

BYLAWS

UTAH CHAPTER NIGP

Updated January 2019

ARTICLE I – NAME

- A. The name of this organization shall be the **UTAH** Chapter NIGP (National Institute of Governmental Purchasing, Inc.) hereafter referred to as “Chapter”.

ARTICLE II – PURPOSES

- A. This organization is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:
1. To promote ethical, efficient and cost-effective public purchasing and materials management;
 2. To provide educational programs, products, and services for public purchasing personnel;
 3. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
 4. To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
 5. To assist other charitable and educational organizations in the conduct of similar activities; and
 6. To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.
- B. In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this organization shall also have all of the powers granted to nonprofit unincorporated associations by the law of Utah; provided, however, that this organization shall not, except to and in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE III – MEMBERSHIP

- A. The membership shall consist of Regular, Student, Honorary, and Retired memberships.
1. **Regular Membership**: Membership in the Chapter shall be open to all public institution procurement and materials management personnel including federal, state, county, municipal, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivisions of the State; full time employees of NIGP member agencies provided they spend the majority of their time involved in purchasing or materials management functions; persons with full time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators.
 2. **Student Membership**: Full-time students of a higher institution of learning may become chapter members at a rate as determined by the Chapter Board, and participate actively on any committee.
 3. **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.
 4. **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 and shall be exempt from payment of dues.

5. **Admission:** An applicant becomes a regular or student member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all eligibility requirements outlined in paragraphs 1 and 2.
6. **Revocation:** The Executive Board may revoke the membership of any person for non-payment of dues or for other just cause, including violations of the 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 of Directors and given an opportunity to show cause as to why the membership should not be revoked.
7. **Status of Membership:** A member is considered in 'Good Status' if their dues are current and they have attended 60% of the available meetings.

ARTICLE IV – OFFICERS AND ADMINISTRATION

A. The following shall constitute the officers of the Chapter:

President	Immediate Past President
Vice President	Treasurer
Secretary	Directors (3)

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 incident to the office of the President. The President shall be responsible for authorizing expenditure or commitment of Chapter funds, and shall counter-sign all Chapter checks issued on behalf of the Chapter. The President's term of office shall be for a one-year period. At the end of his/her term as President he/she will move into the position of Past President of the Chapter.
 1. **Vice President:** The Vice President shall oversee the development of selection criteria, nomination and selection pertaining to annual awards and scholarships, ensure that audit of financial records is performed, and perform other duties as assigned by the President. The Vice President is authorized to sign or counter-sign Chapter checks in the temporary absence of the President or Treasurer. The Vice President shall direct the Honors and Awards Committee. The Vice President's term of office shall be for a one-year period. At the end of the Vice President's term he/she will then move into the position of President of the Chapter.
 2. **Secretary:** The Secretary shall maintain a written record of the proceedings of all meetings of the Executive Board and of the Chapter, mail and/or email all notices of meetings and affairs of the Chapter to the members of the Chapter and to NIGP, and perform other duties as assigned by the President or Executive Board. The Secretary's term of office shall be for a one-year term.
 3. **Immediate Past President:** The Immediate Past President serves in an advisory capacity to the current officers and Board and assists with the management of the Chapter's business. He/She reports to the President. The Immediate Past President's term of office shall be for a one-year period.
 5. **Treasurer:** The Treasurer shall be responsible for the accounting of the funds of the Chapter, 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 meeting. The Treasurer shall prepare and sign all Chapter checks and deliver to the President or Vice President for counter-signature. Any expenditure in excess of \$200 or 20% of the current treasury balance, whichever is less, shall require the approval of the Executive Board. (See Executive Board for additional restrictions on expenditures.) The Treasurer's term of office shall be for a two-year period.
 6. **Directors:** Directors are elected for a three-year term on a rotating basis such that one director is elected each year. They have over-watch responsibility for the physical properties of the chapter and for the continuity of chapter operations. They shall perform duties as assigned by the Chapter President and assist with planning and preparation for special events.
- B. **Executive Board:** The governing body of this Chapter shall be an Executive Board, chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, Treasurer, three (3) Directors, and Standing Committee Chairpersons. It shall be the duty of each Member of the Executive Board to attend each meeting of the Executive Board. The Executive Board shall control and manage the affairs and finances of the Chapter and shall have authority to take actions that will serve the best interests of the Chapter and its members. A simple

majority of the Executive Board must be present in order to approve or disapprove any business by vote. The Executive Board shall have no authority to expend, commit funds, or otherwise cause indebtedness to the Chapter in excess of \$1,500 or 20% of the current treasury balance, whichever is smaller, unless such expenditure, commitment, or indebtedness is approved in advance by two-thirds (2/3) majority vote of the membership present at a regular meeting. The fiscal year of the Chapter shall be January 1 through December 31, in order to match the meeting calendar year.

- C. For more detailed information as to the duties and responsibilities of the above officers, refer to the Chapter "Handbook for Officers, Board Members, and Committee Chairpersons" (Handbook) available on the Chapter website: www.nigputah.org.

ARTICLE V – COMMITTEES

- A. **Standing Committees**: Every effort shall be made to formulate the committees listed below, with an understanding that the Officers may have to accept some of these responsibilities until all of the committees are filled.

- B. Standing Committees of the Chapter shall be as follows:

Finance Committee	Nominating Committee
Education Committee	Honors & Awards Committee
Membership Committee	Historical Committee
Public Relations and Marketing Committee	Special Committee
Community Involvement Committee	

1. **Finance Committee**: The 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; and supervise, coordinate and review the Committee's budget proposals for the year. The Committee's Chairperson shall make periodic reports to the President on the status of their activities. The Treasurer shall be an ex-officio member of the Committee.
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 facilitates certification (CPPB and CPPO) of the Chapter members. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
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 President on membership issues. The Membership Committee shall prepare an annual membership list of paid members in good standing for presentation at the first Executive Board Meeting of the Chapter year. This list should identify the members who are members of NIGP National and those who are Chapter members only. This list shall be accurate and effective as of January 1st and shall also be submitted to NIGP according to its requirements. This Membership list and updated lists shall be prepared and presented to the Board and to the membership through the Chapter newsletter. The Committee's Chairperson shall make periodic progress reports to the President on the status of their activities.
4. **Public Relations and Marketing Committee**: The Public Relations and Marketing Committee is responsible to inform the membership of Chapter social and educational activities and communicate with the community. This will be achieved via a chapter newsletter, chapter web site, and written correspondence. The Committee shall collect articles and prepare, edit, and publish the Chapter's newsletter prior to the Chapter's regular meetings.. The committee shall promote the Public Procurement Profession by any appropriate means available. The Committee's Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
5. **Nominating Committee**: The Nominating Committee will recruit candidates to fill the many positions of service within the Chapter and supervise and facilitate the elections held each November.

6. **The Honor and Awards Committee:** The Honors and Awards Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients of Chapter awards and scholarships. It shall consist of the following members

Vice President, Chairperson
Chairperson of the Education Committee
Chairperson of the Membership Committee
Chairperson of the Scholarship Subcommittee
Member-at-large from the Chapter membership, nominated by the President and approved by the Executive Board.

- a. This Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the following annual Chapter awards:
1. Professional Public Buyer of the Year Award
 2. Professional Public Purchasing Manager of the Year Award
- b. This Committee shall 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 Professional Purchasing Manager of the Year Awards to NIGP.
- c. This Committee shall be responsible for the development and administration of procedures, criteria and final selection of recipients for the Scholarship awards. For further details, see the "Handbook", Section 7, "Annual Awards and Scholarships".
- d. Each year the Honor and Award Committee shall review procedures and criteria used in selecting recipients of the above awards and scholarships, and submit any recommended changes for approval to the membership no later than the second month of the Chapter fiscal year. If no changes are deemed necessary, the Committee shall report this to the membership by the second month of the Chapter fiscal year.
- f. Any recommended changes shall be submitted to the membership, in writing, at least thirty (30) days prior to the next Chapter meeting for a membership vote. Upon approval by the membership, the President shall submit any changes to NIGP for approval.

7. **The Historical Committee:** The Historical Committee shall be responsible for collecting data, information, photos, and other items appropriate for the historical records of the chapter and for maintaining this information in a perpetual file.

8. **Community Involvement Committee:** The Community Involvement Committee shall be responsible for providing volunteer and/or service opportunities for the chapter membership. There shall be at least one official event per calendar year.

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.

- C. For more detailed information as to the duties and responsibilities of the above committees, refer to the Chapter "Handbook for Officers, Board Members and Committee Chairpersons" available on the Chapter website: www.nigputah.org.

ARTICLE VI – NOMINATIONS AND ELECTIONS

- A. The Nominating Committee will recommend a slate of officers/directors for membership vote at the November Chapter meeting. The slate of candidates will be announced by mail or e-mail to the membership thirty (30) days prior to the November meeting. Officers/Directors shall be elected at the November meeting from the slate of candidates presented by the Nominating Committee and any eligible and consenting member nominated from the floor. A simple major 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 only be considered if arrangements are made in advance of the November meeting with a member of the nomination committee.

B. To be eligible as a candidate for an officer or director position, a member must be in good standing with both the local chapter and National NIGP.

C. The following officers shall be elected annually:

Vice President
Secretary

D. The following officer shall be elected biennially

Treasurer

E. The following officers shall be elected triennially on a rotating basis such that one director is elected each year

Directors

F. There shall be a line of succession from Vice President to President and President to Past President without an election.

President – Moves to Past President Automatically
Vice President – Moves to President Automatically

ARTICLE VII – VACANCIES

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

- Resignation in writing to the Executive Board
- Physical inability to perform the duties of the office
- Removal from the office for cause
- The Executive Board may, by a majority vote of members present at a regular or specially-called board meeting, vacate any office for cause or whenever the Executive Board shall determine that the incumbent is physically, mentally or legally incapable of performing the duties of such office. The officer shall be given, by certified mail, written notice of any such proposed action of the Executive Board together with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Board. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

B. In the event an office vacates their position prematurely, the following actions shall be taken:

- President: the Vice President shall become President, vacating the role of Vice President.
- Vice President: the Secretary and Past President shall share responsibilities until a special election can be held to elect a new Vice President.
- Treasurer: the President shall appoint a member of the chapter to fill the vacancy until the end of the term. The appointment shall be confirmed by a majority of the Executive Board.
- Secretary: the President shall appoint a member of the chapter to fill the vacancy until the end of the term. The appointment shall be confirmed by a majority of the Executive Board.
- Board member: the President shall appoint a member of the chapter to fill the vacancy until the end of the term. The appointment shall be confirmed by a majority of the Executive Board.

ARTICLE VIII – MEETINGS

A. The Chapter shall meet regularly, at the discretion of the Executive Board, every other month between the months of January and December of each fiscal year excluding the months of June, July and August. The Education Committee Chairperson, President, and Vice President shall determine the dates and locations of Chapter Meetings. With reasonable notice, 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 ten (10) days in advance.

1. **Satellite Meetings:** Until such times as membership facilitates the creation of additional chapters within the state, satellite branches may be organized in the northern and southern areas of the state to accommodate member attendance under the umbrella of the original chapter. Meetings by these branches will be coordinated by a designated 'Branch Coordinator' appointed by the Executive Board. This person will be responsible for arranging meeting times and locations and coordinating with the chapter Executive Board.
2. **Annual Meeting:** The purpose of the Annual Meeting shall be to elect officers, present the annual report and financial statement, and other transactions of business as shall be brought before it. Awards may also be presented.
3. **Special Meetings:** The President, on his/her own motion, may call Special Meetings of the Chapter. Any other officer may call Special Meetings upon approval of the Executive Board. Regular Members of the Chapter may call for a Special Meeting of the Chapter upon approval of the Executive Board or upon presenting written approval of two-thirds (2/3) of the regular membership.
4. **Committee Meetings:** Committees shall meet as often as necessary to accomplish their goals.
5. **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 Secretary to all members. Such notice shall be served to members no less than ten (10) days and no more than sixty (60) days prior to the meeting.
6. **Quorum:** For any meeting, a quorum shall consist of the majority of the membership present.
7. **Voting:** Each Regular Member, Student Member, or Retired Member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or 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. **Authority:** Except where inconsistent with these Bylaws, the spirit and intent of **Robert's Rule of Order** shall be used in conducting the meetings of the Chapter.
9. **Board of Director's Meetings:** The Executive Board shall meet regularly, as needed, but no less than quarterly during the year. The President may call special Executive Board Meetings at any time deemed necessary.

ARTICLE IX – FINANCES

- A. The fiscal year of the Chapter shall be January 1 through December 31.

Membership Dues: The Chapter shall receive local annual dues from the membership between the months of January and February each year. National dues will be paid directly to NIGP by members. New members shall pay, a prorated rate, at the time of acceptance into membership, based upon the number of remaining meetings. The dollar amount of the dues shall be determined by the Executive Board.

- a. **Virtual Membership Dues:** The Chapter shall receive local annual dues for a virtual membership between the months of January and February each year. National dues will be paid directly to NIGP by members. New members shall pay, a prorated rate, at the time of acceptance into membership, based upon the number of remaining meetings. The dollar amount of the dues shall be determined by the Executive Board.
2. **Full Time Student Membership Dues:** Memberships for full-time students may be reduced in order to encourage their participation. The dollar amount of the dues shall be determined by the Executive Board.. Student must be able to provide proof of enrollment in a school.
4. **Assessment:** The Chapter may at its option and in accordance with the Constitution and Bylaws of this Chapter, assess its members for financial support of the Chapter's activities. At the option of the Executive Board, a method of making payments by credit/debit card may be adopted to facilitate dues and other payments.

5. **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 approved by the Executive Board are established.
6. **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 or from the President.

ARTICLE X – Grants and Scholarships

- A. In order to assist chapter members in the advancement of their professional skills and knowledge, the chapter may offer grants and scholarships to those members in good standing who have demonstrated financial need in connection with pursuing a procurement-related degree, certification or continuing education related to procurement.
- B. The value, number, and requirements of the grants/scholarships will be determined by the Executive Board.
- C. Any grant/scholarships offered will be based upon the availability of funds and the approval of the Executive Board.

ARTICLE XI – RESTRICTIONS ON ACTIVITIES

- A. No part of the net income of the organization shall be used to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.
- B. Notwithstanding any other provisions set forth in these Bylaws, at any time during which it is deemed a private foundation, the organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the organization shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the organization shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.
- C. Notwithstanding any other provision of these Articles, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contribution to which are to be deductible under Section 170(c)(2) of such Code.

ARTICLE XII – AMENDMENTS

- A. **Time for Filing Proposals for Amendments:** All proposals to amend, alter, or repeal any part of the Constitution and Bylaws must be mailed or sent electronically to the Membership no less than thirty (30) days prior to the meeting that would consider the changing of same.
- B. **Amendments:** At any business meeting of the Chapter, the membership may, by two-thirds (2/3) majority vote of those members in attendance and in 'good standing', alter, amend, or repeal any part of the Constitution and Bylaws, adopt a new Constitution and Bylaws, or direct the Executive Board to cause any provision of the Constitution and Bylaws to be altered, amended, repealed, or adopted. However, no provision of the Constitution and Bylaws to be amended would be inconsistent with the Chapter's status as a non-profit corporation under the laws of State/Province of UTAH or in the Conflict with NIGP nor would infringe on the rights of a third party. All Amendments or changes to the Constitution and Bylaws are subject to approval by NIGP prior to adoption. Votes

by absentee ballot will be counted only if submitted notarized by a Notary Public and received by the President prior to the first official vote.

ARTICLE XIII – SEPARABILITY

- A. If any Section of the Constitution and Bylaws are found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XII, Section A.

ARTICLE XIV – DISSOLUTION

- A. The organization may be dissolved by the affirmative vote of 75% of the members eligible to vote. Upon the dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. (“NIGP”), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c)(3), and contributions to NIGP are then deductible under §170(c)(2) of the Internal Revenue Code of 1986, for the organization’s charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501(c)(3), and to which contributions are then deductible under §170(c)(2) of the Internal Revenue Code of 1986.