

## BY-LAWS

### GRAND CANYON CHAPTER OF NIGP

#### ARTICLE I – GRAND CANYON CHAPTER

The name of the association shall be Grand Canyon Chapter of NIGP (National Institute of Governmental Purchasing, Inc.).

#### ARTICLE II – PURPOSE

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

#### ARTICLE III – MEMBERSHIP

1. The membership shall consist of Regular, Retired, and Honorary memberships. Membership in the chapter shall be open to:
  - a. Regular Membership: Membership in the Chapter shall be open to all public institutions, 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 Arizona; 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.
  - b. 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. Individuals may only hold Honorary Membership for a term of one year.
  - c. Retired Membership: Retired membership may be conferred upon members of this Chapter upon his/her retirement from public procurement, although actively employed, 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.
2. Each regular and retired member shall have one vote on any question presented to the membership.
3. Admission: An applicant becomes a regular member upon acceptance of an application, payment of dues, and confirmation by the Membership Committee that he/she meets all eligibility requirements outlined in paragraph 1.

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4. 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 – OFFICERS AND ADMINISTRATION

The officers of the Chapter shall be the President, Vice President, Treasurer, and Secretary. There is established an Administration consisting of standing committee chairpersons, who combined with the officers shall be known as the Board of Directors.

1. President: 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 authorizing expenditure or commitment of Chapter funds, in an amount not to exceed that as approved by the Board of Directors, and shall counter-sign all Chapter checks issued on behalf of the Chapter.
2. Vice President: 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 performs such duties as are assigned by the President. The Vice President is authorized to sign or counter-sign Chapter checks and presides over meetings in the temporary absence of the President or Treasurer.

The Vice President shall coordinate the standing committees. The committees shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the annual Chapter awards.

3. Secretary: 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 of the Chapter and to NIGP, and perform such other duties as may be assigned by the President or Board of Directors. The Secretary and Treasurer positions may be held by one person, but only allowed one vote.
4. Treasurer: The Treasurer shall be responsible for the accounting of the funds of the Chapter, shall maintain a complete record of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each meeting. The Treasurer shall prepare and sign all Chapter checks and deliver to the President or Vice President for counter-signature. The Secretary and Treasurer positions may be held by one person, but only allowed one vote.
5. Board of Directors: The governing body of this Chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary, Treasurer, and standing Committee Chairpersons. It shall be the duty of

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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.

6. The Chapter membership shall approve an annual Chapter Budget. The Board of Directors shall have authority to expend or commit funds within the limits of the Chapter Budget. Any expenditure or commitment of indebtedness that is not within the limits of the Chapter Budget, shall have approval in advance by two-thirds (2/3) majority vote of the membership at a regular meeting.
7. The fiscal year of the Chapter shall be July 1 through June 30.

### ARTICLE V – NOMINATIONS AND ELECTIONS

1. Open Officer positions shall be elected at the April scheduled Chapter meeting from a slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. Nominations from the Nominating Committee and from the floor will only be accepted at the last regular Chapter meeting prior to the election. Floor nominations are accepted only upon confirmation from the nominee to have his/her name added to the slate of candidates.
2. A majority vote of those regular members in attendance and absentee votes will be sufficient for a candidate to be elected to office. If a candidate receives no majority vote, a run-off election shall be held with the top two candidates receiving the most votes.
3. Incumbents require a majority confirmation vote of the membership to continue his/her succession. Incumbents may run for consecutive terms; however no officer shall hold a position for more than three (3) consecutive terms.
4. No member of this Chapter shall be considered for any office unless he/she has been a local Chapter regular or retired member in good standing for at least one year immediately preceding the election.
5. Absentee ballots shall be accepted by electronic means and shall be counted by the Nomination Committee.
6. In the event of a vacancy in an officer's position, a Special Election must be held within sixty (60) days of the position vacancy as follows:
  - a. Nomination period shall be for thirty (30) days
  - b. Special Election shall be scheduled thirty (30) days from the end of the nomination period on a regular scheduled business day

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#### ARTICLE VI – TERM OF OFFICE

1. 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 for one (1) year and then serve on the Board of Directors the following year for one year only.
2. The term of the office for all Standing Committee Chairpersons shall be for one (1) year. Standing Committee Chairpersons may serve an additional one-year term at the recommendation of the President and approval of a majority of the Board of Directors.

#### ARTICLE VII – VACANCIES

1. Vacancies in offices other than the President shall be filled temporarily by a regular or retired member selected by the President until such time that the Nominating Committee can convene to make a nomination to fill the vacancy. Nominations of vacancies shall be submitted at a general meeting for a vote by the membership to fill the vacancy from the nominations. If President and Vice President Offices should become vacant, the Immediate Past President shall fill the vacancy of President until nominations and election can be held.
2. The Board of Directors may, by a majority vote, vacate any office for cause. For this purpose, “cause” shall include misconduct detrimental to the Chapter, incapacity, or willful neglect of duty as an officer. The officer shall be given 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 affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

#### ARTICLE VIII – MEETINGS

1. Annual Meeting: The purpose of the Annual Meeting shall be to elect officers, present an Annual Report and Financial Statement, and other transactions of business as shall be brought before it. Awards may also be presented.
2. Special Meetings: The President, on his/her own motion, may call Special Meetings of the Chapter. Any other officer, upon approval by the Board of Directors, may call Special Meetings. Regular members of the Chapter may, upon approval of the Board of Directors or upon presenting written approval of two-thirds (2/3) 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. Board of Director’s Meetings: The Board of Directors shall meet no less than once annually. The President may call Special Board of Directors Meetings if deemed necessary.

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5. Notice of Meetings: Written notice of the purpose, time and place of all Regular, 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.
6. Quorum: For any meeting, a quorum shall consist of the majority of the membership present. 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. Voting: Each regular or retired member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution and By-Laws 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. The President shall not vote except in the event of a tie.
8. Authority: Except where inconsistent with these By-laws, **Robert's Rules of Order** shall govern the conduct of the meetings of the Chapter.

### ARTICLE IX – COMMITTEES

1. The following Standing Committees and a Chairperson for each may be appointed by the President, with the approval of a majority of the officers, not later than thirty days after assuming office. The Standing Committee chairpersons shall be voting members of the Board of Directors. Standing Committees may include subcommittees to support the goals and objectives of the Standing Committee. The Standing Committees of the Chapter shall be as follows:
  - a. Finance Committee: the President shall appoint The Chairperson of the Finance Committee. The 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; 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 the Committee's activities. The Treasurer shall be an ex-officio member of the Committee.
  - b. Education / Certification / Awards Committee: The Chairperson of the Education / Certification / Awards Committee shall be appointed by the President. The Education / Certification / Awards Committee's primary responsibilities are to plan, establish, and coordinate educational 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 towards certification (CPPB and CPPO) of the Chapter members. The Committee

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Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.

- c. Outreach Committee: the President shall appoint The Chairperson of the Outreach Committee. The Outreach Committee's primary responsibilities are to organize an effective recruiting program; to prepare materials for distribution to potential members or to help familiarize them with the Chapter; and to work with the President on membership issues. The Outreach Committee shall prepare, and submit to the President, an annual membership list of paid members in good standing, and include the year in the heading. This list should identify the members who are NIGP National members, and those who are Chapter members only. This list shall be accurate and effective as of 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 of Directors and to the membership. The Committee shall be responsible for collecting the membership dues, conveying dues to the Treasurer for deposit, and sending out delinquent notices where necessary.

The Outreach Committee is also responsible to inform the membership of Chapter cultural and educational activities, NIGP information notices, as well as social events. The Committee Chairperson shall make periodic reports to the President on the status of the Committee's activities.

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.
3. The President may appoint any such other committee(s) for such term as deemed appropriate.

### ARTICLE X – FINANCES

1. Dues will be assessed to members on an individual basis. Amount of dues will be set by the recommendation of the Finance Committee and the approval of a majority vote of the Board of Directors at a regular Board meeting.
2. Dues for regular members will be for a yearly period commencing on July 1. Dues for new members shall not be pro-rated for less than one-half the annual amount. Dues will not be pro-rated for current or past members.
3. Dues shall be payable annually in advance and shall be in arrears on September 1.
4. Membership in the Chapter of any person whose payment of dues is ninety (90) days in arrears may be revoked by the Board of Directors upon written notice effective on the date of the notice. Membership will be reinstated upon payment of any delinquent dues.

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5. Funds will be held in a bank account maintained by the Treasurer. Expenditures in excess of \$500 require the approval of the Board of Directors. Disbursements will be by check bearing signature by two of the following officers: President, Vice-President or Treasurer. These signatures will be registered with the Bank. The account shall be balanced with each bank statement.
6. An annual budget for the fiscal year (July 1 through June 30) shall be developed and approved as follows:
  - a. The Finance Committee shall develop the annual budget no later than June of the previous fiscal year.
  - b. The annual budget shall be presented to the membership at the regular Chapter meeting in July.
  - c. The annual budget shall be approved at the regular Chapter meeting in August by a majority vote of the membership in attendance that is eligible to vote. Attendance of members can be in person, teleconference or videoconference.
7. The Chapter may pay all reasonable costs to include registration, airfare and hotel expenses for the Chapter President and another officer to attend the NIGP Annual Forum each year to officially represent the Chapter, contingent upon availability of funds. Travel expenses must be approved at the beginning of the fiscal year as a budgeted line item. The Chapter will pay at the per diem and mileage rates based upon the current Federal Rate Schedule.

In the event that the Chapter President or the Officer's entity is able to pay any or all of the travel costs, which would have been paid by the Chapter, the agency shall then be responsible for those costs incurred by the individual.
8. The Board of Directors may authorize any officer or officers, agent, or agents of the Chapter, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.
9. All funds of the Chapter shall be deposited in a timely manner, not to exceed ninety (90) days to the credit of the Chapter in such bank, trust companies, or other depositories as the Board of Directors may select.
10. The Board of Directors may accept on behalf of the Chapter any contribution, gift, or bequest for the general purpose or for any special purpose of the Chapter.
11. The Board of Directors shall establish policies and procedures for reimbursement of expenses incurred on its behalf of the Chapter.
12. An annual financial review shall be conducted on the bank account and findings presented to the Chapter membership at the August meeting. The Board of Directors shall name the reviewer. Said reviewer shall be from the general Chapter membership or a professional auditor/accountant. The reviewer shall not be a member of the Board of Directors or a committee chairperson.

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#### ARTICLE XI – AMENDMENTS

1. Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Constitution or Bylaws must be submitted to the Membership thirty (30) days prior to the meeting that would consider the changing of same.
2. Amendments: At any regular scheduled meeting of the Chapter, the Membership may, by two-thirds (2/3) majority vote in attendance, alter, amend, repeal or replace any part of the Constitution or Bylaws, or adopt a new Constitution or Bylaws. However, no provision of the Constitution or Bylaws to be amended shall be inconsistent with the Chapter's status as a non-profit corporation under the laws of the State of Arizona or be in conflict with NIGP, nor infringe on the rights of a third party. All Amendments or changes to the Constitution or Bylaws are subject to approval by NIGP prior to adoption.

#### ARTICLE XII – SEVERABILITY

1. If any section of the Constitution and/or By-Laws is found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI, Section 1.
2. Any section of the Constitution and/or By-Laws found to be unjust or unconstitutional shall be documented in writing and amended as noted in Article XI.

#### ARTICLE XIII – DISSOLUTION

1. Dissolution of a Chapter is accomplished by three-fourths (3/4) of the Chapter members eligible to vote.
2. In the event the organization is dissolved, the organization shall, after satisfaction of all debts to NIGP and other debtors, transfer its remaining assets, including money, securities, documents, files, and other property, in whatever form, to the National Headquarters of the National Institute of Governmental Purchasing, Inc. All such assets will be held by NIGP in the event of reactivation of the Chapter.