

BY-LAWS  
OF THE  
KENTUCKY PUBLIC PROCUREMENT ASSOCIATION, INC.

ADOPTED  
MAY 2, 1986

REVISED  
APRIL 16, 1993  
OCTOBER 6, 1995  
AUGUST 14, 1998  
FEBRUARY 11, 2000  
MAY 13, 2005  
NOVEMBER 2, 2005  
MAY 11, 2007  
OCTOBER 29, 2008  
May 20, 2011  
August 16, 2011  
January 27, 2012  
November 26, 2013  
May 22, 2014  
September 9, 2016

KENTUCKY PUBLIC PROCUREMENT ASSOCIATION, INC.

BY-LAWS

Article I – Name

- A. The name of the organization shall be the Kentucky Public Procurement Association, Incorporated (KPPA), hereafter referred to as the “Association”, an affiliated chapter of The Institute for Public Procurement (NIGP).
- B. The use of the Association’s name shall be limited to the official actions or affairs of the Association as authorized by the Board of Directors.

Article II – Purpose and Goals

The Association is established as an educational and professional organization for public officials of the Commonwealth of Kentucky. The general purpose and goals of the Association shall be, but are not limited to, the following:

- A. To provide a professional forum for the exchange of ideas, research and experiences among public procurement officials.
- B. To promote and encourage professional development and competence through continuing education, seminars and training of public officials.
- C. To promote cooperative relationships and programs among public procurement officials.
- D. To support and promote continuing improvements in the field of public procurement.
- E. To support the principles and concepts of effective competition increased public confidence and equitable treatment of all persons involved in public procurement.

Article III – Membership

- A. Members of the Association shall subscribe to the Purposes and Goals of the Association as outlined in Article II, as well as adhere to NIGP’s Code of Ethics and the Values and Guiding Principles of Public Procurement as adopted by the Association.
- B. Types of membership:
  - 1. Regular Membership in the Association shall be open to any public official, both elected and non-elected, representing Federal, State, County or City governments, colleges or universities, school systems and political subdivision jurisdictions, who are full-time employees.
  - 2. Retired Membership may be conferred upon members of the Association after retirement from active full-time employment, and upon written request for such membership to the Association’s Board of Directors. They and their spouses may attend the Kentucky Public Procurement Association Annual Forum on a no-cost

registration fee basis, and will only be charged for functions where food is served or for tickets to functions they choose to attend.

- C. The Board of Directors by two-thirds (2/3) majority vote of members may revoke the membership of any Association member for violation of, or failure to comply with these by-laws, violation of the NIGP Code of Ethics or for nonpayment of fees. An individual considered for revocation shall be provided thirty (30) days written notice of the proposed action by the Board of Directors, and be given an opportunity to show cause at a scheduled meeting of the Board of Directors in person or by letter as to why the membership should not be revoked.
- D. A suspended or terminated member may apply, in writing, for reinstatement by showing cause to justify the reinstatement. Upon receipt, the Association President shall place the request on the agenda as an "action item" of the next regularly scheduled meeting of the Board of Directors. The suspension or termination can only be rescinded by receiving a two-thirds majority vote of the board members present to do so.

#### Article IV – Board of Directors

##### A. General Composition

- 1. The Association will be governed by a Board of Directors composed of those officers and directors duly elected by the general membership during the business session of the Association's annual meeting. All Board members shall be members of NIGP.
- 2. The Board of Directors shall be composed of fifteen (15) directors, of which four (4) are officers. These officers are as follows: President; Vice-President; Secretary; and Treasurer.
- 3. The remaining eleven (11) members are designated as at-large directors. When electing these at-large directors, the general membership is to be mindful of the need to achieve geographical balance and broad based representation to the maximum extent possible.
- 4. A change in the number of directors can only be accomplished by an amendment to the Association's by-laws, as provided by Article VIII.

##### B. Terms of Office

- 1. Directors shall be elected for a three (3) year term and shall hold their office until qualified successors are either elected or appointed. Terms shall run on a calendar year basis (January 1 – December 31). Directors may serve only three (3) successive full three (3) year terms. Directors completing their third, three (3) year term will again become eligible for a seat on the Board of Directors after an absence of one (1) year.
- 2. Officers shall be elected for a one (1) year term. At the end of their term they may be re-nominated and elected for an additional one (1) year term providing they continue as members of the Board of Directors. Newly elected board members are not eligible to hold an officer position during the initial year of their three (3) year term unless they have previously served on the Board of Directors.
- 3. Officers shall have earned a post-graduate degree in a business related field or a Juris Doctorate (JD); or shall possess a current Universal Public Purchasing

Certification Council (UPPCC) certification; or other professional certification or designation which includes, but is not limited to: Certified Public Purchasing Manager (C.P.M.), Certified Professional in Supply Management (CPSM), Accredited Purchasing Practitioner (A.P.P.), Certified Professional Purchasing Manager (CPPM), Certified Purchasing Professional (CPP), Certified Public Accountant (CPA), or regional or state procurement certification, and must be current NIGP members.

#### C. Nominations

1. Directors completing the third year of their three (3) year term will automatically be re-nominated for seats on the Board of Directors unless:
  - a. Nominations are prohibited under Article IV, Section B; or
  - b. The individuals decline the nomination.
2. Additional individuals may be nominated by the general membership during the business session of the Association's annual meeting and those individuals will be added to the slate of candidates for seats on the Board of Directors.
3. Officers shall be elected by the Board of Directors and announced to the membership during the final day of the forum.
4. Members of the Board of Directors may not nominate individuals from the floor during the open nominating process at the Association's annual forum.
5. The general membership of the Association may establish campaigning guidelines for individuals seeking positions on the Board of Directors.

#### D. Powers and Duties of Directors

The Board of Directors is hereby given the authority:

1. To conduct the affairs of the Association and carry out its purposes as established by the Association's Articles of Incorporation and these by-laws;
2. To exercise any corporate powers and defenses which the Association possesses as a result of being a nonprofit corporation under the "Kentucky Nonprofit Corporation Acts";
3. To control and manage the business, funds, and property of the Association, subject only to the action of the general membership in any meeting for which they have been assembled, and subject to the provisions of the "Kentucky Nonprofit Corporation Acts";
4. To develop and implement programs which promote the general Purpose and Goals of the Association;
5. To fill vacancies in its own membership, as established in Article IV, Section E;
6. To establish such committees of the membership as deemed necessary to promote and conduct the affairs of the Association. These committees shall be established pursuant to a resolution duly passed by a majority of the Board of Directors. The composition and powers of these committees shall be subject to

the requirements and restrictions contained in the “Kentucky Nonprofit Corporation Acts”;

7. To amend the Association’s Articles of Incorporation and the By-Laws as provided for in Article VIII.

E. Removal of Directors and Filling of Vacancies by the Board of Directors

1. The general membership may remove any member of the Board of Directors for cause, by a majority vote of said membership at a meeting thereof, duly called by the Board of Directors for such purpose.
2. A vacancy on the Board of Directors including an officer position shall be filled by majority vote of the remaining members of the Board of Directors, even though the remaining number may not constitute a quorum under Article IV, Section F.
3. Any individual so elected or appointed shall fill the vacant position for the remainder of the unexpired term. Upon completion of the term, the individual shall be eligible for election to serve three (3) successive full three (3) year terms as provided in Article IV(B)(1).

F. Meetings of Board of Directors

1. The Board of Directors shall meet at least once annually. However, the Board of Directors may also hold other meetings as deemed necessary and appropriate by the President of the Association or as deemed necessary and appropriate by a majority of the Board of Directors.
2. The President of the Association shall be responsible for establishing the time and place of all meetings of the Board of Directors.
3. The written notice of any meeting of the Board of Directors shall be received at least ten (10) days prior to the scheduled meeting date.
4. A quorum to conduct business at meetings of the Board of Directors shall consist of at least eight (8) voting members.
5. It shall be the responsibility of each individual who accepts a position on the Board of Directors to attend all scheduled meetings, unless prohibited for reasons the board considers just and sufficient.
6. Any board member who misses two (2) consecutive meetings, and who does not offer sufficient justification to the Board of Directors for such absences, shall be subject to removal from the Board of Directors.

G. Voting

1. All members of the Board of Directors shall be entitled to vote.
2. Members of the Board of Directors may vote by proxy.

3. Proxy votes are to be executed in writing and delivered to an officer of the Association prior to the Board of Directors meeting.

#### Article V – Duties of Officers

The officers of the Association are hereby delegated the following authority, duties and responsibilities:

- A. President shall exercise general supervision over the affairs of the Association, serve as the chief executive officer and preside over all meetings of the Association, and perform all other duties incident to the office.
- B. Vice-President shall perform duties as assigned by the President or Board of Directors and serve as an ex-officio member to all committees of the Association.
- C. Secretary shall maintain a written record and reports which are required under the “Kentucky Nonprofit Corporation Acts”. This shall include, but not necessarily be limited to, maintaining written reports of the proceedings of all the meetings of the Board of Directors and the Association, compiling and maintaining an accurate list of the membership, being responsible for distributing and processing notices and correspondence, plus performing other duties as may be assigned.
- D. Treasurer shall be responsible for the accounting of all Association funds, maintain a bank account for the deposit of all Association funds, prepare and present an annual financial report, file all required tax documents, and perform other duties as may be assigned.

#### Article VI – Meetings of the Association

- A. The Association shall hold a general meeting of the membership at least once annually. The Board of Directors shall establish the time and place of the annual meeting or annual conference. The members of the Association shall be notified in writing at least thirty (30) days in advance of said annual meeting. The Association may hold other meetings as deemed necessary and appropriate by the Board of Directors.
- B. All members of the Association shall be entitled to vote on all matters brought forward during the annual forum of the Association, provided that said members are duly registered by the Association to attend the annual forum.
- C. A quorum to conduct business, including the election of directors, at the annual forum shall be established by the presence of the duly registered members present and voting at said forum.

#### Article VII – Finances

- A. No officer, director or member of the Association shall be compensated for their services. The officers or directors of the Association may, however, be reimbursed with Association funds for all reasonable expenses incurred when officially representing the Association. Such expenses and reimbursements are subject to the approval of the Board of Directors.

- B. The Board of Directors may authorize the President to obligate Association funds for valid and necessary expenses. Such expenses may include but not necessarily be limited to: legal fees; audit fees; annual meeting expenses; ordinary expenses incurred during national or state meetings; and, any special project expenses which have been approved in advance by the Board of Directors or general membership.
- C. The Association shall be operated by revenue collected by the Association through fees, donations, grants or other means approved by the Board of Directors.
- D. All payments made against the Association's treasury shall require the approval of the President and/or the Vice-President. Payment documents shall require the signature of the President and/or the Treasurer depending on the amount of the payment.

Article VIII – Amendments

The Association's Articles of Incorporation and By-Laws shall only be amended by a majority vote of the Board of Directors.