



## **Constitution and Bylaws**

### **ARTICLE I - NAME AND ADDRESS**

- 1) The name of this Association shall be the East Tennessee Purchasing Association, for tax exempt purposes the official mailing address will be: Knox County Procurement Division, Attn: East Tennessee Purchasing Association, 1000 North Central Street, Suite 100, Knoxville, TN 37917. Federal ID #26-0028124.

### **ARTICLE II - OBJECTIVE**

The East Tennessee Purchasing 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 §501© (3) of the Internal Revenue Code of 1986:

- a) To promote ethical, efficient and cost-effective public purchasing policies and practices;
- b) To provide educational programs, products, and services for public purchasing personnel;
- c) To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
- d) To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
- e) To assist other charitable and educational organizations in the conduct of similar activities; and
- f) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the Association shall have all of the powers granted to unincorporated nonprofit associations by the law of the State of Tennessee, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Association; provided, however, that the Association shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purpose set forth above.

### ARTICLE III - MEMBERSHIP

The membership shall consist of regular, affiliate, honorary, retired and student memberships.

- A. REGULAR MEMBERSHIP:** (a) Membership in the Association shall be open to all public institution procurement and materials management personnel including federal, state, county, and municipal, authorities, school districts, institutions of higher education and any other political subdivisions of the State. (b) Employees of the above agencies provided they spend the majority of their time involved in procurement or the materials management function. (c) A person in a position having a direct influence on the public procurement process such as mayors, city managers, department directors and others.
- B. 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 to this Association. Honorary members shall not be entitled to vote or to hold office and shall be exempt from payment of dues.
- C. RETIRED MEMBERSHIP:** Retired membership status comes with retirement from active employment and upon request for such membership. Retired members shall not be entitled to vote or to hold office and shall be exempt from payment of dues.
- D. AFFILIATE MEMBERSHIP:** Affiliate members are other non-profit organizations willing to share resources and expertise to support ETPA's educational, research and advocacy missions. Such organizations may be affiliate members by paying dues, holding yearly sponsorships, reciprocally extending affiliate membership status to ETPA or at the discretion of the Board when it serves the best interest of ETPA. Affiliate members may not vote, hold elected offices, directly solicit members or attend meetings that are for public procurement officials only.
- E. STUDENT MEMBERSHIP:** Full-time college students, not already employed full-time in procurement and materials management position, with an interest in learning about public procurement may hold membership in ETPA at no cost during their full-time collegiate career. Student members may not vote or hold elected offices in the association.
- F. ADMISSION:** An applicant becomes a regular member upon payment of dues and Membership Committee confirmation of meeting all eligibility requirements. Membership shall be denied any applicant who fails to satisfy the eligibility requirements.
- G. REVOCATION:** The Executive Board may revoke the membership of any person for non-payment of dues, violations of the NIGP Code of Ethics, or for other just cause. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the Executive Board and be given opportunity to show cause as to why the membership should not be revoked.

- H. RESIGNATION OF OFFICERS:** Any officer or committee person may resign at any time by notice to the President or Secretary. Any officer or committee person whose membership dues are ninety-one (91) days in arrears is deemed to have resigned by disqualification. Any officer or committee person who misses three (3) consecutive meetings, executive board or membership meetings or a combination of both, without excuse acceptable to the Executive Board of Officers, and any other officer or committee person who is no longer qualified to be an officer or committee person shall be deemed to have resigned as of the date or as of the date of loss of qualifications. Notwithstanding the preceding sentence, an officer or committee person who retires from public employment may serve until the expiration of his or her term.

#### **ARTICLE IV - OFFICERS**

1. The following shall constitute the officers of the association who combined shall be known as the Executive Board:

**OFFICERS:**

President  
Vice-President  
Secretary  
Treasurer

2. **PRESIDENT:** The President shall exercise a general supervision over the affairs of the Association, preside over all meetings of the Association, be a member ex-officio of all committees and perform all duties incident to the Office of President. The President shall be responsible for authorizing the expenditure or commitment of Association funds. Any expense in excess of \$100 or 20% of the current treasury balance, whichever is greater, shall require the approval of the membership unless the expense was previously approved by the membership as part of the annual budget. Following the President's term, the President shall automatically serve a two-year term as the Immediate Past President.
3. **VICE-PRESIDENT:** The Vice President shall perform such duties as are assigned by the President and will handle the duties of the President during the absence of the President.
4. **SECRETARY:** The Secretary shall maintain a written record of the proceedings of all meetings of the Executive Board and of the Association, mail notices covering meetings and the affairs of the association, and perform such other duties as may be assigned by the President.
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 mailing all due notices, collecting membership dues and reporting to the Secretary any delinquent dues so the Secretary can notify delinquent members.

6. **EXECUTIVE BOARD:** The governing body of this Association shall be the Executive Board, chaired by the President, consisting of the immediate past President, the President, the Vice-President, Secretary and Treasurer. 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 and its members.
7. **TERMS:** The term of office for the Secretary shall be a period of one year; the term of office for the President, Vice President, and Treasurer shall be a period of two years. The Terms of Office for the President and Treasurer shall be staggered so not all positions will be elected in the same year. The President and Vice President shall be elected in even number years and the Treasurer shall be elected in odd number years. 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 expenditures, commitment or indebtedness is approved in advance by a two-thirds vote of the membership at a regular meeting.

#### **ARTICLE V – CHARITABLE RESTRICTIONS**

No part of the net earnings of the Association shall incur to or for the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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 (including the publishing or distribution of statements) any political campaign on behalf of (or against) any candidate for public office. Notwithstanding any other provision of the Constitution, the Association shall not carry on any activities not permitted to be carried on by any association exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986. (Any reference in this Constitution to the Internal Revenue Code of 1986 shall be deemed to refer also to the corresponding provision(s) of any subsequent federal tax law.)

Notwithstanding any other provision 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 4942 of the Internal Revenue Code of 1986; the Association shall not own any excess business holdings described in Section 4943 of the Internal Revenue Code of 1986; the Association shall not make any investment in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Association shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986.

Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association remaining after satisfaction of its debts and collection of its accounts receivable 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 Section 501 (c) (3), and contributions to NIGP are then deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, for the Association's charitable and educational purposes; and if not, then to one or more

other organizations with similar purposes to those of the Association that are then exempt from federal income tax under Section 501 (c) (3), and to which contributions are then deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as designated by a majority of the members of the Association present and voting at the final meeting the members.

## **BYLAWS**

### **ARTICLE I ELECTION OF OFFICERS**

1. Officers shall be elected at the annual fall meeting from a slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular members in attendance will be required for a candidate to win election.

The following shall be elected:

President  
Vice-President  
Treasurer  
Secretary

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.
3. The term of office for the Secretary shall be a period of one year; the term of office for the President, Vice President, and Treasurer shall be a period of two years.

### **ARTICLE II – TERM OF OFFICE**

1. The term of office shall commence on January 1 of each year.
2. The term of office of all officers shall be as stated in Article IV, Section 7

### **ARTICLE III – VACANCIES**

1. Vacancies shall be filled for the unexpired term of an officer by a special election at a regular meeting following the occurrence of the vacancy, in accordance with the procedures of Article I, Section I 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 of a vacancy (other than in the office of President) and the names of possible successors shall be provided to the membership prior to the special election.

### **ARTICLE IV – DUES**

1. Dues will be assessed members on an individual basis. Amount of dues to be set by majority vote of members present upon recommendation of the Executive Board at a regular meeting.

2. 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.
3. Dues shall be payable in advance.
4. Membership in the Association of a person whose payment of dues is 90 days in arrears may be revoked by the Executive Board upon written notice, effective 10 days after the date of the notice. Membership may be reinstated upon payment of delinquent dues.

#### **ARTICLE V – FUNDS**

1. A bank account for the Chapter shall be maintained with the signatures of the elected officers registered. The Treasurer and another elected officer shall have the authority to sign checks.

#### **ARTICLE VI – MEETINGS**

1. The Association shall meet, at its discretion, no less than once every three months with the fall meeting being designated the Annual meeting. The dates and locations are to be determined by the Professional Development Committee. The fall conference location will be evaluated and approved by the Board. The President may call a special meeting at any time deemed necessary.

#### **ARTICLE VII – COMMITTEES**

1. A Nominating Committee consisting of at least *two* regular members in good standing shall be appointed by the President within 30 days after assuming office. The President shall appoint the Chairman. The Committee shall consider and evaluate recommendations from the membership regarding potential candidates for office and shall submit a slate of eligible nominees to the President in adequate time to be circulated to the membership but not later than 30 days prior to the meeting at which the annual election shall be held. The Nominating Committee shall convene at such times as necessary to develop a slate of eligible candidates to fill positions of officers.
2. **STANDING COMMITTEES:** The following standing committees and a Chairman for each shall be appointed by the incoming President not later than 30 days after assumption of office:

Membership  
Professional Development  
Recognition  
Newsletter

Membership on the standing committees shall consist of a minimum of one or more individuals all of whom must be regular members in good standing. The Chairman of each standing committee shall attend all Executive Board meetings, but shall not vote unless the Chairman is also a member of the Executive Board.

3. Duties and Responsibilities of the Standing Committee are:

- a. **MEMBERSHIP.** The Membership Committee shall actively pursue increasing the membership of the Association. It shall review all applications for membership, determine and advise the Executive Board concerning eligibility of applicants for membership.
- b. **PROFESSIONAL DEVELOPMENT.** The Professional Development Committee shall be responsible for developing and implementing programs, which further the knowledge, expertise and professionalism of the membership; and which enhance(s) the public's perception of the Association subject to the approval of the Executive Board. The Professional Development Committee will also be responsible for planning and arranging programs for the Association's regular meetings, including determining topics of interest to the membership and arranging speakers.

To promote the continued professional development of the ETPA and to ensure the ETPA's members receive annual updates concerning current procurement information and trends, ETPA shall assist in funding the current ETPA president (or his/her designee) to attend the annual NIGP forum. Specifically, the ETPA agrees to pay for the registration costs of the president (or his/her designee) and shall provide an additional \$500 to assist in covering travel and lodging costs to attend the annual NIGP forum. In return for receiving said funding assistance, the ETPA president (or his/her designee) shall be required to brief the ETPA membership on what he/she learned at annual forum during the next ETPA general membership meeting following his/her return from annual forum. Additionally, he/she shall provide the ETPA members a written synopsis of what he/she learned during forum by publishing such a document in the ETPA newsletter, shortly after returning from forum. Said document shall describe the salient points made during the annual NIGP forum.

Payment assistance is subject to availability of funds each year, as determined by the ETPA Board of Directors, and such payment can be discontinued if sufficient funds are not deemed (by the board) to be available. The president shall submit his/her receipts for lodging and travel to the ETPA Board of Directors within 30 days of his/her return from the annual NIGP forum for consideration by the board for payment of the \$500. Additionally, payment shall be made to the agency that employs the president if said agency is the entity that funds his/her trip to the annual forum. Conversely, payment shall be made to the individual president if he/she funds his own trip to the annual forum because his/her agency will not do so.

- c. **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 (Association) members.
- d. **NEWSLETTER.** The Newsletter Committee shall be responsible for the gathering of information from all elected officers and standing committees and for ensure that the newsletter sent to all members either by e-mail or postal mail no later than 14 days prior to all regular business meetings and no later than 30 days prior to the meeting at which the annual election shall be held.

4. The President may appoint other committees as deemed appropriate.



## **ARTICLE VIII – PROCEDURES**

1. QUORUM. A quorum at an Executive Board meeting shall consist of a simple majority of the Executive Board members.
2. A quorum at any regular meeting shall consist of a minimum of 10 percent of the regular 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 at any regular meeting by a majority of the members present after every member of the Association has been sent details of the proposed amendment no less than 30 days prior to the regularly scheduled meeting.

## **NOTES**

*By-Laws and Constitution changed and amended by membership vote at October 26, 2006, 4th Quarter Business Meeting.*

*By-Laws and Constitution changed and amended by membership vote at February 27, 2007, 1st Quarter Business Meeting.*

*By-Laws and Constitution changed and amended by membership vote at January 20, 2011, 1st Quarter Business Meeting.*

*By-Laws and Constitution changed and amended by membership vote at July 1, 2016, 3rd Quarter Business Meeting.*

*By-Laws and Constitution changed and amended by membership vote at October 17, 2019, 4<sup>th</sup> Quarter Business Meeting.*

*By-Laws and Constitution changed and amended by membership vote at March 12, 2020, 1<sup>st</sup> Quarter Business Meeting.*