

Bylaws of the Public Purchasers Association of Northern Ohio

ARTICLE I – NAME

The name of this organization shall be the Public Purchasers Association of Northern Ohio (PPANO).

ARTICLE II – PURPOSES

The purposes of the Public Purchasers Association of Northern Ohio shall be:

1. To promote high ethical conduct, high standards of professionalism, and best practices in public purchasing and materials management;
2. To provide educational programs, products, and services for public purchasing personnel, and to provide for their professional development;
3. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
4. To foster a spirit of active cooperation and mutual support within the community of public purchasing practitioners;
5. To promote efficient and cost-effective public purchasing and materials management;
6. To enable and promote cooperative purchasing among public entities; and,
7. To otherwise facilitate the conduct of purchasing activities by government and other public agencies.

ARTICLE III – MEMBERSHIP

The membership shall consist of Regular, Honorary, Retired, Student, and Non-Voting memberships.

Regular Membership: Membership in PPANO shall be open to all public entities purchasing and materials management personnel in Ohio including federal, state, county, municipal and townships public school systems, public colleges, and universities, public hospitals, commissions, authorities, libraries, not for profit agencies provided that they follow state and/or federal bid guidelines and receive public or federal funding, and any other political subdivisions of the State; full and/or part time employees of NIGP member agencies provided they spend the majority of their time involved in purchasing or materials management functions; persons with employment in public positions having a direct influence on the public purchasing process; persons who were formerly employed in the public purchasing profession and are actively seeking re-entry into the profession within one year from the date of leaving public procurement. Regular members shall be eligible to enjoy all the privileges of Chapter membership.

Honorary Membership: Honorary membership may be conferred by majority vote of voting members upon individuals who have made distinguished contributions to the purchasing profession or PPANO. Honorary 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 PPANO upon their retirement from the pursuit of their livelihood though active public purchasing or related employment, and upon written request for such membership. Retired members shall be entitled to vote and hold office.

Student Membership: Student membership shall be open to any person who is either actively pursuing a two or four year undergraduate degree, or is engaged in a graduate curriculum in public administration, business administration, public purchasing, materials management, or a related field. Student members shall not be entitled to vote or hold office and shall be exempt from the payment of dues.

Non-Voting Membership: Individuals are eligible to be considered for non-voting membership if they are a **Former Public Procurement Professional** who is now self-employed or employed in the private sector and wishes to maintain PPANO membership affiliation, a **Private Procurement Professional** employed by non-publicly funded organizations that follow public procurement practices, and/or a **Contracted Procurement Professional** employed by private sector firms that are specifically contracted by a public entity to perform procurement functions. Non-Voting Members shall be required to pay dues, but shall not be eligible to vote, hold office, or request Professional Development Assistance Program Funds. Non-Voting Members shall be eligible to serve on committees and assist with PPANO events, but shall have no voting rights on the committee nor be able to hold office. Non-Voting Members must hold individual or organization membership status in NIGP.

Admission: An applicant becomes a member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all applicable eligibility requirements outlined in the paragraphs above.

Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including but not limited to violations of the NIGP Code of Ethics. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the Board of Directors and will be given opportunity to show cause as to why the membership should not be revoked.

Replacement Membership Policy: An entity that paid or reimbursed dues for a member who leaves the Chapter shall be provided the opportunity to replace the member with another person in their employ, in the year which dues were paid, at no additional cost to the entity. The entity shall notify the Membership Chair of the member being replaced and the candidate for replacement. The candidate will be subject to the same approval policy as a new member.

NIGP Code of Ethics: The NIGP Code of Ethics shall govern the conduct of every member of this Chapter and is a condition of Chapter membership.

ARTICLE IV – OFFICERS AND ADMINISTRATION

Board of Directors: The governing body of PPANO will be an executive board called the Board of Directors, chaired by the President, consisting of the Vice President, Secretary, Treasurer, Member at Large, Immediate Past President, and all Standing Committee Chairpersons. The members of the Board of Directors shall be expected to attend all Board of Directors meetings. The Board of Directors shall manage the affairs of the Chapter and shall have authority to take such actions as will best serve the interest of the Chapter and its members. Board of Directors Members shall be required to remain members of the Chapter in good standing throughout their terms of office. The Board of Directors shall meet whenever necessary at the call of the President.

In addition to the above, The Central Ohio Organization of Public Purchasers President and any other Ohio NIGP Chapter President, or from time to time their designee, may also serve on the PPANO Board of Directors as a non-voting member.

Specific duties of the CO-OPP President and other Ohio NIGP chapter presidents shall include:

1. Serving as a non-voting member of the Board of Directors.
2. Providing cooperation in communications and activities between the Ohio Chapters of NIGP, while being advisory in nature.
3. Providing periodic reports to the President as requested.

President: The President is responsible for overall leadership in the development of policy, organization, and achievement of Chapter objectives. Specific duties of the President include:

1. Exercising regular supervision over the affairs of the Chapter.
2. Presiding over all General Membership and Board of Directors meetings.
3. Appointing all standing committee chairs, except the Budget and Finance, Rules, and Nominating Committees.
4. Appointing chairs for special committees.
5. Becoming familiar with:
 - a. The Chapter Bylaws and Chapter Manual.
 - b. NIGP's Chapter policies.
6. Ensuring that each officer and committee chair receives a current copy of the Chapter Manual and bylaws.
7. Assigning any additional duties as necessary to the Vice President.
8. Ensuring that the Vice President is kept informed of Chapter business matters.
9. Authorizing expenditures of commitments of Chapter funds. Expenditures and commitments exceeding \$500 require the Board of Directors prior approval.
10. Monitoring the Chapter's progress and accomplishments of the Strategic Plan.
11. Making arrangements and facilitating the installation of new officers.
12. Serving as an ex-officio member on all committees.
13. Serving as a voting member of the Board of Directors.
14. Representing the Chapter by attending the NIGP Annual Forum providing funding is available.
15. Reporting on the Forum (if attended) to the Chapter at the next regularly scheduled General Membership meeting.
16. Informing the Board of Directors of upcoming Board Meetings.

Vice President: The Vice President supports the President in carrying out the objectives of the Chapter and acts for and on behalf of the President in the event of the President's inability to act. Specific duties of the Vice President include:

1. Performing such duties as are assigned by the President.
2. In the absence of the President at a General Membership or Board of Directors meeting, assuming the office of President.
3. Chairing the Budget and Finance Committee.
 - a. Submitting a budget to the Board of Directors.
 - b. Regulating the travel policy and reimbursement schedule for members.
 - c. Working with the Treasurer for budget and actual expenses reporting.
4. Working closely with the President to make the transition to President as smooth as possible.
5. Possibly attending the NIGP Annual Forum to prepare for the transition to President providing funding is available.
6. Possibly attending NIGP's Chapter Leadership Symposium during his or her term providing funding is available.
7. Serving as a voting member of the Board of Directors.

Secretary: The Secretary is responsible for all Chapter records, minutes, and correspondence as warranted as well as maintaining an official record of all minutes, records, and correspondence of the Board of Directors and General Membership meetings. Specific duties of the Secretary include:

1. Preparing minutes for Board of Directors Meetings, General Membership Meetings, and other official Chapter business.
2. Maintaining an official record of all minutes, meeting documents, and paperwork relative to the organization, and its correspondence.
3. Creating Agendas for the Board of Directors and General Membership Meetings.
4. Distributing minutes to the Board of Directors and Chapter Members as well as to the Webmaster for publication to the Chapter Web site.
5. Serving as a member of the Rules Committee.

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6. Completing Officer and Committee information to be submitted to the Institute for Public Purchasing (NIGP) once a year.
7. Maintaining correspondence with the membership and other entities as needed.
8. Serving as the statutory agent for the Chapter.
9. Serving as a voting member of the Board of Directors.
10. May attend NIGP's Chapter Leadership Symposium during his or her term providing funding is available.

Treasurer: The Treasurer is responsible for managing the finances of the Chapter including depositing money, writing checks, performing monthly account reconciliation, and providing financial and other statements to the Chapter and to the national NIGP office. The Treasurer, in consultation with the Board of Directors, chooses the banking facility and location, arranges for signature cards, and when approved, deposits money into a Chapter certificate of deposit(s) for future use. Specific duties of the Treasurer include:

1. Being responsible for the collection, safekeeping, and disbursement of funds of the organization.
2. Keeping an accurate record of all receipts and disbursements, with enough supporting detail to meet audit requirements.
3. Receiving all monies from social events, and other sources together with adequate substantiating details as to source and deposit in the organization's accounts.
4. Depositing all funds into the Chapter account within five (5) working days.
5. Promptly preparing checks for all invoices after proper notification. Checking monthly bank statements and correcting any discrepancies promptly.
6. Submitting an accurate Treasurer's Report to the Board of Directors at its business meetings.
7. Submitting an accurate Treasurer's Report to the membership at General Membership Meetings and making the report available upon request of members or appropriate inquirers.
8. Arranging for the annual audit if necessary, to be implemented within one (1) month following the completed fiscal year with the auditor/s approved by the Board of Directors.
9. Delivering to the successor all checks, books, records, documents, and other property of the organization that came into the Treasurer's custody, or that have been created during the Treasurer's term of office.
10. Making available for all officers (where desired) to have signing authority and for obtaining signature cards for all officers from all banking institutions carrying organization accounts.
11. Serving as a member of the Budget and Finance Committee.
12. Being responsible for timely preparation and filing of all required tax and information returns.
13. Serving as a voting member of the Board of Directors.
14. Being responsible for timely preparation and filing of all required Secretary of State documents to maintain non-profit corporation status.
15. Possibly attending NIGP's Chapter Leadership Symposium during his or her term providing funding is available.

Member at Large: The Member-at-Large shall serve as an additional conduit of input to the Board of Directors for all of the Chapter membership. Specific duties of the Member at Large include:

1. Serving as an additional conduit of input to the Board of Directors for all of the Chapter membership.
2. Serving as a conduit for persons not attending meetings.
3. Serving as a member of the Nominating Committee.
4. Serving as a member of the Rules Committee.
5. Serving as a voting member of the Board of Directors.
6. Possibly attending NIGP's Chapter Leadership Symposium during his or her term providing funding is available.

Immediate Past President: The Immediate Past President assists with the transition of Board of Directors, Members, and assists with managing the Chapters business. Specific duties of the Immediate Past President include:

1. Serving to provide continuity.
2. Providing information and advice; advising the President and Board of Directors on issues, questions, and problems, offering the wisdom of experience gained during the incumbent's term of office and membership on the Board of Directors.

3. Chairing the Rules Committee.
4. Chairing the Nominating Committee.
5. Informing new members of the Board of Directors of their duties.
6. Advising the succeeding President on matters of unfinished business, offering recommendations and suggestions appropriate for the continuation of the Chapter's primary objects, goals, and purposes.
7. Delivering to the succeeding President all books, records, documents, and other Chapter property that may have come into the incumbent's custody or created during the completed term of office as President.
8. Standardizing Chapter forms.
9. Serving as a voting member of the Board of Directors.

ARTICLE V – NOMINATIONS AND ELECTIONS

The Nominating Committee will recommend to the Board of Directors a slate of candidates for the positions of Vice President, Treasurer, Secretary, and Member at Large for vote on even numbered years at least forty-five (45) days prior to the last General Membership Meeting of the Chapter. The slate of candidates will be announced by mail and/or email to the membership at least thirty (30) days prior to the election date, which shall be at least thirty (30) days prior to the last General Membership Meeting of the Chapter, and provision made at that time for additional nominations from the membership.

Officers shall be elected from the slate of candidates presented by the Nominating Committee and any eligible and consenting member nominated by the membership in writing or by authorized communications equipment.

A simple majority of votes cast by the voting membership, either in writing or by authorized communications equipment, will be required for a candidate to win an election. The President shall announce the results of the election at the last General Membership Meeting of the Chapter.

Voting Rights: Each regular and retired member shall have one vote on any question presented to the membership. Voting for all matters including elections may be conducted by mail or by the use of authorized communications equipment. The Board of Directors may adopt procedures and guidelines for the use of authorized communications equipment to verify that a person is a voting member and to maintain a record of any vote.

No member of this Chapter shall be eligible for any office elected under this article unless he or she has been a member in good standing for at least one year immediately preceding the election.

Members of the same employing entity may serve as officers on the Board of Directors at the same time provided that the entity does not comprise a quorum on the Board of Directors.

ARTICLE VI – TERM OF OFFICE

The term of office of all officers and directors shall commence on January 1 following an election.

All officers, except the President and Vice President, serve two year terms. The Vice President serves a two year term followed by a two year term as President. At the conclusion of a President's term, he or she serves a two year term as Immediate Past President.

All Committee Chairs serve a two year term unless earlier dismissed by the President.

ARTICLE VII – VACANCIES

A vacancy may exist in any office for the following reasons:

1. Death
2. Resignation in writing
3. Inability to perform the duties of the office
4. Removal from the office for cause. The Board of Directors may, by a majority vote, vacate any office for cause or whenever the Board of Directors determines that the incumbent is incapable of performing the duties of such office. The officer shall be given, by registered mail, written notice of any such proposed action of the Board of Directors together with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Board of Directors. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

A vacancy in the office of the President shall be filled by the Vice President. If the Vice President cannot succeed to the office of President, the Board of Directors shall elect from among themselves an individual to serve in the office of President for the unfulfilled term. If the Vice President takes the office of President, the Board of Directors shall elect from among them-selves an individual to serve in the office of Vice President.

Any vacancy in the office of the Secretary, Treasurer, or Member at Large, unless otherwise noted, shall be filled by appointment of the President with two-thirds (2/3) approval of the Board of Directors for the remainder of the unfulfilled term. In the event of a tie, the President shall cast the deciding vote.

RESIGNATION OF OFFICERS

Officers or Committee members may resign at any time by notice to the President or Secretary. Any officer or Committee person whose membership dues are ninety-one days in arrears is deemed to have resigned by disqualification.

Any officer or Committee person who misses three consecutive meetings, Board of Directors Meetings or membership meetings or a combination of both, without excuse acceptable to the Board of Officers may be deemed to have resigned by disqualification.

Any other officer or committee person who is no longer qualified to be an officer or Committee person shall be deemed to have resigned as of the effective date or the loss of qualifications.

ARTICLE VIII – MEETINGS

General Membership Meetings: The Chapter shall hold General Membership Meetings on a quarterly basis for a minimum of four meetings per year. The Board of Directors may call additional General Membership Meetings as they are needed. Committee Chairs shall submit reports to the membership at each General Membership Meeting.

Annual Meeting: The purpose of the Annual Meeting shall be to announce newly-elected officers, present the annual report and financial statement, and complete other transactions of business. Awards may also be presented. The annual meeting shall be the last General Membership Meeting of the year, unless otherwise announced by the Board of Directors a minimum of (30) days before the meeting date.

Board of Directors Meetings: The PPANO Board of Directors shall meet at least quarterly to officially conduct PPANO Business. The President may also call special Board of Directors Meetings as they are needed.

Special Meetings: the President on his or her own motion may call Special Meetings of the Chapter. Any other officer upon approval of the Board of Directors may call Special Meetings. Regular members of the Chapter may, upon approval of the Board of Directors or upon presenting written approval of two-thirds (2/3) of the regular membership call for a special meeting of the Chapter.

Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.

Notice of Meetings: Written notice of the purpose, time and place of all General Membership, Annual, or Special Meetings of the Chapter shall be given to all members. Such notice shall be served to members no less than fifteen (15) days prior to the meeting. Written notice may be provided by mail or by use of any authorized communications equipment.

All General Membership Meetings and the Annual Meeting shall be held in person. Board of Directors, Special, and Committee meetings may be held in person, telephonically, or through electronic means; provided that members are not precluded from speaking on any issue brought forth during the meeting.

Quorum: A quorum is required for any vote at a meeting of the Board of Directors, General Membership Meeting, Annual Meeting or committee meeting.

1. A quorum at a Board of Directors Meeting shall consist of a majority of the Board of Directors. One may be physically or electronically present by any means of authorized communications equipment to be counted toward the quorum total.
2. A quorum at the Annual Meeting or at any General Membership Meeting shall consist of 20% of the total voting membership, three (3) of which shall be members of the Board of Directors. One must be physically present at the Annual Meeting or at a General Membership Meeting to be counted toward the quorum total.
3. A quorum at any committee meeting shall consist of a majority of the committee members. One may be physically or electronically present by any means of authorized communications equipment to be counted toward the quorum total.
4. Nothing in these bylaws shall require the availability of authorized communications equipment for each and every meeting or for any individual meeting; provided that proper Notice of Meeting is given in accordance with these bylaws, and that members are not precluded from speaking on any issue brought forth during the meeting.

Authority: Except where inconsistent with these Bylaws, "Robert's Rules of Order" shall govern the conduct of the meetings of the Chapter.

Decisions at all meetings shall be by a simple majority of the votes cast, unless otherwise required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE IX – STANDING AND AD HOC COMMITTEES

General Information: Meetings of committees may be held by any means of authorized communications equipment. Individuals interested in serving on standing committees may submit a letter of interest to the appropriate committee chair. Each standing committee chair shall have one vote to cast on any matter coming before the Board of Directors except those chairs who cast a vote as an officer or a chair of another committee. In such cases they will vote only once. Chairs and co-chairs may only cast one (1) vote between them.

Committee Chairs: Unless otherwise indicated in these Bylaws, committee chairs shall be appointed by the President and serve a term of two (2) years. The President may also appoint co-chairs when he or she deems it to be in the best interest of the Chapter. In the event a committee chair position is vacant or vacated, it shall be filled by appointment by

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the President. If an appointment is made during the middle of a term, the appointed individual shall serve as committee chair for the remaining of the term. Duties of the Chairs include, but are not limited to:

1. Serving as voting members of the Board of Directors. A member chairing more than one committee shall only have one (1) vote.
2. Serving to provide leadership of the specific activities of the Chapter.
3. Organizing and conducting meetings of their respective committees.
4. Appointing members of their respective committees.
5. Providing periodic reports to the President, Secretary, and the regular membership.

Awards & Scholarship Committee: The Awards and Scholarship Committee shall consist of the Past-President or Past-Presidents and not less than two (2) additional members. The Awards and Scholarship Committee's primary responsibilities include:

1. Developing and administering procedures, criteria and final selection of recipients of the annual Chapter awards (e.g., Manager of the Year, Buyer of the Year, etc.).
2. Coordinating application submissions for Chapter of the Year, Buyer of the Year, and Manager of the Year to NIGP.
3. Reviewing applications and recommending awards of the Professional Development Assistance Program.
4. Annually reviewing the procedures and criteria used in selecting recipients of the Chapter and NIGP awards and Professional Development Assistance Programs.

Budget and Finance Committee: The Vice President of the Chapter shall chair this Committee and the Treasurer shall also be a member. The Budget and Finance Committee's primary responsibilities include:

1. Planning, establishing, and executing the Chapter's financial program, which shall include professional development assistance for leadership and membership
2. Preparing and presenting the Chapter's annual report, financial analyses, and statements.
3. Supervising, coordinating, and reviewing the committee's budget proposals for the year.
4. Preparing and regulating a travel policy and reimbursement schedule for all members traveling for the purpose of conducting Chapter business, or whenever travelers are utilizing Chapter funds.

Rules Committee: The Immediate Past-President of the Chapter shall chair this Committee. In the event there is a vacancy in the office of Immediate Past President, this chair shall be appointed by the President. The Secretary and the Member-at-Large shall also be members. The Rules Committee's primary responsibilities include:

1. Reviewing the Chapter Bylaws and Chapter Manual and preparing/presenting to the Board of Directors recommended enhancements and/or needed changes.
2. Preparing/presenting to the regular membership all Board of Directors approved changes to the Bylaws and Chapter Manual.

Events Committee: The President Vice President and Past President shall all serve as committee members. The Events Committee's primary responsibilities include:

1. Recommending, planning, organizing, and administering Chapter conferences, product expositions, vendor reverse trade fairs, and other fund raising events when approved for scheduling by the Board of Directors.

Education/Programming Committee: The Education/Programming Committee's primary responsibilities include:

1. Planning, establishing, and coordinating educational programs, subject to approval by the Board of Directors, which further the knowledge, expertise, and professionalism of the Membership, such as organizing workshops and NIGP seminars; and towards certification (CPPB and CPPO) of the Chapter members.
2. Planning and coordinating the speakers and programming at General Membership Meetings.
3. Informing all members of General Membership Meetings.

Membership Committee: The Membership Committee's primary responsibilities include:

1. Planning and executing an effective recruiting program.
2. Contacting governmental purchasers and other prospective members and inviting them to a membership meeting.
3. Distributing applications for membership.
4. Carefully reviewing all applications to ensure that membership requirements and eligibility standards are met.
5. Initiating letters of welcome to new members, outlining the purposes of the Chapter and listing services available.
6. Arranging for the preparation and distribution of membership certificates.
7. Furnishing information relative to the Chapter's membership status as may be required by the Secretary and Treasurer for the submittal of required annual income tax returns.
8. For the purpose of nominating the Chapter for NIGP Chapter of the Year, maintaining data, effective the first day, also the last day of each calendar year, including: number of members, and number of NIGP national agency memberships, and individual memberships held by PPANO members.
9. Establishing procedures for maintaining the Chapter's membership.
10. Preparing materials for distribution to potential members or to help familiarize them with the Chapter.
11. Working with the President on membership problems.
12. Preparing an annual membership list of paid members in good standing.
13. Submitting membership lists to NIGP according to its requirements in cooperation with the PPANO Secretary.
14. Making current and updated membership lists available to the membership.
15. Issuing delinquency notices when necessary.
16. Developing a Member Recognition Award Program, including acknowledging the anniversaries at five (5) year intervals for the membership, certificates earned, renewal of certificates, degrees earned, promotions, etc.
17. Actively promoting the continued growth of the Chapter.
18. Reviewing the eligibility of prospective new members and carrying out membership policies set by the President and the Board of Directors.

Nominating Committee: The Immediate Past President shall chair this Committee and appoint committee members. The Nominating Committee's primary responsibilities include:

1. Soliciting and evaluating recommendations and nominations from members in good standing.
2. Submitting a slate of candidates to the voting membership, no later than 30 days prior to the election.
3. Per Article V, preparing materials and conducting the elections prior to the last General Membership Meeting of the Chapter on even numbered years, or as needed due to vacancies.
4. Developing and implementing fair balloting procedures for live, mail -in and electronic voting for implementation after approval by the Board of Directors.
5. Developing and implementing an application process and form for committee assignments.

Public Relations Committee: The Public Relations Committee's primary responsibilities include:

1. Informing the membership of Chapter cultural and educational activities as well as social events.
2. Collecting articles and preparing, editing, and publishing the Chapter's newsletter.

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3. Collecting and sending articles to members' local newspapers, NIGP, etc., to publicize individual achievements, as well as those of the Chapter.
4. Actively promoting Chapter activities.

Ad Hoc Committees: The Chapter President may form ad-hoc (special) committees as needed. Ad hoc Committee Chairs are appointed by the President, but do not have voting rights on the Board of Directors.

ARTICLE X – FINANCES

Membership Dues: Upon the recommendation of the Board of Directors, the Chapter shall receive annual dues from the membership. New Members shall pay, in full, at the time of acceptance into membership.

Assessment: The Chapter may, at its option and in accordance with these Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.

Contributions and Gifts: The Chapter may receive financial contributions and non-vendor gifts in support of its activities. The financial receipts of the Chapter derived from sources other than membership dues may be retained for the support of the Chapter's activities unless other arrangements have been established and approved by the Board of Directors.

Fund-raising: Throughout the year, PPANO may conduct fund raising in an effort to support its activities. No person, officer, or member may in the name of the Chapter, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors or from the President.

Expenditures and Commitments: All expenditures and financial commitments exceeding \$500 require the Board of Directors prior approval. Any expenditure over \$500.00 shall require approval of the Board of Directors over and above simply passing the budget unless the expenditure is needed on an emergency basis and Board of Directors approval is not possible. In this case, the expenditure shall be approved by the President and retroactively approved by the Board of Directors. All official PPANO travel shall be approved in advance by the Board of Directors regardless of cost.

Bank Account: A bank account for the Chapter shall be maintained with authorized signatures registered, to include the President, Vice President, Treasurer, Secretary, Member at Large, and Immediate Past President any one of which shall be required on all checks. Organization checks require one authorized signature. All officers may have signatory authority on the checking account.

The account shall be reconciled with each bank statement. All revenue must be deposited into the bank account and all expenses paid by check, debit card, or petty cash, which require the submittal of original receipts.

Annual Audit: An annual audit if necessary may be conducted on the bank account and findings presented to the Chapter membership. The Board of Directors shall select the auditor and said auditor may be from the regular membership.

Budget: An annual budget for the calendar year (January 1 through December 31) shall be approved by the Board of Directors and presented to the membership during the fourth quarter of the previous calendar year at a General or Annual meeting. The budget shall list estimated revenues and planned expenses on a line item basis. The budget shall be approved by a two-thirds majority vote of the Board of Directors. The adopted budget shall be used as a guide and may be modified by the Board of Directors.

Fiscal Year: The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI – AMENDMENTS

The Board of Directors may amend these Bylaws by a two-thirds vote by the entire Board of Directors at any meeting, providing that a copy of any proposed amendment has been mailed and or emailed to each Director at least thirty (30) days before the meeting.

NIGP shall be notified in writing within thirty (30) days of any amendments or changes to the Bylaws. Any modifications to the Bylaws must comply with NIGP's policies and procedures and must not be inconsistent with the Chapter's status as a non-profit organization.

ARTICLE XII – SEPARABILITY

If any Section of these bylaws is found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI.

ARTICLE XIII – DISSOLUTION

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

Upon any dissolution of the Chapter, the Board of Directors of the Chapter shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Chapter to the National Institute of Governmental Purchasing, Inc. ("NIGP National Chapter"), provided that such organization is recognized as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (the "Code"). If, at the time of the Chapter's dissolution, NIGP National Chapter is not recognized as exempt under Section 501(c)(3) of the Code, the remaining assets of the Chapter shall be distributed for one (1) or more of the Chapter's exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine.

ARTICLE XIV – INDEMNIFICATION

Every officer, member of the Board of Directors, or volunteer of PPANO, hereinafter referred to as an indemnified individual, shall be indemnified by PPANO against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnified individual in connection with any proceeding to which such indemnified individual may become involved, by reason of such indemnified individual being or having been a member of the Board of Directors, officer or volunteer of PPANO, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board of Directors, or volunteer of PPANO at the time such expenses are incurred, except in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of PPANO. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individual may be entitled.