

MAGPPA BY-LAWS

Revised, 2011

ARTICLE I. Name and Title

The name and title of this non-profit organization is “Mississippi Association of Governmental Purchasing/Property Agents” herein referred to as “the Association”.

ARTICLE II. Purpose

The 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, 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 purpose of this Association.

ARTICLE III. Membership and Dues

Section 1. Full Members: All persons employed by a governmental body and directly involved with the purchasing, property and materials management function of that body are eligible for full membership.

Section 2. Life Members: Previously active Full Members who retire from governmental purchasing/property/materials management are eligible for life membership. Membership dues are waived for life members. Life members do not have voting rights and are not eligible to be elected to office. However, they may serve on a committee appointed by the President. Life Members, at the discretion of the Conference Chair with the approval of the Executive Committee, may be offered a discounted registration fee for the annual conference which is equal to the registration fee by guests.

Section 3. Membership Dues: The annual membership dues are thirty-five dollars (\$35.00) for each full member. Life members will not be required to pay dues. Membership dues are payable to the Treasurer of the Association on January 1 of each calendar year. Dues are payable on the date of a new member’s admission to the Association. A member shall be considered delinquent and not in good standing on February 1 if dues have not been paid for the current year, and will be notified of the delinquency. If dues are not paid by March 1, the member shall forfeit all rights to membership and his or her name shall be removed from the list of active members. Dues paid by members joining after the annual conference will be credited to the upcoming fiscal year.

Section 4. Participation: All members in good standing are eligible to participate in all activities of the Association. The privileges of voting and hold elected office are restricted to full members.

Section 5. Termination of Membership: Termination of eligible employment terminates full membership. Termination of membership is also caused by non-payment of annual dues prior to March 1 of each calendar year.

Section 6. Equal Opportunity: The Association gives opportunity and membership to all qualified persons regardless of race, religion, or nationality.

ARTICLE IV. Officers and Committees

Section 1. Officers: The Officers of the Association shall include the President, First Vice President, Second Vice President, Secretary, Treasurer, and President-Elect.

Section 2. Executive Committee: The Executive Committee is composed of the current officers and the immediate past President. The Executive Committee is empowered to act for the Association in all matters not specifically covered by these By-Laws. The Executive Committee shall appoint a successor to complete the unexpired term of officer should any elected position become vacant before the regular annual election, the one exception being that of President of the Association which succession is addressed in Article V, Section 2. A quorum of the Executive Committee shall consist of a simple majority of its members present at an officially designated meeting. A meeting of the Executive Committee may be called at any time, as needed, by the President of the Association or any two other members of the Executive Committee.

Section 3. Standing Committees: Standing Committees are those committees that are continued each year for the successful operation of the Association in its aims and objectives. The President shall appoint these committees unless otherwise indicated by the By-Laws.

Section 3a. Education and Certification Committee: The purpose of the Education and Certification Committee is to promote continuing education, certification, and professionalism among the membership to organize and maintain a program of encouragement and assistance to members with the cost of continuing education and certification where a justified need is determined.

Section 3b. Conference Committee: The Conference Committee shall be elected as follows: The Chairman shall be elected by vote of the membership at the meeting immediately prior to the annual conference to allow the new chairman to work with the current Conference Committee. At a specific time during the annual conference, a meeting will be held wherein the membership shall vote on the Host city where the convention will be held in three years, excluding the Host city from the previous year. At this same meeting, the Chairperson shall place before the membership the names of those persons chosen to be sub-committee chairpersons. The purpose of the Conference Committee is to coordinate and assemble all the speakers, functions, and activities which comprise an annual convention.

Section 3c. Membership Committee: The Second Vice President is the Chairperson of the Membership Committee. The purpose of the Membership Committee is to encourage those persons who are eligible for Association membership and have not applied for Association membership to do so, conduct membership drives, and maintain an updated membership list.

Section 3d. Mentor Program Committee: The Mentor Program Committee shall be composed of a minimum of seven Association members. The purpose of the Mentor Program Committee is to ensure the continued growth of our Chapter by strengthening our membership, by growing new members, in developing more dedicated members, and in recruiting more members to solidify consistency and program knowledge from year to year. The members of the committee shall be chosen by the current President and shall consist of representatives from each of the following areas: purchasing; property; city; county; state agency. In selecting the members of this committee, the President should first review the list of Past presidents that are still active members. If any of the above listed areas can be filled using active Past Presidents, the current President shall do so. If any of the above listed areas can-not be filled using active Past Presidents the current President may name other active members to this committee to comply with the requirement to have all areas represented.

Section 4. Special Committees: The President of the Association shall appoint, from the membership, such special committees as may be listed in the By-Laws or otherwise named as needed, which are required to carry out the purpose of the Association.

Section 4a. Nominating Committee: During the May meeting of the Association, the President of the Association shall appoint a nominating committee composed of a Chairperson and two members, none of whom currently hold an elected office in the Association. The purpose of the Nominating

Committee is to present to the Association membership names of persons nominated for election as described in Article V.

Section 4b. Auditing Committee: The President shall appoint an Auditing Committee consisting of two members who are not officers of the Association to audit the books of the Association at the close of its fiscal year. The Auditing Committee shall include in the audit report a complete statement of all money received and expended, showing amounts on hand were deposited. The audit report shall be turned over to the Secretary who shall file it with the other permanent records of the Association and make it available, on request, for inspection by any members of the Association.

Section 5. Committee Meetings: Committee meetings shall be held as often as necessary to efficiently accomplish the purpose of the committees at a time and in a place designated by the committee chairperson or decided upon by a majority of the committee. Minutes shall be kept on all committee meetings, copies of which shall be placed on file with the Secretary of the Association within thirty (30) days of the meeting date.

Section 6. Committee Reports: Committee progress reports will be given to the membership of the Association at the quarterly meetings by the committee chairperson or their designee.

ARTICLE V. Elections

Section 1. Nominating Procedure: The Nominating Committee will seek recommendations for new officers from the membership after the May meeting. The Nominating Committee will present a list of two or more nominees for each office at least two weeks prior to the August meeting. If the nominating committee is unable to determine two or more candidates for an office, the requirement for two candidates and the requirement for a two-week notice are hereby waived and the nominating committee shall present any known candidate at the August meeting and, in addition, shall request nominations from the floor. These nominees will have been polled by the committee as to their interest and willingness to run for the office for which they are nominated. A list of the membership will be available to those in attendance at the May meeting so that recommendations can be made to the Nominating Committee. At a minimum, the President, President Elect, and First Vice President shall be required to be a Voter under an NIGP Agency Membership, or an Individual Member of NIGP, as described in Article I, Section 1 of the NIGP By-Laws. Further, Chapters should encourage non-national members to join through one of the types of membership offered by NIGP.

Section 2. Election Procedures: Officers shall be elected for one year. The President-Elect shall serve for one term in that position and automatically move into the position of President the following year. Except for the Secretary and Treasurer, no officer may serve in the same position for consecutive terms. The Secretary and Treasurer may serve for up to two consecutive terms. Offices shall be elected for the appropriate term of office by written ballot, by a simple majority vote of the members present at the regular meeting of the Association preceding the Annual Conference. The Officers shall be elected from the slate of candidates presented by the Nominating Committee and mailed out to the membership prior to the meeting. The Nominating Committee shall present one ballot on which full members in good standing shall cast their ballots. The Nominating Committee shall tally the votes immediately thereafter. Members shall not hold more than one elected office at any given time.

Section 3. Installation of Officers: The newly elected officers shall be installed during the Annual Conference of the Association and assume duties the first day of January.

ARTICLE VI. Duties of Officers:

Section 1. President: The President of the Association shall preside at all meetings of the Association, appoint all special committees, call special meetings as deemed necessary, and cast the deciding vote during Executive Committee meetings in the case of a tie vote. The President of the Association shall be an ex-officio member of all committees and shall perform all other duties as parliamentary protocol dictates.

Section 2. First Vice President: The First Vice President shall assist the President and shall preside in the absence of the President. In addition, the First Vice President shall be responsible for providing the program for each regular meeting. The First Vice President shall be responsible for notifying each member of the time and place of each meeting.

Section 3. Second Vice President: The Second Vice President shall be the Chairperson of the Membership Committee, lead in membership recruitment and retention, and shall carry out any other duties as directed by the President.

Section 4. Treasurer: The Treasurer shall receive and maintain all receipts and records of financial transactions of the Association, collect and disburse all Association funds and keep an accurate record of the same, and shall present a current financial statement to the membership at each meeting of the Association.

Section 5. Secretary: The Secretary shall record the minutes of all Association meetings, develop and maintain a current roster of all members of the Association including name, governmental unit, address, and telephone number of each; maintain custody of the other correspondence and Association records, excluding current financial statements. The Secretary shall also maintain a library of specifications, purchasing manuals, reference materials, and seminar and course materials and make them available for reference by the membership. The Secretary shall make available, at all regular Association meetings, the minutes of the previous meetings and list of committee membership assignments.

Section 6. President-Elect: The President-Elect shall assist the President in any duties assigned by the President. The President-Elect shall also serve as the Historian for the Association. The President-Elect shall succeed to the office of the President should the office become vacant and service until their term of election is complete.

ARTICLE VII. Meetings

Section 1. Regular Meetings: Regular meetings will be held on a quarterly basis on the third Wednesday of February, May, August, and November, and the business meeting conducted during the Annual Conference. The time and place of these meetings will be determined by the Executive Committee and membership notified of the selection.

Section 2. Special Meetings: Special meetings may be called by the President of the Association, in addition to or in lieu of the regular meetings, provided written notice is given to the membership not less than two weeks prior to the scheduled meeting.

Section 3. Exceptions: If the Executive Committee determines that it is in the best interest of the Association to hold a Regular Meeting on a day other than that specified in Section 1, the Executive Committee is authorized to set a different meeting date provided however that notification of the date and time of the meeting is made to the membership not less than 7 days prior to the meeting.

ARTICLE VII. Rules of Order

Section 1. Procedures: Deliberation of the Association shall be governed by parliamentary procedure as contained in Robert's Rules of Order unless otherwise specifically addressed in these By-Laws.

ARTICLE IX. Amendment of By-Laws

Section 1. Procedures at Meetings: By-Laws may be amended at any regular meeting by a simple majority vote of the members present provided the proposed amendments have been submitted to the President in writing and copy has been furnished to all members not less than five days prior to the meeting.

Section 2. Procedures by Letter Ballot: By-Laws may be amended by sealed letter ballot provided a simple majority of members in good standing respond and the proposed amendments and statement of procedure has been submitted to the President in writing and copy has been furnished to all members not less than thirty days prior to the letter ballot.

ARTICLE X. Funds

Section 1. Signing of Checks: The Treasurer of the Association shall maintain the Association accounts. The Treasurer will normally sign all checks; however, both President and Treasurer shall have their signatures on bank signature cards.

Section 2: Fund Expenditure:

Section 2a. Funds may be expended for the following reasons:

1. To pay invoices approved by the President
2. To pay banking and postal fees
3. To pay for travel, lodging and registration for the President of the Association at the NIGP annual conference and the MAGPPA annual conference, provided President's employer will not pay expenses and the Association has funds available and upon furnishing receipts to the Treasurer.
4. To pay for travel, lodging and registration for the President-Elect of the Association at the NIGP annual conference and/or the MAGPPA annual conference, if the President's employer will pay said expenses for the President and the Association has funds available, provided the President-Elect's employer will not pay expenses and upon furnishing receipts to the Treasurer.
5. To pay all reasonable and actual expenses incurred by committees and their members during the course of conducting committee activities. A committee budget must be submitted to and be approved by the Executive Committee prior to any expenses being incurred or any purchase requests being submitted.

Section 2b. Any expenditure of Association funds in excess of \$100 that is not specifically budgeted shall be submitted to the Executive Committee for review. These expenditures shall require a majority vote by the Executive Committee before payment is issued.

Section 3. Unencumbered Funds: Upon the dissolution of the Association, all unencumbered funds remaining in accounts shall be distributed to the National Institute of Governmental Purchasing, Inc. Scholarship Fund.

Section 4. Budget: The Executive Committee shall present a proposed annual budget to the membership at the February Quarterly meeting. The budget may be approved by a simple majority of members in attendance at the meeting.

ARTICLE XI. 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 hereof. 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 Articles of Incorporation, at any times during which it is deemed a private foundation, the Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Association shall distribute its income of 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 holdings 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 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.

Section 3. Notwithstanding any other provision of these Articles, the Association 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 contributions to which are to be deductible under Section 170(c)(2) of such Code.

ARTICLE XII. 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.