

CONSTITUTION (as of 07/17/2008)

Article I – NAME

1. The name of this association shall be the Middle Tennessee Public Purchasing Association(MTPPA). It shall be a chapter of the National Institute of Governmental Purchasing (“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 cooperate with NIGP, other NIGP chapters or other groups interested in public purchasing issues;
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 association 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 purposes of this corporation.

Article III – MEMBERSHIP

1. The membership shall consist of regular, honorary and retired memberships.
2. *Membership.* Membership in the association shall be open to:
 - (A) All public institution procurement 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, and that are eligible to hold membership in NIGP.
 - (B) Full time employees of NIGP member agencies provided he or she spends a portion of their time involved in purchasing or the materials management function.
 - (C) Individual members of NIGP.
 - (D) Anyone in the middle Tennessee area that holds the UPPCC certifications of CPPB or CPPO.
3. *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 association. Honorary members shall not be entitled to vote or hold office and shall be exempt from payment of fees and dues.
4. *Retired Membership.* Retired membership may be conferred upon members of this association 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 payment of fees and dues.
5. *Admission.* An applicant becomes a member upon acceptance of the application and payment of dues.

Article IV – OFFICERS AND ADMINISTRATION

1. *Board of Directors.* The governing body of this association will be a Board of Directors consisting of the Immediate Past President, the

President, Vice-President, First-Vice President, Second-Vice President, Secretary, Treasurer.

2. The *Officers*. The officers of the association shall be the President, Vice-President, First-Vice President, Second-Vice President, Secretary and Treasurer.
3. The *President* shall exercise a general supervision over the affairs of the association, preside over all meetings of the chapter, be a member ex-officio of all committees and perform all duties incident to the office of president.
4. The *Vice President* shall preside over the Program Committee and shall perform such duties as are assigned to him by the President.
5. The *First-Vice President* shall preside over the Professional Development Committee and shall perform such duties as are assigned to him by the President.
6. The *Second-Vice President* shall preside over the Membership Committee and shall perform such duties as are assigned to him by the President.
7. The *Secretary*. The secretary shall maintain a written record of the proceedings of all meetings of the association and perform the usual duties of secretary.
8. The *Treasurer*. The treasurer shall be responsible for the funds of the association, shall maintain a complete record of receipts and disbursements, and shall render a true and complete report relative of the affairs of this office at each meeting. Application and dues from potential members are received by the Treasurer and once funds are verified, the applications will be sent to the 2nd Vice President for processing.

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 objects set forth in Article 3 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence 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 this Constitution, 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 4921 of the Internal 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; 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 conducted or carried on by any 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 VI—Distribution of Assets on Dissolution

Upon the dissolution of this association or the winding up of its affairs, the assets of 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, for the association'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 10 1986.

BY-LAWS

Article I – ELECTION of OFFICERS

1. Officers shall be elected annually at the November meeting date of the association from a slate of candidates present by a nominating committee and any eligible members nominated from the floor. A majority of those voting will be required for a candidate to win election.
2. No member of this association shall be considered for any office unless he or she has been a member in good standing for at least one year immediately preceding the election and must remain a member in good standing while in office. At least three of the nominees for officers must be National members for the slate to be valid.

Article II – TERM OF OFFICE

1. The term of office of all officers shall commence January 1st of each year.
2. The term of office of all officers shall be for a term of one year or until their successor is elected.
3. No person shall be eligible to serve more than two consecutive terms in the same office.

4. In filling vacancies for unexpired terms, an officer who has served more than half a term in an office is considered to have served a full term.

Article III – VACANCIES

1. If a vacancy of the Presidency occurs, the Vice-President shall succeed to the office for the remainder of the term. In turn, the vacancy of the office of the Vice President will be filled by the voting of simple majority of the members present at the next scheduled meeting of the membership.
2. In the event of a vacancy in the office of any officer other than the President, there will be an election by a simple majority of the members present at the next scheduled meeting of the membership.

Article IV – DUES

1. Dues will be assessed members on an individual basis. Amount of dues to be set by simple majority vote of members present by recommendation of the Board of Directors at a regular meeting.
2. Annual dues shall be payable on or before July 1 of each year. The Secretary shall notify members 30 days in arrears and those whose dues are not paid within thirty (30) days thereafter shall automatically be dropped from membership in the association.

Article V – FUNDS

A bank account for the association 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 VI – MEETINGS

The chapter shall meet the third Thursday of each month unless otherwise ordered by the Association. The location is to be determined by the membership.

Article VII – COMMITTEES

1. The *Nominating Committee* shall consist of not less than three members appointed by the President. The Chairman shall be appointed by the President.

The committee shall receive and evaluate recommendations from the membership regarding individuals suggested for candidacy.

The committee shall select at least one candidate for each office for which a term is expiring. This slate of nominees will be turned over to the President no later than five (5) days prior to the meeting.

No changes in nominees on this slate may be made after submission to the President except at the request of the nominee.

Nominees may be made from the floor at the monthly meeting, but only if the nominee has given expressed permission that his name be placed in nomination.

2. *Audit Committee.* The Audit Committee should be chaired by a officer other than the Treasurer and responsible directly to the Board of Directors. It is the Audit Committee's responsibility to verify that the association's financial procedures and records are in proper and legal order. The Audit Committee should review the financial records of receipt and disbursement at least every six months to ensure proper records are being maintained and legal reports filed as required.
3. *Professional Committee* will be chaired by the First-Vice President. The responsibility of this committee will be the professional development of the association's membership.

1. *Membership Committee* will be chaired by the Second-Vice President. The responsibilities of this committee is to maintain a central file on current membership; also to help facilitate the recruitment of new members.
4. *Additional Committees.* Additional Committees may be appointed by the President.

Article VIII – PROCEUDRES

1. QUORUM. A quorum at a Board Meeting shall consist of a majority of the officers.
2. A quorum for the conduct of official business at any regular meeting or special meeting of the members shall consist of 20 percent of the voting members of the association.
3. Robert's Rules of Order shall govern all meetings of this association.

AMENDMENTS

The Constitution and By-Laws may be amended by the following procedure:

Any voting member may propose an amendment to the association. The association shall consider the amendment at the next regular meeting. Approval shall be by 20 percent of the voting members of the association.