

**NATIONAL PROCUREMENT INSTITUTE, INC.
BYLAWS**

ARTICLE I: 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 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.
2. No member shall be eligible to be considered for a Board position unless he or she is a Regular, Dual, or Associate Member, and has been a member in good standing for at least one year immediately preceding the election. 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.
3. After developing the slate of qualified candidates for Board members, the Nominating Committee shall conduct the election in the following manner. 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. 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. The Nominating Committee shall certify the results to the Board of Directors and to the members present at the Annual Membership Business Meeting.
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 II: TERM OF OFFICE

1. The term of office of all elected Officers and Directors shall begin on the day following the Annual Membership Business Meeting.
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, and if elected by the membership as provided herein.
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 shall expire each year. Directors may serve consecutive terms, as recommended by the Nominating Committee, and if elected by the membership as provided herein.
4. 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 III: 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. 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 written confirmation by the majority of the Board of Directors.

2. In the event of a vacancy in the office of the Vice President, the Treasurer shall assume the responsibilities of the Vice President. If the Treasurer is unable or unwilling to assume the responsibilities of the Vice President, the President shall recommend an alternate plan, with advice and consent of the Executive Board. The plan will be implemented upon written confirmation by the majority of the Board of Directors.
3. In the event of a vacancy in the office of the Treasurer, the Secretary shall assume the responsibilities of the Treasurer. If the Secretary is unable or unwilling to assume the responsibilities of the Treasurer, the President shall recommend an alternate plan, with advice and consent of the Executive Board. The plan will be implemented upon written confirmation by the majority of the Board of Directors.
4. 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 IV: MEMBERSHIP DUES

1. Annual membership dues shall be determined from time to time by a majority vote of the Board of Directors. Annual dues for Regular Members of the Association shall include an amount equal to the annual dues in effect for membership in ISM.
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 June 30 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 July 1 through November 15 each year will pay one-half the annual dues through December 31 of that year.
 - c. 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.
 - d. 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-days (60) of being invoiced may be expelled from membership in the Association and ISM upon notice by the Association to such member, such expulsion to 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, as determined by ISM guidelines.

ARTICLE V: 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 incur no indebtedness whatsoever.
 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.

ARTICLE VI: ASSOCIATION MEETINGS

1. Annual Membership Business Meeting and Conference. The Association shall hold a Membership Business Meeting at least once each year at the annual conference. The date and location shall be determined by the Executive Board and Conference Team, 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 a minimum of three in person 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 VII: CERTIFICATION

1. This Association recognizes and supports all professional procurement certifications, including but not limited to Certified Purchasing Manager (C.P.M.), Certified Professional Contracts Manager (CPCM), Certified Public Procurement Officer (CPPO), Accredited Purchasing Practitioner (A.P.P.), Certified Professional Public Buyer (CPPB), Certified Professional Purchaser (C.P.P.), Supply Chain Management Professional (SCMP), and Certified Professional in Supply Management (CPSM).

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. Chapter's 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:
 - a. Achievement of Excellence in Procurement;
 - b. Communications;
 - c. Conference;
 - d. Membership/Marketing;
 - e. Professional Development; and
 - f. Research and Development.
2. The following Committees were 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 not less than five members, including the Vice President, immediate Past President, and three other regular or dual 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.
 - 1) The Committee shall receive and evaluate recommendations from the membership regarding individuals suggested for candidacy for all Board positions, and Lifetime and Honorary Members.
 - 2) The Committee shall select at least one candidate for each office 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.
 - 3) 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 regular 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 and supply management profession, to be selected by the Board of Directors and regular members of the Association.

ARTICLE XI: AMENDMENTS AND RESOLUTIONS

1. Amendments. The Constitution and Bylaws may be amended in one of the following ways, at the option of the majority of the Board of Directors:
 - a. At the Annual Membership 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.
2. Resolutions. Resolutions presented for approval by the General Membership at the Annual Membership Business Meeting shall be posted for membership inspection no later than one day prior to the Annual Membership Business Meeting of the Annual Conference.

END OF DOCUMENT

BYLAW AMENDMENTS

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