

**BYLAWS OF THE
PENNSYLVANIA PUBLIC PURCHASING ASSOCIATION
CHAPTER OF
NIGP: THE INSTITUTE FOR PUBLIC PROCUREMENT**

ARTICLE I - GENERAL

1. Name: The name of this organization shall be the Pennsylvania Public Purchasing Association (hereinafter the "Chapter"), established in accordance with Charter No. 38 granted March 20, 1984 and amended October 23, 1999, by the National Institute of Governmental Purchasing, Incorporated, now known as NIGP: The Institute for Public Procurement.
2. Territory: The Chapter will operate and serve members within the Commonwealth of Pennsylvania.
3. Restrictions: All policies and activities of the Chapter are consistent with:
 - a. Applicable federal, state and local antitrust, trade regulation or other requirements; and
 - b. Requirement that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE II - OBJECTIVE

The objective of the Chapter is to achieve excellence in Public Purchasing and to increase public trust in the public procurement community through: cooperative relationships among its members for the development of efficient purchasing methods and practices in the field of governmental, educational and public institutional procurement; adoption of the highest ethical principles and standards in the performance of all activities; promotion of uniform public purchasing laws and public awareness; professional training for members to promote professional development and certification/recertification; research, investigation and technical assistance to develop simplified standards and specifications and the collection and dissemination of useful information to its members; the interchange of ideas and experiences within the purchasing profession; sponsoring such other activities as may be useful in providing its members with knowledge for efficient procurement; and, continuous efforts to strive by all legitimate means to advance the purchasing profession.

ARTICLE III - MEMBERSHIP

1. The Membership shall consist of Regular, Honorary, Retired, Former Public Procurement Professional, Transitional and Student members.
 - a. **Regular Membership**: Regular Membership in the Chapter shall be open to: a) All public agency procurement and materials management personnel including Federal, State, County, Municipal and Township Activities, Public School Systems, Colleges, Universities, Hospitals, Commissions, Authorities, and any other political subdivision of the Commonwealth; and/or b) A person with full time employment in a position having a direct influence on the public procurement process. A member in good standing may vote, serve on committees, and hold office.

b. **Honorary Membership:** Honorary membership may be conferred upon individuals who have made distinguished contributions to either the purchasing profession or this Chapter, by unanimous vote of the members present. Honorary members are exempt from paying chapter dues. Honorary members may serve on committees, but are not entitled to vote or hold office.

c. **Retired Membership:** Retired Membership may be conferred upon members of this Chapter upon their retirement from employment in a public purchasing organization. For purposes of this classification, "retired" shall be defined as retired from a public purchasing organization with retirement benefits and neither self-employed nor employed in the private sector. Retired Members are exempt from paying chapter dues. Retired Members who have attended at least one chapter-related function in the past 12 months may serve on committees and vote, but are not entitled to hold office.

d. **Former Public Procurement Professional Membership:** Former Public Procurement Professional (FPPP) Membership shall be open to a person who had a career in public procurement and is no longer employed in the profession. FPPP members must pay chapter dues. FPPP members in good standing may serve on committees, but are not entitled to vote or hold office.

e. **Transitional Membership:** Transitional Membership shall be open to those previously employed in the public procurement profession who are currently unemployed but actively seeking employment. Chapter dues are waived until employment is secured in public procurement. Transitional members who have attended at least one chapter-related function in the past 12 months may serve on committees, but are not entitled to vote or hold office; Traditional membership is restricted to a maximum of two (2) years from the point of unemployment in the public procurement field.

f. **Student Membership:** Student memberships are available to full-time students pursuing an undergraduate or graduate curriculum in one of the following education programs (1) public or business administration, (2) public purchasing, (3) materials management or (4) related field of study. Chapter dues are waived. Student members in good standing may serve on committees, but are not entitled to vote or hold office.

2. **Member in Good Standing:** A member in good standing shall be defined as an individual whose chapter dues are current and who has attended at least one (1) chapter-related function in the last 12-month period.

3. **Application / Admission:** Application for Membership shall be submitted upon the Chapter's application form and shall be accompanied by such fees and/or dues as may be required. Said application shall be reviewed by the Membership Committee and approved (if appropriate). The Chair of the Membership Committee shall be charged with certification of eligibility in accordance with these Bylaws.

a. All new members shall be announced to the Chapter at the next meeting.

b. Membership in this Chapter is vested in the individual and is transferable only to a member's successor in the case of Regular Membership. Such application for transfer is subject to the approval by the Membership Committee and the Board of Directors. In cases where a member has changed employers, and the former employer paid the member's dues, the former employer may request a transfer of membership to the successor. Transfers shall occur with no additional cost, as membership materials are expected to transfer also.

4. **NIGP Code of Ethics and Public Procurement Practices:** The NIGP Code of Ethics and Public Procurement Practices shall govern the conduct of every member and is a condition of continued membership.

5. **Revocation:** The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including violations of either the NIGP Code of Ethics or Public Procurement Practices. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the President and be given opportunity to show cause as to why the membership should not be revoked.

ARTICLE IV - OFFICERS AND ADMINISTRATION

1. **Board of Directors:** The governing body of this Chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. The President of the Chapter may appoint additional members to the Board if the President deems it to be in the best interests of the Chapter. It shall be the duty of the Board of Directors to formulate policies and to propose programs and resolutions to be voted on by the general membership. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

2. **President:** The President shall exercise general supervision over the affairs of the Chapter, establish special committees, preside over all meetings of the Chapter, be ex-officio member of all committees and perform all duties incident to the office of the President.

3. **First Vice President:** The First Vice President shall develop and administer program content, select criteria of programs to be offered, and perform such duties as are assigned by the President. The First Vice President shall assist the President at Chapter activities and act for the President in his/her absence.

4. **Second Vice President:** The Second Vice President shall assist the President and the First Vice President and act for the First Vice President in his/her absence and perform such duties as are assigned by the President. The Second Vice President shall chair the Awards and Scholarship Committee and perform an annual audit of financial records for review and approval by the Board of Directors.

5. **Secretary:** The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, distribute or publish all notices of meetings and the affairs of the Chapter to the Chapter members and NIGP and maintain record of all correspondence.

6. **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, deposit the membership dues and perform other duties as assigned by either the President or the Board of Directors.

7. **Immediate Past President:** The Immediate Past President shall serve in an advisory capacity and shall have no direct duties or responsibilities related to the functioning of the Board of Directors.

8. No officer or director of the Chapter shall be compensated for his/her services. The Board of Directors may retain the services of qualified personnel to perform services for the Chapter as needed. All acts performed in the name of the Chapter must be done so with proper authority.

ARTICLE V - NOMINATIONS AND ELECTIONS

1. The following officers shall be elected: President, First Vice President, Second Vice President, Secretary and Treasurer.

2. The Nominating Committee shall consist of the last three (3) available former Chapter Presidents, one (1) of which shall be the Chairperson.

3. The Nominating Committee will recommend a slate of eligible officer nominees for membership vote at the second to last Chapter meeting of the year. The slate of candidates will be announced to the membership at least 15 days prior to the second to last Chapter meeting of the year. Officers shall be elected at the last Chapter meeting of the year 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 Chapter's Absentee Ballot form. The Absentee Ballot shall be received by the Nominating Committee Chairperson prior to the official vote. If by "Acts of God or Unforeseen Events" a vote cannot be cast, an extension period of not more than 90 days may be sanctioned by a majority vote of the members in attendance at the last Chapter meeting of the year.

4. 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.

ARTICLE VI - TERM OF OFFICE

1. The term of office for all officers and directors shall commence on January 1 following the election.

2. The term of office for all officers and directors shall be for a period of two (2) years and may be elected for additional terms.

ARTICLE VII - VACANCIES

1. An officer vacancy may occur for the following reasons: death, resignation in writing, physical inability to perform the duties of the office, removal from the office for cause or change in employment or eligibility per Article III.

2. In the event of a vacancy in an officer's position, it shall be filled by automatic succession for the offices of President and First Vice President. Vacancies for the office of Second Vice President, Secretary and Treasurer will be appointed by the President, with approval by the Board of Directors, for the remainder of the current term.

3. The Board of Directors may, by a majority vote, vacate any office for cause or whenever the Board of Directors shall determine that the incumbent is physically incapable of performing the duties of such office. The officer shall be given notice of any such proposed action by the Board of Directors, with the reasons thereof, at least 10 working days before removal action by the

Board. The officer affected shall have the right to respond to such notice within 10 working days after receipt of such notice.

ARTICLE VIII - MEETINGS

1. The Chapter shall conduct a minimum of four (4) regularly scheduled meetings of the Chapter membership annually. Due notice of all meetings shall be served upon the membership prior to the scheduled meeting date.
2. Special meetings of the Chapter may be called by the President with majority approval of the Board of Directors.
3. Committee meetings shall meet as often as necessary to accomplish their goals.
4. Eight (8) members of the Chapter shall constitute a quorum at a meeting, but at no time shall the lack of a quorum at a meeting prevent those present from proceeding with the program of the day. A quorum shall be present for the purpose of electing officers or amending these Bylaws.
5. Voting: Each eligible voting member in good standing shall be entitled to one (1) vote.
6. Robert's Rules of Order shall govern the conduct of the meetings of the Chapter.
7. Board of Directors shall meet before or after each regularly scheduled meeting and additional meetings as called for by the President. A Board of Directors Meeting quorum shall be one (1) more than half (1/2) the total Board members.

ARTICLE IX - COMMITTEES

1. The following Standing Committees of the Chapter have been established by the Board of Directors:
 - a. Awards and Scholarship Committee
 - b. Finance Committee
 - c. Legislative Committee
 - d. Marketing Committee
 - e. Membership Committee
 - f. Professional Development Committee
 - g. Website Committee
2. The rules in these Bylaws governing the Board of Directors shall also apply to committees of the Board of Directors.
3. The Standing Committee Chairpersons shall be recommended by the President and approved for appointment by the Board of Directors. Standing Committees may include subcommittees to support the goals and objectives of the Standing Committee. Each Standing Committee shall have a Vice Chairperson whom shall be selected by the Chairperson for that Committee. The Vice Chairperson shall fulfill the duties of that specific Committee's Chairperson in their absence. The addition of the Vice Chairperson position shall not change the aggregate number of individuals serving on a given committee.
4. The Duties and responsibilities of the Standing Committees are:

a. **Awards and Scholarship Committee:** The Awards and Scholarship Committee shall consist of the following members:

- Second Vice President, Chair;
- Chair of the Professional Development Committee;
- Chair of the Membership Committee; and
- Member-at-Large from Chapter membership, nominated by the President and approved by the Board of Directors.

This Committee shall be responsible for the development and administration of procedures, criteria and selection of candidates (subject to final approval of the Board of Directors) for the following annual association awards: Professional Buyer of the Year, Professional Manager of the Year, Scholarship Program, Achievement Award Program and Membership Recognition Award Program.

b. **Finance Committee:** The Finance Committee shall consist of at least two (2) members, one of which is the Treasurer and one of which is the President. The Committee shall develop an annual budget plan and be an advisor to the Board for any financial issues. The committee chair shall report progress/status of the committee to the President two (2) weeks before a meeting. The committee chair shall advise the Webmaster of changes to incorporate into the website.

c. **Legislative Committee:** The Legislative Committee shall consist of not less than two (2) members. The Committee's primary responsibilities are to assist in the professional development of the Chapter by providing members with information on relevant State and/or Federal legislation that is pending, and on recent court decisions that impact existing purchasing procedures.

d. **Marketing Committee:** The Marketing Committee shall consist of a minimum of three (3) members one of which is the Webmaster. The committee shall develop strategies to effectively market PAPPAs by fostering partnerships with collegial and professional associations. The committee shall expand and update the website as a resource for members. The committee shall create material to promote the chapter's growth and work closely to develop material needed by other committees. They shall assist other committees.

e. **Membership Committee:** The Membership Committee shall consist of not less than three (3) members. 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 Committee shall prepare an annual membership list of paid members in good standing and include the year in the heading, for presentation at the first Board of Directors Meeting of the Chapter year. This list shall be effective January 1. The membership list will be available on the PAPPAs website and all changes will be reported to the membership at each meeting. The Committee Chair shall make periodic progress reports to the Board of Directors, as needed, on the status of their activities. The Committee shall be responsible for receiving the application and application fee from new members. Once the Committee approves the new member, the Committee shall send the dues to the Treasurer; update the membership list and forward new member's information to the Board of Directors, Webmaster and appropriate committee chairs. The Membership Committee shall send out renewal dues notices, and participation certificates. The Committee shall report to the Board, as needed.

f. **Professional Development Committee:** The Pro-D Committee shall consist of not less than three (3) members, one of which is the First Vice President. The Committee chair shall

report to the Board of Directors, as needed. The committee's primary responsibilities are to plan, establish, and coordinate educational programs, which further the knowledge, expertise, and professionalism of the membership, such as organizing workshops and seminars, and towards certification of the Chapter members.

g. **Website Committee:** The Website Committee shall consist of at least two members. The committee shall develop, maintain and expand upon the PAPPAs Website. The committee chair shall advise the Webmaster of changes to incorporate into the website.

5. From time to time, the President may appoint **Special and Ad Hoc Committees**. Chairpersons of such Committees shall be appointed at the discretion of the President, The Chairperson 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. Such committees shall be created for a specific purpose, with a deadline. When the specific goals are reached, the committee shall be disbanded, unless additional tasks are assigned by the President.

ARTICLE X - FINANCES

1. The fiscal year shall be January 1st through December 31st.

2. **Membership Dues:** The Chapter shall receive annual dues from the membership as determined and voted on by the Membership. New members shall pay, in full, at the time of acceptance into membership. Should a new member join between July and December, the membership fee will be waived.

3. **Contributions and Gifts:** The Chapter may receive financial contributions and 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 Board of Directors are established.

4. **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 Board of Directors or the President.

5. **Investing of Funds:** The Chapter may invest a portion of the treasury with a two-thirds (2/3) majority vote of those members present. All Chapter funds shall be maintained in interest bearing bank accounts or money market funds. The Treasurer will manage such investments, prepare an investment plan, obtain Board approval of said plan thereof and manage such investments in accordance with the approved plan.

ARTICLE XI - AMENDMENTS

1. The Chapter shall conduct an annual review of the Bylaws at the first meeting of the year.

2. **Time for Filing Proposals for Amendments:** All proposals to amend, alter, or repeal any part of the Bylaws must be distributed to the membership 15 days prior to the meeting that would consider the change.

3. **Amendments:** At designated meetings of the Chapter, the membership may, by a two-thirds (2/3) majority vote of those members present, alter, amend, or repeal any part of the Bylaws, adopt new Bylaws, or direct the Board of Directors to cause any provision of the Bylaws to be

altered, amended, repealed, or adopted, however, no provision of the Bylaws may be amended that would be inconsistent with the Chapter status as a non-profit corporation under the laws of the Commonwealth of Pennsylvania or in conflict with NIGP nor would infringe on the rights of a third party.

ARTICLE XII - SEPARABILITY

If any section of the Bylaws is found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI.

ARTICLE XIII - REVOCATION/DISSOLUTION

1. In the event the Chapter is revoked/dissolved, the Chapter shall:

a. After satisfaction of all debts to NIGP and other debtors, deposit all residual funds with the NIGP Treasurer or donate to another non-profit institution exempt from federal income tax under Section 501C(3) of the IRS code.

b. Deposit with NIGP all properties of the Chapter, including original Charter, financial statements, official Chapter records, etc., upon completion of either a) letter of revocation or b) letter of dissolution, whichever is applicable. All properties will be held at the Headquarters Office of NIGP in the event of reactivation of the Chapter.

2. **Dissolution:** Dissolution of the Chapter shall be accomplished by approval of three-fourths (3/4) of Chapter members eligible to vote, and certification, thereof, to the NIGP Board of Directors.