



SOUTHEAST TEXAS ASSOCIATION of PUBLIC PURCHASING

Southeast Texas Association of Public Purchasing (SETAPP) By-Laws

Amended: November 18, 2021

Article I - Name

The name of this organization shall be the Southeast Texas Association of Public Purchasing (SETAPP), Chapter of NIGP The Institute for Public Procurement.

Article II - Objective

All persons who desire to become Members of this organization shall subscribe to the objectives of the Chapter as outlined in By-Laws.

Article III - Membership

The membership shall consist of Regular, Honorary, Associate, Student, and Retired memberships each fiscal year. The fiscal year of the Chapter shall be January 1 through December 31.

- 3.1 Regular Membership: Membership in the Chapter shall be open to all public institution procurement and materials management professionals in federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities or 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 direct influence of the public procurement process, such as, department head, and educators. The membership ownership resides with the member, not the agency.
- 3.2 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.
- 3.3 Retired Membership: Retired membership may be conferred upon members of this Chapter upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. Retired Members shall be entitled to vote and hold office or serve on all committees. The applicant must be a member in good standing at the time of retirement for ten (10) continuous years to be exempt from payment of dues. Applicants with less than ten (10) continuous years will receive a 50% reduction from payment of dues.
- 3.4 Associate Membership: Persons eligible for regular membership but whom by reason of transfer, geography, work conflict, etc. are not reasonably able to attend meetings, etc. shall be eligible for associate membership which may be conferred by simple majority vote of

the regular members. Associate members shall not be entitled to vote or hold office and will not be exempt from the payment of dues.

- 3.5 Student Membership: Full-time college students (12 or more semester hours) shall be eligible for student membership. Student members shall not be entitled to vote or hold office and shall be exempt from the payment of dues.
- 3.6 Admission: An applicant becomes a Regular member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all eligibility requirements outlined in Paragraph 1 above.
- 3.7 Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including 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 be given opportunity to show cause as to why the membership should not be revoked.

Article IV - Officers and Administration

The following shall constitute the Officers of the Chapter: President, Vice President, Secretary, and Treasurer.

- 4.1 President: The President shall exercise general supervision over the affairs of the Chapter, preside over all meetings of the Chapter, be a member ex-officio of all committees and perform all duties incidental to the office of the President. The President is authorized to sign Chapter checks up to \$799.99 in the temporary absence of the Treasurer. Any expenditure in excess of \$799.99 or 20% of the current treasury balance, whichever is less, shall require the approval of the majority of the Executive Board of Directors.
- 4.2 Vice President: The Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to annual awards and scholarship, shall see that audit of financial records is performed, and performs such duties as are assigned by the President.
 - 4.2.1 The Vice President shall direct the Awards and Scholarship Committee. The Awards and Scholarship Committee shall consist of the following four Members:
 - Vice President, Chairperson
 - Chairperson of the Education Committee
 - Chairperson of the Membership Committee
 - Member-at-large from the Chapter membership, nominated by the Board of Directors
 - 4.2.2 This Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the annual Chapter awards.
 - 4.2.3 Each year this Committee shall review procedures and criteria used in selecting recipients of the Chapter's Purchasing Manager of the Year Award, Professional Buyer of the Year Award, Annual Darcell Ambres Scholarship Awards and Debbie Kaminski Lone Star Conference Scholarship and submit any recommended

changes for approval to the Board of Directors not later than the first month of the Chapter fiscal year. Any changes requires majority vote of Board of Directors. If no changes are deemed necessary, the Committee shall report this to the membership by the second month of the Chapter fiscal year.

- 4.2.4 This Committee shall also coordinate submission of the NIGP Chapter of the Year criteria, nomination for the National Professional Public Buyer of the Year, and nomination for the National Public Purchasing Manager of the Year Awards to NIGP.
- 4.3 Secretary: The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter. A written record of all meetings shall be posted on the Chapter website. The Secretary shall perform such other duties as may be assigned by the President and/or Board of Directors.
- 4.4 Treasurer: The Treasurer shall be responsible for the accounting of the funds of the Chapter, shall maintain complete records of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each meeting. The Treasurer shall prepare and sign all Chapter checks up to \$799.99. Any expenditure in excess of \$799.99 or 20% of the current treasury balance, whichever is less, shall require the approval of the majority of the Executive Board of Directors. The Treasurer shall complete and submit NIGP required forms (Leadership Reporting Form, Member Data Form, Seminar Agreement, Financial Form and Group Exemption Update Form), by deadlines dictated by NIGP.
- 4.5 Board of Directors: The governing body of this Chapter will be a board called the Board of Directors, chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, and Treasurer and standing Committee Chairperson. It shall be the duty of each Member of the Board of Directors to attend board meetings which may be via e-mail, conference call, teleconference or an equivalent. The Board of Directors shall control and manage the affairs of the Chapter and shall have authority to take actions that will serve the best interest of the Chapter and its Members.
- 4.6 Executive Board of Directors: The Executive Board of Directors, chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, and Treasurer. The Executive Board of Directors shall control and manage the finances of the Chapter, create nomination committee and appoint chairperson of nomination committee for Chapter elections, vacancies, and shall have authority to take actions that will serve the best interest of the Chapter and its members.

Article V - Nominations & Elections

- 5.1 The Nominating Committee and its Chairperson are appointed by the Executive Board of Directors and shall consist of not less than three (3) members. The nominating Committee will recommend a slate of officers for membership vote at the October Chapter meeting. The slate of candidates will be announced by e-mail to the membership at least thirty (30) days prior to the October meeting. Officers shall be elected at the October meeting from the slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular

members in attendance, and by absentee ballot, will be required for a candidate to win election. Votes by absentee ballot will be counted only if submitted on the Chapter's Absentee Ballot form. The Absentee Ballot shall be received by the Nominating Chairperson prior to the official vote.

- 5.2 In the event of a vacancy in an officer's position, it shall be filled by automatic succession and a special election held in accordance with Article V, Section 5.1 of the By-Laws.
- 5.3 No member of this Chapter shall be eligible for any office or directorship unless he/she has been a member in good standing for at least one (1) year immediately preceding the election.
- 5.4 Only members that hold either an individual or agency national NIGP membership may serve as an Officer.

Article VI - Terms of Office

- 6.1 The term of office for Officers shall commence on January 1 of each year.
- 6.2 The term of office of all officers and directors shall be for a period of one (1) year. Officers shall be elected for a period of one (1) year with the exception of the Treasurer who will serve a two (2) year term.

Article VII - Vacancies

- 7.1 A vacancy may exist in any office for the following reasons:
 - Death
 - Resignation
 - Physical inability to perform the duties of the office
 - Removal from the office for cause
- 7.2 The Executive Board of Directors may, by a majority vote, vacate any office for cause or whenever the Executive Board of Directors shall determine that the incumbent is physically incapable of performing the duties of such office. In cases of excessive absenteeism, an appointed Board member may be removed from their post by order of the Executive Board of Directors and an elected Executive Board member may be removed from their post upon recommendation by any Executive Board member to the Executive Board of Directors and majority consent by vote of the Executive Board of Directors. The officer shall be given, by registered mail, written notice of any such proposed action of the Executive Board of Directors together with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Executive Board of Directors. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

Article VIII - Meetings

The Chapter shall meet at a minimum frequency of four (4) meetings per calendar year. The date shall be determined by and may be changed by the Board of Directors. The Facilities/Program Committee Chairperson, together with the President, shall determine the location of Chapter meetings. The President may call a special meeting at any time deemed necessary. Regular, Annual

and Special meetings shall be announced in writing to the membership a minimum of thirty (30) days in advance.

- 8.1 Annual Meeting: The purpose of the Annual Meeting held in October of each year shall be to elect officers, present annual report and financial statement, and other transactions of business shall be brought before it. Awards may also be presented.
- 8.2 Special Meetings: Special Meetings of the Chapter may be called by the President on his/her own motion. Special meetings may be called by any other officer upon approval by 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.
- 8.3 Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
- 8.4 Notice of Meetings: Written notice of the purpose, time and place of all Regular, Annual or Special Meetings of the Chapter shall be given by the Facilities/Program Chairperson to all members. Such notice shall be served no less than thirty (30) days prior to the meeting.
- 8.5 Quorum: For any meeting, a quorum shall consist of the majority of the membership present.
- 8.6 Voting: Each Regular Member or Retired member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the By-Laws 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.
- 8.7 Authority: Except where inconsistent with these By-Laws, Robert's Rules of Order shall govern the conduct of the meetings of the Chapter.
- 8.8 Board of Directors Meetings: The Board of Directors shall meet regularly at a time and place specified by the President at a frequency of no less than one (1) meeting every other month. The President may call special Board of Directors meetings at any time deemed necessary. These meetings may be held in person, by e-mail, conference call or the equivalent.

Article IX – Committees

Standing Committees: The Standing Committees of the Chapter shall be as follows:

- Budget and Finance Committee
- Education Committee
- Membership Committee
- Public Relations Committee
- Facilities/Program Committee
- Legislative Committee
- Awards and Scholarship Committee

- 9.1 Budget and Finance Committee: The Budget and Finance Committee shall consist of not less than three (3) members. The Budget and Finance Committee's primary responsibilities are to plan, establish, and execute the Chapter's financial program, prepare and present the Chapter's annual report, financial analyses and statements; supervise, coordinate and review the Committee's budget proposals for the year. This committee shall be chaired by the current Treasurer and include at least one (1) non-Board members.
- 9.2 Education Committee: The Education Committee's primary responsibilities are to plan, establish and coordinate educational programs, subject to approval by the Board, 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. The Committee Chairperson shall make periodic progress reports to the Board of Directors on the status of the Committee's activities.
- 9.3 Membership Committee: The Membership Committee's primary responsibilities are to organize an effective recruiting program to prepare materials for distribution to potential members or to help familiarize them with the Chapter; and to work with the Board of Directors on membership problems. The committee's Chairperson shall make periodic progress reports to the President on the status of their activities and maintain a list of all current members. The Committee shall be responsible for sending out delinquent membership dues notices where necessary.
- 9.4 Public Relations Committee: The Public Relations Committee's primary responsibilities are to inform the membership of Chapter cultural and educational activities as well as social events. The Public Relations Committee shall collect articles, prepare, edit and publish the Chapter's quarterly newsletter. The Committee shall collect and send articles to member's local newspaper, to NIGP, etc., to publicize individual achievements, as well as those of the Chapter. The Committee shall create and maintain social media sites and advise membership of updates. The Committee's Chairperson shall make periodic progress reports to the Board of Directors on the status of the Committee's activities.
- 9.5 Facilities/Program Committee: The Facilities/Program Committee's primary responsibilities are to identify local sites to accommodate Chapter requirements for conducting general membership, Board of Directors and all special called meetings, negotiate arrangements and make necessary reservations subject to the Board of Directors approval. Other committee responsibilities, in conjunction with the President, are to plan, develop and coordinate informational and educational programs. Responsibilities shall include arrangements for guest speakers at meetings and to arrange audio visual aids, panels and/or other appropriate methods to achieve the desired objectives. The Committee's Chairperson shall make periodic progress reports to the Board of Directors on the status of the Committee's activities.
- 9.6 Legislative Committee: The Legislative Committee's primary responsibilities are to act as liaisons between legislative committees which deal with procurement matters; to give the committees the views of the Chapter; and to inform membership of legislative activities and matters. The Committee's Chairperson shall make periodic progress reports to the Board of Directors on the status of the Committee's activities.
- 9.7 Awards and Scholarship Committee: See 4.2 above.

- 9.8 Special Committees: From time to time, the President may appoint Special Committees. The Chairperson of such a 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 X - Financing

- 10.1 Membership Dues: The Chapter shall receive annual dues from the membership. The Executive Board of Directors shall set the rate for all membership dues, delinquent dues and late fees of the ensuing year. Members shall pay, in full, individual membership annual dues. Invoices will be issued in November of each year and payable prior to February 1 of the ensuing year. Delinquent dues will incur late fee(s) as approved by the Executive Board of Directors. Those members who have not remitted dues by April 1 of the ensuing year will no longer be considered in good standing and will automatically be dropped from the membership roster. Members dropped off the roster after April 1 of the ensuing year can reinstate membership once dues are paid, but are not eligible to run for Office of said year.
- 10.2 Contributions and Gifts: The Chapter may receive financial contributions and 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 approved by the Executive Board of Directors are established.
- 10.3 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 gifts or contributions of any kind without the approval of the Executive Board of Directors.

Article XI - Amendments

Proposed amendments to these By-laws may be adopted by the members of the Chapter at a regular business meeting or by electronic vote. Notice of the proposed amendments to these By-laws shall include a copy of the proposed amendment(s), shall be posted on the SETAPP web site, and shall be sent to the membership electronically at least thirty (30) days prior to the date set for the regular business meeting or electronic vote. Approval of any amendment to these By-laws shall require a two-thirds affirmative vote of the members of the Chapter present at a regular business meeting or voting electronically. Electronic votes shall be received by the Executive Board of Directors. Any changes to these By-Laws shall be submitted to NIGP for review.

Article XII - Separability

If any Section of the By-Laws are found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI.

Article XIII - Revocation/Dissolution

In the event a Chapter charter is revoked or a Chapter is dissolved, the Chapter shall, after satisfaction of all debts to NIGP and other debtors, transfer its remaining assets, including monies, securities, documents, files and other property, in whatever form, to NIGP National. All such assets will be held by NIGP 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 NIGP. Reinstatement of a Chapter Charter may be accomplished upon application to the NIGP and favorable vote of NIGP.