



**BY-LAWS OF THE
MARYLAND PUBLIC PURCHASING ASSOCIATION, INC.**

ARTICLE I: MEMBERSHIP

The membership of the Maryland Public Purchasing Association, Inc. (hereinafter "Association") shall consist of Regular, Honorary and Retired members.

1. REGULAR MEMBERSHIP:

Regular Membership in the Association shall be open to:

- a. 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 of Maryland; and
- b. Full time and part time employees of the above agencies provided they spend the majority of their time involved in purchasing, or in the materials management function; and
- c. Persons with full time or part time employment in a position having a direct influence on the public procurement process, such as elected or appointed officials, department heads, and certain educators.
- d. A part time employee as pertains to b. and c. above is defined as an employee who works a minimum of twenty (20) hours per week performing procurement related duties.
- e. An applicant becomes a Regular Member upon acceptance of the application, payment of dues, confirmation by the Membership Committee that he or she meets all eligibility requirements, and approval of the Executive Board. Membership shall be denied to any applicant who fails to satisfy the eligibility requirements. Each Regular Member in good standing shall have one vote on each matter to be voted upon by the Regular Members, may hold office, and may serve on committees.

2. HONORARY MEMBERSHIP:

Any Regular Member may submit the name of a candidate for Honorary Membership to the Executive Board for approval. Candidates for Honorary Membership must have made distinguished contributions to the purchasing profession, or to this Association. Honorary Membership may then be conferred by a simple majority vote of the Association's Regular Members. Honorary members shall not be entitled to vote or hold office, and shall be exempt from payment of dues, but may serve on all committees.

3. RETIRED MEMBERSHIP:

Retired Membership may be conferred upon members of this Association upon their retirement from the pursuit of their livelihood through active employment. To receive "Retired" status, the member must submit a written request for "Retired" status to the Chair of the Membership Committee who in turn will submit it to the Executive Board for approval. The applicant must be a member in good standing at the time of retirement. Retired Members shall not be entitled to vote or hold office, and shall be exempt from payment of dues, but may serve on all committees.

4. REVOCATION OF MEMBERSHIP:

The Executive Board may revoke the membership of any member for non-payment of dues, for violations of the National Institute of Governmental Purchasing Code of Ethics, or for other just cause. A person considered for

membership revocation, except for non-payment of dues, shall be provided written notice of the proposed action by the Executive Board and be given an opportunity to show cause as to why the membership should not be revoked.

5. MEMBERSHIP DUES:

(a) Members' dues will be assessed on an individual basis. The amount of dues shall be set by a majority vote of Regular Members present in person or by proxy upon recommendation of the Executive Board at a regular business meeting.

(b) 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 to less than one-half the annual amount, regardless of when a person becomes a member.

(c) Dues shall be payable in advance, either at the time of application for membership or upon receipt of invoice for membership renewal.

(d) Membership in the Association of a person whose payment of dues is ninety (90) days in arrears, may be revoked by the Executive Board upon written notice, effective on the date of notice. Membership may be reinstated upon full payment of all delinquent dues.

6. REGULAR MEMBERSHIP MEETINGS:

(a) The Association shall hold an "Annual Regular Membership Business Meeting" which will be the last regularly scheduled Regular Membership business meeting of the fiscal year; and

(b) Shall hold other meetings for the Association's educational purposes no less than once every three (3) months; and

(c) May hold special Membership business meetings as appropriate and as determined by the President or upon a majority vote of the Members of the Executive Board.

(d) The Executive Board shall determine the dates and locations of all meetings of the Association's membership.

(e) A quorum at any regular or special business meeting of the Regular Members shall consist of twenty percent (20%) of the regular full membership of the Association present in person or by proxy. However, at any meeting at which a quorum is not present in person or by proxy, a majority of the Regular Members that are present in person or by proxy may, at their discretion, call for an additional meeting, pursuant to section 5-206 of the Maryland Corporation and Associations Article, at which a quorum shall then be the Regular Members that are present in person or by proxy.

(f) Notice of the date, time, and place of regular or special business meetings of the Regular Members shall be given by first-class mail, postage prepaid, or by e-mail, to each Regular Member not less than ten (10), nor more than ninety (90) days, prior to the meeting.

(g) Robert's Rules of Order shall govern all meetings of this Association.

ARTICLE II: OFFICERS & DIRECTORS

1. EXECUTIVE BOARD:

The governing body of the Association shall be the Executive Board, chaired by the President and consisting of the President, Vice-President, Secretary, Treasurer, Immediate Former President, and five (5) Directors as members at large, all as voting members, and the Advisory Council Chair as a non-voting member. The Executive Board 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. The Executive Board shall have no authority to expend or commit funds to an amount in excess of the cash resources of the Association, or otherwise cause indebtedness of the Association, unless such expenditure, commitment, or indebtedness is approved in advance by a two-thirds vote of the full Regular Membership at a regular or special business meeting. All Officers, Directors, and the Advisory Council Chair should attend all Executive Board meetings, along with the Chairs of Standing Committees who shall have voice but no vote.

2. PRESIDENT:

The President shall exercise general supervision over the affairs of the Association, be a member ex-officio of all committees, and perform all duties incidental to the office of the President.

3. VICE PRESIDENT:

The Vice President shall perform such duties as are assigned by the President and shall act as President in the absence of the President.

4. SECRETARY:

The Secretary shall maintain a written record of the proceedings of all Executive Board and Regular Membership meetings of the Association, mail all dues notices and other notices regarding meetings and the affairs of the Association, and perform such other duties as may be assigned by the President or the Executive Board.

5. TREASURER:

The Treasurer shall be responsible for the accounting of the funds of the Association, shall maintain a complete record of receipts and disbursements, and at each meeting shall render a true and complete report relative to the affairs of the office. The Treasurer shall be responsible for collecting membership dues and reporting to the Secretary any delinquent dues so the Secretary can notify delinquent members. The Treasurer will prepare an annual budget to be submitted to the newly elected Executive Board for approval at its annual regular business meeting.

6. IMMEDIATE FORMER PRESIDENT:

The Immediate Former President shall perform duties as assigned by the President.

7. AVOIDANCE OF CONFLICT OF INTEREST:

All members of the Executive Board shall disclose all outside paid employment to the Executive Board.

8. MEETINGS OF THE EXECUTIVE BOARD:

(a) The Executive Board shall hold at least four (4) meetings each year. The first meeting shall be its annual meeting.

(b) Notice of the date, time, and place of each Executive Board meeting shall be given by resolution at the previous meeting, and promptly communicated to absent members of the Executive Board. Notice shall then be made by mail, telephone, facsimile transmission, or electronic mail to each member of the Executive Board, at the address, telephone, facsimile number, or e-mail address in the records of the Association, not less than seven (7) days before the date of the meeting.

(c) A quorum at an Executive Board meeting shall consist of a majority of the Executive Board members. Members of the Executive Board may attend in person or by conference call.

ARTICLE III: ELECTION OF OFFICERS AND DIRECTORS

1. Officers and Directors shall be elected at the Annual Regular Membership Business Meeting from a slate of Regular Membership candidates presented by the Nominating Committee. Professional certification is not required in order for election as an Officer or Director. A simple majority vote of those Regular Members present in person or by proxy will be required for a candidate to win election.

An incumbent elected President may be nominated for election to one (1) additional one (1) year term. After serving in elected office for two (2) full consecutive one-year terms, a President may not be nominated for that same office again until the second regular election following the completion of his or her second term of office, excluding any partial term served due to a vacancy by the Former President.

2. No Regular Member of the Association shall be eligible for election as an Officer or Director unless he or she has been a member in good standing for at least one (1) year immediately preceding the election. Candidates for President, Vice President, and Treasurer must also be a members or employees of a agency members of the National Institute of Governmental Purchasing, Inc.

ARTICLE IV: TERM OF OFFICE FOR OFFICERS AND DIRECTORS

1. The term of office of all Officers and Directors shall commence on the first day of each fiscal year of the Association.
2. The term of office of all Officers shall be for a period of one (1) year.
3. Initially, one (1) Director shall be elected for a three (3) year term, two (2) for a two (2) year term, and two (2) for a one (1) year term. At subsequent annual elections, two (2) Directors shall be elected for a three (3) year term, except that only one (1) Director shall be elected every third (3rd) year.
4. An Officer or Director may resign by written notice to the Executive Board.
5. The Executive Board may remove any Officer for repeated unexcused absences from Board meetings, or other substantial failure to perform the duties of the office.
6. The Regular Members may remove any Director (other than the Chair of the Advisory Council) with or without cause, by a majority vote of all of the paid Regular Members present in person or by proxy at a regular business meeting.
7. The President may appoint, replace, or remove a Committee Chair at any time.

ARTICLE V: OFFICER & DIRECTOR VACANCIES

1. Vacancies for the unexpired term of an Officer or Director shall be filled by a special election at a Regular Membership Meeting following the occurrence of the vacancy, in accordance with the procedures of Article III of the By-Laws, except that the Vice President shall assume the duties of President in the event the office of President becomes vacant.
2. The Nominating Committee shall immediately convene upon notice from the President of a vacancy, and prepare a slate of Regular Membership candidates, notice of which shall be provided to the full Regular Membership prior to the special election.

ARTICLE VI: COMMITTEES

1. NOMINATING COMMITTEE:

A Nominating Committee consisting of at least three (3) Regular Members in good standing shall be appointed by the President within thirty (30) days after office is assumed. The President shall appoint the Chair. The Chair shall consider and evaluate recommendations from the regular membership regarding potential candidates for Officer or Director, and shall submit a slate of eligible Regular Membership nominees to the President in adequate time to be circulated to the full regular membership, but not later than 30 days prior to the meeting at which the annual election shall be held. The Nominating Committee shall also convene at such times as necessary to develop a slate of eligible Regular Membership candidates to fill positions of Officers or Directors that have become vacant.

2. STANDING COMMITTEES:

The following standing committees, and a Chair for each, shall be appointed by the incoming President no later than thirty (30) days after assumption of office:

- a. Membership
- b. Educational Development
- c. Program
- d. Information and Research
- e. Recognition

- f. Facilities
- g. Public Affairs

Membership on each of the standing committees shall consist of a minimum of two individuals, at least one of which shall be a member in good standing with the Association. The Chair of each standing committee should attend all Executive Board meetings, but shall not vote unless the Chair is also a voting member (Officer or Director) of the Executive Board.

3. DUTIES AND RESPONSIBILITIES OF THE STANDING COMMITTEES ARE:

- (a) MEMBERSHIP: The Membership Committee shall actively pursue increasing the regular membership of the Association. It shall review all applications for membership, and determine and advise the Executive Board concerning eligibility of applicants for Regular and Retired membership.
- (b) EDUCATIONAL DEVELOPMENT: The Educational Development Committee shall be responsible for developing and implementing educational and training programs that further the knowledge, expertise, and education of members of the Association.
- (c) PROGRAM: The Program Committee shall be responsible for planning and arranging programs for the Association's Regular Membership Business Meetings, including determining topics of interest to the membership, and arranging for speakers.
- (d) INFORMATION AND RESEARCH: The Information and Research Committee shall publish the Association's newsletter, conduct research and surveys, and gather, maintain, and distribute information of general interest to the membership.
- (e) RECOGNITION: The Recognition Committee shall be responsible for notifying the membership of awards, honors, promotions, and other newsworthy accomplishments of members of the Association, and shall further be responsible for notifying the membership of hospitalization, deaths, or other items of concern regarding members.

The Recognition Committee shall also be responsible for the development of recognition programs for members, for developing various certificates and awards, and for making recommendations to the Executive Board of members to be recognized, the purpose of the recognition, and the type of award or recognition to be granted.

- (f) FACILITIES: The Facilities Committee shall be responsible for making site and meal arrangements for regular and special meetings, for the collection of dinner meeting fees, and for submitting all fees collected to the Treasurer for deposit.
- (g) PUBLIC AFFAIRS: The Public Affairs Committee shall be responsible for reviewing and developing position statements on proposed local or state legislation, and on regulations or policies impacting on the public procurement process. Upon approval of the Executive Board, the Committee shall transmit the Association's recommendations to the cognizant local and/or State of Maryland authorities and provide testimony in support of the Association's position.

4. ADVISORY COUNCIL:

- (a) The Advisory Council, consisting of the Chair and at least two (2) other members to be appointed by the Chair, shall act in an advisory capacity to the President and Executive Board by providing research, advice, guidance, knowledge, and experience in resolving matters before the Executive Board or concerning the Association, as may be requested by the President, and may also submit recommendations of its own which, in its judgement, will promote the welfare and best interest of the Association.
- (b) The Chair of the Advisory Council shall be nominated from the ranks of former Presidents, Retirees, and others by the newly elected President and shall be confirmed by a two-thirds majority of the Executive Board. The Chair shall serve during the same term as the nominating President, and shall attend all meetings of the Executive Board as a non-voting member.

5. OTHER COMMITTEES & CHAIRS:

In addition to the Standing Committees, the President may create other committees and appoint their chairs from the ranks of the Association Membership as deemed necessary and appropriate.

ARTICLE VII: INDEMNIFICATION

The Association may indemnify any present or former Officer, Director, Committee Chair, Employee, or Agent of the Association to the greatest extent permitted or required by Section 2-418 of the Maryland Corporations and Associations Article; however, no such indemnification shall be approved or paid unless and until the Executive Board receives an opinion regarding the matter from legal counsel.

ARTICLE VIII: AMENDMENTS TO THE ASSOCIATION'S BY-LAWS

The By-Laws of the Maryland Public Purchasing Association, Inc. (Association) may be amended at any regular business meeting by a two-thirds (2/3) majority of the Regular Members present in person or by proxy, provided that the proposed amendment is submitted in writing to the Regular Membership at least thirty (30) days before the meeting.