ARTICLE I - NAME

The name of this organization shall be the New Mexico Public Procurement Association (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 Active 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 (Board), 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 by resolution.

2. Admission. An applicant becomes a member upon payment of dues, as applicable.

3. Revocation. The Board 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 or actual receipt of the proposed action by the Board, and be given opportunity within twenty-one (21) calendar days of the 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:
   1.1. President
   1.2. Vice President
   1.3. Secretary
   1.4. Treasurer

2. Officers’ Duties
   2.1. President. The President shall exercise general supervision over the affairs of the Association, preside over all meetings of the Association, be an ex-officio member of all committees, and perform all duties incident to the office of the President. 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.

   2.2. Vice President. The Vice President shall perform such duties as are given to the Vice President by the Bylaws or assigned by the Board. 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 develop and administer program content, selection, criteria, nomination, and selection pertaining to the vendor certification program, 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.

2.3. Secretary. The Secretary shall keep correct and complete minutes of the proceedings of the Board, and committees have any of the authority of the Board email or fax all notices of meetings to the membership, perform such other duties as may be assigned by the President or the Board post to the web page.

2.4. The Treasurer shall:

2.4.1. have charge and custody of, and be responsible for, all funds and securities of the Association;

2.4.2. receive and give receipts due and payable to the Association from all sources;

2.4.3. keep correct and complete books and records of accounts in accordance with Generally Accepted Accounting Principles;

2.4.4. render financial statements upon request to the Board;

2.4.5. have charge of and be responsible for, the preparation and filing of all tax returns and reports required by law; and shall prepare financial reports as required by NIGP

2.4.6. prepare the Association’s annual budget;

2.4.7. render true and complete reports relative to the affairs of the office at each Board and Association scheduled meetings;

2.4.8. collect membership dues and report to the Board any delinquency

2.4.9. perform all duties incident to the office of Treasurer, and such other duties as may be assigned to the Treasurer by the Board or the President;

2.4.10. obtain approval from the President (or in his or her absence, from the Vice President), for expenses subject to Article X, Section 6.

2.4.11. prepare and sign all Association checks.

2.4.12. prepare a monthly bank reconciliation

2.4.13. coordinate and assist an Independent Accounting Firm, as approved by the Board, with the Association’s financial records to facilitate periodic and annual reports required by the Association and by State and Federal Law; Coordinate and assure so that the Association maintains the required up to date and current legal standing with the required entities, such as NIGP, State and Federal taxing authorities.

2.4.14. have approval of the Board to contract with an Independent Accounting Firm to be the Association’s registered agent to assure continuity in the filing of annual tax returns and corporate reports and maintain a consistent address of Association Documents. The Accounting Firm will report to the Board.

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

3. Board of Directors. The governing body of this Association will be an executive board called the Board of Directors (Board), chaired by the President, consisting of the Immediate Past President, Vice President, Secretary, Treasurer, and standing Directors. It shall be the duty of each member of the Board to attend each meeting of the Board. The Board 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.

4. Removal. The officers specifically designated in Section 1 of this Article may be removed by the vote of the majority of the whole Board 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, or for being neglectful of their duties.

5. Fiscal Year. The fiscal year of the Association shall be January 1 through December 31.

**ARTICLE V – DIRECTORS**

1. Education and Professional Development Director. The Director’s primary responsibilities are to plan, establish, and coordinate educational programs, subject to approval by the Board, which further the knowledge, expertise, and professionalism of the membership, such as organizing workshops and seminars, and towards certification of the Association members. The Director shall make periodic progress reports to the President on the status of its activities.

2. Membership and Certification Director. The Director’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 Director 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 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 Director shall develop, implement, and maintain an in-state certification program as approved by the Board. The Director shall make periodic progress reports to the President on the status of their activities.

3. Program Director. The program director’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 director shall make periodic progress reports to the President on the status of its activities.

4. Procurement Organization Liaison and Nominating Director. The Procurement Organization Liaison and Nominating Director’s primary responsibilities are to maintain liaison with organizations, which deal with procurement matters and to nominate officers and board members to the membership for election, and for conducting the election.
5. Communications Director. The Communications Director’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. The Director serves as the website administrator and is responsible for all website content, including posting of association meetings and conferences.

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 for more than four (4) consecutive years, except that the immediate Past President may continue on the Board until there is a new Past President to replace him/her.

3. Beginning in January of 2020 the Terms will be:
   3.1. President – 2 Years
   3.2. Vice President – 2 Years
   3.3. Secretary – 2 Years
   3.4. Treasurer – 2 Years

ARTICLE VII-VACANCIES

1. A vacancy may exist in any office for the following reasons:
   1.1. Death;
   1.2. Resignation, in writing; or
   1.3. Removal from the office for cause.

2. The Board may, by a majority vote, vacate any office for cause. The officer or director shall be given, written notice of any such proposed action of the Board, together with a detailed statement of the reasons thereof, at least thirty (30) days before formal action to vacate is taken by the Board. 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-NOMINATIONS AND ELECTIONS

1. Nominations. Nominations will be accepted for officers and directors of the Board 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 and will be posted to the website. Officers and directors shall be elected at the annual meeting from the slate of candidates presented as well as any eligible and consenting members nominated from the floor. A simple majority vote of those regular members made electronically will be
required for a candidate to win election. Deadline to receive votes will be set by the Board. Voting will be confidential.

2. The following officers and directors shall be elected:
   2.1. President
   2.2. Vice President
   2.3. Secretary
   2.4. Treasurer
   2.5. Education and Professional Development Director
   2.6. Membership and Certification Director
   2.7. Programs Director
   2.8. Procurement Liaison and Nominations Director
   2.9. Communications Director

3. 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, which appointment shall remain in effect until the next regular election.

4. Eligibility. Every regular active 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. The office of the Treasurer shall be filled by a member with financial/accounting experience and background.

5. 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 IX – AWARDS and SCHOLARSHIPS

1. The Awards and Scholarship Committee shall consist of the following members: Vice President, Board of Directors.

2. 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:
   2.1 Professional Public Buyer of the Year Award;
   2.2 Professional Public Purchasing Manager of the Year Award; and
   2.3 Scholarship Awards as authorized by the Board.

3. 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. The Board will be the final approval for award criteria and recipients.
4. 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-MEETINGS

1. Annual Board Meeting. The annual meeting of the Board 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. The Programs Director, 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. Regular members of the Association may, upon approval of the Board or upon presenting written approval of two-thirds (2/3) of the regular membership, call for a special meeting.

4. Notice of Meetings. Notice shall be by e-mail and 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.

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

6. 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.

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

8. Board of Director's Meetings. The Board shall meet regularly and, to the extent possible, at least quarterly. The President may call special Board meetings at any time deemed necessary. Five (5) 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.

9. Travel. Board Members are in travel status when duly authorized in accordance with the Board’s approval to engage in Association business away from the local bases of operations. The Board may approve expenses 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 basis as determined by the Board or the board may set an annual travel policy. Members must submit documentation or an approved voucher for reimbursement. All reimbursements are subject to budget constraints.

ARTICLE XI – FINANCES

1. Membership Dues. The Association shall receive annual dues from the membership as determined by the Board. 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 or from the President.

5. Policies and Procedures. The Treasurer may adopt certain policies and procedures for handling the finances of the Association.

6. Expenditure Levels. The President shall be responsible for authorizing expenditure or commitment of Association funds, and is authorized to sign all Association checks issued on behalf of the Association.

ARTICLE XII – AMENDMENTS

1. Time for Filing Proposals for Amendments. All proposals to amend alter, or repeal any part of the Bylaws must be e-mailed and 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 electronically vote on acceptance of the amendments.

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 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 XIII - SEPARABILITY

1. 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 XIV – DISSOLUTION

1. In the event the Association charter is dissolved, the Association shall:
   1.1. Direct the Board to satisfy all debts and liquidate any assets; and
   1.2. Direct the Board to arrange for deposition of records of the Association.

ARTICLE XV - PERSONAL LIABILITY

1. Immunity. No member of the Board 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 situations giving rise to the litigation of committing a criminal offense.