

NEW YORK STATE ASSOCIATION
Of
MUNICIPAL PURCHASING OFFICIALS

CONSTITUTION AND BY-LAWS

ARTICLE 1 – NAME

SECTION 1: This Association shall be known as New York State Association of Municipal Purchasing Officials, Inc. (hereinafter referred to as SAMPO).

SECTION 2: SAMPO is a chapter of the National Institute of Governmental Purchasing, Inc. (hereinafter referred to as NIGP).

ARTICLE II - INCORPORATION

SECTION 1: The Certificate of Incorporation for SAMPO was filed with the State, May 18, 1999.

SECTION 2: The Corporation was formed under the Not-For-Profit Corporation Law and is a Type A Corporation.

ARTICLE III - OBJECTIVES

SECTION 1: SAMPO, representing a group of Purchasing Employees and Officials from political sub-divisions that include Towns, Villages, Cities, Counties, Schools, Authorities and Districts of the State of New York:

- (a) Shall provide leadership and professional development to its membership through education, certification and networking opportunities;
- (b) Shall enable members to raise their level of expertise and standards of excellence thereby promoting public trust; and
- (c) Shall cooperate with and assist the New York State: Conference of Mayors, Association of School Business Officials, Association of Towns, NYS Association of Counties and other member affiliated organizations.

ARTICLE IV – MEMBERSHIP

SECTION 1: MEMBER: The membership of this Association shall include any Municipality, School, State Agency, or a recognized political sub-division of the State of New York, which shall be represented in SAMPO by its Purchasing Official(s) or other Employee(s), designated with purchasing responsibilities who have applied for membership and whose membership dues are paid in full.

SECTION 2: ASSOCIATE MEMBER: Any former member, who, because of retirement or other reason, would not be eligible for membership, may continue their affiliation with SAMPO by applying for an Associate Membership. Additionally, any other employee of a Municipality, School, State Agency or other recognized political sub-division of the State of New York who would not ordinarily be eligible for membership under this Article IV Section 2 and who wishes to affiliate with SAMPO may apply for an Associate Membership. Associate members shall be liable for payment of dues in accordance with the current dues schedule at the time of receipt of application.

SECTION 3: HONORARY MEMBER: Persons designated by the Executive Board may be nominated to become an Honorary Member of SAMPO. Candidates for Honorary Membership may also be nominated from the floor at the Annual Spring Conference or another general meeting of SAMPO. Such nominations shall be voted upon and, if approved, elected by a voice count at the Annual Meeting or other general meeting of SAMPO. Honorary Members shall have a Life-time membership. There shall be no membership dues for honorary members.

SECTION 4: LIFETIME MEMBER: Anyone who has been a member for at least ten years may, upon retirement, and upon request, become a Lifetime Member. There shall be no membership dues for lifetime members.

ARTICLE V – MEMBERSHIP VOTING RIGHTS

SECTION 1: Any Member (other than Associate Members, Honorary Members and Lifetime Members) shall have the right to vote on fiscal matters, election of officers, or other business matters of SAMPO (hereafter designated voting member) as presented by the Executive Board of SAMPO. Associate Members, Honorary Members or Lifetime Members shall not have the privilege of voting, but may serve, as appointed, on an Association Committee.

ARTICLE VI – MEETINGS

SECTION 1: There shall be an Annual Meeting concurrent with the Annual Spring Conference of SAMPO.

SECTION 2: At the Annual Spring Conference, there shall be an election of the Officers of SAMPO and such other business that may properly come before this meeting. Special meetings, other than the Annual Spring Conference, may be called at the direction of the President; at least five day's written notice shall be given to the membership. Also, such notice shall state the nature of the business to be conducted. Only members in good standing have the right to vote or hold office.

SECTION 3: Officers duly elected by a majority of Association members present at the Annual Meeting shall be sworn in at the Banquet held during the Spring Conference. They shall take office at the beginning of the last day of the Annual Conference.

ARTICLE VII – OFFICERS

SECTION 1: The Officers of SAMPO shall be the President, First Vice President, Second Vice President and Third Vice President, each of whom shall be voting members in good standing at the time of his/her election.

SECTION 2: The President of SAMPO shall have all of the duties and responsibilities normally assigned to that office. He/she shall preside at all business meetings, shall appoint all committees, unless otherwise provided, and shall perform such other duties as may be directed by resolution of SAMPO. The President may designate presiding Officers for those meetings, over which he or she does not preside, unless otherwise specifically provided herein.

SECTION 3: The First Vice President, in the absence of or during the incapacity of the President, shall perform the duties of the President and shall become President upon the death or resignation of the President.

SECTION 4: The Second Vice President, in the absence of or during the incapacity of the First Vice President, shall perform the duties of the First Vice President and shall become the First Vice President upon the death or resignation of the First Vice President.

SECTION 5: The Third Vice President, in the absence of or during the incapacity of the Second Vice President, shall perform the duties of the Second Vice President and shall become the Second Vice President upon the death or resignation of the Second Vice President. The Third Vice President shall also serve as the Corporate Secretary of SAMPO.

SECTION 6: Officers shall be elected annually for a one-year term and must be in good standing. No Officer may succeed himself in the same office for more than one additional term, but may serve in any position more than once.

SECTION 7: Any vacancy, in any office, that may arise during the year shall be referred to the President for appointment to fill out an unexpired term, and shall be approved by a majority of the Board of Directors.

ARTICLE VIII – REGIONAL REPRESENTATIVES

SECTION 1: There shall be every effort to appoint a Representative from each Region. Representatives shall be voting members in good standing at the time of his/her appointment.

SECTION 2: Regional Representatives will be appointed by the President and shall serve at the President's discretion.

SECTION 3: Regional Representatives shall promote SAMPO and develop regional meetings within their region. Each Regional Representative shall endeavor to plan and schedule a minimum of one Regional Meeting annually.

SECTION 4: Regional Representatives shall be appointed annually for a one-year term and must be in good standing. No Regional Representative may succeed himself/herself in office for more than (4) additional terms unless otherwise approved by a majority of the Board of Directors.

SECTION 5: Any vacancy in a Regional Representative position that may arise during the year shall be referred to the President for appointment to fill out the unexpired term, and shall be approved by a majority of the Board of Directors.

ARTICLE IX – EXECUTIVE BOARD

SECTION 1: The Executive Board of SAMPO shall be composed of the Officers of SAMPO as defined in Article VII above.

SECTION 2: DUTIES: The Executive Board shall be the governing body of SAMPO and shall have general control and supervision over SAMPO operations. The Executive Board shall determine answers to questions of policy which shall arise, which then may be referred to the Board of Directors if necessary.

SECTION 3: MEETING ATTENDANCE: In instances where a voting member cannot be present for a meeting, he or she should notify the President as soon as possible prior to the scheduled meeting date. The Executive Board may ask for the resignation of any voting member who compiles a record of two unexcused absences from the Board of Directors meetings within a twelve-month period. Conference call attendance is permitted.

ARTICLE X – BOARD OF DIRECTORS

SECTION 1: The Board of Directors of SAMPO shall be comprised of all past SAMPO Presidents who are voting members in good standing and are currently active on the Board , the Officers of SAMPO as defined in Article VII above, and the Regional Representatives as appointed by the President. Active on the Board shall be defined as participating, via telephone conference or in person, in at least six of the ten Board meetings held during the current fiscal year. Members who are not active and have missed six or more meetings in any given fiscal year shall have their status as a member on the Board of Directors removed and shall automatically become members of the Executive Advisory Council for the following fiscal year; this would not preclude any past SAMPO President from becoming a member of the Board of Directors in future fiscal years. In order for a past SAMPO President to become active on the Board of Directors after having this status removed, that member must attend six meetings in a given fiscal year.

SECTION 2: The Executive Advisory Council shall be comprised of any Past SAMPO President that continues to provide input and advice related to SAMPO operations, but relinquishes voting privileges due to the inability to participate in a consistent manner.

ARTICLE XI – NOMINATING COMMITTEE

SECTION 1: NOMINATIONS AND NOMINATING COMMITTEE: The Nominating Committee shall consist of all past Presidents who are voting members in good standing and are currently active on the Board. The Nominating Committee shall be responsible for the selection of the slate of Officers. The Nominating Committee shall propose one candidate for each elective office to be filled. In the event the nominating committee shall ever fall below two active members, the current President shall serve on the Nominating Committee.

SECTION 2: CHAIR: The Nominating Committee shall be chaired by the most recent past President.

SECTION 3: MEETING: The Nominating Committee shall conduct its meeting no later than 30 days prior to the Annual Spring Conference and prepare a slate of Officers to be available on the first full day of the Annual Meeting.

SECTION 4: SLATE OF OFFICERS: Each candidate shall be nominated by a majority of the vote of all Nominating Committee members. In the event a Committee member(s) is not present for such vote, then the Committee Chair shall be responsible to contact such absent member(s) (by telephone, fax or e-mail) as soon as possible after the Committee meeting to request submission of the members vote. In the event that there is a tie vote, the Chair is authorized to cast a second vote.

SECTION 5: REPRESENTATION CONSIDERATIONS: The Nominating Committee, when considering recommendations of candidates for SAMPO elective offices, shall give due consideration to achieving reasonable geographical and municipal representation. Candidates not currently holding a SAMPO elective office may submit a brief resume detailing their public office experience and participation in SAMPO. Furthermore, time shall be set aside for the Nominating Committee to meet with the Candidates if necessary.

SECTION 6: ELECTION: The new slate of Officers shall be presented to the membership by the Chair of the Nominating Committee at the Annual Business Luncheon, which shall be held during the Annual Spring Conference. Additionally, the Chair of the Nominating Committee shall accept qualified nominations from the floor. In the event there is more than one individual nominated for an office, ballots shall be distributed to the members present at the meeting and a full vote of all

present, eligible, voting members shall be conducted at the Annual Business Luncheon. At the Annual Banquet, these nominees will be sworn in and will take office on the last day of the Conference.

ARTICLE XII – ADMINISTRATIVE SECRETARY

SECTION 1: AUTHORITY: The SAMPO President shall be authorized to contract for the services of an Administrative Secretary on an annual basis. This position shall be a paid position; salary shall be set in the current annual budget. The contract shall be reviewed and approved annually at the December meeting of the Board.

SECTION 2: DUTIES: The Administrative Secretary shall be responsible for carrying out the general operating responsibilities of SAMPO as designated by the SAMPO President to include, but not be limited to: mailings, maintaining data bases, member correspondence and inquiries, recording and transcribing meeting minutes, maintaining the official books and records of SAMPO, and other duties as defined by the official position description.

ARTICLE XIII – FINANCES

SECTION 1: DUES: To finance the services and activities provided by SAMPO, an annual membership dues schedule shall be established by SAMPO at the Annual Meeting. Such dues schedule shall remain in effect until changed by the members at a subsequent Annual Meeting. All membership dues shall be payable on or before January 31st of each year. Any person who is in arrears of more than three months shall not be considered a member in good standing. There shall be no membership fee for Honorary Members or Lifetime Members.

SECTION 2: FISCAL YEAR: The fiscal year of SAMPO shall be from January 1st to December 31st.

SECTION 3: ANNUAL BUDGET: The SAMPO President shall prepare an annual budget for the operation of SAMPO for the upcoming fiscal year. The budget shall be reviewed by the Finance Committee and presented to the Board of Directors by September 30th of each year, and shall be voted upon by the Board of Directors at the first meeting of the entire Board of Directors to take place after September 30th. The budget shall be adopted if a majority of the Board of Directors votes in favor of approval. In the event that any member(s) of the Board of Directors is not present for such vote; the SAMPO President shall be responsible for contacting such absent member(s) (by telephone, fax or e-mail) as soon as possible after the vote to request submission of the members vote. The Board of Directors reserves the right to approve and/or modify specific items contained in the submitted budget.

SECTION 4: EXPENDITURES: The expenditure of SAMPO funds shall be made solely to promote and carry out the mission of SAMPO. The SAMPO President shall be authorized to obligate the expenditure of SAMPO funds for this purpose, in accordance with the constraints of the approved SAMPO budget. In the event the President deems necessary the expenditure of funds for a purpose which has not been included in the approved SAMPO budget, then the SAMPO President shall seek the authorization of the Executive Board by special vote. In the event of a tie vote, the President may cast a second vote. Such expenditures must be approved by a majority of the members of the Executive Board. The Finance Committee, by majority vote, is also authorized to recommend the transfer of funds from the contingency budget line into specific approved budget lines to fund additional expenses. All transfers shall be reported to the full Board at the next regularly scheduled meeting of the Board.

SECTION 5: DISSOLUTION: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. ("NIGP"), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501 C(3), and contributions to NIGP are then deductible under §170C(2) of the Internal Revenue Code of 1986 for the corporation's charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501C(3) and to which contributions are then deductible under §170C(2) of the Internal Revenue Code of 1986.

SECTION 6: EMPLOYED STAFF/VOLUNTEERS: In addition to the Administrative Secretary, as noted in Article XII, the SAMPO President may employ additional staff as deemed necessary and as included in the SAMPO budget or as approved by a majority of the Board of Directors for the sole purpose of carrying out the operating business of SAMPO. The President, in concurrence with the Executive Board, may approve the expenditures of the volunteers if such expenditures are deemed to be in the best interest of SAMPO. All approvals for additional staff or volunteers shall be reported to the Board at the next scheduled meeting.

SECTION 7: TREASURER: The SAMPO Treasurer shall be appointed by the President and shall serve as the Chairperson of the Finance Committee. This term shall be for a one year period beginning on the last day of the Annual Conference. As such, he/she shall be responsible for the official books and records of SAMPO and shall upon receipt of the authorization from the President, arrange for the disbursement of SAMPO funds. The Treasurer may delegate such responsibilities, as deemed appropriate to the Administrative Secretary and shall report the delegation of duties to the full Board. The Treasurer shall be responsible for the receipt of, and administering of, all funds of SAMPO. He/she shall ensure an accurate accounting of all financial transactions of SAMPO and shall submit, at the Annual Meeting, a full report of all receipts and disbursements made during the preceding year. The fund shall be kept in the name of SAMPO and bank convenient to the Treasurer or the Administrative Secretary. Checks shall be signed by the President, or in his/her absence, the Treasurer or their designee.

SECTION 8: CORPORATE SECRETARY: The SAMPO Corporate Secretary shall be the Third Vice President.

SECTION 9: CASH ADVANCES: The SAMPO President may authorize the advance of cash up to a maximum amount not to exceed \$500, annually, to the Administrative Secretary solely for the purpose of carrying out the operating business in accordance with Article XIII Section 4. Such advance shall be fully documented and accounted for with detailed receipts of expenditure which shall be presented to the Treasurer for review. No further funds may be advanced unless all prior advanced funds have been fully documented and accounted for to the Treasurer.

SECTION 10: ACCOUNTS AND INVESTMENTS: The SAMPO Treasurer shall be authorized to open such bank accounts, as are deemed necessary, and which have been approved by a majority of the Board of Directors. Additionally, the Board of Directors may, upon a majority vote, authorize the Treasurer to invest those funds deemed surplus for the annual operational requirements of SAMPO. Such investments may only be made in U.S.-backed or insured securities.

ARTICLE XIV – COMMITTEES

SECTION 1: The President shall establish such Special Committees as he or she may deem necessary for the proper operations of the business of SAMPO. All Special Committees shall be appointed for a specific term, with no term extending beyond the term of the President making the appointment.

SECTION 2: FINANCE COMMITTEE: The Finance Committee shall be responsible for assisting the President in developing and reviewing the annual budget; for overseeing accounting practices; for reviewing proposed changes to fees charged by the Chapter; for ensuring that corporate tax returns are filed, an external audit of accounts is executed and reviewed; and for recommending fiscal policy direction to the Board of Directors regarding the fiscal affairs of the Chapter.

SECTION 3: The Finance Committee shall be chaired by the Corporate Treasurer and be comprised of the President, two members from the Board of Directors, selected by the President, and a member from the general membership selected by the Executive Board.

ARTICLE XV – AMENDMENTS

SECTION 1: This Constitution and By-Laws may be amended at any Annual Meeting of SAMPO by two-thirds of the Voting members present at the Business Luncheon of the Annual Spring Conference. However, any proposed amendment to the constitution shall first have been submitted in writing to the Board of Directors at least one month in advance of the Annual Meeting.

ARTICLE XVI – CORPORATE ADDRESS

SECTION 1: The SAMPO Corporate address shall be that of the current President.

Adopted May 2010