

# CONSTITUTION

## MISSION STATEMENT

The mission of this association is to promote professionalism in public purchasing by offering education, networking opportunities and creating greater awareness of public purchasing practices for its members.

## ARTICLE I –NAME

1. The non-profit organization promulgating these Bylaws, Rules and Regulations shall be known as the *Tennessee Association of Public Purchasing*, hereinafter referred to as *TAPP*.
2. This Association is a provisional Chapter of the *National Institute of Governmental Purchasing*, accepted and approved on November 17, 1988, and subject to all Rules and Regulations promulgated by the Board of Directors of the National Institute of Governmental Purchasing, hereinafter referred to as NIGP.

## ARTICLE II – PURPOSES

This association is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986:

1. To promote ethical, efficient and cost-effective public purchasing policies and practices;
2. To provide educational programs, products, and services for public purchasing personnel;
3. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
4. To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
5. To assist other charitable and educational organizations in the conduct of similar activities; and
6. To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this association shall also have all of the powers granted to nonprofit associations by applicable state law; provided, however, that this association shall not, except to and in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this association. Our purpose will be consistently accomplished by complying with the NIGP Code of Ethics.

### ARTICLE III – MEMBERSHIP

1. The membership shall consist of regular, honorary and retired memberships.

2. Regular Membership

(a) Membership in TAPP shall be open to all public institution procurement and material 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, eligible to hold membership in NIGP.

(b) Persons employed in a position having a direct influence on the public procurement process such as elected officials, department heads, and educators.

(c) Each regular membership shall carry the following benefits:

- voting rights
- eligible to hold office
- reduced seminar/conference fees.

3. Honorary Membership Honorary membership may be conferred upon individuals who have made distinguished contributions to the purchasing profession, or this Chapter by majority vote of members present at a regular meeting. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

3. Retired Membership Retired membership will be conferred upon members of this chapter upon notification of their retirement from the pursuit of their livelihood through active employment. Retired members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

5. Admission An applicant becomes a regular member upon acceptance of the application, payment of dues, and confirmation by the Membership Committee that they meet all eligibility requirements. Membership shall be denied any applicant who fails to satisfy the eligibility requirements.
6. Revocation The Board of Directors may revoke the membership of any person for just cause, including violations of the NIGP Code of Ethics. A person considered for membership revocation, shall be provided written notice of the proposed action by the Board of Directors and be given opportunity to show cause as to why their membership should not be revoked.

#### ARTICLE IV – OFFICERS AND ADMINISTRATION

1. The following shall constitute the officers of the association:
  - President
  - Vice President
  - Secretary
  - Treasurer
2. The President shall exercise a general supervision over the affairs of the Chapter, be an ex-officio of all committees and perform all duties incident to the office of President. The President shall be responsible for authorizing the expenditure or commitment of Association funds. Any expenditure in excess of \$500 (Five Hundred Dollars) and/or 20% of the current treasury balance, whichever is greater, shall require the approval of the Board of Directors.
3. The Vice-President shall assist the President and shall perform all duties of the president in the event of his or her absence. In addition, the Vice President shall carry out any other duties as directed by the President. The Vice President shall succeed to the office of President until the next regular election, should the office become vacant. The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, notification of all meetings and the affairs of the Association, and perform such other duties as may be assigned by the President or the Board of Directors.
4. The Treasurer shall be responsible for the accounting of funds of the Chapter; maintain a complete record of receipts and disbursements; and render a true and complete financial report relative to the affairs of the office at each meeting. The governing body

of this Chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the President, Vice President, Secretary, Treasurer, and immediate past President. The Board of Directors shall control and manage the affairs and finances of the Association, and shall have authority to take such actions as will serve the best interests of the Association and its members. The Board of Directors shall have no authority to expend or commit funds, or otherwise cause indebtedness of the Association to an amount in excess of the cash resources of the Association, unless such expenditures, commitment or indebtedness is approved in advance by a two-thirds vote of members present at a regular or called meeting. The Board of Directors shall meet quarterly and as deemed necessary by the President.

5. Any officer or committee person may resign at any time by notice to the President or Secretary. Any officer or committee person whose membership dues are ninety-one (91) days in arrears is deemed to have resigned by disqualification. Any officer or committee person who misses three (3) Board of Directors or regular meetings, or a combination of both, is no longer qualified to be an officer or committee person shall be deemed to have resigned as of the date or as of the date of the loss of qualification. Notwithstanding the preceding sentence, an officer or committee person who retires from public employment may serve until the expiration of his or her term.
6. In order to attract candidates for the offices of President, Vice-President, Secretary and Treasurer, such officers shall have conference registration fees only waived for each conference held during the conference year. Such waiver shall apply to conference fees only. Chapter dues and fees related to other aspects of conferences shall not be included in the waiver.

#### ARTICLE V – RESTRICTIONS ON ACTIVITIES

1. No part of the net income of the association shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and object set forth in Article II hereof. No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence the legislation and the association shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.
2. Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by



Section 4942 of the Internal Revenue Code of 1986; the association shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the association shall not make any investments in such manner as to subject it to the tax imposed by section 4944 of the Internal Revenue Code of 1986; and the association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

3. Notwithstanding any other provision of these Articles, the association shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by any organization contributions to which are to be deductible under Section 170 (c)(2) of such Code.
4. Upon the dissolution of the association or the winding up of its affairs, the assets for the association shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. ("NIGP"), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c) (3), and contributions to NIGP are then deductible under § 170(c) (2) of the internal Revenue Code of 1986.

## BY-LAWS

### ARTICLE I – ELECTION OF OFFICERS AND DIRECTORS

1. Officers shall be elected at the Annual Meeting from a slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A majority vote of members present at a meeting in attendance will be required for a candidate to be elected. No officer shall be elected for more than two consecutive terms. The following shall be elected:

President  
Vice President  
Treasurer  
Secretary

2. No member of this Chapter shall be considered for any office or Directorship unless he or she is a member in good standing.

### ARTICLE II – TERM OF OFFICE

1. The term of office of all officers shall commence at the beginning of each calendar year.
2. The term of office for President, Vice President and Secretary shall be for a period of one year. The Treasurers' term of office shall be for a period of two years.

### ARTICLE III - DUES

1. Dues will be assessed members on an individual basis. The dues schedule may be changed on an annual basis by majority vote of members present upon recommendation of the Board of Directors at a regular meeting.
2. Dues for regular members will be for a yearly period commencing on January 1 and ending on December 31 of each year. Dues shall not be prorated, regardless of when a person becomes a member.
3. Dues shall be payable within thirty (30) days of date of invoice.

## ARTICLE IV – FUNDS

1. A bank account for the Chapter shall be maintained with three signatures registered, to include the President, Treasurer and Secretary, any two of which shall be required on all checks.

## ARTICLE V – MEETINGS

The Chapter shall meet, at its discretion, no less than twice a year. The date and location is to be determined by the Program Committee, with the approval of the President. The President may call a special meeting at any time he or she deems necessary. The meeting at which all Officers are elected shall be the last meeting of the year.

## ARTICLE VI – COMMITTEES

1. Nominating Committee: The President shall appoint a Nominating Committee consisting of at least three regular members in good standing within 30 days after he or she assumes office. The President shall appoint the Chairman. The Committee shall consider and evaluate recommendations from the membership regarding potential candidates for office and shall submit a slate of eligible nominees to the President in adequate time to be circulated to the membership but not later than 30 days prior to the meeting at which the annual election shall be held. The Nominating Committee shall convene at such times as necessary to develop a slate of eligible candidates to fill positions of officers occasioned by vacancies.

2. Standing Committees: The following standing committees and a Chairman for each shall be appointed by the incoming President not later than 30 days after he or she assumes office:

- Membership
- Education/Professional Development
- Program
- Communications
- Public Affairs
- Audit

Membership on the standing committees shall consist of a minimum of three members (regular or retired), at least one of who is a regular member (reference Article III, Paragraph 2). The

Chairman of each standing committee shall attend all Board of Directors meetings, but shall not vote unless the Chairman is also a member of the Board.

3. Duties and responsibilities of the Standing Committee are:

a. Membership: The Membership Committee shall actively pursue increasing the membership of the Association. It shall review all applications for membership, determine and advise the Board of Directors concerning eligibility of applicants for membership. The Membership Committee shall:

- Organize an effective member recruitment and retention program.
- Maintain the membership database, recording in chronological order by number member's name, address, phone number, fax number, email address, certifications attained, chapter offices and chairmanships held, etc.
- Update membership lists quarterly for presentation to the Board of Directors and for publication annually to be presented to the membership.
- Maintain a supply of membership applications to furnish to members upon request in their efforts to distribute to potential new members.
- Determine method of "reaching" potential new members.
- Establish a schedule for collecting dues each calendar year.
- Collect membership dues and applications, recording new and renewal member data into the membership database. Either forward dues to chapter treasurer or deposit dues and forward the treasurer's official deposit report form.

b. Education/Professional Development: The Education Professional Development Committee shall be responsible for the planning, development, and implementation of programs, subject to approval by the Board, which further the knowledge, expertise and professionalism of the membership and which enhances the public's perception of the Chapter.

c. Program: The Program Committee shall be responsible for planning and arranging programs for the Chapter's regular meetings, including determining topics of interest and arranging for speakers. The Program Committee shall be responsible for meeting site arrangements, collection of registration and associated fees, and forwarding funds to the Treasurer.

d. Communications: The Information and Research Committee shall publish the Chapter's Newsletter, gather and maintain such information and data of general interest to the membership. The Communications Committee shall be responsible for

notifying the membership of awards, honors, promotions and other newsworthy accomplishments of members of the Chapter.

e. Public Affairs: The Public Affairs committee shall be responsible for reviewing and developing position statements on proposed local or State legislation, and regulations or policies impacting on the public procurement process. Upon approval of the Board of Directors, the committee shall transmit the association's recommendations to the cognizant local and/or State authorities and provide testimony in support of the association's position.

f. Audit: The Audit Committee shall consist of at least two members none of which shall be officers of the Association to audit the books of the Association at the close of its calendar year. The auditing committee shall include, in the audit report, a complete statement of all money received and expended, showing amounts on hand and where deposited

4. The President may appoint such other committees for such term as he or she deems appropriate.

#### ARTICLE VII – PROCEDURES

1. A quorum at a Board meeting shall consist of a majority of the Board of Directors.
2. A quorum at any regular meeting shall consist of a minimum of 20 percent of the regular members of the Chapter.
3. *Robert's Rules of Order* shall govern all meetings of this Chapter.

#### ARTICLE VIII – AMENDMENTS

The Constitution and By-Laws may be amended in the following way at the option of the majority of the membership.

1. The Constitution and By Laws may be amended by a vote of two thirds of the members present and voting at which a quorum is present in person or by proxy, provided that any proposed amendment submitted to the membership at least thirty (30) days before the meeting at which it will be subject to a vote.

#### ARTICLE IV – DISCLAIMER

This non-profit organization by its standards and practices does not subscribe to any policy which permits or allows for promotion, demotion, dismissal of any individual due to his/her race, creed, color, national origin, age or sex and will not violate any applicable laws concerning individuals with disabilities.

It is the policy of the Tennessee Association of Public Purchasing not to discriminate on the basis of age, race, sex, color, national origin or disability in its practices, access to, or operation of its programs, services and activities.