

By-Laws

Florida Association of Public Procurement Officials, Inc.

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ARTICLE 1 NAME

The Association which was formed in 1968, and incorporated under the laws of the State of Florida on October 28, 1985 shall be known as the Florida Association of Public Procurement Officials, Inc., and shall hereinafter be referred to in these By-Laws as "Association", and may be referred to in acronym form as "FAPPO" in formal/informal correspondence and its WebSite.

ARTICLE 2 GUIDING PRINCIPLES

1. Mission

FAPPO exists to promote the achievement of excellence in public procurement through education, certification, professional development and networking of its membership.

2. Vision

To be the leading professional association promoting the best practices of public procurement.

3. Core Values

FAPPO leadership shall adhere to the following core values:

- a. Commitment to Ethics
- b. Commitment to Integrity
- c. Commitment to Professionalism
- d. Commitment to Diversity
- e. Commitment to Education and Professional Growth
- f. Commitment to Members: Customer Service Driven

4. Strategic Priorities

The Board of Directors will establish a strategic plan for the association to support the Association's guiding principles. The strategic plan will be revised periodically to meet the needs of the organization.

To achieve these goals, FAPPO will maintain the following Strategic Priorities:

- a. Customer Focus
- b. Professional Development and Education
- c. Fiscal Management
- d. Member Participation

ARTICLE 3 CODE OF ETHICS

The Code of Ethics as approved by the Board of Directors shall govern the conduct of each member of the Association.

ARTICLE 4 MEMBERSHIP

1. Classifications

The Association includes three (3) classifications of membership: Regular, Associate, and Honorary. They are distinguished primarily by their employment responsibilities and by their rights within the Association. For the purpose of these By-Laws, "Procurement" shall be defined as a unit of a public or a quasi-governmental non-profit agency that has express authority to procure goods and services for their entity.

2. Voting Rights

All members may vote on matters of business and elections. Proxy votes are not permitted. Members must be present to vote.

3. Application for Membership

Application for membership shall be submitted by the applicant to the Treasurer. Upon receipt and processing thereof, the Treasurer shall forward the application to the Membership Directory Chairperson for inclusion into the Membership Directory. The Board of Directors shall make eligibility decisions regarding any applications which may be in question.

4. Membership Types

- a. **Regular** membership shall be limited to individuals who are full time employees of a public agency, or quasi-governmental non-profit agency located within the State of Florida, and who holds a position as a professional procurement officer. Any Regular member, who vacates his/her position as a direct representative of the public or quasi-governmental procurement function, but remains employed in the public sector, shall automatically revert to Associate member status.
- b. **Associate** membership is distinguished from Regular membership in that the individual is affiliated with a public or quasi-governmental agency within the State of Florida, but is not employed directly and primarily within the procurement function, or students or professors in the field of study of Public Administration or Public Procurement.

An Associate member may not hold office, but enjoys all other membership rights and privileges.

- c. **Honorary** membership is reserved for all members of the Association who have retired from the public procurement field, unless otherwise ineligible. Honorary membership must be approved by the Board of Directors and shall be "gratis". Additional fees may be waived at the discretion of the Board of Directors.

5. Ineligibility

Any person employed in the private sector who sells, markets, or promotes services or commodities which may be procured by an Association member on behalf of a public entity is considered ineligible for membership in the Association.

It shall be the duty of the Association, through its Board of Directors, to apply the rules of eligibility, in a fair and impartial manner to the end that the membership shall consist of persons whose interest in the Association is the enhancement of their knowledge and skills in the public procurement and materials management profession.

6. Membership Dues

Membership dues are due and payable on June 1 of each year, or in the case of a new member, in conjunction with his/her application for membership.

Providing the membership dues remain the same, the dues will automatically be renewed each year. Should the Board of Directors recommend a change to the dues, the membership will have the opportunity to vote on the change in dues at the Annual Conference Business Meeting.

Membership shall be on an individual name basis. Membership dues may not be prorated.

If membership dues were paid with a personal check, they may be transferred with the individual should they change their employment status.

If membership dues were paid by a public or quasi-governmental entity, and the individual ceases employment with their entity, another individual may succeed to the membership without duplicating dues paid for the membership, upon written notification to the Membership Directory Chairperson.

7. Delinquency of Dues

A member will be considered delinquent on September 1st if dues have not been paid and a \$10⁰⁰ late fee will be applied. The member will be notified of the delinquency by the Membership Directory Chairperson.

If dues are not paid by December 1, the member shall forfeit all rights to membership and his/her name shall be removed from the list of members maintained by the Membership Directory Chairperson.

8. Attendance at Meetings

It is expected that all members registered for attendance at the Annual Conference and Tradeshow or Fall Workshop will be present at a majority of the scheduled sessions/meetings. Consistent failure to attend the sessions/meetings shall be brought to the attention of any member who disregards this requirement. Continued failure to attend scheduled

sessions/meetings upon notice, shall result in disqualification as a member, subject to approval of the Board of Directors. All dues and/or fees shall be forfeited and the member shall have no recourse.

ARTICLE 5 OFFICERS

1. Definition

The Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by this Association.

2. Term

The Officers shall be elected to serve one (1) year terms, and their term of office shall coincide with the fiscal year.

3. Minimum Requirements

A candidate for office must be a Regular member, in good standing, for a minimum of three (3) consecutive years. A candidate for office must hold a professional procurement, contract administration, or materials management certification from a universally recognized professional association or Council at the time of election to any office and for the duration of the term(s) of office, and must have chaired a FAPPO Committee

4. Vacancies

Should a vacancy occur in any office, the Board of Directors shall appoint either a current officer or one of the Past Presidents to serve for the duration of the vacated term of office. This may be accomplished by either a special meeting of the Board of Directors or a series of conference telephone calls or EMails obtaining an affirmative vote of not less than a majority of the Board of Directors' current members. Results of such actions shall be duly recorded by the senior officer of the Association. This appointment will terminate at the close of the next Annual Conference and Tradeshow.

5. Membership Status

Should any officer have a change in employment which would affect his/her membership status, as set forth in conditions for membership, Article 4, Section a, that officer shall tender his/her resignation within four months to the Secretary. Failure to do so will be cause for the Board of Directors to declare the office vacant and the President shall treat the vacancy according to Article 5, Section 4.

6. Election of Officers

The election of any officer shall be determined by a majority vote. That is, if none of the candidates receive a majority (50% plus 1 vote) of votes on the first ballot, a run-off ballot between the top two candidates will be held.

**ARTICLE 6
DUTIES OF THE OFFICERS**

1. President

The President shall preside at all meetings of the Association and shall perform the following duties:

- a. Call to order and preside at the Annual Conference and Tradeshow, Fall Workshop, and all Board of Directors meetings. Prepare an agenda for each Board of Directors meeting.
- b. Appoint any and all committees necessary for the proper operation of the Association. The President shall serve as an ex officio member of all appointed committees.
- c. Finalize all reservations and Annual Conference arrangements, including banquet and entertainment, a minimum of 120 days prior to the Annual Conference and Tradeshow.
- d. Call a Board of Directors meeting 60 to 120 days in advance of the Annual Conference and Tradeshow. The primary purpose shall be to review the Annual Conference and Tradeshow Program, receive officer and committee reports and finalize all arrangements, details and schedules pertaining to the Annual Conference and Tradeshow.
- e. Report the general welfare and status of the Association to members at the Annual Business Meeting held during the Annual Conference and Tradeshow.
- f. At such time as requested by State Purchasing or other State, Federal or local authority, the President shall:
 1. Appoint a special delegation or task force as requested.
 2. Act as liaison for communications between the initiating authority and the Association.
- g. Shall present a balanced budget to the Board of Directors based on incoming fees.

2. Vice President

The Vice President becomes President of the Association upon completion of his/her term of office as Vice President and shall perform the following duties:

- a. Preside at all Board of Directors meetings when the President is absent and at any other meetings as directed by the President. He/she shall perform all duties of the President should that office become vacant, until the Board of Directors can act in accordance with Article 5, Section 4.
- b. Attend all Board of Directors meetings, Annual Conference and Tradeshow and Fall Workshop meetings.

- c. Serve as Chairperson of the Nominating Committee.
- d. Assist the President throughout the year in any duties as called upon.
- e. Serve as Program Chairperson of the Annual Conference and Tradeshow. Prepare a program draft and all program details in time for the Board of Directors Meeting, called in accordance with Article 6, Section 1 (d), normally, not less than four (4) months in advance of the Annual Conference and Tradeshow. Re-confirm all Annual Conference Program speakers, panel chairpersons, etc., no less than two (2) months in advance of the Annual Conference and Tradeshow.
- f. Coordinate arrangements for use of Annual Conference meeting rooms, special programs, etc., during the Annual Conference and Tradeshow. Act as liaison between hotel personnel and the members and their guests.
- g. Assure, through the Secretary or WebMaster, a first mailing to the membership, formally announcing the Annual Conference and Tradeshow, giving time, place, program schedule, and other Annual Conference information, a minimum of eight (8) weeks in advance of the Annual Conference and Tradeshow.
- h. Assure, through the Secretary or WebMaster, that a reminder of the Annual Conference and Tradeshow is sent to the membership, including all pertinent information, four (4) weeks in advance of the Annual Conference and Tradeshow.
- i. Announce a site location for the following year's Annual Conference and Tradeshow twelve (12) months in advance.
- j. Assume responsibilities of any vacant committee chairperson for the balance of the year or until a new chairperson is appointed by the President.

3. Treasurer

The Treasurer becomes Vice President of the Association upon completion of his/her term of office as Treasurer and shall perform the following duties:

- a. Attend the Annual Conference and Tradeshow, Fall Workshop, and all meetings of the Board of Directors.
- b. Receive and maintain all monies for the Association.
- c. Establish and maintain day-to-day financial operating accounts. The Treasurer and one additional Officer shall be required to sign checks on all financial operating accounts.
- d. Remit all payments to payees.

- e. Keep an itemized account of all receipts and disbursements.
- f. Prepare and present a financial report of all transactions and balances at each Board of Directors Meeting and to the general membership at the Annual Conference and Tradeshow.
- g. Ensure that each of the officers and the Executive Director are bonded.

4. Secretary

The Secretary becomes Treasurer of the Association upon completion of his/her term of office as Secretary and shall perform the following duties:

- a. Attend the Annual Conference and Tradeshow, Fall Workshop, and all meetings of the Board of Directors.
- b. Prepare minutes of the proceedings of all Board of Directors Meetings and all business meetings, which shall be mailed to all Board of Directors members along with copies of all handouts, for review and comment, no later than 90 days following the applicable meeting.
- c. Conduct all correspondence necessary to the business of the Association, including notification to the membership of all meetings and any other necessary information.
- d. Write, edit and distribute the Association Newsletter.
- e. Ensure that the Registration Desk is staffed during the Annual Conference and Tradeshow and the Fall Workshop.

5. Failure to Perform Duties

Any officer who fails to perform the duties of his/her office may be suspended by majority vote of the Board of Directors, subject to ratification by the membership at the next Annual Conference and Tradeshow.

6. Other Duties

The duties of each of the officers are further delineated in the Officers and Committee Chairperson's Manual.

7. Abuse or Violation of Ethics and/or Policy

Any member of the Board of Directors or Committee Chairman or Committee Member who abuses Association funds or violates the policies and/or ethics established by the Association and/or the Board of Directors may be removed from office by a majority vote of the Board of Directors. Any such action shall be governed by Robert's Rules of Order.

ARTICLE 7 MEMBERSHIP MEETINGS

1. Annual Conference and Tradeshow

An annual meeting may be held during the fourth quarter of each fiscal year at a place selected by the President, and shall be designated the Annual Conference and Tradeshow.

2. Fall Workshop

A Fall Workshop may be held during the second quarter of each fiscal year at a place selected by the President.

3. Special Meetings

Special membership meetings may be called at the discretion of the President or upon request of 10% of the membership, at least three (3) weeks in advance thereof. The purpose of the meeting shall be stated in the call.

Should a time-sensitive or urgent issue occur that requires an immediate Board of Directors decision and which cannot be deferred to a regularly scheduled Board of Directors meeting, the President shall solicit all active Board of Directors members electronically. The President shall provide the Board of Directors members with sufficient background and information upon which to make a decision in the matter and shall state a specific date and time for voting on each issue. A minimum of ten (10) votes, three (3) of which must be from current officers, must be cast on each issue, and majority vote shall prevail. All votes shall be recorded by the Association Secretary.

4. Quorum

At any meetings, annual or special, a quorum shall consist of ten (10) members, three (3) of which shall be officers of the Association.

5. Gratis Rooms

The President shall receive gratis rooms at the Annual Conference and Tradeshow and the Fall Workshop. At the President's discretion, gratis rooms may be provided to a limited number of individuals, in the best interest of the Association.

6. Membership Directory

A Membership Directory may be provided to Trade Show exhibitors at no cost.

Membership Directories, either via electronic media or hard copy, may be sold upon receipt of payment. The Board of Directors shall determine the selling price, if any.

7. Recording of Minutes

Recording devices shall not be used at any meetings, except by the Secretary in the official capacity of recording minutes shall

record the proceedings of all business meetings. Access to these recordings is prohibited except by consent of the Board of Directors. The use of recorders by the general membership is prohibited and shall be so announced at the commencement of all meetings.

8. Attendance at Annual Conference and Tradeshow & Fall Workshop

Attendance at meetings shall be limited to members and guest speakers and their associates.

Members from public and quasi-governmental offices from surrounding entities where an Annual Conference and Tradeshow is being held are encouraged to attend educational sessions at daily rates established by the Board of Directors.

9. Members' Behavior

Each member is responsible for their behavior and that of their guests at all FAPPO meetings/functions.

ARTICLE 8 BOARD OF DIRECTORS

1. General

The Board of Directors shall consist of the current four (4) officers and all Past Presidents who are regular or associate members in good standing as voting members.

The Board of Directors shall perform the following duties:

- a. Set policy(ies) for the ethical, economic, effective, and efficient functioning of the Association.
- b. Establish and revise as necessary the Code of Ethics.
- c. Meet prior to the Annual Conference and Tradeshow to review plans for the Conference and take any steps necessary to insure its success.
- d. Conduct all interim business of the Association and all other business, not requiring the vote of the membership.
- e. Make recommendations to the membership for changes in its By-Laws, or other matters which require the vote of the membership.
- f. Set the budget, addressing the expenditure of funds for Annual Conference and Tradeshow, Fall Workshop and all other activities for the fiscal year.
- g. Contract for the services of a person(s) and/or management firms as determined to be in the best interest of the Association. Clear Scope of Services or Duties shall be included in the contract.

- h. Meet at the call of the President, upon notification of the Board of Directors members.

2. Quorum

- a. Four (4) voting members, three (3) of which shall be officers of the Association, shall constitute a quorum for any meeting of the Board of Directors.
- b. Voting-members of the Board of Directors may attend meetings via teleconference.

3. Voting

- a. Proxy votes are not permitted.
- b. Board of Directors members must be personally present or attending via tele-conference to vote.

4. Attendees

Committee chairpersons, committee members, and other guests in attendance shall be non-voting participants at Board of Directors meetings.

ARTICLE 9 COMMITTEES

1. Authority

The President shall appoint any committee deemed advisable for the efficient operation of the Association. The President shall be an ex officio member of each committee.

All committees shall serve for a one year period, in conjunction with the fiscal year, with the exception of AEP Awards Committee Members who will serve 4-year terms. The duties of each of the committees are delineated in the Officers and Committee Chairmen's Manual.

2. Nominating Committee

A Nominating Committee shall consist of five (5) members: All current officers and any Past President, appointed by the President. The Vice President shall serve as Chairperson of the committee. It shall be the duty of this committee to nominate candidates for the office or offices to be filled.

All individuals being considered for nomination shall be announced by the Chairperson to the members in attendance at the Annual Conference and Tradeshow during the General Opening Session. Additional names may be submitted, from the floor, for consideration by the Nominating Committee at this time.

During the business meeting, the nomination(s) shall be offered to the Annual Conference and Tradeshow membership by the Nominating Committee Chairperson. Additional nominations from the floor shall be permitted during the business meeting at the Annual Conference and Tradeshow. The chairperson should

follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual, or as otherwise directed by the President.

3. Awards Committee

An Awards Committee shall be appointed by the President for the purpose of determining those members who should be recognized for service to, or leadership of the Association. The committee shall follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual.

4. Professional Development / Education Committee

A Professional Development/Education Committee shall be appointed by the President. The budget shall be established by the Board of Directors. The budget shall set forth the total net amount to be spent on professional development seminars. The committee shall be responsible for initiating and coordinating an educational program for the Association membership.

The committee shall disseminate materials and information regarding professional procurement certification to any interested members, and shall announce, via the newsletter and/or website, scheduled courses and other educational seminars sponsored by the Association. The committee shall follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual.

5. Membership Committees

A Member Recruitment Chairperson shall be appointed by the President for the purpose of initiating and conducting a continuous and vigorous membership drive, and shall issue membership certificates to new members.

A Membership Directory Chairperson shall be appointed by the President. The Membership Directory Chairperson shall prepare and distribute a Membership Directory, and shall validate membership status, as needed, during the election of officers.

The committees shall follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual.

6. Trade Show Committee

A Trade Show Committee shall be appointed by the President, with the concurrence of the Vice President, for the purpose of planning, organizing and coordinating the Annual Trade Show. The committee shall follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual.

7. Financial Review Committee

A Financial Review Committee shall be appointed by the President, for the purpose of reviewing the financial records of the Association. Any concerns or inconsistencies shall be brought to the attention of the Board of Directors. The

committee shall follow the duties as outlined in the Association's Officers & Committee Chairmen's Manual.

8. AEP Awards Committee

In support of the National Purchasing Institute's (NPI) Achievement of Excellence in Procurement Award Program, FAPPO's Awards Committee shall consist of two (2) members, each serving a 4-year term.

The 4-year terms will run from September 1st through August 31st.

The two members shall not rotate off of the committee at the same time; however, they shall serve three of their 4-year terms together for continuity purposes.

AEP Awards Committee members will be appointed by the current President based on a recommendation by the current officers and the immediate Past President. This appointment shall take place, as needed, during a meeting of the Board of Directors.

9. Representation on National Boards

- a. In support of the UPPCC (Universal Public Procurement Certification Council) FAPPO's representatives on the Board of Examiners shall consist of two (2) members as follows: one (1) member who holds a CPPO certification, and one (1) member who holds a CPPB certification. The appointment shall be for a three (3) year period, and is renewable in accordance with UPPCC guidelines.
- b. In support of the NCPPC (National Council for Public Procurement and Contracting), FAPPO's representative shall be appointed to a three (3) year term.

ARTICLE 10 ACCOUNTING SERVICES

The Association shall contract with a Certified Public Accountant to provide financial reports in accordance with Income Tax Basis Accounting Principles and for any other accounting purposes required.

ARTICLE 11 FUND DISBURSEMENT

1. Bonding of Officers and the Executive Director

All officers and the Executive Director shall be bonded to the extent determined by the Board of Directors incident to the handling of Association funds. The cost of the bonds shall be borne by the Association.

2. Issuance of Checks

The Treasurer shall pay out Association funds only on written order of the applicable committee chairperson within the approved budget line item, or as otherwise authorized by the

President; provided that such payments shall be made by check. Checks shall not be issued unless signed by two officers of the Association.

3. Expenditures

Officers, committee, commission, or members shall not be reimbursed for expenditures in excess of specific budget allowance, unless such expenditures have received approval from the President.

4. Accounting Procedures

Income Tax Basis accounting procedures shall be utilized in reporting all financial transactions.

5. Procurement Cards

Procurement cards may be issued to committees with the President's approval. Purchases made with the procurement card shall not exceed the line item budget allowance for expenditures. All cardholders shall adhere to the Purchasing Card Policies and Procedures established by the Credit Card Chairperson. The Credit Card Chairperson has the authority to audit expenditures and inform the Board of Directors of any suspected abuse.

6. Travel Policy

Travel to any conferences, meetings, conventions, etc., must be approved by the Board of Directors prior to travel and/or commitment of funds. All members of the Association are to make every effort to have travel funded by their respective agencies. Any member traveling using Association funds is required to submit a Travel Expense Report to the Treasurer, with a copy to the Credit Card Chairperson within ten (10) calendar days upon return of trip. All Association funded travelers are required to sign the Travel Policy Agreement, and shall adhere to the Travel Policy established by the Board of Directors.

ARTICLE 12 FUND INVESTMENT

1. Restrictions

Placement of Association funds shall be restricted to certificates of deposit, treasury notes, and such other types of investments that are approved by the Board of Directors.

2. Security

Investment papers and such other items as may be agreed on shall be retained by the Accountant. Property secured in such facility shall be inventoried annually by the Treasurer and Financial Review Committee.

3. FDIC Insured

At least seventy-five (75%) percent of reserve funds shall be deposited as savings in an institution which operates under supervision of the Federal Deposit Insurance Corporation or other government regulated corporation.

4. Non-FDIC Investments

A maximum of twenty-five (25%) percent of reserve funds may be deposited or invested in an institution which operates under the laws and principals as established by the Securities and Exchange Commission (SEC) or other appropriate government regulated corporation.

Investments in this category shall be presented by the Financial Committee at a regularly scheduled Board of Directors meeting. Investment must have a majority vote by the Board of Directors.

5. Funds Transfer

The transfer of any funds between accounts within a financial depository and between depositories must first have the approval of the President and his/her Presidential Advisors.

ARTICLE 13 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and where they are not inconsistent with these By-Laws or any special rules of order the Association may adopt.

ARTICLE 14 AMENDMENTS

The By-Laws may be amended at any official regular or special meeting by a majority vote of the membership, provided a quorum is present.

ARTICLE 15 DISSOLUTION

On dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for payment of all lawful debts and liabilities of the organization, distribute all the assets of the organization to one or more of the following categories of recipients, as the Board of Directors shall determine:

- a. A non-profit organization or organizations which may have been created to succeed the Association, provided such organization or each of such organizations shall qualify as an organization described in Section 501 (c) (3) of the Internal Revenue Code.
- b. A non-profit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets,

provided such organizations or each such organizations shall qualify as an organization described in Section 501 (c)(3) of the Internal Revenue Code; and/or

- c. A public institution or institutions of higher learning within the State of Florida, including, but not limited to, state universities and state/community colleges. Public educational institutions with recognized curriculum, including courses in purchasing, procurement, materials management or public administration, may be given preference over institutions which do not offer such curriculum.

ARTICLE 16 INDEPENDENT ASSOCIATION

The Association shall be an independent association and shall not be an affiliate, chapter, subsidiary, or otherwise related to any other National, State or local association, corporation or organization.

ARTICLE 17 FISCAL YEAR

The Association's fiscal year shall be June 1 through May 31.