

MICHIGAN PUBLIC PURCHASING OFFICERS ASSOCIATION

Copy of the By-Laws and changes approved by the membership on October 4, 2018.

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| Original By-Laws: | May 25, 1971       |
| Revised:          | February 15, 1974  |
|                   | August 23, 1974    |
|                   | August 19, 1977    |
|                   | August 17, 1984    |
|                   | February 25, 1988  |
|                   | February 24, 1989  |
|                   | February 22, 1991  |
|                   | April 18, 2002     |
|                   | May 8, 2003        |
|                   | May 13, 2004       |
|                   | May 23, 2005       |
|                   | February 10, 2006  |
|                   | November 16, 2006  |
|                   | May 15, 2009       |
|                   | September 23, 2010 |
|                   | October 4, 2018    |

October 4, 2018

BY-LAWS OF  
THE MICHIGAN PUBLIC PURCHASING OFFICERS ASSOCIATION  
APPROVED OCTOBER 4, 2018

ARTICLE I           TERMINOLOGY

Section 1           For the benefit of brevity, the pronouns “he” or “his” are used but are not intended to denote the gender of any person.

Section 2           Sponsor means any tax supported government, agency, authority, or institution who has been accepted for membership in the Association, pays membership dues currently and adheres to the purposes of the Association.

Section 3           “The Spanner” is the official publication of the Association. It is released as directed by the Board of Directors and is sent to all members and such others as determined by the Board of Directors.

Section 4           A member in good standing is one whose membership dues are current, continues to meet membership eligibility requirements and adheres to the purpose of the Association.

ARTICLE II           NAME

Section 1           The body promulgating these Bylaws, Rules and Regulations shall be known as the "Michigan Public Purchasing Officers Association", hereinafter referred to as MPPOA.

MPPOA is an affiliate Chapter of NIGP: The Institute for Public Procurement, accepted and approved, and subject to all Rules and Regulations promulgated by the Board of Directors NIGP. MPPOA is governed by its Bylaws.

ARTICLE III           PURPOSE

Section 1           This association 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 policies and practices;
2. To provide educational programs, products and services for public purchasing personnel;
3. To enable public purchasing personnel to exchange useful information about policies, best 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.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this association shall also have all of the powers granted to nonprofit associations by applicable state law; provided, however, that this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this association.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1 MPPOA shall elect Officers as set forth in Article IV, Section 5 of these bylaws. The officers of the Association shall be a President, President-Elect, Past-President, Treasurer, and Secretary. The term of office for President and President-Elect shall be for one (1) year and they shall not hold office more than one (1) term (unless an unplanned vacancy occurs to which Article IV, section 4 shall apply). The President-Elect shall automatically succeed the President one year following his/her election. The President shall automatically succeed the Past-President following at the expiration of his/her term. The Secretary and Treasurer shall be elected for two (2) years and may be elected for consecutive terms. Officers and Directors shall be voting members in good standing.

Section 2 Prior to running for the position of President-Elect, a member must have served a minimum of one term on the Board of Directors. The year of Board Service does not have to immediately precede the election to the position of President-Elect.

Section 3 A. The President shall exercise general supervision over the affairs of the Association; preside over all meetings of the Association; and perform all duties incident to the Office of the President. The President shall execute, in the name of the Chapter, all written contracts of the Association. The President shall be responsible for authorizing expenditure or commitment of chapter funds. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors. Such approval may be granted by electronic mail or other concurrence via notification to and of approval of a majority of the Board of Directors and shall not necessarily require action at a meeting. The President shall delegate duties to other officers and committee chairs but shall hold ultimate responsibility for ensuring completion of all assigned duties. The President may, with discretion, appoint a member to perform the duties of a vacant office until such next regular meeting when the position may be voted upon by the membership

B. The President-Elect shall perform such duties as assigned by the President. The President-Elect shall act as President in the absence of the President.

C. The Past-President shall chair the election of Board Members and also perform such duties as assigned to him or her by the President.

D. The Secretary shall maintain a written record of the proceedings of all meetings of the Association; conduct the correspondence of the Association; and serve as the Associations historian. The Secretary or Business Manager shall keep an accurate list of the members of the Association with the address and title of each.

E. The Treasurer, or Business Manager shall collect and receive all monies due to the Association; pay all bills after they have been approved by the President or President-elect; shall maintain an itemized account of all receipts and disbursements; present and render a written and complete financial report at each regular meeting of the Association and at each Board meeting, shall report the transactions since, and including, the last regular meeting. The Treasurer shall be bonded in an amount as established by the Board of Directors. The cost of the bond shall be paid from the funds of the Association.

An audit committee shall be appointed by the President and confirmed by the Board of Directors. The audit committee shall be responsible for oversight of a financial audit at the filling of a Treasurer vacancy to occur no less than every four years. The auditor selected shall be an independent third party agreed to by the Board of Directors and budgeted for by the Board of Directors.

Section 4                      Should a vacancy occur in any office, the Board of Directors shall appoint either a current officer or one of the Past Presidents to serve for the duration of the vacated term of office. This may be accomplished by either a special meeting of the Board of Directors or a series of conference telephone calls, or emails obtaining an affirmative vote of not less than a majority of the Board of Directors' current members. Results of such actions shall be duly recorded by the Secretary of the Association. This appointment will terminate at the expiration of the positions term.

Section 5                      The voting members of the Association will elect required vacant officers by ballot, which may be conducted at a regular meeting or via electronic methods with results presented at a regular meeting. The term of office shall commence at the beginning of the Association Fiscal Year June 1st.

Section 6                      The Board of Directors shall attend all regular board meetings. A member of the Board of Directors absent from three (3) consecutive regular board meetings shall resign from office.

Section 7                      The Board of Directors shall consist of the President, President-Elect, Treasurer, Secretary, Immediate Past-President, and five (5) Directors – at-Large. The President, President-Elect and Immediate Past President shall serve as a member of the Board of Directors for the year served in any one (1) of these capacities. The Treasurer, Secretary and Directors-

at-Large elected will serve a two (2) year term as members of the Board of Directors.

Two (2) Directors-at-Large will be elected on each even numbered year and three (3) Directors-at-Large will be elected on each odd numbered year.

Directors-at-Large may be elected for more than two (2) consecutive terms and those who have served as officers may be elected at anytime as Directors-at-Large; further, the President may appoint up to two (2) additional Directors-at-Large, for a one (1) year term.

The Board of Directors of the Association shall have the right to determine its own operating policies and contract for any services deemed needed for the Association to run efficiently. The Board of Directors shall have the right to determine policies of and for the Association subject to ratification by the membership. They shall have such other rights and duties as are given to them by vote of the regular membership.

## ARTICLE V

### MEMBERSHIP

#### Section 1

##### Classifications

The Association includes three (3) classifications of membership: Regular, Life Members, and Student Memberships.

#### Section 2

##### Membership Types

“Regular Membership” of the Association shall be limited to persons who are employed by or are elected representatives of a tax supported public agency or institution and whose duties consist, in whole or in part, of procuring materials, supplies, equipment or contractual services. Membership may be in the name of the public agency or institution if required by agency ordinance or governing rules. When this option is elected, the designated representative holds a regular membership while representing his sponsor.

Application for regular membership shall be submitted by the applicant to the Treasurer or Business Manager of the Association. Upon receipt thereof, the application shall be reviewed by the Treasurer or Business Manager, who shall be satisfied that the applicant meets the requirements for membership set forth in Section 1 of this article. Upon approval, the Treasurer or Business Manager shall notify the chairman of the membership committee. If the Treasurer or Business Manager determines that the applicant does not meet requirements of Section 1 of this article, the Treasurer or Business Manager shall forward the application to the Board of Directors for their review. Upon receipt of the approved application (from the Treasurer, Business Manager or Board of Directors) the chairman of the membership committee shall enroll them as a regular member of the Association with full rights and privileges. Furthermore, the Secretary or Business Manager shall notify the new member in writing. When the membership is in the name of an agency or institution, the name

of the one voting representative is to be shown on the membership application. If the membership application is denied by the Board of Directors, the Secretary or Business Manager shall so notify the applicant.

Section 3 Lifetime Membership may be awarded by the Board of Directors, upon receipt of application, written request by the individual or a third party. Lifetime Membership is given by the Association to a member when the Board of Directors determines the member's level of participation in the Association and/or other contributions merit this award. To be eligible, a person must have been a regular member and be retired from regular, full-time employment. A Lifetime Member will be listed in the membership roster, be entitled to full voting privileges, hold office as an appointed position, and be exempt from payment of dues.

Conference registration fees at any MPPOA conference shall be charged the membership rate; meals and hotel accommodations will be charged at guest and spouse rates. Registration fees at the member rate may be charged for participating in educational seminars and similar programs.

Section 4 A non-voting "Student Membership" may be awarded by the Board of Directors. To be eligible, a person must be a student, enrolled in either public administration or supply chain management related curriculum at a college or university. A person approved for "Student Membership" in MPPOA, will be listed in the membership roster, and will be required to pay the reduced Association dues. If a student is employed by a qualifying agency the "Regular Membership" status shall supercede.

Section 5 No roster of membership of the Michigan Public Purchasing Officers Association shall be given to any private sector organization.

## ARTICLE VI DUES

Section 1 Annual dues for membership in the Association shall be set by the Board of Directors. Membership dues are payable as of January 1 of each year. New members' dues are to accompany the membership application. The Treasurer or Business Manager shall send out statements of dues to each member. Dues shall not be prorated regardless of the date of the acceptance of the membership application.

Section 2 A member will be considered delinquent on the first of April if dues have not been paid for the current year and will be notified by the Treasurer of the delinquency. If dues are not paid by July 1, the member shall forfeit all rights to membership and their name shall be removed from the list of members.

Section 3 Dues received between September 1 and December 31 will be credited to the following year.

ARTICLE VII MEETINGS

Section 1 A regular membership meeting shall be held at least annually at a place selected by the Board of Directors, except that any election meeting shall take place at the first meeting of the calendar year. Special meetings may be called at the discretion of the President or upon written request bearing signatures of ten percent (10%) of the regular membership. The Secretary or Business Manager shall notify the members in writing of the time and place of the regular or special meeting at least three (3) weeks in advance thereof.

Regular membership meetings and Board of Directors meetings may be held by electronic meeting methods, such as conference call, videoconferencing, or any other electronic means that allows deliberation and the ability to act as a group.

ARTICLE VIII QUORUM

Section 1 At any meeting as defined in Article VII, Meetings, a quorum shall consist of one-tenth (1/10) of the voting membership, two (2) of which shall be officers of the Association.

A Quorum is required in order to elect Officers or amend these Bylaws. At no time shall the lack of a Quorum prevent those present from proceeding with the program of the day.

Section 2 At any meeting of the Board of Directors, a quorum shall consist of five (5) members of the Board of Directors, one (1) of which shall be an officer of the Association.

ARTICLE IX COMMITTEES

Section 1 The President shall appoint all regular, standing and ad-hoc committees unless otherwise provided in these By-Laws. The President may appoint any committee in which he/she deems advisable for the efficient operation of the Association, subject to the approval of the Board of Directors. The President shall be an ex-officio member of each committee without the right to vote.

Section 2 The Marvin Klang Award committee consisting of the award's last recipient, the Professional Development Chairperson and the Association's current President shall be established as soon as possible following issuance of the award each year.

Said committee, after a thorough review of the Association's membership, along with recommendations solicited through "The Spanner" and/or the List Serve or any other electronic means, shall make a determination relative to the next recipient. The plaque shall be prepared and engraved accordingly for presentation in the presence of the General Membership.

Any and all charges involved therein shall be submitted through the President of the Association for payment by the Treasurer.

Said committee shall further be charged with the preparation for publication in "The Spanner" of information at least once each year, prior to the issuance of the award. Said release shall contain the background and full meaning of this prestigious award.

Further, based on the original intent, consideration for the award will be limited to membership of the MPPOA only.

Further, in determining a recipient, consideration should be given foremost to that which an individual has contributed to the promotion and advancement and/or service to the MPPOA or that which the individual has accomplished in the assistance and/or development of innovative ideas, performance, procedures, upgrading and professionalizing public purchasing.

Further, that the committee be utilized for determining the worthiness of a recipient for any additional award which may be determined to be issued by the Board of Directors or the membership as a whole (at any time within the committee's term of service), to any individual, organization or group outside of the MPPOA, who has promoted or assisted in some notable way the furtherance of public purchasing.

It is further recommended that a member of this committee not be eligible for the Marvin Klang Award in the year in which he/she is serving on the committee.

ARTICLE X

WEBSITE LINKING

Section 1

The Board of Directors shall, at its discretion, adopt a linking policy for the organization's website.

ARTICLE XI

AMENDMENTS

Section 1

These By-Laws may be amended at any meeting provided a quorum is present as defined in Article VIII. Any proposed amendments(s) shall be stated in the written notice of such meeting.

ARTICLE XII

PROCEDURE

Section 1

Parliamentary dispute at any regular or special business meeting will be settled under Robert's Rules of Order latest revision.

ARTICLE XIII

FISCAL YEAR

Section 1

The fiscal year of the Association shall begin on June 1st of each year and terminate on May 31st of the following year.

ARTICLE XIV DISSOLUTION

Section 1 Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association 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 Association'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.

ARTICLE XV RESTRICTIONS ON ACTIVITIES

Section 1 No part of the net income of the Association shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Association 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 III. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

Section 2 Notwithstanding any other provisions set forth in these By-Laws, at any time during which it is deemed a private foundation, the Association shall not engage in any act of self-dealing as defined in Section 4914(d) of the Internal Revenue Code of 1986; the Association 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 Association shall not own any excess business holding that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Association 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 Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986. Any references 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.

Section 3 Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under §170(c)(2) of such Code.

ARTICLE XVI

INDEMNIFICATION

Section 1

Any present or former Director, officer, or other person acting on behalf of the Association, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of any such person, shall be indemnified by the Association against all reasonable costs, expenses, and counsel fees actually and necessarily paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or other person serving or having served the Association, except in relation to matters as to which he shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. No indemnification shall be approved by the Board of Directors or paid by the Association except after receiving an opinion from legal counsel regarding the propriety of doing so.

REPLACES BY-LAWS OF MAY 25, 1971

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We hereby certify that this is a true and correct copy of the MPPOA By-Laws, as amended by the General Membership on October 4, 2018.