BYLAWS
OF
THE NEW MEXICO PUBLIC PROCUREMENT AS AMENDED ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be the New Mexico Public Procurement Association.

ARTICLE II - OBJECTIVE

The objectives of this association are to establish cooperative relationships among its members for the development of efficient purchasing methods and practices in the field of educational and governmental public institutional procurement; to encourage maintenance of ethical standards in buying and selling; to promote uniform public purchasing laws and simplified standards and specifications; to collect and disseminate useful information for its members; to promote the interchange of ideas and experiences within the purchasing professions; to encourage research and investigation; to promote ongoing training and certification of those engaged in the profession; to sponsor such other activities as may be useful in providing its members with knowledge for efficient procurement; to strive by all legitimate means to advance the purchasing profession; and to observe the purposes, aims, and objectives of the National Institute of Government Purchasing, Inc. (NIGP).

ARTICLE III - MEMBERSHIP

1. Membership. All persons who desire to become members of this organization shall subscribe to the objectives of the association as outlined in Article II of the Bylaws.

1.1 Regular Membership. Membership in the association shall be open to all public institution 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 subdivisions of the state; full-time employees of NIGP member agencies, provided they spend a significant amount of their time involved in purchasing or materials management functions; and persons with full-time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators. The Board of Directors, by resolution, may determine additional regular membership status for public purchasing agencies and others.

1.2 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 this association. Honorary members shall not be entitled to vote or hold office, and shall be exempt from payment of dues.

1.3 Retired Membership. Retired membership may be conferred upon

members of this association upon their retirement from the pursuit of their livelihood through active employment, and upon written request for such membership. Retired Members shall be entitled to vote and hold office, and shall be exempt from payment of dues.

1.4 Associate Membership. Associate Memberships shall be open to any interested individual other than those described in paragraphs 1.1, 1.2, and 1.3, and as otherwise adopted by the Board of Directors by resolution.

2. Admission. An applicant becomes a regular, associate, honorary, or retired member upon acceptance of the application, payment of dues, as applicable, and confirmation by the membership committee that they meet all eligibility requirements outlined in paragraph 1 above.

3. Revocation. The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice by certified mail, return receipt requested, or actual receipt of the proposed action by the Board of Directors, and be given opportunity within twenty-one (21) calendar days of the mailing of such certified notice or the actual receipt of such notice to show cause in writing as to why the membership should not be revoked.

ARTICLE IV - OFFICERS AND ADMINISTRATION

1. The following shall constitute the officers of the association:

- President
- Vice President
- Secretary
- Treasurer

1.1 President. The President shall exercise 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 the President. The President shall be responsible for authorizing expenditure or commitment of association funds, and be authorized to sign all association checks issued on behalf of the association, except that any expenditure in excess of $1000.00, shall require the written approval of the Board of Directors. Any check over $500.00 shall also require written approval of the President. These limits may be changed by a majority vote of the Board of Directors. The president shall have the authority to expend or commit the Association's funds up to the limit established annually by the board. The president shall perform all duties as from time to time that may be assigned to the president by the Board of Directors.

1.2 Vice President. The Vice President shall perform such duties as are given to the Vice President by the Bylaws or assigned by the Board of Directors. The Vice President shall perform all the duties of the president and shall preside at the meetings

of the Association in case of the disability or absence of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice President shall develop and administer program content, selection, criteria, nomination, and selection pertaining to annual awards and scholarships, shall see that audit of financial records is performed, and perform such duties as are assigned by the President. The Vice President is authorized to approve association checks in the temporary absence of the President for more than two business days.

1.3 Secretary. The Secretary shall keep

a) correct and complete minutes of the proceedings of the Board of Directors, and committees

b) have any of the authority of the Board of Directors

c) e-mail or fax all notices of meetings to the membership,

d) perform such other duties as may be assigned by the President or the Board of Directors

e) post to the web page.

1.4 The Treasurer shall:

a) Have charge and custody of, and be responsible for, all funds and securities of the association;

b) Receive and give receipts due and payable to the association from any source whatsoever;

c) Keep correct and complete books and records of account;

d) Render financial statements upon request to the Board of Directors;

e) Have charge of and be responsible for, the preparation and filing of all tax returns and reports required by law;

f) Assistance in the preparation the Association's budget;

g) Render true and complete written report relative to the affairs of the office at each Board of Directors' and Association schedule meetings;

h) Collect membership dues and report to the Membership chair any delinquency for proper notification (via e-mail or fax);

i) Perform all duties incident to the office of Treasurer, and such other duties as may be assigned to the treasurer by the Board of Directors or the president;

k) The Treasurer shall obtain written approval from the President (or in his or her absence, from the Vice President), for checks in excess of $500.00 and written approval from the Board of Directors for any expenditure in excess of $1000.00;

L) The Treasurer shall prepare and sign all association checks. Treasurer must provide a monthly reconciliation with the bank for the preceding month and must provide a comprehensive report at board meetings.

1.5 Immediate Past President. The immediate past president shall provide support to the current board and current President.

1.6 Board of Directors. The governing body of this association will be an

executive board called the Board of Directors, chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, Treasurer, and standing committee chairs. It shall be the duty of each member of the Board of Directors to attend each meeting of the Board of Directors. The Board of Directors shall control and manage the affairs and finances of the association, and shall have authority to take actions that will serve the best interests of the association and its members.

1.7 Removal. The officers specifically designated in 1.6 of the Article may be removed by the vote of the majority of the whole Board of Directors at a meeting of the board called for that purpose whenever in the board's judgment the best interest of the Association and board will be served. The officers appointed in accordance with the provisions of Article V. may be removed, with cause by a majority vote of the directors present at a meeting called for that purpose. Removal will be for conduct detrimental to the association or Board of Directors, or will neglect of their duties.

2. Fiscal Year. The fiscal year of the association shall be January 1 through December 31.

ARTICLE V - NOMINATIONS AND ELECTIONS

1. Nominating Committee. The Nominating Committee and its chair shall consist of not less than three (3) members. The Nominating Committee will recommend a slate of officers and other members of the Board of Directors for membership vote at the fall association meeting. The slate of candidates will be announced by e-mail to the membership fifteen (15) days prior to the annual meeting by e-mail,fax or other method as determined by the board. Officers shall be elected at the annual meeting from the slate of candidates presented by the Nominating Committee as well as any eligible and consenting members nominated from the floor. A simple majority vote of those regular members in attendance and by absentee ballot will be required for a candidate to win election. Votes by absentee ballot will be counted only if submitted on the association's absentee ballot form and properly signed. The absentee ballot shall be received by the Nominating Committee prior to the official vote via e-mail, or fax. Deadline will be set by the membership chair. NMPPA members will also be able to vote by attending the fall association meeting. Voting will be confidential.

The following officers and directors shall be elected:

- President
- Vice President
- Secretary
- Treasurer
- Board Member Chair of the Budget and Finance Committee
- Board Member Chair of the Education and Professional Development Committee
- Board Member Chair of the Membership Committee;
- Board Member Chair of the Nominating Committee
- Board Member Chair of the Program Committee
- Board Member Chair of Procurement Liaison Committee

- Board Member Chair of Communications Committee
- Board Member Chair of New Mexico State Certifications

In the event of a vacancy in an officer's or director's position, it shall be filled by automatic succession in the case of the Vice President assuming the role of President, or by appointment in the case of all other officers and members of the Board of Directors, which appointment shall remain in effect until the next regular election.

2. Eligibility. Every regular or retired member of this association shall be eligible to hold the office of any officer or director, provided he or she is a member in good standing.

3. Service. No two (2) members from the same governmental office may hold the offices of President, Vice President, Secretary, or Treasurer at the same time.

ARTICLE VI - TERM OF OFFICE

1. Commencement. The term of office of all officers and directors shall commence on January 1 of each year.

2. Period of Time. The term of office of all officers and directors shall be for a period of two (2) years. No one may remain on the Board of Directors for more than six (6) consecutive years, except that a retiring President may continue on the Board for four more years after his or her term.

ARTICLE VII - VACANCIES

A vacancy may exist in any office for the following reasons:

- Death;
- Resignation, in writing; or
- Removal from the office for cause.

The Board of Directors may, by a majority vote, vacate any office for cause. The officer or director shall be given, by registered mail, written notice of any such proposed action of the Board of Directors, together with a detailed statement of the reasons thereof, at least thirty (30) days before formal action to vacate is taken by the Board of Directors. The officer or director affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

ARTICLE VIII - MEETINGS

1. Annual Board Meeting. The annual meeting of the Board of Directors shall be held in the month of January of each year.

2. Annual Membership Meeting. The association shall meet regularly, at its discretion, at least once a year, at such time and place as established by the Board of

Directors. The Program Committee chair, together with the President, shall determine the location of other association meetings. The purpose of the annual meeting shall be to elect officers and directors, present the annual report and financial statement, and to perform other transactions of business as shall be brought before it. Awards may also be presented.

3. Special Meetings. Special meetings may be called by the President on his or her own motion. Special meetings may be called by any other officer upon approval of the Board of Directors. Regular members of the association may, upon approval of the Board of Directors or upon presenting written approval of two-thirds (2/3) of the regular membership, call for a special meeting.

4. Committee Meetings. Committees shall meet as often as necessary to accomplish their goals.

5. Notice of Meetings. Notice shall be by e-mail or faxed or posted on the web site. Notice of the purpose, time, and place of all regular, annual, or special meetings shall be given by the Secretary to all members. Such notice shall be served to members to the extent feasible no less than fifteen (15) days prior to the meeting.

6. Quorum. For any meeting, a quorum shall consist of the majority of the membership present.

7. Voting. Each regular member or retired member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or Bylaws of the association, a majority of the votes cast by the membership at a meeting duly called shall be sufficient to take or authorize action upon any matter which may properly be brought before the meeting. The President shall not vote except in the event of a tie.

8. Authority. Except where inconsistent with these Bylaws, Robert's Rules of Order or other such procedures as adopted by the Board of Directors shall govern the conduct of the meetings of the association.

9. Board of Director's Meetings. The Board of Directors shall meet regularly and, to the extent possible, at least quarterly. The President may call special Board of Directors meetings at any time deemed necessary. Seven board members shall constitute a quorum. Board members may be present physically or telephonically or similar communications equipment. Board members may not vote by proxy. The President shall adopt such rules of procedure as deemed necessary to expedite the meetings. The President shall not vote at Board Meetings except to break a tie. At the option of the President, the Board may take action by written resolution approved by a majority of Board members.

10. Travel. Board Members are in travel status when duly authorized in accordance with the Association approval to engage in Association business away from the local bases of operations. The Executive Board shall recommend to the Association annually for its approval an amount to be expended for members to attend and participate in

meetings, conventions, workshops and other activities for the for the benefit of the Association, and mileage to be determined on a case by case bases as determined by the board. Subject to budget.

ARTICLE IX - COMMITTEES

1. Standing Committees. The standing committees of the association shall be as follows:

- Budget and Finance Committee;
- Education and Professional Development Committee;
- Membership Committee;
- Nominating Committee;
- Program Committee;
- Procurement Organization Liaison Committee;
- Awards and Scholarship Committee; and
- Communications Committee.

1.1 Budget and Finance Committee. The Budget and Finance Committee shall consist of not less than three (3) members. The Chair shall be a member of the Board of Directors. The Budget and Finance Committee's primary responsibilities are to plan, establish, and execute the association's financial program; prepare and present the association's annual report, financial analysis, and statements; and supervise, coordinate, and review the committee's budget proposals for the year. The committee's chair shall make periodic reports to the President on the status of its activities. The Treasurer shall be an ex-officio member of the committee.

1.2 Education and Professional Development Committee. The Education and Professional Development Committee shall consist of not less than three (3) members. The Chair shall be a member of the Board of Directors. The committee's primary responsibilities are to plan, establish, and coordinate educational programs, subject to approval by the Board of Directors, which further the knowledge, expertise, and professionalism of the membership, such as organizing workshops and seminars, and towards certification of the association members. The committee's chair shall make periodic progress reports to the President on the status of its activities.

1.3 Membership Committee. The Membership Committee shall consist of not less than three (3)members. The Chair shall be a member of the Board of Directors. The Membership Committee's primary responsibilities are to organize an effective recruiting program; to prepare materials for distribution to potential members or to help familiarize them with the Association; and to work with the President on membership problems. The Membership Committee shall prepare an annual membership list of paid members in good standing, and include the year in the heading, for presentation at the first Board of Directors Meeting of the Association year. This list shall be effective January 1. This membership list and updated lists will be prepared and available to the Board and to the membership. The Committee's Chair shall make periodic progress

reports to the President on the status of their activities.

1.4 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members. The Chair shall be a member of the Board of Directors. The remaining committee members shall be appointed by the President. The committee's responsibilities are to nominate officers and board members to the membership for election, and for conducting the election.

1.5 Program Committee. The Program Committee shall consist of not less than three (3) members. The chair shall be a member of the Board of Directors. The committee's primary responsibility is to plan, develop, and coordinate information programs, which are educational in nature, for the membership. Other responsibilities include arrangements for guest speakers at meetings and arrangements for audio-visual aids, panels, and/or other appropriate methods to achieve the desired objectives. The committee chair shall make periodic progress reports to the President on the status of its activities.

1.6 Procurement Organization Liaison Committee. The Procurement Organization Liaison Committee shall consist of not less than three (3) members. The chair shall be a member of the Board of Directors. The Procurement Organization Liaison Committee's primary responsibilities are to maintain liaison with organizations, which deal with procurement matters. The Procurement Organization Liaison Committee may designate its own officers, subcommittees, and organizations as may facilitate the execution of its responsibilities.

1.7 Awards and Scholarship Committee. The Awards and Scholarship Committee shall consist of the following members:

- Vice President, Chair;
- Chair of the Education and Professional Development Committee;
- Chair of the Membership Committee; and
- Member-at-Large from association membership, nominated by the President and approved by the Board of Directors.

This committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the following annual association awards, as may be applicable, which may include a Professional Public Buyer of the Year Award, a Professional Public Purchasing Manager of the Year Award, and an Annual Scholarship Award.

This committee may also coordinate submission of the NIGP Association of the Year criteria, nomination of the National Professional Public Buyer of the Year, and nomination of the National Professional Public Purchasing Manager of the Year Award to NIGP or other recognition, as may be applicable.

1.8 Communications Committee. The Communications Committee shall consist of not less than three (3) members. The Chair shall be a member of the Board

of Directors. The Communications Committee's primary responsibilities are to keep the membership abreast of current information, to undertake public information on behalf of the association, and to implement communication actions authorized by the Board of Directors.

2. Special Committees. From time to time, the President may appoint special committees. The chair of such committee shall keep the President advised at all times on the activities of the committee, and shall render such progress reports as required by the President.

ARTICLE X - FINANCES

1. Membership Dues. The association shall receive annual dues from the membership as determined by the Board of Directors. New members shall pay, in full, at the time of acceptance into membership.

2. Assessment. The association may, at its option and in accordance with the Constitution and Bylaws, assess its members for financial support of the association's activities.

3. Contributions and Gifts. The association may receive financial contributions and gifts in support of its activities. The financial receipts of the association, derived from sources other than membership dues, may be retained for the support of the association's activities

4. Fund Raising. The association may conduct fund raising functions to support its activities. No person, officer, or member may, in the name of the association, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors or from the President.

ARTICLE XI - AMENDMENTS

1. Time for Filing Proposals for Amendments. All proposals to amend alter, or repeal any part of the Bylaws must be mailed, faxed or e-mailed or placed on the Association’s website so the membership can review at least fifteen (15) days prior to the meeting that would consider the changes. Members will vote on acceptance of the amendments either by fax or e-mailing the nominating Chair person or by attending the meeting what would consider the changes.

2. Amendments. At designated meetings of the association, the membership may, by a simple majority vote, alter, amend, or repeal any part of the Bylaws, adopt a new Bylaws, or direct the Board of Directors to cause any provision of the Bylaws to be altered, amended, repealed, or adopted; provided, however, that no provision of the Bylaws to be amended be inconsistent with the association status as a nonprofit corporation under the laws of the State of New Mexico.

ARTICLE XII - SEPARABILITY

If any section of the Bylaws are found to be unjust or unconstitutional, it shall not affect any other portion, except as amended under Article XI, Section 1, of the Bylaws of the New Mexico Public Procurement Association.

ARTICLE XIII - DISSOLUTION

1. In the event the association charter is dissolved, the association shall:

1.1 after satisfaction of all debts, liquidate any assets in accordance with the direction of the Board of Directors;

1.2 arrange for deposition of records of the association, in accordance with the direction of the Board of Directors.

ARTICLE XIX -PERSONAL LIABILITY

Director Immunity. No member of the Board of Directors of the Association shall be held liable for actions taken or omissions made in the performance of his/her duties as a Board member except for will situations giving rises to the litigation of committing a criminal offense.

In Witness Whereof, these Bylaws have been executed and attested by the President and the Secretary on behalf of the Association on Friday, November 14, 1997.

New Mexico Public Procurement Association

S/Melinda Via
President

S/Tom Trujillo
Secretary