



**IOWA PUBLIC PROCUREMENT
ASSOCIATION (IPPA)
CHAPTER OF NIGP**

**POLICIES AND PROCEDURES
FOR DIRECTORS, OFFICERS,
AND COMMITTEE CHAIRPERSONS**

Approved by IPPA Executive Board on September 24, 2009

Adopted by Iowa Public Procurement Association Board of Directors on

2009 Directors and Officers:

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Luana Stoneking, CPPB
Purchasing Agent, City of Ames

Vice-President:

Judy Lehman, CPPB
Purchasing Manager
City of Cedar Rapids

Secretary:

Laurie Hoing, CPPB
Purchasing Agent III, State of Iowa DAS

Treasurer:

Pat Harmeyer, CPM
Director of Purchasing, Iowa DOT

At Large Director:

Bob Spring
Supervisor of Central
Receiving & Assets Mgmt,
Davenport Schools

At-Large Director:

Catherine McRoberts, CPPB
Plant Services Supervisor
University of Northern Iowa

At-Large Director:

Jill Kennebeck
Purchasing Agent II
Anamosa State Penitentiary



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Chapter of NIGP**

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SECTION 1
History and Introduction of Iowa Public Procurement Association (IPPA)

1.1 The First Meetings of Iowa Public Purchasers

The first meeting of Iowa public purchasing officials was held in Cedar Rapids, Iowa, in October 2000. The group met informally each year through 2007:

Date	Host
October 2000	City of Cedar Rapids
October 2001	City of Ames
October 2002	City of Iowa City
October 2003	City of Cedar Rapids
October 2004	City of Ames
October 2005	University of Iowa
October 2006	Iowa State University
October 2007	State of Iowa Dept. of Administrative Services

1.2 Chapter Formation

At the 2007 meeting, volunteers were solicited to pursue formation of an Iowa chapter of NIGP. Volunteers were from the cities of Cedar Rapids and Ames and the State of Iowa Department of Administrative Services (DAS); DAS volunteered to coordinate the chapter formation effort.

Requests for a volunteer board to finalize documents and complete the chapter formation process resulted in a formation board of the seven individuals who were later elected by the membership to be the 2009 board.

1.3 Iowa Public Procurement Association Chapter of NIGP Chartering

The Iowa Public Procurement Association Chapter of NIGP was chartered on November 19, 2008, at the first annual meeting of the membership. The meeting was held at the Wallace State Office Building auditorium in Des Moines, Iowa. There were 74 charter members. Kirk Buffington, 2008/2009 President of NIGP, presided over the chartering ceremony.

SECTION 2

Chapter Relationship to NIGP

2.1 Relationship to NIGP

Iowa Public Procurement Association is incorporated in the State of Iowa as a non-profit corporation. It pays an annual per-member fee to NIGP. The funds to NIGP are used to provide programs, services, and activities nationally which would be difficult for a single group to afford. The NIGP national office is managed and operated by a paid professional staff under the direction of a full time salaried executive vice president who is selected and appointed by the NIGP Board. The numerous continuing programs and activities conducted by NIGP for the educational development of all members are first approved by the Board and then are carried out through various national committees and groups with support provided by the national office along with local chapters. Officers, directors, and committee chairs for IPPA are encouraged to study and understand the organization of NIGP at each level so that they may better serve the IPPA office they hold.

National membership is divided into geographic regions. Iowa is in Region VIII which includes Iowa, Illinois, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin.

2.2 NIGP Official Visits

NIGP's rotational visit schedule provides for one official visit per chapter at least once every four years at no cost to the chapter. NIGP chapters with an active status are eligible for an official chapter visit by the following order of position:

- Executive Committee Member (includes the CEO)
- Member, Board of Directors
- NIGP professional staff

Official chapter visits are to be scheduled through the NIGP Chapter Relations Manager by way of the Chapter Visit Request Form. Priority is given to those chapters eligible based on the rotational visit schedule and budget. IPPA's chapter chartering ceremony in November 2008 was considered an official chapter visit under this policy, so it is next eligible for an official chapter visit in FY 2012-2013.

When the chapter is eligible for a scheduled official visit, it is notified of this opportunity at least three (3) months prior to the end of the preceding fiscal year. If the chapter wants this visit, it must notify the national office of its interest by no later than the first business day of the affected fiscal year of the official visit.

If a chapter elects not to receive an official visit, the national staff, in consultation with the NIGP President, can utilize the budget dollars earmarked for chapter visits to schedule visits with others chapters that were not scheduled to receive an official visit during the year. This policy allows for more frequent official visits.

In addition to the NIGP official visit, each Board director has a limited amount of funds each year for regional chapter visits and establishes a two-year chapter visit schedule that coordinates with the Official Chapter Visit Program. To organize a Board of Director Chapter Visit, contact the regional representative.

NIGP National will provide assistance in recruiting a speaker on purchasing or membership related topics. However, any expenses incurred by the speaker would be the responsibility of the chapter based on a private agreement between the chapter and the speaker. NIGP would select speakers based on availability, geographic location, and discussion topic. Requests may be made utilizing the Chapter Visit Request Form, or the on-line speakers' bureau listing at http://www.nigp.org/member_services/Speakers.htm.

2.3 Other NIGP Chapter Benefits

The chapter pays dues to NIGP for each chapter member. NIGP offers support and benefits to chapters:

- Each NIGP Chapter has the right for its Chapter President to cast one vote on behalf of their chapter on any matter brought before the Institute's membership for purpose of voting.
- NIGP provides no-cost group tax exemption for the Chapter.
- In April 2009, NIGP began providing no-cost general liability insurance coverage for the Chapter.
- NIGP offers limited legal counsel for the Chapter. NIGP legal counsel reviewed the Articles of Incorporation and assisted with corporate filings. Consult time with NIGP legal counsel to address legal issues is available during the annual Forum. Directors attending Forum may schedule 30 minutes of consult time at no charge through NIGP Chapter Relations staff.
- NIGP markets chapters and chapter events via NIGP's web site and publications.
- NIGP offers an established core curriculum and technical courses designed specifically to meet the needs of public purchasing officials.
- NIGP provides an event registration service.

- NIGP offers an annual chapter leadership training symposium, workshops and free chapter distance-learning Webinar opportunities. Routinely offered free webinars and/or power point presentations include:
 - Chapter Officer Orientation
 - IRS Form 990 Filing Requirements
 - Chapter Awards Program
 - Centralized Registration
 - Chapter Tax and Legal Issues
- NIGP has a chapter awards program with incentives for individuals and chapters to participate.
- The NIGP *Chapter Connection* newsletter is distributed to chapters.
- A chapter E-net list-serve is dedicated to chapter officers and to program chairs to request information and share ideas and success stories with regard to chapter operation and management.
- A chapter relations committee reviews and recommends enhancements to national chapter services and communicates chapter needs.
- There is a chapter rebate program for national membership recruitment. The chapter receives a \$25 rebate for each non-National chapter member who applies for and becomes a new agency member of NIGP.
- Chapter members who are also national members pay lower fees for education.

2.4 NIGP Representation Contact Information

Basic NIGP Contact Information:

Mailing Address:
 151 Spring Street
 Herndon, VA 20170-5223

Telephone/Fax Numbers:
 Phone: 703-736-8900
 Toll Free: 1-800-FOR-NIGP (1-800-367-6447)
 Main Fax: 703-736-2818
 Education/Events Fax: (703) 736-9639

Web site: www.nigp.org

NIGP Chapters Staff:

Jennifer Steffan, Chapter Relations Manager
Telephone extension 232
E-mail jsteffan@nigp.org

Denise Groat, Special Projects Coordinator
Telephone extension 234
E-mail dgroat@nigp.org

Region VIII Director:

Michael E. Bevis, CPPO, C.P.M.
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Chief Procurement Officer
City of Naperville
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Director At-Large:

Keith K. Glatz, CPPO
Purchasing & Contracts Manager
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7525 NW 88th Avenue
Tamarac, FL 33321-2427
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Email: keithg@tamarac.org

NIGP Conferences and Meetings Staff:

Carrie Rawn, CMP, Director, Conferences and Meetings
Telephone extension 251
E-mail crawn@nigp.org

Nic Burke, Events Registrar
Telephone extension 238
E-mail nburke@nigp.org

Michael Romero, Events Coordinator
Telephone extension 248
E-mail mromero@nigp.org

Ryan Swink, Events Registrar
Telephone extension 227
E-mail rswink@nigp.org

SECTION 3

Chapter Governance

3.1 Bylaws

The Bylaws are the chapter's rules and govern its operation. The Bylaws were adopted by the membership on November 19, 2008. The Bylaws must be followed. They are posted on both the IPPA board and member/public web sites.

Each director and officer should be familiar with the Bylaws and be able to access them easily when questions and issues arise.

The Bylaws may be amended at any business meeting by a two-thirds majority of the Regular Members present in person or by proxy, provided that the proposed amendment is submitted in writing to the Regular Membership at least thirty (30) days before the meeting.

3.2 Articles of Incorporation

The Articles of Incorporation establish the existence of the chapter in the State of Iowa and set forth certain basic information about the chapter. Articles of incorporation are sometimes referred to as the "charter" of a corporation.

The Articles of Incorporation were part of the chapter formation process. They were reviewed and approved by NIGP's legal counsel and then filed with the Iowa Secretary of State. The Articles of Incorporation legally created the corporation as a registered business entity within the state.

The Chapter President is the registered agent of the corporation. When a new president is elected, the Past President must file the change with the Secretary of State. This task can be accomplished on the Secretary of State web site.

The Secretary or the President must file a biennial corporation report with the Secretary of State. That can also be accomplished on the Secretary of State web site.

The Articles of Incorporation cannot be amended as it is a document of the corporation at its inception.

3.3 Chapter Policies

The policies are intended to be a guide for officers, directors, committee chairpersons, and members interested in chapter governance and operations.

The policies may be amended by the Board at any time. The policies should be reviewed and updated annually. The President should either keep the policies up-to-date or delegate the assignment.

3.4 Governing Style

The Board provides leadership to IPPA. In order to do this, board members should:

- Consider the best interest of IPPA, its members, and public procurement when making decisions affecting the organization.
- Be diligent and prudent in making decisions.
- Be proactive and visionary.
- Encourage and incorporate a diversity of viewpoints.
- Keep informed of issues and trends that affect IPPA and public procurement.
- Commit to excellence in governance and public procurement.

SECTION 4

Code of Ethics and Conflict of Interest

4.1 IPPA Policy

IPPA directors and officers shall not accept anything of value for which the director or officer or employee does not make payment of equal or greater value, from any person or business that is or is seeking to be a party to any sales, purchases, leases, or contracts to, from, or with IPPA or the director or officer's employer.

Directors and officers shall, with respect to the purchase of goods and services for the chapter as well as for their respective employers, conduct themselves in such a manner as to avoid creating any appearance of a conflict of interest.

It is the intent of this policy to comply with applicable statutory requirements and to avoid any appearance of a conflict of interest on the part of any member or IPPA event participant.

IPPA directors and officers adhere to the NIGP Code of Ethics and exemplify the professional principles applicable to chapter activities.

4.2 NIGP Code of Ethics

The Institute believes, and it is a condition of membership, that the following ethical principles should govern the conduct of every person employed by a public sector procurement or materials management organization.

- Seeks or accepts a position as head (or employee) only when fully in accord with the professional principles applicable thereto and when confident of possessing the qualifications to serve under those principles to the advantage of the employing organization.
- Believes in the dignity and worth of the service rendered by the organization, and the societal responsibilities assumed as a trusted public servant.
- Is governed by the highest ideals of honor and integrity in all public and personal relationships in order to merit the respect and inspire the confidence of the organization and the public being served.
- Believes that personal aggrandizement or personal profit obtained through misuse of public or personal relationships is dishonest and not tolerable.
- Identifies and eliminates participation of any individual in operational situations where a conflict of interest may be involved.
- Believes that members of the Institute and its staff should at no time, or under any circumstances, accept directly or indirectly, gifts, gratuities, or

other things of value from suppliers, which might influence or appear to influence purchasing decisions.

- Keeps the governmental organization informed, through appropriate channels, on problems and progress of applicable operations by emphasizing the importance of the facts.
- Resists encroachment on control of personnel in order to preserve integrity as a professional manager.
- Handles all personnel matters on a merit basis, and in compliance with applicable laws prohibiting discrimination in employment on the basis of politics, religion, color, national origin, disability, gender, age, pregnancy and other protected characteristics.
- Seeks or dispenses no personal favors. Handles each administrative problem objectively and empathetically, without discrimination.
- Subscribes to and supports the professional aims and objectives of the National Institute of Governmental Purchasing, Inc.

4.3 NIGP Guidelines to the NIGP Code of Ethics

NIGP guidelines to the NIGP Code of Ethics are available on the NIGP website.

SECTION 5 Confidentiality

5.1 Confidential and Proprietary Information

Directors and officers shall hold in trust and confidence any confidential and/or proprietary information or data relating to chapter members and/or chapter business, and shall not disseminate or disclose such confidential information to any individual or entity, except as specifically permitted in each instance.

Members will respect the confidentiality appropriate to issues of a sensitive nature.

Directors are sometimes given confidential information. It should remain such until such time as that the information has become a matter of public record or common knowledge.

Deliberations and discussion within the Board should also remain confidential until such time as that information has become a matter of public record or common knowledge, except information to the extent that it may be required and appropriate when seeking input from the membership.

Except as may be provided for in *Code of Iowa* Chapter 22, the Open Records law, it is usually not appropriate to repeat board discussions to others.

SECTION 6 Directors, Officers, and Committee Chairpersons

6.1 Eligibility

Directors and Officers:

Directors must be actively employed in public purchasing, except that retired directors may complete a term of office to which they were elected while still actively employed. However, if a director leaves public employment and takes a position in private sector, the director must resign immediately.

All directors are to be IPPA members in good standing.

Members who have been convicted of a felony may not serve as directors.

Committee Chairpersons:

Committee chairpersons must be IPPA members in good standing.

Committee chairpersons may be directors appointed by the President, or they may be volunteer members not directors. Initially, committee chairpersons were board members. However, as the chapter grows it may be in the chapter's best interests to have committee chairpersons who are not board members so that board members can focus on the business of the board and not be also chairing a committee.

6.2 Terms

Directors are elected by the membership at the annual meeting, usually held in November. **Directors are elected for two-year terms**, except that the initial (2009) board was elected to term durations in such a manner that all terms would never end at the same time.

- The 2009 director elected to the position of treasurer has a one-year term.
- The 2009 directors elected to the positions of Vice-President and Secretary have three-year terms.
 - The Vice-President serves one year as Vice-President, one year as President, and one year as Past-President.
 - The Secretary serves one year as Secretary and two additional years which may or may not be as an officer.

The 2009 director elected to the position of President and the three at-large directors have two-year terms.

A director may not serve more than five consecutive years except to complete a term of office to which he or she was elected prior to completion of five consecutive years as a director.

The following officers are elected by the membership to one-year terms:

- Vice President
- Secretary
- Treasurer

The Vice-President automatically becomes President when the office of President becomes vacant. The President becomes Past President upon completion of his or her term as President. The Past-President is also an executive officer.

6.3 Description of duties and responsibilities

Duties and Responsibilities of Directors:

Obligations of directors (board members) are usually divided into three broad categories:

- **The duty of loyalty** requires directors to put the interest of the organization above any individual interests. A director should never put personal status and aspirations ahead of the needs of the chapter. One possible challenge to this duty could occur if the director's employer, supervisor, or co-worker sought to influence the director regarding chapter matters.
- **The duty of care** requires a director to perform his or her duties, including service as a member of any committee, in good faith, in a manner they reasonably believe to be in the best interest of the chapter, and with the care an ordinarily prudent person in a like position would use under similar circumstances. A director's primary responsibility is to maintain vigilance over corporate transactions. Since IPPA does not have a paid staff, this duty is somewhat more "hands-on" than it would be in a corporation with staff. Requisites to this duty are attendance at meetings and careful review of documents and materials relating to chapter business.
- **The duty of obedience requires that** directors follow the articles of incorporation, bylaws, state law, and the policies that have been adopted by the board. Directors should be familiar with the articles, bylaws, and policies of the organization, as well as state laws that pertain to chapter business. For IPPA, directors should particularly be familiar with open meetings and open records laws.

- **Directors manage the affairs and finances of the chapter.**

The board cannot cause the chapter to go into debt.

Officers:

Officers are considered in the Bylaws to be the executive officers. Officers' duties and responsibilities are:

President:

- The President presides over meetings of the board and of the membership and is an ex-officio of all committees.
- The President is responsible for authorizing expenditures or the commitment of funds, in an amount not to exceed that as approved by Executive Board. The President may choose to have the board review requests and authorize expenditures rather than doing so outside of the board.
- The President should develop a written agenda and provide it to all board members in advance of board meetings.
- The President should develop a written agenda and provide it to members in advance of member meetings.
- The President appoints committees and committee chairpersons within thirty (30) days after assuming the office.
- The President may choose to prepare and sign certain written correspondence for the chapter.
- The President should periodically communicate to the membership via the chapter web site or other method.
- In the event of a vacancy for an unexpired term, the President makes the appointment to fill the vacancy, subject to approval by the Executive Board.

Vice-President:

- The Vice President develops Officer and Director nomination criteria.
- The Vice-President sees that an audit of financial records is performed when appropriate.
- The Vice President serves as President-Elect.
- The Vice President assumes the duties of President in the event the President is unable to fulfill those duties, or if the office of President becomes vacant.
- The Vice President signs or counter-signs checks for authorized expenditures.
- The Vice-President presides over meetings in the temporary absence of the President or Treasurer.

- In the absence of the Treasurer, the Vice President prepares and signs all chapter checks and then delivers them to the Secretary for counter-signature.
- The Vice-President performs other duties as assigned by the President.

Secretary:

- The Secretary maintains the written records of all board meetings.
- The Secretary maintains the written records of meetings of the membership.
- The Secretary retains and is the official custodian of all records other than financial and other official documents of the chapter. The original set of the Articles of Incorporation and the Bylaws are retained by the Secretary, as well as all official chapter filings, correspondence, and other documents and records.
- The Secretary maintains the official membership list.
- The Secretary sends all dues notices and provides an annual list to the Treasurer for the accounts receivable posting.
- The Secretary sends all notices of meetings and other affairs of the chapter to the members and to NIGP.
- The President is the registered agent of the corporation under Secretary of State filing.
- The Secretary may co-sign all Corporation checks in the absence of the Vice-President or the Treasurer.
- The Bylaws indicate that the Secretary shall file Secretary of State filings. However, the Biennial Report may be filed by the President since the President is the registered agent.
- The Secretary performs other duties as may be assigned by the President or Executive Board.

Treasurer:

- The Treasurer is responsible for the accounting of the chapter's funds.
- The Treasurer maintains a complete record of all receipts and disbursements.
- The Treasurer provides reports relative to the financial affairs of the office as required in the Bylaws or as directed by the board.
- The Treasurer prepares the annual Chapter budget no later than December 1 of each year for the following year.
- The Treasurer is responsible for the collection of all revenue including the membership dues.
- The Treasurer reports to the Secretary any delinquent dues for proper notification.
- The Treasurer prepares and submits all IRS reports and other financial submittals, and completes the reporting requirements of the State of Iowa

and other governmental agencies except the Iowa Secretary of State filings.

- The Treasurer prepares and signs all Chapter checks and delivers them to the Vice President or the Secretary for counter-signature.

Past-President:

- The Past-President performs duties as assigned by the President.

Committee Chairpersons:

A committee chairperson has duties related to the committee:

- The committee chairperson provides leadership to the committee and serves as a voting member of the committee.
- The committee chairperson organizes and conducts the committee meetings. This would include providing a written agenda to committee members prior to each meeting.
- The committee chairperson, or other committee member designated by the committee, maintains a record of committee meetings and activities.
- The committee chairperson provides periodic reports of the committee's activities to the board.
- The committee chairperson submits recommendations of the committee to the board for consideration.
- Revenue producing events require a report to the treasurer.

SECTION 7

Board meetings

7.1 Quorum

A quorum consists of a majority of the members. The 2009 board has seven members, so a quorum consists of four; the 2010 and subsequent boards will have eight members, so five directors must be present in order to have a quorum. If a board position is vacant, the quorum number will adjust to reflect a majority of the members.

7.2 Frequency and Schedule

The Bylaws require that the board meet at least two times per year. Unless there are planned absences or other issues that would prevent a quorum being available, the board should meet monthly.

7.3 Venue

The board can meet either in person or by conference call (the Bylaws permit meeting either way).

7.4 Format

The Bylaws state that Robert's Rules of Order are to govern board meetings. Each President could dictate the degree of formality of meetings within that requirement.

7.5 Standard agenda items

Minutes of the previous meeting should be approved with any corrections. This should be among the first items on the agenda. Items that may precede consideration of minutes would include special recognitions or awards.

The last thing on the agenda is usually determination of date, time, and venue for the next meeting. At that time, the Board would also determine the anticipated time frame for the meeting.

Usually, agenda items that can be quickly dealt with appear first on an agenda, and items that will require more lengthy discussion would be later. Committee reports would normally appear among the first items of the agenda unless a lengthy discussion is anticipated.

An agenda may include a summary of assignments after all discussion items. A schedule summary may also be included if the board is dealing with a project or issue that is longer in duration.

An agenda may also include a footnote listing of future agenda items.

Board members should notify the President to request that an item be included on an agenda. The President will determine whether the item should be included on the agenda for the next meeting, or if it should wait for a future agenda. The President may seek input from the board to make this decision. The President could ask other board members for input on the decision, ask board members to prioritize issues, or call a special meeting.

Sometimes it is helpful to put a designation beside each agenda item to indicate who is responsible for the presentation, etc., for the item.

When possible, the agenda should include no more items that can be addressed in the time frame the board has agreed upon for meeting duration. The board should recognize, however, that there are issues that need to be dealt with and that will take more time. An advance notice should be sent to members with an estimate of item consideration time frames.

7.6 Attendance

Attendance of board members at meetings is critical to successfully managing the chapter's business. The Bylaws state that if a director has three consecutive unexcused absences, it's a "resignation".

Board members should make sure absences are determined to be excusable. A Director should always notify the President or the Secretary if he or she will not be able to attend a board meeting. If it appears there will not be a quorum, the President could then reschedule the meeting without further inconveniencing the rest of the board.

If a board member is called away for an emergency without the possibility of calling or e-mailing the President or Secretary of impending absence, the board member should contact the President as soon as possible after the meeting to explain the absence.

If a board member misses a meeting, he or she should thoroughly review the meeting minutes and any supplemental information, and then contact another board member if anything is unclear. It is the responsibility of board members to know what occurred in board meetings.

If a board member misses two consecutive meetings without advance notice to the President or Secretary, he or she should submit a written explanation to the

President and include a plan for attendance at future meetings. If a board member misses three consecutive or four or more meetings within any twelve-month period, it is the President's responsibility to discuss the matter with the board member and determine whether extenuating circumstances excuse the absences and whether the board member will be able to continue fulfilling his or her duties.

SECTION 8

Board Decision-Making Process

8.1 Notice of Board Matters Requiring a Decision

The meeting agenda issued in advance of a board meeting by the President should include any items that will require a decision by the board. The President may solicit input concerning alternatives or interest level prior to placing an item on the agenda.

8.2 The Decision-Making Process

The Board will make decisions by a process of careful deliberation, seeking input from as many voices as appropriate. This may include seeking input from members, experts, or consultants.

The Board should strive for consensus of opinion in its decision-making. If consensus isn't reached after a reasonable amount of discussion, the President may halt the discussion and either table the discussion or ask the board to instead decide how the decision will be made (majority vote, super-majority, etc.).

SECTION 9 Committees

9.1 How Committees are Formed

The Bylaws call for three standing committees. Each committee has a chairperson appointed by the incoming President. It is recommended that there be a Board member as a liaison to each committee to support the committee, but if possible Board members should not chair committees.

The President may create other committees and appoint their chairs from the ranks of the Membership. Committees that other chapters have formed include:

Awards & scholarship committee
Budget and finance committee
Code of regulations committee
Conference committee
Inter-governmental cooperative purchasing committee
Legislative liaison committee
Program committee
Public relations committee
Historians
Operational procedures committee
Retired members committee
Strategic planning committee
Webmasters

9.2 Active Committees and their Respective Goals and Objectives

The three committees established in the Bylaws include:

- Education/certification committee.
- Nominating committee.
- Membership, program, and meeting committee.

The Bylaws specify the responsibilities of these committees:

Education/certification committee:

- Plan, establish and coordinate educational programs that further the knowledge, expertise, education and certification of the members of the Association.

Nominating committee:

- Actively pursue nominations from the membership for director and officer positions.
- Select at least one candidate for each office for which a terms is expiring.

- Provide a slate of nominees to the Executive Board not later than seven calendar days prior to the meeting at which elections will be held.
- Accept additional nominations from the floor provided the nominee has given permission to his or her name being placed in nomination.
- Provide proxy forms to members requesting same but unable to attend the meeting at which an election will be held.
- The chair of the nominating committee supervises the election process.

Membership, program, and meeting committee:

- Plan and arrange the dates, locations, and the programs of the meetings and special events of the membership.
- Arrange speakers and notify the membership of membership meetings and special events

The Bylaws state that *all* actions of the Membership Meeting and Program Committee must have approval of the Executive Board.

9.3 Provision for Additional Committees

The President may create other committees and appoint their chairs from the ranks of the Membership as deemed necessary and appropriate. The President could present proposals to the Board or to the general membership for consideration before creating additional committees.

9.4 Limits of Authority of Committees

In addition to the limitations on the membership, program, and meeting committee state above, all actions involving the expenditure or commitment of funds require approval by the Board.

The Board liaison should discuss with each new committee chair its preferences for reporting committee activities and requesting action related to committee activities.

The Treasurer should discuss procedure for expenses and reimbursement with each committee chair before expenses are incurred.

SECTION 10

Committee Meetings

10.1 Frequency

Committees should meet as frequently as necessary to fulfill the assigned responsibilities, but in no case should a committee meet less than two times per year.

10.2 Attendance

The committee chair should distribute an agenda in advance of meetings and committee members should notify the chair if they cannot attend the meeting. The meeting could then be rescheduled if necessary.

SECTION 11

Meetings of Membership

11.1 Annual Meeting

The Bylaws require at least one meeting of the membership per year, i.e. the annual meeting. The main purpose of the annual meeting is to elect directors and officers, present an Annual Report and Financial Statement to the members, and carry out any other business brought before the Board.

11.2 Other Meetings

Any Board member can call for a special meeting of the membership. With approval of the Board, any chapter member can call a special meeting of the membership.

11.3 Notice of Meetings

The Bylaws specifically state that the Secretary is to give written notice of the purpose, time and place of all regular, annual or special meetings of the membership. This notice is to be sent to all members.

The written notice is to be sent no less than fifteen (15) days and no more than sixty (60) days prior to the meeting

11.4 Quorum

For meetings of the membership, a quorum shall consist of 10% the Regular Membership.

SECTION 12

Meeting records and minutes

12.1 Board Meetings

One of the responsibilities of the Secretary is to keep a written record of the proceedings of all meetings of the Board. If the Secretary is unable to fulfill these duties for a meeting, he or she should make arrangements for another board member to act as “recording Secretary” for the meeting. The Secretary would still maintain the official meeting record.

12.2 Committee Meetings

Each committee chair should appoint a member of the committee to prepare a written record of committee meetings. This may be a standing appointment, or the committee could elect to rotate this responsibility.

12.3 Member Meetings

The Secretary is also to keep a written record of the proceedings of all meetings of the Membership.

12.4 Guidelines for Meeting Records

Following are some “tips” related to taking minutes at a meeting¹:

Preparation:

- Decide how you will take notes, i.e. pen and paper, laptop computer, or tape recorder.
- If you are using electronic tools, make sure they are in working order and have a backup plan just in case.
- Use the meeting agenda to formulate an outline.

During the Meeting

- Record the names of persons present if it's a small meeting. Refer to the sign-in sheet for larger meetings to record those present. For meetings of the membership, differentiate between members, non-members, and any guests present. Record the names and titles of any guests.
- Note the time the meeting begins.
- Don't try to write down every single comment -- just the main ideas. It is not necessary or practical to include everything said.

¹ <http://careerplanning.about.com/cs/communication/a/minutes.htm>

- When the board takes an action, record what the action or motion was as it was stated when the motion was made; don't paraphrase except as "cleanup" when the person making the motion makes several attempts to finally get the intended wording.
- Record the name of the person making the motion.
- There is conflicting guidance on recording the name of the person seconding the motion. Some references say to record it; others indicate it is not necessary. Before dropping this, seek input from Board members as to whether they want to see it in the minutes.
- For most motions, record discussion on motions only to the extent that it shows the decision making process.
- Record the results of votes.
 - If the motion doesn't pass unanimously, record as "Voting aye" followed by the names of those voting aye, then "Voting nay" followed by the names of those voting nay.
 - If someone abstains from voting simply follow the aye and nay voting record with "Abstaining" and the name of the person abstaining.
 - If all votes are either aye or abstaining, then record as "Voting aye" followed by the names of those voting aye, then "Abstaining" followed by the name of the person abstaining.
- Make note of any motions to be voted on at future meetings.
- Note the ending time of the meeting.

After the Meeting:

- Finalize the minutes as soon as possible after the meeting, while everything is still fresh in your mind.
- Minutes should be in widely used word processing format such as Microsoft Word.
- As a header, include the name of organization, name of committee, type of meeting (daily, weekly, monthly, annual, or special), and purpose of meeting.
- Include the time the meeting began and ended.
- Proofread the minutes before submitting them.

The Internet has a wealth of information on taking minutes. Those who assume this responsibility should take some time to learn before the first meeting. There are format examples on the Internet, or consult someone with expertise or a certification as an administrative professional.

12.5 Distribution of Meeting Minutes

Minutes of Board meetings may be distributed to Board members immediately after they are prepared, or they may be distributed to the President who would

distribute them to the Board along with the next meeting's agenda. In no case should minutes be distributed after the agenda for the next regular meeting.

Minutes of committee meetings should be distributed to committee members immediately after they are prepared unless the committee decides otherwise.

Minutes of meetings of the membership should be maintained by the Secretary until distribution or publication prior to the next meeting.

12.6 Approval of Meeting Minutes

Meeting minutes are considered for approval at the next meeting of the group (the Board, the Committee, or the Membership). Approval or correction of minutes is usually one of the first items on the agenda.

SECTION 13

Communication with Membership

13.1 Web Sites

The webmaster(s) maintain two websites:

- 1) A Board member only site where Board members can access meeting agendas, minutes, forms, contact information, governing documents, committee reports, and related information.
- 2) A public site where members and interested persons can access information about the chapter including member conference and meeting information, governing documents, board and committee contact information, the newsletter, and other documents and correspondence. It also links to the NIGP site.

Webmasters are appointed by the Board and may or may not be a committee, or the Board may contract for web site construction and maintenance services.

13.2 Newsletters

A newsletter editor will be appointed by the Board and may or may not be a Board member. The newsletter editor shall be a member of the chapter.

A newsletter will be distributed via the public/member web site at least quarterly.

SECTION 14

Travel

14.1 Travel Expenses

Travel expenses shall not be paid by the Chapter unless specifically approved by a unanimous vote of the Board. In taking such action, the Board should specifically state what expenses are reimbursable and the limits. The minutes should reflect the action and the parameters.

If travel expenses are approved, travel should be by the most economical means available.

- Reimbursement for mileage should not exceed the current IRS published mileage rate for non-taxable mileage reimbursement.
- Unless there are extenuating circumstances, reimbursement for airfare should be actual cost but not exceeding the cost of a standard coach ticket purchased at least three weeks prior to travel.
- Reimbursement for lodging should be at actual cost not to exceed the lowest available rate for the conference or event. The traveler should verify that a lower rate is not available.
- Meals and incidentals (M&I) should be reimbursed at actual cost but not to exceed the destination area M&I rates published in IRS Publication 1542.

SECTION 15

Financial Planning

15.1 Budget

The Bylaws call for the Treasurer to prepare a budget by December 1 for the following year. The budget should show anticipated revenues and expenses in general categories. The budget should “balance”; the total projected expenses should not exceed projected revenue.

The Board should approve the annual budget no later than January.

15.2 Reserve Fund

Excess revenues shall be kept as reserves. The Treasurer manages reserve funds. He or she may move a balance to a savings account rather than keeping a large balance in a checking account. If the savings account is non interest bearing, IRS reporting of interest income won't be necessary. Unless reserves are large enough that interest earnings could be a significant revenue source, it is probably more efficient to keep the account noninterest bearing.

In the event that revenues drop below a level that prohibits the prompt payment of fixed operating expense bills, reserves could be used to pay those expenses. Expenditure of reserve fund moneys should require a unanimous vote of the Board. Reserve funds should never be used to pay for an item not categorized as a operating expense.

15.3 Goals

One of the main goals of the founding chapter members is education and training of members. To that end, chapter funds could be used to provide financial assistance to members for educational purposes. Until reserves become significant, however, it would be prudent to provide such assistance in the form of paid speakers at chapter training events. When and if reserve funds become significant, the Chapter could use excess revenues to develop a scholarship program for IPPA members.

The Board, with input from the membership and committees, could establish additional goals to which financial assistance from Chapter funds would be applicable.

SECTION 16

Financial Accounting

16.1 Board Responsibilities

The Bylaws state that the Board controls and manages the affairs and finances of the Corporation. The Board's actions shall always serve the best interests of the Chapter.

The Board has no authority to expend or commit funds in excess of the cash resources of the Chapter, and cannot cause the Chapter to go into debt unless the expense that would cause the Chapter to go into debt is approved in advance by two-thirds vote of the full membership at a regular or special business meeting.

16.2 Treasurer's Responsibilities

In addition to preparing the annual budget, the Treasurer is responsible for the accounting of the funds of the Chapter. All records should be kept with enough supporting detail to meet audit requirements. The Treasurer manages all of the Chapter's finances.

- The Treasurer obtains signature cards for the President, Vice President, Secretary, and Treasurer from all banking institutions carrying chapter accounts.
- All monies and invoices should be received by the Treasurer along with adequate substantiating details as to source.
- The Treasurer deposits all revenues into the Chapter's accounts.
- The Treasurer reviews all invoices and prepares checks.
- The Treasurer reviews and reconciles monthly bank statements.
- At the end of his or her term, the Treasurer should deliver to the successor all checks, books, records, documents, and other property of the chapter that came into the Treasurer's custody, or that have been created during the Treasurer's term of office.
- At the end of his or her term, the Treasurer should obtain a signature card for the new Treasurer and take his or her signature off of the chapter's accounts unless he or she is assuming the office of President or Vice-President.
- The incoming Treasurer should make sure only the correct officers are included on the financial documents and have access to accounts.

The Bylaws state the Treasurer's overall responsibilities:

- The Treasurer shall maintain a complete record of all receipts and disbursements.

- The Treasurer is to provide a report of the Chapter's finances at each Annual meeting of the membership.
- The Treasurer is responsible for the collection of the membership dues, and to report to the Secretary any delinquent dues for proper notification (the Secretary sends any notices of delinquent dues). The Secretary sends the report of membership to the Treasurer.
- The Treasurer prepares and submits IRS reports and other financial submittals.
- The Treasurer completes the reporting requirements of the State of Iowa and other governmental agencies except the Iowa Secretary of State filings.
- The Treasurer prepares and signs all Chapter checks and delivers them to the Vice President or the Secretary for counter-signature.

16.3 Authorization

The Board can approve funds that could then be authorized for expenditure by the President. The President cannot authorize expenditure of funds not approved by the Board.

16.4 Invoices and Payment

All invoices should be submitted to the Treasurer. Requests for reimbursement should be submitted on the Expense Form available on the Board member web site.

When a vendor submits an invoice directly to a committee chair or member who made arrangements for the purchase of goods or services, the committee chair may review and indicate approval of the invoice and then refer it to the Treasurer. Or, he or she may pay the invoice and apply for reimbursement. A copy of the invoice and reason for the purchase must be submitted to the Treasurer along with the Expense Form. Committee chairs and seminar coordinators should review these procedures with the Treasurer before incurring expenses.

The Treasurer maintains expense transaction records including documentation of authorization of each expenditure, and documentation of the receipt of the goods or services ordered.

The Treasurer should promptly process invoices and requests for reimbursement. If during his or her review of the request for payment, the Treasurer finds cause for withholding payment, he or she should provide written notification to the vendor or person requesting reimbursement stating the reason for delay in payment, any additional documentation required, and the process for resolution.

SECTION 17
Educational Scholarships, Grants, and Subsidies

Section reserved

SECTION 18 Elections

18.1 Eligibility

All directors must be actively employed in public purchasing, except that retired directors may complete a term of office if they were elected while still actively employed.

Directors must be members in good standing of IPPA.

No director may serve more than five consecutive years except that a director may complete a term of office to which he or she was elected prior to completion of the five consecutive years.

Members who have been convicted of a felony may not serve as directors.

Any director who has left public sector employment and is employed in the private sector must immediately resign his or her position as Director.

18.2 Nominations

The Nominating Committee recommends a slate of nominees for election as officers and directors to the membership at the regular Annual Meeting, usually held in November.

18.3 Election of Directors

Directors are elected by a simple majority of the members present at the Annual Meeting either in person or by proxy.

Directors are elected to two-year terms with the exception of some initial directors. Terms of initial directors were staggered to provide for the future (reference Section 6.2).

18.4 Election of Officers

The following officers are also elected by simple majority of members present in person or by proxy.

- Vice President
- Secretary
- Treasurer

The incumbent Vice President shall automatically become the President without election provided that he/she remains a regular member in good standing.

If the incumbent Vice President is ineligible or unable to assume the office of the President, the nominating committee shall nominate another candidate for the office of Vice President to be elected at the annual election. Or, the incumbent President may then serve an additional one-year term as President.

Officers may be re-elected, elected to another officer position, or may serve as an at-large member for the remainder of their term as director. A Director could be elected as Secretary and then serve as an at-large director in year 2.

18.5 Election Process

The Bylaws state that the Nominating Committee must present the slate of nominees to the Board at least seven days prior to the election. However, it would be more practical and better serve the membership to finalize the list of nominees in time for inclusion of the information in materials promoting the Annual Meeting at which the election will take place.

The Bylaws also require that the Nominating Committee provide proxy forms to members requesting them who are unable to attend the meeting at which an election will be held. To comply with this requirement, the information about the annual meeting should include this option. Members requesting proxy forms should make the request directly to the Nominating Committee.

Election of officers and directors will be included on the agenda for the annual business meeting of the membership. The President, who presides over the meeting, will turn it over to the Chair of the Nominating Committee at the appropriate time during the meeting. The Chair should take the podium and first explain the process. As the slate of nominees is presented to the membership, candidates may speak to the members to introduce themselves and possibly promote their respective qualifications. The Chair should call for nominations from the floor before closing the slate of nominees. The Secretary should record this in the minutes.

The Nominating Committee must determine eligible voters before passing out ballots or calling for a show of hands for voting. The Secretary should record the number of members present who are eligible to vote and the number of proxies to verify quorum. This should be recorded in the minutes.

The Chair of the Nominating Committee is to supervise the election process. If this Chair is among the slate of nominees it would be prudent for the Chair to appoint an alternate committee member to actively assist or assume supervision of the process. No member of the committee that is a nominee should participate in the distribution of ballots or the counting of votes.

When the election is completed, the new officers and directors should be introduced to the membership. This could be done by the President, the

Nominating Committee Chair, the Past President, or possibly a guest such as the regional NIGP Director.

SECTION 19

Chapter Filings

19.1 Chapter

The Secretary should periodically provide a list of members to the Board.

The Treasurer should provide a Treasurer's Report to the Board at least quarterly or as requested. The Treasurer must provide a financial report to the membership at the Annual Meeting.

19.2 NIGP

The new President files a number of forms with NIGP in January of each year:

- The Chapter Officer Data Form can be submitted electronically; the form is available on the NIGP web site.
- The NIGP Group Exemption Update should be completed and faxed or mailed. This form needs to show the gross revenues for the prior three years. **The Treasurer** must provide the President these numbers. The form is available on the NIGP web site.
- The NIGP Chapter Seminar Agreement should be completed and faxed or mailed. The form is available on the NIGP web site.
- The Chapter General Liability Insurance Renewal Form. This will either be sent to the President by NIGP Chapter Relations, or it may become available on the NIGP web site.

If revisions to the Bylaws are approved, the revised Bylaws should be submitted to NIGP by the President of the Board.

Historical filings:

- The first Chapter President filed the initial NIGP Chapter Affiliation Agreement. This does not need to be done again.
- The first Chapter President also submitted the Articles of Incorporation through NIGP legal counsel. This does not need to be done again.

The new Secretary files the Chapter Member Data Form with NIGP in January of each year.

The outgoing Treasurer provides the incoming Treasurer with the information to complete the required Chapter Financial Form, which the Treasurer must file prior to March 1 each year.

19.3 IRS

The Treasurer must file the required IRS form (e.g. Form 990-N or Form 990) by April of each year.

Historical Filing:

The Treasurer obtained the Chapter's EIN number. This does not need to be done again.

19.4 State of Iowa

A Biennial Report must be filed with the Secretary of State no later than April 1 each year. The President is to be listed as the registered agent for the corporation on this filing. Although the report is "biennial", it will need to be updated annually as the officer terms are only one year so the officers may change. The President, Vice-President, Secretary, and Treasurer are listed on this filing.

The Bylaws state that the Secretary shall file the biennial report for the Secretary of State. The President may direct that this be done by the President in lieu of the Secretary. **The President** should give clear direction in January of each year as to whether the Secretary is expected to complete this filing.

Originals of all filings, reports, and other Chapter documents, except online filings and financial records, are to be retained by the Secretary.

Scanned versions of all filings, reports, and other Chapter documents should be archived on the website.

SECTION 20

Records Retention

20.1 Policy and Plan

For ease of reference, search, retrieval, and/or subsequent disposition or destruction, all files should be properly identified at time of creation. Filing systems should be so simple that anyone can readily identify and use them.

Except official chapter documents such as annual filings, minutes, and formal correspondence, files generated within a committee or by an officer are the responsibility of the individual creating the file. Responsibility includes proper identification, safeguard, control, and maintenance. Safekeeping, disposition, and/or destruction of the file after it becomes inactive are the responsibility of the current officer and/or committee chair.

All files are the official property of the Chapter and will not be destroyed or disposed of except as provided by this policy.

20.2 Document Care, Control, Disposition, and Destruction

Documents that **do not** contain personally identifiable information or other confidential information do not require special use, care, control, and/or disposition or destruction measures.

Documents that **do** contain personally identifiable information require specific use, care, control, retention, and destruction measures. Personally Identifiable Information (PII) includes, but is not limited to: addresses, phone numbers, bank and credit card information, social security numbers, alternate ID numbers, member ID numbers, passwords, etcetera. Names alone are not PII. However, if they are associated with any other information or data such as listed above, they should be considered PII.

Documents that may contain personally identifiable information include but are not limited to:

- Registration forms
- Workshop registration lists
- Telephone message and conversation records
- Credit card slips
- E-mails
- Membership rosters
- Web reports

Tangible documents that contain PII or other confidential information should be shredded (crosscut), incinerated, or pulped. Electronic data should be expunged/cleared and/or reliably erased. Computer laptop users shall take responsibility for the security of the information stored on their laptops. PII must be controlled in a manner that ensures PII is not accidentally released or made accessible to those who do not have a right or need to know the information.

The nature of the medium (e.g., electronic or tangible), does not lessen the responsibility of the Chapter or its officers, committee members or chairs responsibility to safeguard data that is considered to be personally identifiable information.

The Chapter shall require contractors and their subcontractors to provide the same or better assurances with the safeguarding of PII that the Chapter requires of its own officers, committee chairs, and committee members. Where regulations may prescribe more restrictive PII protections than those of the Chapter, the more restrictive shall prevail.

20.3 Records Custodian

The Secretary shall retain and be the custodian of all records and other official documents of the Chapter except that the President is the custodian of the framed Charter document.

20.4 Retention Schedule

The following pages list the major records and their retention schedules. Not all records are identified. Items to be held for less than one year are not listed. Some items listed in this schedule may not currently apply to the Chapter, but could apply in the future.

Recommendations for additions/deletions or changes should be submitted to the President or the Secretary.

Record Title or Description	Retention Period
Articles of Incorporation	Permanent
Bylaws	Permanent. If there are revisions, the prior version should be retained for 5 years
NIGP Chapter Affiliation Agreement	Permanent
IRS Issued Notice of Employer Identification Number	Permanent
Iowa Public Procurement Association Charter	Permanent. This document is kept by the President.
Policy manual	Permanent until superseded

Record Title or Description	Retention Period
NIGP Group Exemption Filing (from NIGP legal counsel)	5 years
Annual budget	5 years
NIGP Group Exemption Update filed by Chapter	5 years
Chapter Officer Data Form	5 years
Chapter Financial Form	5 years
Annual Treasurer's Report	5 years; to be kept with minutes of the Annual Meeting
Annual membership list/filing with NIGP	5 years
NIGP Chapter Seminar Agreement	5 years
Chapter General Liability Insurance Renewal Form	5 years
Chapter Form 990-N filing	7 years
Record of Biennial Report filings with the Secretary of State	7 years
Minutes of meetings of the membership	Permanent
Minutes of Board meetings	Permanent
Minutes of Committee meetings	3 years
Newsletters	3 years
Applications for awards	5 years
Correspondence including letters and memorandums	3 years
Records of awards received	Permanent
Announcements, postings, and flyers for Annual Meeting	3 years
Announcements, postings, and flyers for meetings of the membership other than the Annual Meeting and for educational programs	1 year
Annual Meeting agenda	3 years
Charts of accounts	Permanent until superseded
Accounts payable ledger	7 years
Accounts payable invoices	3 years
Accounts receivable ledger	7 years
Accounts receivable invoices	3 years
Accounting/financial adjustments	7 years
Check register	7 years
Bank statements with reconciliation and showing checks cleared	7 years
Cash disbursements	7 years
Cash disbursements	7 years
Cash receipts	7 years

Record Title or Description	Retention Period
Donations received	7 years
Donations made by Chapter	7 years
Record of interest and dividends earned	7 years
Financial statements	Permanent if certified; 7years if not certified
CPA audit reports and auditor comments	Permanent
Tax returns	7 years
Fixed asset and capital purchase records	Permanent
Legal Opinions	Permanent until superseded
Claims and litigation	Permanent
Deeds and mortgage records	Permanent
Bills of sale	Permanent for real property; 7 years for other assets
Membership applications	5 years
Membership record	5 years
Dues receipts	Until completion of period financial reports
Insurance policies	5 years after expiration
Insurance claims and related reports	7 years after settlement
Contracts	5 years after completion, expiration, or termination
Photos of Chapter events	1 year

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Rev. 9/21/2009