



NATIONAL PROCUREMENT INSTITUTE, INC.

CONSTITUTION & BYLAWS

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ARTICLE I: CONSTITUTION

1. Name and Location

- a. The name of this association shall be National Procurement Institute, Inc., a non-profit corporation organized under the laws of the State of Texas (hereinafter referred to as "NPI").
- b. The principal office of NPI shall be determined by the Board of Directors.

2. Purpose

- a. Purpose and Tax Exemption Status. NPI is a not-for-profit corporation operated exclusively for educational purposes, within the meaning of Section 501 (c)(6) of the Internal Revenue Code (hereinafter referred as the "Code"), and in this connection, the purpose for which this Association shall be organized and operated is as follows:
 - i. To provide special, dedicated service to public purchasing and supply management activities of tax-supported entities, such as governmental agencies and other non-profit entities.
 - ii. To foster and promote interchange of ideas and cooperation among its members.
 - iii. To promote the study, development, and application of public purchasing and supply management, including improved procurement or purchasing methods and practices, and all matters related to the foregoing (hereinafter referred to as "the purchasing and supply management profession").
 - iv. To collect and disseminate by all lawful means, information of interest and benefit to its members, including surveys and reports of current business trends, and other information of interest to the purchasing and supply management profession.
 - v. To develop and encourage high standards of personal and ethical conduct among persons engaged in the purchasing and supply management profession.
 - vi. To sponsor, promote and encourage a professional certification program for persons engaged in the purchasing and supply management profession.
 - vii. To encourage and cooperate in the institution and development of educational courses, seminars, programs and materials on the subject of purchasing and supply management, and all matters related thereto.
 - viii. To strive by all lawful means to promote and enhance the purchasing and supply management profession.
 - ix. To be affiliated with associations or organizations of persons engaged in the purchasing and supply management profession.
 - x. To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations engaged in the purchasing and supply management profession.

3. Membership

- a. Regular Membership. A person shall be eligible to be a Regular Member of this Association, who engages in the public purchasing profession and pays annual dues as defined in the Bylaws. Regular Members of this Association shall have the right to cast one vote on all questions which require a vote of the Members of this Association and serve on Teams, Committees and the Board as defined in the Bylaws.

- b. Retired Membership. Any Regular member that retires, and whose dues are paid on a continuous basis, shall be eligible for Retired Member status. Retired membership dues will be complimentary for three years from retirement, as long as the member does not re-enter the public or private procurement profession. Retired Members may serve on Teams and Committees. Retired members may be responsible for payment to attend any function where fees are applicable at the regular member rate for the event.
- c. Honorary Members. A person who has been a Regular Member for a period of ten (10) years or more, has retired from all regular employment, has supported NPI by holding office and/or contributing to teams and committees, contributed to the ongoing advancement of their peers through education and mentoring, and has made other significant contributions to NPI and the public procurement profession shall be eligible for an Honorary Membership. Honorary Members are nominated and elected to this membership type by vote of the NPI Board of Directors and NPI membership. Election to honorary membership shall be for such a period as NPI may designate, but the NPI Board of Directors shall have the authority and duty to revoke the honorary membership of any individual, if they determine that continuation of the honorary membership would be inconsistent with the policies and objectives of NPI. Honorary membership dues will be at no charge. Honorary members may not vote on NPI matters nor serve on Teams or Committees. Honorary members may be responsible for payment to attend any function where fees are applicable at the regular member rate for the event.
- d. Transfer of Membership. Membership in the Association shall be vested in the individual member of the Association. Membership may be transferred to another individual in cases where an entity provides documentation that it paid for the individual membership.
- e. Denial of Membership. NPI has the right to deny membership, as authorized in the Bylaws.
- f. Expulsion of Members. NPI shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues, or for violation of the provisions and the NPI Bylaws and Policies, or such other statements of policy as may be adopted by NPI's Board of Directors from time to time.

4. Governing Body

- a. The governing body of this Association shall be a Board of Directors consisting of Executive Board Members, Directors, and representatives from each Association Chapter.
 - i. The Executive Board shall consist of one (1) President, one (1) Vice President, , one (1) Treasurer, one (1) Secretary, one (1) Immediate Past President, and the AEP Officer.
 - ii. The Association Chapter Representative shall have a voice, but no vote in Association matters.

- b. The President shall have authority for overall day-to-day operations of the Association, in consultation with the Executive Director and the Vice President, exercise general supervision of the Executive Director, preside over all meetings of the Association, and perform all duties incidental to the office of the President, in accordance with policy, as established and amended by the Board of Directors.
- c. The Vice President shall perform such duties as assigned by the President, in accordance with policy, as established and amended by the Board of Directors.
- d. The Treasurer shall be responsible for the review of financial statements from the Executive Director, the review of all check requests, and notify the President of questionable expenditures. The Treasurer shall provide the Annual Financial Report and the minutes for Board of Directors meetings to the Membership at the Annual Membership Business Meeting.
- e. The Secretary shall be responsible for keeping records of all Association meetings and present the previous year's Annual Membership Business Meeting minutes at the Annual Membership Business Meeting.
- f. The Immediate Past President shall serve in an advisory capacity to the President and shall perform such duties as assigned by the President, in accordance with policy, as established and amended by the Board of Directors.
- g. The AEP Officer shall be responsible for the AEP Program.
- h. The Executive Director shall report directly to the President, and shall perform duties in accordance with its contract, to include ministerial duties as assigned by the President, and duties identified in policy, as established and amended by the Board of Directors.

ARTICLE II: ELECTION OF BOARD OF DIRECTORS

1. Executive Board Members and Directors, with the exception of the AEP Officer, shall be elected by those NPI Members identified in the NPI Constitution and Bylaws as having a right to vote on NPI matters. The Nominating Committee shall submit a slate of qualified candidates to the Membership at the time and in the manner described herein. A majority of those voting will be required to win the election. The candidate(s) receiving the highest number of votes cast will be elected to the position(s) available.
2. No member shall be eligible to be considered for a Board position unless he or she is a Regular Member in good standing. No member shall be eligible to be considered for an elected Executive Board position unless he or she has served at least one year on the Board of this Association or has served on the Board of another Professional Procurement Association, or demonstrates like leadership experience.
3. After developing the slate of qualified candidates for Board members, the Nominating Committee shall conduct the election in the following manner:
 - a. A ballot will be sent electronically by a contracted on-line voting service to all eligible members at the e-mail address provided by each Member.
 - b. Voting will be open for a period of not less than fourteen (14) days and shall be completed not less than thirty (30) days in advance of the Annual Conference.

- c. The Nominating Committee shall certify the results to the Board of Directors and the Vice President shall announce the results to the members at the Induction Ceremony.
4. The Secretary will automatically advance as the sole nominee for the office of Treasurer, upon completion of term of Secretary.
5. The Treasurer will automatically advance as the sole nominee for the office of Vice President, upon completion of term of Treasurer.
6. The Vice President will automatically advance as the sole nominee for the office of President, upon completion of term of Vice President.
7. The President will automatically advance as the sole nominee for the office of Immediate Past President, upon completion of term of President.
8. The AEP Officer is not an elected position and will be appointed by the President.

ARTICLE III: TERM OF OFFICE

1. The term of office of all elected Officers and Directors shall begin immediately upon adjournment of the Annual Conference.
2. The term of office of all elected Executive Board Members shall be for a period of one year. Executive Board Members may serve no more than two (2) consecutive terms in the same position, and only upon the recommendation of the Nominating Committee.
3. The term of office of all Directors shall be for a period of two (2) years, with the terms staggered such that one half of the Directors' terms may expire each year, at the discretion of the President. Directors may serve consecutive terms, as recommended by the Nominating Committee, and if elected by the membership as provided herein. The term of office of all Chapter Representatives shall be for a period of one year. Each Chapter will be represented by its elected Chapter President

ARTICLE IV: BOARD OF DIRECTORS VACANCIES

1. In the event of a vacancy in the office of the President, the Vice President shall assume the responsibilities and office of President and shall serve the remainder of the vacant term as well as the following year (their originally scheduled term). If the Vice President is unable or unwilling to assume the responsibilities of the President, the Executive Board shall recommend an alternate plan. The Plan will be implemented upon confirmation by the majority of the Board of Directors.
2. In the event of a vacancies in the offices of the Vice President or Treasurer, the next Officer in succession may assume the responsibility, through the remainder of the term, as well as the following year (their originally scheduled term). If the next Officers in succession are unable or unwilling to assume the responsibilities of the role, the next Officer in succession may assume the responsibility or the President shall recommend an alternate plan to Board of Directors to fill the vacancy.

3. Vacancies occurring for any reason in the office of Secretary, or any Director position, shall be filled for the unexpired term through appointment by the President, or the President may recommend an alternate plan for approval by the Board of Directors.

ARTICLE V: MEMBERSHIP DUES

1. All annual membership dues shall be determined from time to time by a majority vote of the Board of Directors.
2. Agency discounts shall be determined from time to time by the majority of the Board of Directors.
3. Membership dues are payable annually in January and cover the period of January 1 through December 31.
 - a. Members joining or renewing membership during the period of January 1 through November 16 will pay dues through December 31 of that year and renew annually at the full price thereafter in January.
 - b. Members joining during the period of November 16 through December 31 shall pay full membership dues, which will cover the remainder of the calendar year, as well as the next calendar year.
 - c. The Board of Directors shall have discretionary authority to allow alternative payment schedules in special circumstance.
4. A member of the Association whose dues are not paid within sixty (60) days of being invoiced may be expelled from membership in the Association upon notice by the Association to such member, such expulsion shall be effective upon the date of such notice. A member expelled from membership for non-payment of dues may be reinstated upon full payment of all delinquent dues and initial new membership fees.

ARTICLE VI: FINANCES

1. Fiscal Year. The fiscal year of the Association shall begin on January 1 of each year and terminate on December 31.
2. Appropriations. Funds appropriated in the annual Association budget shall be allocated to each funded activity. "Funded activities" are defined as those elements of the annual Association budget for which there are anticipated expenses during the fiscal year. During the appropriation year, if it is necessary to exceed a budget item, for each funded activity to receive Executive Board approval if it should become necessary to exceed its allocated amount in the annual budget.
3. Indebtedness. The Association shall not incur long term debt i.e. loan, lines of credit, etc.

4. Annual Audit. An annual audit of the Association's financial records shall be completed by a competent Accountant, the Treasurer, or a NPI member assigned by the Board of Directors, prior to the Annual Membership Business Meeting, or as requested by the majority of the Board of Directors.
5. Funds. The bank account for the Association shall be maintained with three (3) signatures registered, to include that of the President, the Treasurer, and the Executive Director. The Executive Director must obtain written approval from the President or Treasurer for expenditures in excess of the maximum dollar amount in accordance with policy & procedures, as established and amended by the Board of Directors.
6. Books and Accounts. The Association's books and accounts shall at all times be open to inspection by any member of the Association.
7. Treasurer's Report. The Treasurer shall report the status of the Association's Finances annually to the membership at the Annual Business Meeting.

ARTICLE VII: ASSOCIATION MEETINGS

1. Annual Membership Business Meeting and Conference. The Association shall hold a Membership Business Meeting at least once each year. The date, location, and/or method shall be determined by the Association and announced to membership.
 - a. A quorum at the Annual Membership Business Meeting shall consist of the number of Association members present at the meeting.
2. Board of Directors Meetings. The Board of Directors shall hold up to two (2) meetings annually, and such other meetings, either in person, by teleconference, or by other electronic means, as may be called by the President, or a majority of the Board of Directors. The presence of a majority of the Board shall constitute a quorum.
3. Emergency Situations. In emergency situations, the Board of Directors shall be allowed the use of teleconferences, or other electronic means, in lieu of in person meetings.
4. Conduct of Association Meetings. All meetings of the Association, including Board of Directors, Team, and Committee meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order, except when in conflict with the Bylaws, in which the Bylaws shall take precedence.

ARTICLE VIII: CHAPTERS

1. Chapters. Organization of chapters in NPI may be initiated by any NPI member who, at the request of the Membership Chair, shall be appointed member/sponsor for the purpose of calling an organizational meeting.

2. Charter Petition. The sponsor shall call a meeting for the purpose of authorizing a formal petition for a charter, as a chapter of NPI. Persons attending the organizational meeting will sign a petition stating the purpose of the proposed chapter, the geographic area to be served, the chapter name, and the type of activity and operations to be conducted by the proposed chapter.
3. Charter Authorization. The Board of Directors of NPI shall have the power to authorize the charter to the petitioning chapter and levy such charter fees as may be necessary.
4. Objectives and Purposes. Objectives and purposes of chapter bylaws should be compatible to the bylaws of NPI.
5. Autonomy. Chapters of NPI should be completely autonomous, except for its official action, which cannot be contrary to the objectives of NPI.
6. Charter Revocation. Revocation of a chapter charter may be accomplished by the NPI Board of Directors by either of the following methods:
 - a. A vote by 3/4 of the chapter members' eligible to vote and communicating to the National Board of Directors certification of the local chapter's desire to leave NPI.
 - b. A vote by 2/3 of the entire National Board of Directors, with notice to the local chapter that its charter has been revoked for cause.
7. Board Representation. The Board may establish the number of representatives to be nominated from the chapters on a formula so stated by the Board.
8. Chapters shall abide by and follow the guidelines set forth in the policy and handbook.

ARTICLE IX: TEAMS AND COMMITTEES

1. The following Teams were established by the Association Board of Directors to perform duties in accordance with policy & procedures, as amended from time to time:
 - Achievement of Excellence in Procurement
 - Communications
 - Programs / Conference
 - Membership/Marketing
 - Nominations
 - Partners/Sponsors
 - Scholarship
 - Bylaws/Policy
2. The following Committee was established by the Association Board of Directors to assist the Board and/or Association Teams in the performance of Association duties. The President may establish additional committees as required.

- a. Nominating Committee. The Nominating Committee shall consist of up to five members, including the Vice President, Immediate Past President, and three other members of this Association appointed by the President, who have considerable knowledge of the Association and its members. The President shall appoint the Committee Chairperson.
 - i. The Committee shall receive and evaluate recommendations from the membership regarding individuals suggested for candidacy for the Secretary position, all Board of Directors positions, Retired Members and Honorary Members.
 - ii. The Committee shall select at least one candidate for each position of the Board for which a term is expiring. This slate of nominees will be presented to the President and the Vice President in order to commence the election process described herein in a timely fashion.
 - iii. No changes in nominees on this slate may be made after submission to the President, except at the request of the nominee.

ARTICLE X: DISSOLUTION

1. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution, and distribution of assets adopted by the Board of Directors and approved by the membership of the Association, in accordance with the laws of the State of Texas, as amended from time to time.
2. Dedication of Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall incur or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the procurement, to be selected by the Board of Directors and members of the Association.

ARTICLE XI: AMENDMENTS AND RESOLUTIONS

1. Amendments and Resolutions. The Constitution and Bylaws and Resolutions may be amended and presented in the below way, at the option of the majority of the Board of Directors. Notice regarding The Constitution and Bylaws and any Resolutions shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting.
 - a. At the Annual Business Meeting by a two-thirds majority of the members present.
 - b. By written ballot, mailed, or any electronic means available to all members of the Association, with a two-thirds majority of those voting necessary for amendment.

CONSTITUTION & BYLAW AMENDMENTS

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|-------------------|--------------------|-------------------|--------------------|
| July 17, 1980 | August 1, 1981 | July 15, 1982 | August 30, 1983 |
| July 25, 1984 | July 22, 1987 | July 19, 1988 | September 11, 1991 |
| July 28, 1993 | September 22, 1994 | December 16, 1996 | October 13, 1998 |
| October 5, 1999 | October 3, 2000 | October 9, 2001 | October 15, 2002 |
| March 22, 2004 | January 30, 2005 | May 26, 2006 | November 30, 2007 |
| December 19, 2011 | January 30, 2012 | October 22, 2014 | August 19, 2016 |
| July 13, 2018 | October 21, 2021 | October 11, 2023 | September 19, 2024 |
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