

**SARASOTA BAY AREA CHAPTER NIGP BYLAWS**  
**(as of 9/16/2013)**

**ARTICLE I – NAME**

The name of this organization shall be the Sarasota Bay Chapter of the National Institute of Governmental Purchasing (NIGP). Refer to in this document as the Chapter.

**ARTICLE II – PURPOSE**

1. This Chapter 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:
  - 1.1. To provide educational programs, products, and services for public purchasing personnel;
  - 1.2. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
  - 1.3. To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
  - 1.4. To assist other charitable and educational organizations in the conduct of similar activities; and
  - 1.5. To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein (Article XIV “Restriction on Activities”).
2. In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this Chapter shall also have all of the powers granted to nonprofit Chapters by applicable state law; provided, however, that this Chapter 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 corporation.

**ARTICLE III – MEMBERSHIP**

1. The membership shall consist of Regular, Honorary, Retired and Associate Memberships.
  - 1.1. Regular 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; and 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 professionals, 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 not be entitled to vote or hold office and shall be exempt from the payment of dues. They may serve on Committees at the leisure of the Chairman of that Committee.
  - 1.4. Associate Membership: Associate memberships shall be open to any interested individual other than those described in paragraphs 1.1, 1.2, and 1.3. The Board of Directors will define an Associate Membership by resolution.

2. Admission: An applicant becomes a regular member upon acceptance of the application by the members and payment of dues.
3. Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, 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 notice of the proposed action by the Board of Directors and is given opportunity to show cause as to why the membership should not be revoked.

#### **ARTICLE IV – CHAPTER FISCAL YEAR**

The Fiscal year for the Sarasota Bay Chapter shall be January 1 through December 31.

#### **ARTICLE V – MEETINGS**

1. The Membership will determine date, time and location of Chapter Meetings. The Chapter shall meet regularly, at its discretion, every other month on the second Thursday of the month. The regularly scheduled date, time and location may be changed by a two-thirds (2/3) majority vote of the Members in attendance at a regular meeting. With reasonable notice, the President may call a Special Meeting at any time deemed necessary.
  - 1.1. Annual Meeting: The purpose of the Annual Meeting shall be to elect Officers, present Annual Reports and Financial Statement and other transactions of business as shall be brought before it. Awards may also be presented.
    - 1.1.1 The Annual Meeting will be set in January, by the Board of Directors, to be held no later than sixty (60) days prior to December 31 of each year.
  - 1.2. Special Meeting: The President may call Special Meetings of the Chapter. Any other Officer may call Special Meetings, upon approval of the Board of Directors. Regular Members of the Chapter may call for Special Meetings, upon approval of the Board of Directors or upon presenting written approval of two-thirds (2/3) of the regular membership.
  - 1.3. Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
2. Notice of Meetings: Regular, Annual and Special meetings shall be announced in writing, by US Mail, E-Mail or by Fax to the membership no less than fifteen (15) calendar days and no more than sixty (60) calendar days in advance of the meeting.
3. Quorum: For any meeting, a quorum shall consist of the majority of the membership present.
4. Voting: Each Regular Member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the 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.
5. Board of Directors Meetings: The Board of Directors shall meet quarterly or more often as necessary throughout the year. The President may call special Board of Directors Meetings at any time deemed necessary.

#### **ARTICLE VI – FINANCES**

1. Membership Dues. The Chapter shall receive Annual Dues from the membership as determined by the Board. 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, assess its members for financial support of the Chapter's activities.
3. Contributions and Gifts. The Chapter may receive financial contributions and gifts in support of its activities. The financial receipts of the Chapter, derived from sources other than membership dues, may be retained for the support of the Chapter's activities

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 or from the President.
5. Policies and Procedures. The Treasurer may adopt certain policies and procedures for handling the finances of the Chapter, subject to approval of the Board of Directors.
6. Expenditure Levels. The President shall be responsible for authorizing expenditure or commitment of Chapter funds, and is authorized to sign all Chapter checks issued on behalf of the Chapter.

**ARTICLE VII – OFFICERS AND ADMINISTRATION.**

1. The following shall constitute the Officers of the Chapter: President, Vice President, Secretary, Treasurer and Past President.
  - 1.1. President: The President shall exercise general supervision over the affairs of the Chapter, preside over all meetings of the Chapter, be an ex-officio member of all Chapter Committees, and perform all duties incident to the Office of the President. The President shall have the authority to expend or commit the Chapter’s funds in writing, with direction of the Treasurer, including email or fax up to the limit established annually by the Board of Directors. Any amount beyond the amount set annually by the Board must be approved by a majority vote of the Board of Directors, via email, fax, or other written instrument. The President shall perform all duties as from time to time that may be assigned to the President by the Board.
  - 1.2. Vice President: The Vice President shall perform such duties as are given to the Vice President by the Bylaws or assigned by the Board. The Vice President shall perform all the duties of the President and shall preside at the meetings of the Chapter in case of the disability or absence of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall develop and administer program content, selection, criteria, nomination, and selection pertaining to *annual awards and scholarships*, shall develop and administer program content, selection, criteria, nomination, and selection pertaining to the *vendor certification program*, shall see that audit of financial records is performed, as determined by the Board of Directors and perform such duties as are assigned by the President. The Vice President is authorized to approve Chapter checks in the temporary absence of the President for more than two business days.
  - 1.3. Treasurer: The Treasurer . Shall have charge and custody of, and be responsible for, all funds and securities of the Chapter and;
    - 1.3.1. Shall serve as Chair of the *Budget and Finance Committee*.
    - 1.3.2. Receive and give receipts due and payable to the Chapter from all sources;
    - 1.3.3. Keep correct and complete books and records of accounts in accordance with Generally Accepted Accounting Principles;
    - 1.3.4. Render financial statements upon request to the Board;
    - 1.3.5. Have charge of and be responsible for, the preparation and filing of all tax returns and reports required by Federal/ State/ Local law as well as NIGP National;
    - 1.3.6. Assist in the preparation of the Chapter’s budget;
    - 1.3.7. Render true and complete written report relative to the affairs of the office at each Board and Chapter scheduled meetings;
    - 1.3.8. Collect Membership Dues and report to the Membership chair any delinquency for proper notification (via e-mail or fax);
    - 1.3.9. Perform all duties incident to the office of Treasurer, and such other duties as may be assigned to the Treasurer by the Board or the President;
    - 1.3.10. Obtain written approval from the President (or in his or her absence, from the Vice President), for expenses.

- 1.3.11. Prepare and sign all Chapter checks.
- 1.3.12. Provide a monthly reconciliation with the bank for the preceding month and must provide a comprehensive report at Board meetings.
- 1.4. Secretary: The Secretary shall perform the following duties: The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, mail all notices of meetings and affairs of the Chapter to the members and to NIGP, and perform such other duties as may be assigned by the President of the Board of Directors.
- 1.5. Immediate Past President. The immediate Past President shall provide support to the current Board and current President.
2. Board of Directors: Board of Directors. The governing body of this Chapter will be an executive board called the Board of Directors (Board), chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, Treasurer, and standing Committee Chairs. It shall be the duty of each Member of the Board of Directors to attend each meeting of the Board of Directors. 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 interests of the Chapter and its Members.
3. Removal: The Officers specifically designated in Article VII may be removed by the vote of the majority of the whole Board of Directors at a meeting of the Board of Directors called for that purpose whenever in the Board of Directors' judgment the best interest of the Chapter and Board of Directors will be served. The Officers appointed in accordance with the provisions of Article V. may be removed, with cause by a majority vote of the Board of Directors present at a meeting called for that purpose. Removal will be for conduct detrimental to the Chapter or Board of Directors, or willful neglect of their duties.

## **ARTICLE VIII – COMMITTEES**

1. Standing Committees. The standing Committees of the Chapter shall be as follows:
  - 1.1. Budget and Finance Committee (chaired by the Treasurer);
  - 1.2. Education and Professional Development Committee;
  - 1.3. Membership and Certification Committee;
  - 1.4. Program Committee;
  - 1.5. Procurement Organization Liaison/Nominating Committee;
  - 1.6. Awards, Scholarship, and Vendor Certification Committee (chaired by the vice president) The Board of Directors will be the Committee;
  - 1.7. Communications Committee; and
  - 1.8. Special Committees.
2. Budget and Finance Committee. The Budget and Finance Committee shall consist of not more than three (3) members. The Chair shall be the Treasurer. 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 analysis, and statements; and supervise, coordinate, and review the committee's budget proposals for the year. The Committee's Chair shall make periodic reports to the President on the status of its activities. The Treasurer shall be an Ex-Officio Member of the committee.
3. Education and Professional Development Committee. The Education and Professional Development Committee shall consist of not more than three (3) Members. The Chair shall be a member of the Board of Directors. The Committee's primary responsibilities are to plan, establish, and coordinate educational programs, subject to approval by the Board of Directors, which furthers the knowledge, expertise, and professionalism of the membership, such as organizing workshops and seminars, and towards certification of the Chapter Members. The Committee's Chair shall make periodic progress reports to the President on the status of its activities.

4. Membership and Certification Committee. The Membership Committee shall consist of not more than three (3) Members. The Chair shall be a Member of the Board of Directors. The Membership and Certification 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 and Certification 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. This Membership List and updated Lists will be prepared and available to the Board of Directors and to the Membership. The Committee shall develop, implement, and maintain an in-state certification program as approved by the Board of Directors. The Committee's Chair shall make periodic progress reports to the President on the status of their activities.
5. Program Committee. The Program Committee shall consist of not more than three (3) Members. The Chair shall be a member of the Board of Directors. The Committee's primary responsibility is to plan, develop, and coordinate information programs, which are educational in nature, for the Membership. Other responsibilities include arrangements for guest speakers at meetings and arrangements for audio visual aids, panels, and/or other appropriate methods to achieve the desired objectives. The Committee Chair shall make periodic progress reports to the President on the status of its activities.
6. Procurement Organization Liaison and Nominating Committee. The Procurement Organization Liaison and Nominating Committee shall consist of not more than five (5) Members. The Chair shall be a Member of the Board of Directors. The Procurement Organization Liaison and Nominating Committee's primary responsibilities are to maintain liaison with organizations which deal with procurement matters and to nominate Officers and Board of Directors Members to the Membership for election, and for conducting the election. The Procurement Organization Liaison and Nominating Committee may designate its own officers, subcommittees, and organizations as may facilitate the execution of its responsibilities.
7. Awards, Scholarship, Vendor Certification Committee. The Awards, Scholarship, and Vendor Certification Committee shall consist of the following members:
  - 7.1. Vice President, Chair  
Board of Directors.
  - 7.2. This committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the following annual Chapter awards, as may be applicable, which may include:
    - 7.2.1. Professional Public Buyer of the Year Award
      - 7.2.1.1. Municipal/County Category,
      - 7.2.1.2. State Category
      - 7.2.1.3. Education Category
      - 7.2.1.4. Special Category
    - 7.2.2. Professional Public Purchasing Manager of the Year Award,
      - 7.2.2.1. Municipal/County Category
      - 7.2.2.2. State Category
      - 7.2.2.3. Education Category
      - 7.2.2.4. Special Category
    - 7.2.3. and an Annual Scholarship Award
    - 7.2.4. This committee may also coordinate submission of the NIGP Association of the Year criteria, nomination of the National Professional Public Buyer of the Year, and nomination of the National Professional Public Purchasing Manager of the Year Award to NIGP or other recognition, as may be applicable.

- 7.2.5. This committee shall be responsible for approving the development, implementation, procedures, and status awards of the Vendor Certification Program.
8. Communications Committee. The Communications Committee shall consist of not more than three (3) members. The Chair shall be a member of the Board. The Communications Committee's primary responsibilities are to keep the membership abreast of current information, to undertake public information on behalf of the Chapter, and to implement communication actions authorized by the Board.
  9. Special Committees. From time to time, the President may appoint Special Committees. The Chair of such 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 IX – NOMINATIONS AND ELECTIONS**

1. Nominating Committee. The Nominating Committee and its Chair shall consist of not more than five (5) Members. The Nominating Committee will recommend a slate of Officers and other Members of the Board of Directors for Membership vote at the Fall Chapter meeting. The slate of candidates will be announced by e-mail to the Membership thirty (30) days prior to the Annual Meeting by e-mail, fax or other method as determined by the Board of Directors. Officers shall be elected at the November meeting from the slate of candidates presented by the Nominating Committee as well as any eligible and consenting Members nominated from the floor. A simple majority vote of those regular Members in attendance and by Absentee Ballot will be required for a candidate to win election.
  - 1.1. Votes by Absentee Ballot will be counted only if submitted on the Chapter's Absentee Ballot form and properly signed. The Absentee Ballot shall be received by the Nominating Committee prior to the official vote via e-mail, or fax. Deadline will be set by the Membership Chair.
  - 1.2. The Chapter Members will also be able to vote by attending the fall Chapter meeting. Voting will be confidential.
  - 1.3. The Chapter Members will also be able to vote by electronic website. Example: Ballotbin.com or equivalent secure website designed for the purpose of conducting surveys or member voting.
2. The following Officers and Directors shall be elected:
  - 2.1. President
  - 2.2. Vice President
  - 2.3. Secretary
  - 2.4. Treasurer (Board Chair of the Budget and Finance Committee)
  - 2.5. Board Member - Chair of the Education and Professional Development Committee
  - 2.6. Board Member - Chair of the Membership and Certification Committee
  - 2.7. Board Member - Chair of the Program Committee
  - 2.8. Board Member - Chair of Procurement Liaison and Nominating Committee
  - 2.9. Board Member - Chair of Communications Committee
  - 2.10. Board Member - Chair of the Special Committees (Initially appointed by Board)
3. In the event of a vacancy in an Officer's or Board of Director's position, it shall be filled by automatic succession in the case of the Vice President assuming the role of President, or by appointment in the case of all other Officers and Members of the Board of Directors, which appointment shall remain in effect until the next regular election.
4. Eligibility. Every Regular Member of this Chapter shall be eligible to hold the office of any Officer or Director, provided he or she is a Member in good standing.
5. Service. No more than two (2) Members from the same governmental office may hold the offices of President, Vice President, Secretary, or Treasurer at the same time.

6. Any elected Member not currently a National NIGP Member shall become a National NIGP Member within one year and shall remain a National NIGP Member during the time of their tenure.

#### **ARTICLE X-TERM OF OFFICE**

1. Commencement. The term of office of all Officers and Board of Directors shall commence on January 1 of each year.
2. Period of Time. The term of office of all Officers and Board of Directors shall be for a period of three (3) years. No one may remain on the Board of Directors for more than nine (9) consecutive years, except that a retiring President may continue on the Board of Directors for three more years after his or her term.
3. Beginning in January of 2014 the Terms will be:
  - 3.1. President – 3 Years
  - 3.2. Vice President – 2 Years
  - 3.3. Secretary – 3 Years
  - 3.4. Treasurer – 2 Years
4. The regular terms as stated in paragraph 2 will take effect as soon as the staggered terms end.

#### **ARTICLE XI-VACANCIES**

1. A vacancy may exist in any office for the following reasons:
  - 1.1. Death;
  - 1.2. Resignation, in writing; or
  - 1.3. Physically incapable of performing duties; or
  - 1.3. Removal from the office for cause.
2. The Board of Directors may, by a simple majority vote, vacate any office for cause. The Officer or Board of Directors Member shall be given, by registered mail/ return receipt requested, written notice 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 formal action to vacate is taken by the Board of Directors. The Officer or Board of Directors Member affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice. Any meetings, arbitration, mediation, or negotiations will be at the discretion of the Board of Directors.

#### **ARTICLE XII – AMENDMENTS**

1. Time for Filing Proposals for Amendments. All proposals to amend alter, or repeal any part of the Bylaws must be mailed, faxed or e-mailed or placed on the Chapter’s website so the Membership can review at least thirty (30) days prior to the meeting that would consider the changes. Members will vote on acceptance of the Amendments by fax, e-mailing or other means as determined by the Nominating Chairperson or by attending the meeting what would consider the changes.
2. Amendments. At designated meetings of the Chapter, the Membership may, by a simple majority vote, alter, amend, or repeal any part of the Bylaws, adopt a new Bylaws, or direct the Board to cause any provision of the Bylaws to be altered, amended, repealed, or adopted; provided, however, that no provision of the Bylaws to be amended be inconsistent with the Chapter status as a nonprofit corporation under the laws of the State of Florida. Adversely affect the Chapter's tax-exempt status under Sec. 501(c) (3) of the Internal Revenue Code, conflict with NIGP’s bylaws, or infringing on the rights of any third party. All amendments or changes to the Constitution and Bylaws are subject to the approval by NIGP prior to adoption.

### **ARTICLE XIII - SEPARABILITY**

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

### **ARTICLE XIV - RESTRICTION ON ACTIVITIES**

1. *No part* of the Net Income of the Chapter shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, *except* that the Chapter 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 3 hereof. *No* substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Chapter *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 Chapter *shall not* engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986; the Chapter 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 Chapter shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Chapter *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 Chapter *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 Chapter *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 XV – DISSOLUTION**

1. In the event the Chapter charter is dissolved, the Chapter shall:
  - 1.1. Direct the Board of Directors to satisfy all debts and liquidate any assets; and
  - 1.2. The assets of the Chapter 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 Chapter'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.