

**CONSTITUTION**

**ARTICLE I – CHAPTER NAME**

1. The name of this Chapter shall be the Capital Area Purchasing Association, (CAPA).
2. CAPA was established in 1976, but did not become a formal provision until March of 1978.
3. The Institute for Public Procurement, accepted and approved on March 21, 1978, this Association as a Chapter of the National Institute of Governmental Purchasing, Incorporated, NIGP, and is subject to all Rules and Regulations promulgated by the Governing Board of the National Institute of Governmental Purchasing, NIGP.
4. This Association is a non-profit entity operating under the purview of Section 501 (c) (3) of the Internal Revenue code of 1986.

**ARTICLE II – OBJECTIVE**

1. **Objectives.** The objectives of this Association are:
  - a. To promote professionalism in public purchasing through continuing education;
  - b. To establish cooperative relationships among members for the exchange of ideas and experiences for the development of efficient purchasing methods and practices in the field of educational, governmental and public institutional procurement;
  - c. To strive by all legitimate means to advance the procurement profession;
  - d. To encourage preservation of ethical standards in buying and selling;
  - e. Collect and disseminate procurement and business-related information to its members;
  - f. Encourage research and investigation and sponsor such other activities as may be useful in providing its members with knowledge for efficient procurement;
  - g. Promote uniform public procurement laws, simplified standards and specifications.
2. 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 associations 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 Association.

**ARTICLE III – MEMBERSHIP**

1. **Eligibility.** The following individuals are eligible for membership:
  - a. All public agency procurement and materials management personnel including Federal, State, County, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivision of the Commonwealth;
  - b. Any person with full time employment in a position having a direct influence on the public procurement process including, but not limited to, staff attorneys, CEO, COO, organizational staff with procurement responsibilities, department directors, etc.;
  - c. College students pursuing a career in public procurement; or
  - d. Others that may be approved for membership by a majority of the Board of Directors.

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2. **Admission.** An applicant becomes a member upon acceptance of the application and payment of dues or, when applicable, approval of the Board of Directors.
3. **Memberships.** The membership shall consist of four classifications:
  - a. Regular membership: Voting

For the privilege of voting for election of Officers, budget approval, changes in Bylaws or any other matter, and to hold elective office or serve as a Committee Chair, or on any other matter of Association business, the member must be in good standing. A member in good standing shall be one who continues to meet membership criteria and whose dues are current.
  - b. Honorary Membership: Non-Voting

Honorary membership may be conferred upon individuals who have made distinguished contributions to the purchasing profession or this Association by a majority vote of the members present when there is a quorum. Honorary members shall not be entitled hold office and shall be exempt from payment of dues.
  - c. Retired Membership: Non-Voting

Retired membership may be conferred upon members of the 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 hold office and shall be exempt from payment of dues.
  - d. Student membership: Non-Voting

Student membership may be conferred upon college students with an interest in public procurement or who are pursuing a career in public procurement. Students are to furnish proof of enrollment and a copy of their current schedule. Student members shall not be entitled to hold office or serve as committee chairs and shall be exempt from paying dues.

### ARTICLE IV – BOARD OF DIRECTORS

1. The governing body of this Association will be an executive Board of Directors consisting of the President, Vice President, Treasurer, Secretary and the First Past President, which follows in this order. The President governs CAPA during their term; the term of each position is one (1) calendar year beginning January 1, ending December 31.

The governing hierarchy of the Board of Directors shall be:

  - President
  - Vice President
  - Treasurer
  - Secretary
  - Immediate First Past President
2. The Board of Directors shall render advice, carry on needed activities, make any emergency or assigned decisions required, manage the affairs of the Association, and shall have authority to take such actions as will best serve the interests of the Association and its members. Duties are outlined in the Standard Operating Procedure Manual, SOP.
3. The Board shall be required to remain a member of the Association in good standing throughout the Term of their office.
4. The President shall exercise general supervision over the affairs of the Association, preside over all meetings of the Association, and perform all duties incident to the office of the President.

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5. The Vice President shall host the CAPA Conference and serve in the absence of the President and perform such duties as are assigned by the President.
6. 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 at each meeting relative to the financial affairs of the Association.
7. The Secretary shall maintain a written record of the proceedings of all meetings of the Association; shall present an accurate list of the members of the Association, which is to be distributed to all members during the October meeting, and perform the usual duties of Secretary.
8. The Immediate Past President shall render advice and shall perform such duties as are assigned by the President and shall become the Nominating committee chairperson.

**BYLAWS**

**ARTICLE I – ELECTION OF BOARD**

1. The Nominating committee shall receive and evaluate recommendations from the membership regarding individuals suggested for candidacy.
2. The Nominating committee shall select at least one candidate for each office for which a term is expiring. The slate of nominees will be submitted to the President a minimum of three (3) weeks prior to the October meeting date.
3. The slate of nominees will be distributed to the membership not less than seven (7) days prior to the October meeting by a member of the Board.
4. During the October meeting a list of candidates will be presented by the Nominating committee to the membership and will accept eligible member nominations from the floor.
5. No member of this Association shall be considered for President, Vice President or Treasurer unless the member meets the following guidelines:
  - a. Holds an agency or individual membership with NIGP and has been a CAPA member for at least one (1) year immediately preceding the election;
  - b. A member in good standing shall be one who has no balances left unpaid on their account for Dues, a CAPA sponsored event or catalog item;
  - c. Shall have an understanding that the position has a requirement of one (1) year Commitment to the Board.
6. No changes in nominees on this slate may be made after submission to the President except at the request of the nominee; however, additional nominations may be made from the floor at the October meeting if the nominee has given permission for their name to be placed in nomination prior to the start of the meeting.
7. After the October Meeting, and before the November meeting, an electronic ballot will be sent to all current CAPA members for voting. The voting results will be presented at the November meeting.
8. A majority of votes will be required for a candidate to win election. A quorum of electronic votes shall consist of a minimum of 10% of the membership of the Association.
9. Upon initial election as an officer, no more than two (2) members from the same organization may be elected to hold office at the same time and no two (2) members of the same organization may serve as President and Vice President simultaneously, unless this situation is the result of a change in employment.

**ARTICLE II – TERM OF OFFICE**

1. The term of office of the Board of Directors shall be based on the calendar year and commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>.
2. The term of each office for all officers shall be for a period of one (1) year.

**ARTICLE III – VACANCIES**

1. If a vacancy occurs in the office of President, Vice President, or Treasurer, the remaining Board Members shall ascend in rank to fill the vacant position.
2. All other vacancies shall be filled by election at the earliest possible regular monthly meeting following the occurrence of the vacancy.

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3. Elections shall be in accordance with Article I –Election of Board of the Bylaws.

### **ARTICLE IV – DUES**

1. Dues will be assessed for members on an individual basis per their membership status.
2. The pricing of dues shall be established by majority vote of the Board of Directors annually.
3. Dues expire December 31<sup>st</sup> of each year and are payable by March 31<sup>st</sup> of the following year.
4. Dues for new members are payable within 15 days upon their enrollment as a member of the Association.
5. The Treasurer shall send out statements of dues to each member by February 15<sup>th</sup> of each year, or in the case of a new member, immediately following enrollment.
6. A member shall be considered delinquent if dues have not been paid for the current fiscal year by April 1<sup>st</sup> and will be notified by the Treasurer of the delinquency.
7. If dues are not paid by May 1<sup>st</sup>, the member shall forfeit all rights to membership and shall be removed from the list of members and moved into the non-member listing.

### **ARTICLE V – FUNDS**

1. A bank account for the Association shall be maintained with all three (3) signatures registered, to include the President, Treasurer, and Secretary.
2. Check disbursements may be made by any of the three.
3. The President will ensure that an annual operating budget is presented to the general membership for approval at the January meeting.
4. Approved budget categories cannot be exceeded without prior approval of the Board of Directors. Except in the case of an unexpected situation that calls for immediate action, the Board may not approve budget category increases greater than 25% or \$1,000 whichever is greater without the prior approval of the membership. In the case of an unexpected situation, the membership will be notified of the action and of the specific circumstances.
5. Financial Audits must be performed of the Association accounts by a third party. The results of the Audits must be presented to the Members at a minimum of once every five (5) years.

### **ARTICLE VI – MEETINGS**

1. The Association shall meet, at its discretion, with the membership once each month except for the months of July and August.
2. The dates and locations are to be determined by the Board of Directors annually and presented to the members during the January scheduled meeting.

### **ARTICLE VII - COMMITTEES**

1. The CAPA President forms Committees based on the anticipated goals for the year.
2. The immediate First Past President will resume the duties as the Nominating Committee Chair for the forthcoming year. The Chair will appoint, with agreement of the President, no less than two (2) additional members to serve on the nominating committee.

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3. Committees may be appointed by the President as deemed appropriate and the membership is solicited for volunteers to serve as chairperson or committee members. Board members are allowed to serve on the committees as members and chairpersons. A chairperson can serve continually on that committee or until the President appoints a new chairperson.

### **ARTICLE VIII – PROCEDURES**

1. A quorum at a board meeting shall consist of a majority of the Board of Directors or Committee Members.
2. A quorum at any regular meeting shall consist of a minimum of 10% of the members of the Association.
  - a. At no time shall the lack of a quorum at a meeting prevent those present from proceeding with the program of the day, with the exception of electing officers or amending these Bylaws.
3. The Board shall utilize the CAPA Standard Operating Procedure Manual (SOP) to manage day to day activities. The SOP shall be maintained by the Board of Directors.

### **AMENDMENTS**

1. The Constitution and Bylaws may be amended as follows:
  - a. Amendments to these Bylaws may be proposed by the Board of Directors or by petition to the Board of Directors by at least ten percent (10%) of the Regular membership.
  - b. Amendments may be adopted at any regular meeting by a two-thirds majority of the members present where such meeting constitutes a quorum.
  - c. Any proposed amendment must be submitted in writing to the membership at least two (2) weeks prior to the next regular meeting. If no changes to the amendment are proposed at that meeting, the vote may take place. Any changes will cause the two (2) week written notification to occur prior to a vote at the next regular meeting.

**Bylaw Revision Presented and Approved By the Membership Dated 11/08/2016.**