

CONSTITUTION AND BY-LAWS
Of the
Wisconsin Association for Public Procurement
A Chapter of NIGP: The Institute for Public Procurement

CONSTITUTION

(Revised December 6, 2013)

ARTICLE I – NAME

The name of this organization shall be the Wisconsin Association for Public Procurement (Association), a chapter of NIGP.

ARTICLE II – PURPOSES

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, 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;
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 and in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Association.

ARTICLE III – MEMBERSHIP

Any person who subscribes to the purposes of this organization and is willing to actively support them is eligible for membership in the Association. Membership categories are regular and retired.

ARTICLE IV – GOVERNANCE

The Association shall be governed by Executive Board. Three members of the Executive Board shall be agency or Individual members of NIGP. The officers of the Association shall be president, vice president, secretary and treasurer.

ARTICLE V – MEETINGS

Regularly scheduled meetings of the Association members shall be held. Due notice, as defined in the bylaws, of all meetings shall be served upon the membership prior to the scheduled meeting date.

ARTICLE VI – COMMITTEES

Standing and special committee chairpersons shall be appointed by the president.

ARTICLE VII – ADMINISTRATION

Officers of the Association shall not be compensated for their services. Officers may perform services for the Association as needed. All acts performed by and in the name of the association must be done with proper authority. The fiscal year for the Association is January 1 through December 31.

ARTICLE VIII – FINANCES

The Association may be financed by annual dues assessed to its members and gifts, contributions, or revenues derived from events such as a vendor exposition and such other endeavors as provided in the By-Laws. Accurate records shall be maintained to show the receipt and expenditure of all funds by the Association. Financial records shall be reviewed once each fiscal year as provided in the By-Laws.

ARTICLE IX – RESTRICTIONS ON ACTIVITIES

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 II 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.
2. Notwithstanding any other provisions set forth in these Articles of Incorporation, 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 4941(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 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.
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 X – DISSOLUTION

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.

BY-LAWS

(Revised December 6, 2013)

ARTICLE I – NAME

The name of this organization shall be the Wisconsin Association for Public Procurement (Association), a chapter of NIGP: The Institute for Public Procurement

ARTICLE II – PURPOSES

Any person who desires to become a member of this Association shall subscribe to the Purposes of the Association as outlined in Article II of the Constitution.

ARTICLE III– MEMBERSHIP

1. Membership Categories:

- 1.1. Regular membership in the Association shall be open to federal, state and local governmental and public educational employees and to employees of NIGP and its member agencies that subscribe to and are willing to actively support the purposes of the Association.
- 1.2. Retired membership may be conferred upon members of this Association when they retire from pursuit of their livelihood through active employment. Retired members shall retain all rights and responsibilities of regular membership but shall be exempt from payment of dues.

2. **Admission:** Membership may be granted to any applicant who qualifies under paragraph one and in the case of regular membership, pay dues.

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

ARTICLE IV - OFFICERS AND ADMINISTRATION

1. **Officers:** The officers of the Association are president, vice president, secretary and treasurer.

- 1.1. President: The president shall exercise general supervision over the affairs of the Association, preside over all meetings of the Association, be a member ex-officio of all committees and perform all duties incidental to the office of the president.
- 1.2. Vice President: The vice president shall assist the president and shall assume the duties and responsibilities of the president in the president's absence. The vice president shall administer the awards and scholarship program, and shall see that a review of the financial records of the Association is performed annually. The vice president is authorized to sign the Association's checks in the temporary absence of the president or treasurer.

- 1.3. **Secretary:** The secretary shall maintain a written record of the proceedings of all meetings of the Association and the Executive Board, assure that meetings and other important information and actions of the Association are properly noticed, maintain the permanent records of the Association and perform other duties assigned by the President or Executive Board.
 - 1.4. **Treasurer:** The treasurer shall account for all Association funds, pay Association bills as approved by the president or the Executive Board and maintain a complete record of receipts and disbursements. The treasurer shall present a year-to-date report of the receipts, disbursements and balances of the Association's funds at each regular meeting. The treasurer shall perform other duties as may be assigned by the president or the Executive Board.
2. **Executive Board:** The Association shall be governed by an Executive Board, chaired by the president, consisting of the vice president, secretary, treasurer and immediate Past President. It shall be the duty of each member to attend each meeting of the Executive Board. The Executive Board shall control and manage the affairs and finances of the Association and shall have authority to take actions that will serve the best interest of the Association and its members. The Executive Board shall have authority to expend or commit funds or otherwise cause indebtedness of the Association to the extent allowed by resolution and for the purposes specified in the annually approved budget and any amendments thereto adopted during the year by the members.
 3. **Fiscal Year:** The fiscal year of the Association shall be January 1 through December 31.

ARTICLE V- NOMINATIONS AND ELECTIONS

Any member may submit nominations for any open board seat to the Past Presidents' Council. The Past Presidents' Council shall determine the procedure and timeline for the submission of nominations for open officer positions and for the election of officers. The Council shall provide for absentee voting in the election procedure. The Council shall provide adequate notice of the election timeline and procedure to the membership before the annual meeting. The following officers shall be elected:

- President
- Vice-President
- Secretary
- Treasurer

Only members in good standing for at least one year immediately preceding the election are eligible for office.

In the event of a vacancy in an officer's position during his/her term, the Executive Board may appoint a replacement for the remainder of the term.

ARTICLE VI- TERM OF OFFICE

1. The term of office for the president, vice president, secretary and past president shall be one year commencing on January 1.
2. The term of office for the treasurer shall be a two (2) commitment commencing on January 1.

ARTICLE VII - REMOVAL OF OFFICERS

The Executive Board may, by a majority vote, remove any officer for just cause. The officer shall be given, by certified mail, written notice of any such action of the Executive Board together with a detailed statement of the reason(s) for removal. Said officer may appeal the removal action to the membership present at the next regular meeting. The Executive Board's action to remove an officer may be rescinded by a simple majority vote of the members present at that meeting.

ARTICLE VIII – MEETINGS

The Association shall meet a minimum of three (3) times each year (regular meetings). The dates shall be determined by the Executive Board after consultation with the meeting host. The president may call a special meeting at any time. A minimum ten days prior written notice of any meeting shall be given to the membership.

1. **Annual Meeting:** The purpose of the last regular meeting of the year, which shall be called the annual meeting, shall be to elect officers, present annual reports from each standing committee, present an annual written financial statement, adopt an annual budget for the next year and transact other association business.
2. **Special Meetings:** Special meetings of the Association may be called by the president. A special meeting must be called by the president at the request of a member and upon approval of the Executive Board or upon approval of a simple majority of the membership.
3. **Executive Board Meetings:** The Executive Board shall meet at least once each quarter and the president may call special Executive Board meetings at any time deemed necessary.
4. **Committee Meetings:** Committees shall meet as often as the committee chairs determine necessary to accomplish their goals and objectives.
5. **Notice of Meetings:** Proper notice of the purpose, time and place of any meeting of the Association shall be given by the secretary to all members. No less than ten (10) days prior notice shall be given for regular meetings, special meetings and Executive Board meetings.
6. **Form of Meeting Notice:** Any of the following shall constitute proper notice of meeting:
 - Publication of meeting information (date, time, place, agenda) on the Association's website or in a notice sent via email or postal mail to all members on the most current roster.
7. **Quorum.** For any regular meeting, a quorum shall consist of a minimum of twenty-five voting members. For Executive Board meetings, a quorum shall consist of a minimum of three Executive Board members.
8. **Voting:** Each member shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or By-Laws of the Association, a majority of the votes cast by the members at a meeting duly called, and where a quorum exists, shall be sufficient to take action upon any matter which may properly be brought before the members in attendance.
9. **Meeting Conduct:** Except where inconsistent with these By-Laws, Roberts Rules of Order shall govern the conduct of Association meetings.
10. **Suppliers:** Suppliers will not be allowed to attend any meetings of the Association unless they are presenting on a topic. Suppliers with booths at the annual Vendor Expo will be allowed to attend only meetings specifically scheduled for them.

ARTICLE IX – COMMITTEES

1. **Standing Committees:** The Standing Committees of the Association shall be as follows:
 - 1.1. Past Presidents' Council: The Past Presidents' Council shall consist of past presidents of the Association and shall serve as the nominating committee. The immediate past president shall serve as the chairperson until the next annual meeting. The chairperson shall convene council meetings as deemed necessary and to conduct council activities and allow timely preparation of the slate of candidates to be recommended to the membership. The Council shall advise the Association's Executive Board and conduct activities that promote the professionalism of public procurement as approved by the membership.
 - 1.2. Education and Professional Development Committee: The Education and Professional Development Committee's primary responsibilities are, subject to approval by the Executive Board, to plan, establish and coordinate educational programs, which further the knowledge, expertise and professionalism of the membership. Examples of such educational programs include workshops and NIGP Seminars created to help association members attain professional certification such as CPPB or CPPO. The committee chairperson shall present a report of the committee's activities and accomplishments at the annual meeting.
 - 1.3. Membership/Public Relations Committee: The Membership/Public Relations Committee shall maintain a current membership roster, organize an effective recruiting program that includes member retention efforts; prepare materials for distribution to potential members to help familiarize them with the Association and work with the Executive Board on membership problems. The committee shall be responsible for ensuring membership dues are paid, collected and conveyed to the Treasurer for deposit, and sending out delinquency notices, as necessary. The committee chairperson shall report on the committee's activities at the annual meeting.
 - 1.4. Program and Planning Committee: The Program and Planning Committee shall plan, develop and coordinate educational programs for the membership. The committee shall provide guidance and assistance to meeting hosts in planning and preparation of meeting activities. This includes making arrangements for venues, guest speakers, technology needs and equipment and/or other appropriate aids or materials needed to achieve desired outcomes. The committee chairperson shall present a report on the committee's activities at the annual meeting.
 - 1.5. Communications Committee: The Communications Committee shall provide oversight and maintenance of the Association's website. The committee shall work closely with the Executive Board to develop, coordinate and implement the Association's internal and external communications, marketing and public relations strategy to promote the message, mission and image of the Association. The committee chairperson shall report on the committee's activities at the annual meeting.
 - 1.6. Cooperative Purchasing Committee: The Cooperative Purchasing Committee shall coordinate and promote the cooperative activities of the organization. The committee shall identify resources and technologies that promote efficiency through sharing of information and practices. The committee shall identify cooperative contracts available to members. The committee chairperson shall report on the committee's activities at the annual meeting.
 - 1.7. Budget and Finance Committee: The Budget and Finance Committee shall develop the Association's financial plan, prepare and present the Association's annual financial report and supervise, coordinate and review the budget proposals for each year. The committee chairperson shall report on the committee's activities at the annual meeting. The treasurer shall be an ex-officio member of the committee.

2. **Special Committees:** From time to time, the president may appoint special committees. The chairperson of any such committee shall advise the president at all times on its activities and make progress reports as required by the president.

ARTICLE X – FINANCES

1. **Assessment & Dues:** By vote of a majority of the members at the annual meeting, the Association may, in accordance with the Constitution and By-Laws, assess to its members' dues to offset a portion of the cost of the Association's activities.
2. **Contributions and Gifts:** The Association may, by a majority vote of the membership, accept contributions and gifts in support of its mission.
3. **Fund Raising:** The Association may conduct fund raising activities to support its mission. No person may, in the name of the Association, solicit or accept gifts or contributions of any kind without the approval of the Executive Board. The Association may conduct events, such as a vendor expositions and website vendor sponsorships, which generate revenue in support of its mission.

ARTICLE XI – AMENDMENTS

1. **Time for Filing Proposals for Amendments:** Any proposal to change the Constitution and/or By-Laws must be included in the meeting notice in order to be considered.
2. **Amendments:** At designated meetings of the Association, members may, by a majority vote of those members present and those submitting absentee ballots, alter, amend or repeal any part of the Constitution or By-Laws, adopt a new Constitution or By-Laws, or direct the officers to cause any provision of the Constitution or By-Laws to be altered, amended, repealed, or adopted. Any changes in the Constitution or By-Laws shall be submitted to NIGP for review prior to approval by the Association members.

ARTICLE XII – DISSOLUTION

1. **Dissolution:** The Association may be dissolved by three-fourths (3/4) majority vote of the Association members eligible to vote at an association meeting and certification thereof shall be sent to the NIGP Board of Directors. Notice of such vote must be provided to all members with a minimum 60 days advance notice, with a secondary notice 30 days prior to the vote.
2. **Actions:** Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to NIGP, provided that 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. If these conditions are not met, then the assets of the Association shall be distributed 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. In addition, the Association shall, deposit with NIGP all properties of the Association, including the original charter, financial statements, official records, etc. All properties shall be held at the headquarters office of NIGP in the event of reactivation of the Association.