and submit IRS reports and other submittals, and complete the reporting requirements of the State of Iowa and other governmental agencies except the Iowa Secretary of State filings. The Treasurer shall prepare and sign all Corporation checks and deliver them to the Vice President or the Secretary for counter-signature.

#### Immediate Past President

The Immediate Past President shall perform duties as assigned by the President.

### Article IV –Board of Directors

The governing body of the Corporation shall be the Board of Directors (the Board) elected by the membership in accordance with Article VI, chaired by the President, and consisting of the President, Vice President, Secretary, Treasurer, Immediate Past President, and three (3) directors as members at large, all as voting members.

The Board shall control and manage the affairs and finances of the Corporation, and shall have the authority to take such actions as will serve the best interests of the Corporation. The 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 two-thirds vote of the full Regular membership at a regular or special business meeting. All officers and directors should attend all Board meetings. Chairs of standing committees may attend Board meetings and shall have a voice but no vote.

#### Eligibility:

All directors shall be actively employed in public purchasing, except that retired directors may complete a term of office to which they were elected while still actively employed. All directors shall be members in good standing of the Iowa Public Procurement Association. No director may serve more than five consecutive years except that directors may complete terms of office to which they were elected prior to completion of five consecutive years as a director. Members who have been convicted of a felony may not serve as directors. Any director who has left public sector employment and is employed in the private sector shall immediately vacate his or her position as director.

#### Term of Office:

The term of office of all officers and directors shall commence on January 1 of each year. The term of office of all officers shall be for a period of one year. The term of office of all directors shall be for a period of two years

### Resignation from the Board

A director may resign upon written notice to the President. The President may resign upon written notice to the Secretary. A director with three consecutive unexcused absences from board meetings shall be considered as resigned effective with the third unexcused absence.

Upon the resignation of an officer or director, the Board shall have the authority to appoint from the membership an alternate officer or director to the position for the unexpired term.

### Other Vacancies

A director or officer vacancy may be filled for the unexpired term by appointment by the President, subject to approval by the Board.

### Officers and Directors

The officers and other directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### Insurance for Corporate Agents

The Corporation shall provide and maintain insurance on behalf of the directors and officers, and all corporate agents against any liability asserted against or incurred by the such person in any capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

### Indemnification by Corporation of Members, Directors, Officers, and Other Agents

The Corporation shall indemnify any person who is or was a member, officer, director, employee, volunteer, or agent of the Corporation against any liability asserted against such person and any liability and expense whatsoever, including, without limitation attorney fees, incurred by such person in such capacity, or arising out of his or her status as such, in the manner and to the fullest extent authorized by law. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such present or former members, officers, directors, employees, volunteers, or other agents of the corporation.

## **Article V – Meetings**

The Corporation shall meet regularly, at its discretion, no less than once annually.

### Annual Meeting

The purpose of the Annual Meeting shall be to elect officers and directors, present an Annual Report and Financial Statement, and carry out other business as shall be brought before the membership.

### Special Meetings

The President may call a special meeting if deemed necessary. Any officer or regular member, upon the approval by the Board, may call for a special meeting of the Corporation.

### Notice of Meetings

Written notice of the purpose, time and place of all regular, annual or special meetings of the Corporation shall be given by the Secretary 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.

### Meetings of the Board of Directors

The Board shall hold at least two (2) meetings a year. Notice of the date, time and place of each Board meeting shall be given by resolution at the previous meeting and promptly communicated to absent members of the Board. Notice shall then be made by mail, telephone, facsimile transmission or electronic mail to each member of the Board at the address in the records of the Corporation, not less than seven (7) days before the date of the meeting.

A quorum at a Board meeting shall consist of a majority of the officers and directors. Directors may attend in person or by conference call.

### Quorum

For any business meeting of the Corporation, a quorum shall consist of 10% the Regular Membership.

### Authority

Robert's Rules of Order shall govern the conduct of the meetings of the Corporation.

## Article VI – Nominations and Elections

The Nominating Committee and its Chairperson are appointed by the President. The Nominating Committee will recommend a slate of nominees for election as officers and directors to the membership, to be voted on at the Annual Meeting of the Corporation.

A simple majority vote of those Regular Members present in person or by proxy will be required for a candidate to win election. The slate of nominees will be announced to the membership no less than fifteen (15) days and no more than sixty (60) days prior to the meeting.

The following officers shall be elected by the membership:

Vice President (To be President Elect)  
Secretary  
Treasurer

At-large directors shall be elected by the membership.

The President shall serve as Immediate Past President upon completion of his or her term as President.

The incumbent Vice President shall automatically become the President without election provided that he/she remains a regular member in good standing. In the event of the incumbent Vice President's ineligibility or inability to assume the office of the President the nominating committee shall nominate a candidate for the office of Vice President to be elected at the annual election. The incumbent President may then serve an additional one-year term as President, or another nominee may be elected by the membership.

Officers may be re-elected, elected to another officer position, or may serve as an at-large member for the remainder of their term as director.

## Article VII – Committees

The following standing committees and a chair for each shall be appointed by the incoming President no later than thirty (30) days after assumption of office.

### Education/Certification Committee

The Education/Certification Committee's primary responsibilities are to plan, establish and coordinate educational programs that further the knowledge, expertise, education and certification of the members of the Corporation.

### Nominating Committee

The Nominating Committee shall actively pursue nominations from the membership for director and officer positions. The Nominating Committee shall select at least one candidate for each office for which a term is expiring. The slate of nominees shall be reported to the Board prior to announcement to the membership. The Nominating Committee will accept additional nominations from the floor provided the nominee has given permission to his or her name being placed in nomination. The Nominating Committee will provide proxy forms to members requesting same but unable to attend the meeting at which an election will be held. The chair of the Nominating Committee will supervise the election process.

### Meeting and Program Committee

The Meeting and Program Committee shall plan and arrange the dates, locations, and the programs of the meetings and special events of the membership. The Meeting and Program Committee shall arrange speakers and notify the membership of member meetings and special events. All actions by the Meeting and Program Committee involving expenditure of funds must have approval of the Board.

### Membership Recruitment and Retention Committee

The Membership Recruitment and Retention Committee shall establish procedures for maintaining the Corporation membership, execute effective recruitment and retention programs, identify potential members, and distribute materials to potential members. The

Membership Recruitment and Retention Committee shall notify potential members of Corporation meetings and events.

#### Audit Committee

The Audit Committee shall review financial transactions and review policies and procedures for compliance with the Bylaws.

#### Other Committees

The President may create other committees and appoint their chairs from the ranks of the Membership as deemed necessary and appropriate.

#### Article VIII – Amendments

The Bylaws of the Iowa Public Procurement Association may be amended at any business meeting by a two-thirds majority of the Regular Members present in person or by proxy, provided that the proposed amendment is submitted in writing to the Regular Membership at least thirty (30) days before the meeting.

Adopted by Membership November 19, 2008.

Amendments Approved by Membership October 26, 2010

Amendments Approved by Membership October 18, 2012