

# BYLAWS

## ARTICLE I - NAME

The name of this organization shall be the North Louisiana Chapter of NIGP, Inc. (National Institute of Governmental Purchasing, Inc.).

## ARTICLE II - OBJECTIVES

All persons who desire to become members of this organization shall subscribe to the objectives of the chapter as outlined in Article II of the Constitution.

## ARTICLE III - MEMBERSHIP

1. The membership shall consist of Regular, Honorary, Retired, Agency, Associate, and Affiliate members.
  - 1.1 Regular Individual Membership: Membership in the chapter shall be open to all public institution 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 subdivisions of the State; full time employees of NIGP member agencies, provided they spend the majority of their time involved in purchasing or materials management functions; persons with full time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators.
  - 1.2 Honorary Membership: Honorary membership may be conferred by unanimous vote of the members upon individuals who have made distinguished contributions to the purchasing profession, or this Chapter. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.
  - 1.3 Retired Membership: Retired membership may be conferred upon members of this Chapter upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. Retired Members shall be entitled to vote and hold office and shall be exempt from payment of dues.

- 1.4 Agency Membership:
  - (a) Governmental purchasing organizations, including federal procurement agencies and the purchasing agencies or departments of state, provincial, and local governments (or their agencies or departments); publicly owned utilities, schools and colleges, hospitals, public authorities, and other tax-supported purchasing agencies shall be eligible to be Agency Members.
  - (b) Each designated employee of Agency Members shall meet the requirements of a Regular Individual or Associate Membership. All designated employees of Agency Members shall be entitled to vote and shall enjoy all rights and privileges afforded Regular Individual or Associate Members.
- 1.5 Associate Membership: Associate Membership may be granted to other non-procurement professionals that are employees of a public agency. Risk Managers, Contract Administrators, Architects, Engineers, and Attorneys are examples of such membership provided that they are employed by a public agency. Associate members are not allowed to vote, hold office, or serve as voting member of any committee.
- 1.6 Affiliate Membership: Affiliate membership may be granted to individuals, agencies, or firms, both for-profit and non-profit, that have direct involvement in public procurement, small/minority/women owned business assistance, and economic development. Examples of Affiliate Members are: Entities funded by government agencies to facilitate government procurement such as Procurement Technical Assistance Centers; Business Incubators; Chambers of Commerce; Architectural and Engineering Firms; and Attorneys retained as legal counsel to public agencies. Affiliate members are not allowed to vote, hold office, or serve as a voting member of any committee. Dues for Individual Affiliate members shall be twice that of Regular Individual National Members. Dues for Affiliate Member agencies or firms shall be equal to the sum of the membership as if each member was assessed individually.
2. Admission: An applicant becomes a member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that all eligibility requirements are met as outlined in paragraph 1 above.
3. Annual membership renewal fees shall be due January 1 of each calendar year. There shall be no proration of membership fees. Annual membership renewal fees shall be delinquent March 1. A delinquency fee of 25% shall be assessed for dues received on or after this date.

4. Revocation: The Board of Directors shall revoke the membership of, and remove from the organizational roster, any person for nonpayment of dues by May 1 of each calendar year; or for other 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 notification of the proposed action by the Board of Directors and be given opportunity to show cause as to why the membership should not be revoked. Application for membership may be made immediately for persons removed for non-payment of dues. Application for membership of those persons previously removed for causes other than non-payment of dues shall require approval of the Board of Directors.

#### ARTICLE IV - OFFICERS AND ADMINISTRATION

1. The following shall constitute the officers of the Chapter:
  - President
  - Vice President
  - Secretary
  - Treasurer
- 1.1 The President shall exercise general supervision over the affairs of the chapter, preside over all meetings of the chapter, be a member ex-officio of all committees and perform all duties incident to the office of the President. The President shall be responsible for executing agreements on behalf of the chapter and authorizing expenditure or commitment of chapter funds. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors.
- 1.2 The Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to annual awards and scholarships, shall see that audit of financial records is performed, and perform such duties as are assigned by the President. The Vice President is authorized to approve expenditures in the temporary absence of the President. The Vice President shall chair the Awards and Scholarship Committee.
- 1.3 The Secretary shall maintain a written record of the proceedings of all meetings of the board of Directors and of the Chapter, mail, or transmit by electronic mail or facsimile, all notices of meetings and the affairs of the Chapter to Chapter Members and to NIGP, and perform such other duties as may be assigned by the President or Board of Directors.
- 1.4 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 all chapter checks at the direction of the President, Vice President, Board of Directors and deliver to two trustees for signature. The Treasurer shall ensure that the appropriate trustees are granted authorization access to chapter accounts. The Treasurer shall be nominated by the President and confirmed by the majority vote of the Board of Directors.

- 1.5 The governing body of this chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary, Treasurer, and standing Committee Chairpersons. It shall be the duty of each Member of the Board of Directors to attend each meeting of the Board of Directors and to bring to the regular Board Meeting an article for the Chapter newsletter. The Board of Directors shall control and manage the affairs and finances of the Chapter, and shall have authority to take actions that will serve the best interest of the Chapter and its Members. The Board of Directors shall review and unanimously approve special announcements before mailed to the membership or to prospective members.
- 2 The fiscal year of the chapter shall be January 1 through December 31.
- 3 Trustees – Each year the President of the Chapter shall place in nomination up to four trustees for approval by the Board of Directors. Trustees shall sign checks and have access to chapter financial accounts. The Treasurer may not serve as a Trustee.
- 4 Access to all Chapter Financial Accounts and Funds shall require the signature of a minimum of two Trustees.

## ARTICLE V - NOMINATIONS AND ELECTIONS

1. Officers shall be elected at the Fall meeting from the slate of candidates presented by the Membership Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular, retired, and agency 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 and notarized by a Notary Public. The Absentee Ballot shall be received by the Membership Committee prior to the official vote.

The following officers shall be elected:

- President
- Vice President
- Secretary

In the event of a vacancy of the office of the President, it shall be filled by automatic succession of the Vice President. Other vacant officer positions shall be filled by nomination of the President and majority vote of the Board of Directors.

2. 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 year immediately preceding the election.
3. No two (2) members from the same place of employment may serve as elected officers at the same time.

#### ARTICLE VI - TERM OF OFFICE

1. The term of office of all officers and directors shall commence on January 1 of each year.
2. The term of office of all officers and directors shall be for a period of one (1) year, with the exception of the Past President who may be President one (1) year and then serve on the Board of Directors the following year for one year only.
3. No elected officer may serve more than 2 consecutive terms in the same office.

#### ARTICLE VII - VACANCIES

A vacancy may exist in any office for the following reasons:

- Death
- Resignation in writing
- Physical inability to perform the duties of the office
- Removal from the office for cause.

The Board of Directors may, by a majority of 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, by registered mail, written notification of any such proposed action of the Board of Directors together with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Board. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

## ARTICLE VIII - MEETINGS

The chapter shall meet regularly, at its discretion, once each year. The date determined by the Board of Directors. The Program Committee Chairperson, together with the President, shall determine the location of the chapter meeting. The President may call a special meeting at any time deemed necessary. Annual and Special meetings shall be announced in writing to the membership a minimum of fifteen (15) days in advance.

1. Annual Meeting: The purpose of the Annual Meeting shall be to elect officers, present annual report and financial statement, and other transactions of business as shall be brought before it. Awards may also be presented.
2. Special Meetings: Special Meetings of the chapter may be called by the President on his/her own motion. Special Meetings may be called by any other officer upon approval of the Board of Directors. Regular Members of the chapter may, upon approval of the Board of Directors or upon presenting written approval of one-quarter (1/4) of the regular membership call for a special meeting of the chapter.
3. Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
4. Notice of Meetings: Written notice of the purpose, time and place of all Annual or Special Meetings of the Chapter shall be given by the Secretary to all members. Such notice shall be served to members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting.
5. Quorum: Members holding 25 percent of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of members. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum in present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.
6. Voting: Each Regular Member or Retired Member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or Bylaws of the Chapter, a majority of the votes cast by the membership at a meeting duly called shall be sufficient to take or authorize action upon any matter which may properly be brought before the meeting.
7. Authority: Except where inconsistent with the Bylaws, Robert's Rules of Order shall govern the conduct of the meetings of the chapter.

8. Board of Directors' Meetings: The Board of Directors shall meet in regular session twice annually. Such regular meetings will be open to all chapter members. Written notice of the time and place of Regular Board of Directors Meetings shall be given by the Secretary to all members. Such notice shall be served to members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting. The President may call special Board of Directors' Meetings at any time deemed necessary.

## ARTICLE IX - COMMITTEES

1. Standing Committees: Standing Committees shall be selected by the Chapter President. The Standing Committees of the chapter shall be as follows:

- Awards and Scholarship Committee
- Budget and Finance Committee
- Program, Education, and Professional Development Committee
- Membership Committee

- 1.1 Awards and Scholarship Committee: The Awards and Scholarship Committee shall consist of the following four members:

- Vice President, Chairperson
- Chairperson of Program, Education and Professional Development Committee
- Chairperson of Membership Committee
- 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 final selection of recipients for the following annual chapter awards:

- Professional Public Buyer of the Year
- Professional Public Purchasing Manager of the Year
- Annual Scholarship Award

This committee shall also coordinate submission of the NIGP Chapter of the Year criteria, nomination for the National Professional Public Buyer of the Year and the National Professional Public Purchasing Manager of the Year Awards to NIGP.

Each year the Awards and Scholarship Committee shall review procedures and criteria used in selecting recipients of the Chapter's Purchasing Manager of the Year Award, Professional Buyer of the Year Award and Annual Scholarship Award and submit any recommended changes for approval to the membership not later than the second month of the chapter fiscal year. If no changes are deemed necessary, the Committee shall report this to the membership by the second month of the chapter fiscal year.

Any recommended changes shall be submitted to the membership, in writing, at least thirty (30) days prior to the next chapter meeting in order to vote on the recommendations at that meeting. Upon approval by the membership, any changes shall be submitted to NIGP for approval by the Executive Vice President.

- 1.2 Budget and Finance Committee: The Budget and Finance Committee shall consist of not less than three (3) members. The Budget and Finance Committee's primary responsibilities are to plan, establish, and execute the chapter's financial program; prepare and present the chapter's annual report, financial analyses and statements; supervise, coordinate and review the Committee's budget proposals for the year. The Committee's Chairperson shall make periodic reports to the President on the status of their activities. The Treasurer shall be an ex-officio member of the Committee.
- 1.3 Program, Education and Professional Development Committee: The Education and Professional Development Committee shall consist of not less than three (3) members. The Education and Professional Development Committee's primary responsibilities are to plan, establish and coordinate educational programs and information programs, subject to approval by the Board, which further the knowledge, expertise, and professionalism of the membership; such as organizing workshops and NIGP Seminars; and to promote certification (CPPB and CPPO) of the chapter members. Responsibilities shall also include arrangements for guest speakers at meetings and to arrange for audio visual aids, panels and/or other appropriate methods to achieve the desired objectives. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.
- 1.4 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 problems. The Membership 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<sup>st</sup> and shall also be submitted to NIGP according to its requirements. This membership list and updated lists will be prepared and presented to the Board and to the membership through the Chapter newsletter. The Committee's Chairperson shall make periodic progress reports to the President on the status of the Committee's activities. The Committee shall be responsible for collecting the membership dues, conveying dues to the Treasurer for deposit, and sending out delinquent notices when necessary. The Membership Committee will recommend a slate of officers for membership vote at the Fall chapter meeting. The slate of candidates will be announced by mail, electronic mail, or facsimile to the membership thirty (30) days prior to the Fall meeting.

2. Special Committees: From time to time, the President may appoint Special committees. The Chairperson of such a committee 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.

#### ARTICLE X - FINANCES

1. Membership Dues: The Chapter shall receive annual dues from the membership. New Members shall pay, in full, at the time of acceptance into membership.
2. Assessment: The Chapter may, at its option and in accordance with the Constitution and Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.
3. Contributions and Gifts: The Chapter may receive financial contributions and non-vendor 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 of the President.

## ARTICLE XI - AMENDMENTS

1. Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Constitution and/or Bylaws must be mailed or transmitted by electronic mail or facsimile to the membership thirty (30) days prior to the meeting that would consider the proposed changes.
2. Amendments: At designated board meetings of the chapter, the Board of Directors may, by majority vote, alter, amend, or repeal any part of the Constitution and Bylaws, adopt a new Constitution and Bylaws, however, that no provision of the Constitution and bylaws to be amended would be inconsistent with the Chapter status as a non-profit corporation under the laws of the State of Louisiana or in conflict with NIGP nor would infringe on the rights of a third party.
3. NIGP shall be notified in writing within 30 days of any amendments or changes to the NLANIGP Chapter Constitution or Bylaws.

## ARTICLE XII - SEPARABILITY

If any section of the Constitution and Bylaws are found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI, Section 1.

## ARTICLE XIII - REVOCATION/DISSOLUTION

In the event a chapter charter is revoked or a chapter dissolved, the chapter shall:

- (i) After satisfaction of all debts to NIGP and other debtors, deposit all residual funds with the National Treasurer or donate to another non-profit institution exempt from federal income tax under Section 501(c)(3) of the IRS Code, such as the Lewis E. Spangler Professional Development foundation, or the NIGP Building Fund;
- (ii) 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 National Headquarters of NIGP in the event of reactivation of the Chapter.

Revocation: Revocation of a Chapter Charter is accomplished by the NIGP Board of Directors by vote of two-thirds (2/3) of the entire NIGP Board of Directors.

**Dissolution:** Dissolution of a Chapter is accomplished by three-fourths (3/4) of the Chapter members eligible to vote and certification thereof to the National Board of Directors.

**Reinstatement:** Reinstatement of a Chapter Charter may be accomplished upon application to the Executive Vice President and favorable vote of a majority of the NIGP Board of Directors.