ARTICLE I: NAME, PRINCIPAL OFFICE AND PURPOSE

1. Name
The Corporation was formed in 1968 as an association, and incorporated under the laws of the State of Florida on October 28, 1985 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”.

2. Principal Office
The principal office location and mailing address of the Association shall be determined by the Board of Directors.

3. Purpose
The purpose of the Association is as follows:
   a. To foster and promote advancement in the public purchasing profession through study and discussion.
   b. To provide a marketplace for exchanging ideas and information designed to the approach of the public purchase in an air of mutual interest.
   c. To give taxpayers information on governmental procurement activities in order to foster interest in public affairs and cooperation between governmental buyers and those they serve.
   d. To develop and promote simplified standards and specifications for governmental buying.
   e. To work for the improvement of laws relating to governmental purchasing.
   f. To obtain, posses, and disseminate information pertaining to any and all matters of interest or moment to its members, and to promote the general welfare and prosperity of the State of Florida as a whole.
   g. To have and exercise all such powers, as may be necessary or convenient to the accomplishment of the general objectives herein set out, and to have and exercise all rights, powers, and privileges granted and permitted to not-for-profit corporations by the laws of the State of Florida.

ARTICLE II: MEMBERSHIP

1. Classifications
The Association includes six (6) classifications of membership: Regular, Agency, Transitional, Retired, Academia and Associate.

2. Membership Types
   a. Regular membership consists of individuals who are employees of a public agency, or quasi-governmental non-profit agency located within the State of Florida, and who holds a position where their primary responsibilities are specific to procurement or material management activities.
   b. Agency membership may be provided for public or quasi-governmental entities consisting of more than one procurement or materials management individuals.
   c. Transitional membership is reserved for persons who have been a Regular or Agency member for a minimum of one (1) year, who are no longer employed by a public entity and are actively attempting to obtain re-employment at a public entity.
   d. Retired membership is reserved for all members of the Association who have retired from the public procurement field.
   e. Academia (Non-Voting) membership is reserved for individuals that provide their expert knowledge to FAPPO in the form of “academic activity” or are a full-time student.
   f. Associate (Non-Voting) membership is reserved for members of other public procurement associations, national boards, councils and persons who are employees of a public agency, or quasi-governmental non-profit agency located within United States of
America or Canada, or individuals who hold a position where their primary responsibilities are specific to procurement or materials management oversight.

3. Membership Dues
Membership dues for individuals and agencies are due and payable on July 1 of each year, or in the case of a new member, in conjunction with their application for membership.

Should the Board of Directors recommend a change to the dues, the membership will have the opportunity to vote at a scheduled membership meeting or via other approved voting method.

Membership dues shall not be prorated.

If dues are paid by an individual, they may be transferred with the individual should they change their employment or membership status.

If membership dues were paid by a public or quasi-governmental entity, and the individual ceases employment with that entity, another individual may succeed to the membership upon written notification to the Membership Chair.

4. Termination and Reinstatement of Membership
Failure to pay current dues by September 1 shall result in the termination of membership, and forfeiture of all rights to member benefits.

Upon failure of member, or member agency to adhere to the professional standards or Code of Ethics of FAPPO, the Board of Directors may, after conducting due process, suspend or revoke any individual’s membership or the agency’s membership.

ARTICLE III: OFFICERS

1. Definition
The Officers of the Association shall consist of President, Vice President, Treasurer, and Secretary. These officers shall perform the duties prescribed by these By-Laws, the Policy and Procedures Manual, the Officer’s, Board and Committee Chair’s Manual 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 or Agency member, in good standing, for a minimum of three (3) of the last five (5) consecutive years prior to the scheduled election for such office.

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 successfully performed as the Chair of one of the following FAPPO Standing Committees: FAPPO Bucks, Finance, Professional Development, Special Event/Banquet, Trade Show and Fall Workshop.

Candidate must have attended in person a minimum four (4) Board meetings within the previous three (3) years.

4. Vacancies
Should a vacancy occur in any office, the Board of Directors shall appoint either a current officer or a past president to serve for the duration of the vacated term of office.

5. Officer Membership Status
Should any officer have a change in membership status making them ineligible to serve as an officer, for more than 90 days, that officer shall tender their resignation to the President, or Vice President in the event of membership change of the President. Failure by the officer to tender their resignation will be cause for the Board of Directors to declare the office vacant.
6. Election of Officers
Nominations must be submitted to the Association’s Vice President in writing and must be received prior to the scheduled election. The Board of Directors shall set forth the process by which candidate nominations are submitted.

Every valid nomination received shall be posted to the Association’s website at least five days prior to the scheduled election and notice of the nominations shall be provided to the membership.

Nominations from the floor will not be accepted. If a candidate does not receive a majority vote, of eligible votes, excluding blank votes, after the initial vote, a run-off ballot between the top two candidates will be held.

Elections shall be conducted in one of the following, at the discretion of a majority of the Board of Directors:

a. At a scheduled membership meeting; by a majority of the members present;

b. By written ballot mailed to all members by a majority of the members voting; or

c. By any electronic means available to all members of the Association by a majority of the members voting.

No more than one member from a given agency may serve as an officer at the same time. However, if an Officer accepts employment at an agency where another officer is employed, at any time after they are elected, this restriction shall not apply.

ARTICLE IV: DUTIES OF THE OFFICERS

1. President
The President shall serve as a member of the Board of Directors and provide leadership to the Board and Association and perform duties as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual.

2. Vice President
The Vice President shall serve as a member of the Board of Directors and assist the President in the leadership of the Board and the Association as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual.

The Vice President becomes President of the Association upon completion of their term of office as Vice President.

3. Treasurer
The Treasurer shall serve as a member of the Board of Directors and has the fiduciary responsibility of accounting for the Association’s finances as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual. The Board, at its discretion, may procure outside professional services to assist in the accounting of Association funds.

The Treasurer becomes Vice President of the Association upon completion of their term of office.

4. Secretary
The Secretary shall serve as a member of the Board of Directors and shall maintain the Association records and distribution of correspondences as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual.

The Secretary becomes Treasurer of the Association upon completion of their term of office.

5. Termination
Any officer who fails to perform their duties, is determined to be unfit for their office, abuses Association funds, or violates the policies and ethics established by the Association, may be removed from office.

Proceedings shall be in accordance with the Policies and Procedures Manual and by majority vote of the Board of Directors. Any such action, not otherwise addressed in these By-Laws or the Association procedures, shall be governed by Robert’s Rules of Order.
ARTICLE V: 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 Agency members in good standing.

The affairs of the Association are managed by the Board of Directors. It is their duty to carry out the objectives and purposes of the Association and perform duties as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual.

Additions, changes or deletions to the Policies and Procedures Manual or the Officer’s, Board and Committee Chair’s Manual shall be incorporated after majority vote of the Board of Directors and shall be in accordance with the By-Laws.

2. Contracts
The Board of Directors may authorize any Officer, Board of Directors’ member, or other agent of the Association, to enter into or execute any contract on behalf of the Association. However, without such authorization, no person has the power or authority to bind the Association under any contract or agreement, to pledge the Association’s credit, or render the Association liable for any purpose or amount.

3. Compensation
Board members do not receive compensation for their services but may be reimbursed for expenses.

4. Termination
Any Board of Director member who abuses Association funds or violates the policies or ethics established by the Association may be removed from the Board.

Proceedings shall be in accordance with the Policies and Procedures Manual and by a majority vote of the Board of Directors. Any such action not otherwise addressed in these By-Laws or the Association procedures shall be governed by Robert’s Rule of Order.

ARTICLE VI: COMMITTEES

1. Authority
The President shall establish or dissolve any committee deemed advisable for the efficient operation of the Association. The President shall be an ex officio member of each committee.

2. Duties
Chairs and members shall perform duties as defined in the Policies and Procedures Manual and the Officer’s, Board and Committee Chair’s Manual.

3. Standing Committees
Committee Chairs shall be appointed by the President, Committee members shall be approved by the President each year.

All committee chairs and members shall serve for a one-year period, in conjunction with the fiscal year. Terms for FAPPO representatives on other Boards and Councils are determined by the respective Board or Council. The duties of each of the committees are delineated in the Officer’s, Board and Committee Chair’s Manual.

4. Other Committees and Task Forces
The President shall appoint chairs and approve members to all other committees and task forces each year as is necessary to conduct the business of the Association.

5. Termination
Any committee or task force chair or member who fails to perform their duties, is determined to be unfit for their office, abuses Association funds, or violates the policies or ethics established by the Association, may be removed from their respective committee or task force.

ARTICLE VII: MEETINGS

1. Membership Meetings
Meetings of the membership are held at least one time per year at times and places determined by the Officers.
All members, except those classified as Associate and Academia, may vote on matters of business and elections.

Proxy votes are not permitted.

At the discretion of the Board, voting may be conducted via:

a. Paper ballot or audible vote at a scheduled membership meeting by a majority of the members present;

b. By written ballot mailed to all members by a majority of the members voting; or

c. By any electronic means or digital communications available to all members of the Association by a majority of the members voting.

Majority vote shall prevail, excluding blank votes. The officiating President shall break any tie votes.

2. Board of Director Meetings

Board members must be present or attend via digital communications to vote.

A majority of attending Board members must vote on each issue and the majority vote shall prevail. The officiating President’s vote shall break any tie votes.

Proxy votes are not permitted.

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, or other Officer, shall notify all members of the Board of Directors of the date and time and the reason for the meeting.

Unexcused absences from two (2) consecutive Board meetings per fiscal year may be cause for removal from office or the Board.

3. Special Meetings

Special membership meetings may be called at the discretion of the President or upon request of 10% of the membership. The purpose of the meeting shall be stated in the call. At the discretion of the Board, special meetings may be held by digital communications.

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 by digital communications. Majority vote shall prevail, excluding blank votes. The officiating President shall break any tie votes.

4. Annual Conference

An annual conference may be held at a place and time selected by the Officers.

5. Fall Workshop

A Fall Workshop may be held at a place and time selected by the Officers.

6. Quorum

A quorum exists when:

a. A majority of Board members are present at Board meetings.

b. A majority of registered members are present at a membership meeting or conference.

c. 15% of eligible members participate via digital communications or by mail-in ballot.

The Board of Directors reserves the right to postpone or hold a re-vote by any approved method if it determines an under representation of member participation has occurred.

7. Attendees

Committee chairs, committee members, and other guests in attendance shall be non-voting participants at all Board of Director’s meetings. The Board of Directors may consider certain items in closed session if the President rules them to be confidential in
nature and in the best interest of the Association and its membership.

8. Recording of Minutes
Recording devices shall not be used at any meetings except by the Secretary in their official capacity.

ARTICLE VIII, REPRESENTATION ON NATIONAL BOARDS

In support of the UPPCC, NCPPC, NPI, the NIGP Certification Commission, and other national procurement boards and commissions, the President, based on recommendations by the Officers, shall appoint members to represent the Association on these boards and commissions. These appointments shall take place on an as-needed basis to fill vacancies.

The term and duties of each of the national board and commission appointees are delineated in the Officer’s, Board and Committee Chair’s Manual.

ARTICLE IX, CONSULTING AND EXECUTIVE SERVICES

The Association may contract with consultants and other third-party providers to provide executive director, event planning, and other strategic services determined by the Board of Directors to be in the best interest of the Association.

ARTICLE X: FUNDS

1. Insurance
The association shall maintain insurance or a fidelity bond for Board members and other agents of the Association including the executive director, who control or disburse funds of the association. The association shall maintain and bear the cost of the insurance or bond.

2. Expenditures and Approval of Payments
Expenditures approval and issuance of payments shall be in accordance with the Policies and Procedures Manual.

Expenditures require approval of the Board and funds shall be dispersed by check, credit card, electronic transfer, or other approved means. The authorized signature shall be the Officers whose signatures will be registered with the Association’s banking institution. Officers must obtain the signature of another Officer on checks that will be issued to them personally.

3. Issuance of Checks
The Treasurer shall pay out Association funds only on written approval by the President or Vice President and within the approved budget line item.

4. Restrictions
Placement of Association funds shall be restricted to checking accounts, savings accounts, certificates of deposit, treasury notes or other investment products that are protected by the Federal Deposit Insurance Corporation (FDIC) and approved by the Board of Directors.

ARTICLE XI: ACCOUNTING SERVICES

The Association may contract with a Certified Public Accountant, at the discretion of the Board of Directors, to provide financial reports in accordance with Income Tax Basis Accounting Principles and for any other accounting purposes required.

ARTICLE XII: FISCAL YEAR

The Association’s fiscal year shall be July 1 through June 30.

ARTICLE XIII: 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 XIV, POWERS AND LIMITATIONS

Subject to the provisions and limitations of the State of Florida Division of Corporations Law and any other applicable laws, and subject to any limitations of the
Articles of Incorporation or these By-Laws, the Association’s activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board. The Board shall exercise leadership in determining matters of manual and shall delegate to the officers and/or employed executive directors designated by the Board the authority to carry out the day-to-day business affairs of the Association and to implement Board policies and procedures.

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the following powers:

a. Consider the annual budget presented by any designated Board Committee, make such revisions in the budget as it may deem advisable, and approve a final form of budget.

b. Require annual written reports on operations from any Committees and Task Forces and from any Officer or Executive Director as it deems appropriate.

ARTICLE XV: 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 XVI: AMENDMENTS

The By-Laws may be amended at any general membership meeting or other approved voting process by a simple majority vote of the membership, provided a quorum is present.

ARTICLE XVII: 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.

[END]