

NATIONAL PURCHASING INSTITUTE, INC.

CONSTITUTION

ARTICLE I NAME AND LOCATION

1. The name of this association shall be National Purchasing Institute, Inc., a non-profit corporation organized under the laws of the State of Texas (hereinafter referred to as "NPI").
2. The principal office of NPI shall be determined by the Board of Directors.
3. NPI is the public sector affiliate of the Institute for Supply Management (ISM).

ARTICLE II AFFILIATION WITH ISM

1. NPI shall be an Affiliate of the Institute for Supply Management, which has headquarters in Tempe, Arizona (hereinafter referred to (ISM). This affiliation began January 1991, and shall continue thereafter until terminated or revised by a majority vote of NPI members or by similar action by ISM Association documents of NPI and all amendments thereto, shall be compatible with the ISM Bylaws and ISM Policy Manual as adopted from time to time by the Board of Directors.

ARTICLE III PURPOSE

1. 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 as follows:
 - a. 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.
 - b. To foster and promote interchange of ideas and cooperation among its members.
 - c. 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").
 - d. 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.
 - e. To develop and encourage high standards of personal and ethical conduct among persons engaged in the purchasing and supply management profession.
 - f. To sponsor, promote and encourage a professional certification program for persons engaged in the purchasing and supply management profession.
 - g. 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.

- h. To strive by all lawful means to promote and enhance the purchasing and supply management profession.
- i. To be affiliated with the Institute for Supply Management (ISM) and other associations or organizations of persons engaged in the purchasing and supply management profession throughout the United States and all foreign countries.
- j. To cooperate collaborate and exchange information by lawful means with professional, trade and other association and organization engaged in the purchasing and supply management profession.

ARTICLE IV MEMBERSHIP

1. NPI membership is available to individuals engaged in the public purchasing profession with exceptions listed in membership categories herein identified.
2. Membership eligibility requirements in all categories, as defined in the bylaws of ISM, are:

“Any person interested in the supply management field shall be eligible to be a Regular Member of an Affiliated Association provided that such person (i) is not primarily engaged in sales activity; or (ii) does not solicit business on behalf of such person or his or her employer during meetings of any ISM activity, including without limitation, meetings of Affiliated Associations (including chapters), ISM Committees and ISM Groups and Forums (as defined in Policy). For the purposes of this section, “primarily” shall mean a majority of a person’s time. However, no person shall be ineligible by reason of incidentally disposing of scrap, surplus stock or equipment of the concern by which he or she is employed. The eligibility of an editor, secretary or business manager employed by an Affiliated Association shall not be affected by reason of sales activity directly related to any magazine, bulletin or other publication or exhibit, product, show or similar activity sponsored by such association.”

3. Membership categories include: **(a)** Regular Membership, dues include membership with ISM; **(b)** Dual Membership, for individuals that are existing Regular or Dual Members in another ISM Affiliated Association, dues are for NPI membership only; **(c)** Associate Members, for individuals that are not existing Regular or Dual Members in another ISM Affiliated Association, dues are for NPI membership only; **(d)** Retired Membership, and **(e)** Dues-Free Membership, which includes various subcategories identified within this Article IV.
4. Regular Membership. A person shall be eligible to be a Regular Member of this Association who satisfies the eligibility requirements of a Regular Member of an Affiliated Association as defined in the bylaws of the Institute for Supply Management, Inc. (ISM), as amended from time to time. Regular Members of this Association shall have the right to cast one vote on all questions which require a vote of the Regular Members of this Association other than those Regular Members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.
5. Dual Membership. Dual membership shall consist of individuals who are qualified for membership, as defined above in *Section 1 and 2 of Article IV*, and who are members of other ISM affiliates whose national ISM dues are paid through other such Affiliate Membership. They shall have full rights and privileges of Association

Regular Membership and their Association membership dues shall be set lower to reflect the fact that their dues to ISM are paid through another affiliate. Dual Members may vote on NPI matters requiring membership vote.

6. Associate Membership. Associate membership shall consist of individuals who are qualified for membership, as defined above in Section 1 and 2 of Article IV, but are not members of ISM through another ISM-Affiliated Association. Associate membership does not include membership with ISM. Associate Members may vote on NPI matters requiring membership vote.
7. Retired Membership. Any Regular, Dual, or Associate member that retires and whose dues are paid on a continuous basis shall be eligible for Retired Member status. Retired membership dues will be half of the current Associate Membership dues. Retired membership does not include membership with ISM. Retired Members may vote on NPI matters requiring membership vote and serve on Teams and Committees.
8. Dues-Free Membership. Dues-free membership shall be limited to:
 - a. Academic Members. A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, other academic institution whose academic responsibility includes purchasing management or material management or other related fields or subjects. Academic Members may vote on NPI matters requiring membership vote and serve on Teams and Committees.
 - b. Student Members. An undergraduate or graduate student enrolled full-time in an accredited community college or four-year college or university may receive NPI membership benefits. Student Members may not vote on NPI matters nor serve on Teams or Committees.
 - c. Lifetime Members. A person who has been a regular member for a period of ten (10) years or more, has retired from all regular employment, and has been approved for this category by a majority vote of the voting members of NPI. Lifetime Members may vote on NPI matters requiring membership vote and serve on Teams and Committees.
 - d. Honorary Members. A person not qualified for other Membership but has rendered distinguished or unusual services to the purchasing and materials management profession, and who has been elected to this class of membership 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 ISM or NPI. Honorary members may not vote on NPI matters nor serve on Teams or Committees.
 - e. Member in Transition. A current member that becomes unemployed may be eligible for Member in Transition status. Members in transition shall continue to be eligible for membership for up to 12 months following notification to the NPI. Members in Transition may vote on NPI matters and serve on Teams and Committees until their transition period has expired.
9. Transfer of Membership. Membership in the Association shall be vested in the individual member of the Association; however, regular membership may be transferred pursuant to the ISM Policy Manual, as amended from time to time.

10. Denial of Membership. *NPI has the right to deny membership, as authorized in the ISM Bylaws. The ISM Affiliate Support Department will consider an appeal by the applicant. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Department concerning denial of Regular membership will be final and binding.*
11. 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 of ISM Bylaws and Policies, NPI's Bylaws, and Policies, ISM Standards of Conduct or such other statements of policy as may be adopted by NPI's Board of Directors or the ISM Board of Directors from time to time.

**ARTICLE V
GOVERNING BODY**

1. The governing body of this Association shall be a Board of Directors consisting of five (5) Executive Board Members, six (6) Directors, and a one (1) representative from each Association Chapter.
 - a. The Executive Board shall consist of one (1) President, one (1) First Vice President, one (1) Second Vice President, one (1) Treasurer, and one (1) Immediate Past President)
 - b. The Association Chapter Representative shall have a voice, but no vote in Association matters.
2. The President shall have authority for overall day-to-day operations of the Association in consultation with the Executive Director and the *First* Vice President, exercise general supervision of 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.
3. The *First* Vice President shall perform such duties as assigned by the President, in accordance with policy, as established and amended by the Board of Directors. This person automatically progresses to position of President the following year.
4. The *Second* Vice President shall perform such duties as assigned by the President, in accordance with policy, as established and amended by the Board of Directors.
5. The Treasurer shall be responsible for reviewing financial statements from the Executive Director and all check requests and notifying the President of questionable expenditures. The Treasurer shall present the Annual Financial Report to the General Membership.
6. The Executive Director shall report directly to the President and shall perform duties in accordance with its contract, to include the duties of Association Secretary, and other ministerial duties as assigned by the President, to include duties identified in policy, as established and amended by the Board of Directors.

END OF DOCUMENT

CONSTITUTION AMENDMENTS:

July 17, 1980	August 30, 1983	July 19, 1988
August 1, 1981	July 25, 1984	September 11, 1991
July 15, 1982	July 22, 1987	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

NATIONAL PURCHASING INSTITUTE, INC.

BYLAWS

ARTICLE I ELECTION OF BOARD OF DIRECTORS

1. Executive Board Members and Directors shall be elected by General Membership present at *an* Annual Business Meeting from a slate of candidates presented by a Nominating *Committee* plus any member nominated from the floor. A majority of those voting will be required to win the election.
2. No member shall be considered for a *Board* position unless he or she is a Regular or Dual Member and has been a member in good standing for at least one year immediately preceding the election. No member shall be considered for the office of President or Vice President unless he or she has served at least one year on the Board of this Association.

ARTICLE II TERM OF OFFICE

1. The term of office of all Officers and Directors shall begin on the day following elections held at the Annual Membership Business Meeting.
2. The term of Office of all *Board Members* shall be for a period of one year. The *First Vice President* will automatically advance to the office of President.
3. The President will automatically advance to the office of Immediate Past President.
4. Directors shall be elected annually for a one-year term in accordance with policy, as established and amended by the Board of Directors.
5. Each Chapter Representative term will be for one year.

ARTICLE III BOARD OF DIRECTOR VACANCIES

1. In the event of a vacancy in the office of the *First Vice President* and the *Second Vice President* is unable or unwilling to assume the responsibilities of the *First 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. Under these circumstances, the President could be nominated to serve a second term at the Annual *Membership Business Meeting* and election of officers by the membership.
2. Vacancies occurring for any reason in the office of *Second Vice President*, Treasurer 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 for a full year and renew annually thereafter in January.
 - b. Members joining during the period of July 1 through *October* 31 each year will pay one-half the annual dues at the time they become members, and annually thereafter in January.
 - c. Members joining during the period of November 1 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 or 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 such as membership dues to ISM, Executive Director expenses, annual conference, meetings, workshops, office expenses, *Board of Director* expenses, and Team expenses. During the appropriation year, it shall be necessary 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 or a minimum of three members of the Board of Directors, one of which will be the Treasurer, within 60 days of the end of the Association's fiscal year *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 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, 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 Association Membership Meeting and Conference. The Association shall hold a membership 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 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 two meetings annually, and such other meetings as may be called by the President of 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 conference telephone calls or other electronic means in lieu of quorum type meetings.
4. Conduct of Association Meetings. All meetings of the Association, including Board of Director, 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 public purchasing certifications, including but not limited to* the ISM certification program designating qualified members as Certified Purchasing Managers (C.P.M.), Accredited Purchasing Practitioner (A.P.P.) *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.

ARTICLE IX TEAMS AND COMMITTEES

1. The following Teams were established by the Association Board of Directors to perform duties in accordance with policy and procedures:
 - 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 *First* 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.
 - The *Committee* shall receive and evaluate recommendations from the membership regarding individuals suggested for candidacy for all Board positions, Lifetime and Honorary Members.
 - 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 turned over to the President and the First Vice President no later than thirty days prior to the Annual Business Meeting.

- No changes in nominees on this slate may be made after submission to the President except at the request of the nominee.
 - Nominations may be made from the floor at the *Annual Membership Business Meeting*, but only if the nominee has given express permission that his/her name be placed *on the slate*.
3. The President may establish additional committees as required.

**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 purchasing 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 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.
 - c. Any proposed amendment must be submitted in writing to the membership not less than thirty calendar days prior to the vote.
2. Resolutions. Resolutions presented for approval by the General Membership at the Annual Business Meeting and shall be posted for membership inspection no later than one day prior to the Annual Business Meeting of the Annual Conference.

END OF DOCUMENT

BYLAW AMENDMENTS

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