1. General Powers. The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors, the voting members of which shall be referred to as “Directors”. The Directors may by general resolution delegate to officers of the Corporation and to committees such powers as are provided for in these Bylaws.

2. Composition. The Board of Directors shall be comprised of eight voting members as defined in the Corporation’s Articles of Incorporation: three appointed by the National Institute of Governmental Purchasing, Inc. (“NIGP”); three appointed by the National Association of State Procurement Officials, Inc. (“NASPO”); one representing Canadian public procurement; and one elected by the other members of the Board of Directors. Non-voting members of the Board of Directors shall be as defined in Article III of these Bylaws.

3. Qualifications. Members of the Board of Directors may be required to meet certain qualifications as defined in these Bylaws.

   (a) The Directors appointed by NIGP and NASPO must be certified and in good standing as a Certified Public Procurement Officer. A Director appointed by NIGP or NASPO who fails to maintain certification in good standing throughout his or her term of office shall be deemed to have resigned as a Director as of the date his or her certification expired or is otherwise terminated.

   (b) The Canadian public procurement representative and the Director elected by the Board of Directors may or may not be required to be certified as a Certified Public Procurement Officer or Certified Professional Public Buyer as defined in Board policy.

      i. The Directors elected by the Board of Directors may not be employed by the same agency or association as another existing Director.

      ii. The Directors elected by the Board of Directors may include representatives from stakeholder groups determined to be of
value to furthering the strategic plan of the Corporation. This includes but is not limited to the academician community and industry thought leaders.

4. **Terms.** (a) The Directors of the Corporation shall serve a full term of three years or complete the remainder of an unexpired term but may not serve more than three consecutive terms. Service for more than 18 months to complete an unexpired term shall be counted as a full term. Directors who reach service limits may be appointed to serve additional terms once a separation of one full term has expired.

(b) The Directors of the Corporation shall serve staggered three-year terms on the Board of Directors.

4. **Removal.** Any Director may be removed from office prior to the expiration of the term for which that Director has been appointed or elected, with or without cause, upon action by both (1) the person or body that elected or appointed that Member, and (2) the Governing Board, acting by majority vote of the other, disinterested Directors.

5. **Vacancies.** Vacancies among the Directors, whether caused by the resignation, death, removal, or expiration of a term, shall be filled by the person or body that appointed or elected the Director whose seat is vacant, for the unexpired portion of the term. If any vacancy is left unfilled for at least six months, the remaining Board of Directors may fill the vacancy for the unexpired portion of the term.

6. **Meetings.** (a) The Annual Meeting of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. The Board of Directors may provide by resolution, and without further notice, the time and place, whether within or without the Commonwealth of Virginia, for holding other regular meetings of the Board of Directors.

(b) Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors who may fix any place whether within or without the Commonwealth of Virginia, as the place for holding any special meeting.

7. **Notice.** Notice of the meetings of the Board of Directors shall be given at least seven (7) days, and not more than sixty (60) days previous thereto by written notice delivered personally, or sent by U.S. mail, facsimile transmission or electronic mail to each Director at his or her address as shown by the records of the Corporation. Notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid; when the facsimile transmission is completed; or when the electronic mail is transmitted and no notice of failure to deliver is received by the sender. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any
business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

8. **Voting.** Each Director shall have one vote. Voting by proxy shall not be permitted.

9. **Quorum.** The presence of a majority of the Directors shall constitute a quorum, provided that at least one Director representing NASPO and one Director representing NIGP are present, for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

10. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

11. **Informal Action.** Any action required by law to be taken, or any action that may be taken, at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Directors entitled to vote.

12. **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board of Directors; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

**ARTICLE II**

**OFFICERS**

1. **Officers.** The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, as it shall deem desirable and such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Only the offices of Secretary and Treasurer may be held by the same person. The Chair and Vice Chair may be representatives of any organization or stakeholder group, but may not be representatives of the same organization. All officers of the Corporation shall be Directors of the Corporation.

2. **Election.** The officers of the Corporation shall be elected for a term of three years by a vote of the Board of Directors at an annual meeting of the Board of Directors. An officer may not serve more than two consecutive terms in the same office. If the election of officers shall not be held
at the meeting, such election shall be held as soon thereafter as convenient. New offices may be
created and filled at any meeting of the Corporation. Each officer shall hold office until his successor
shall have been duly elected.

3. **Removal.** An officer elected or appointed by the Board of Directors may be
removed by the Board of Directors whenever in its judgment the best interests of the Corporation
would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of
the officer so removed.

4. **Vacancy.** A vacancy in any office because of death, resignation, removal, or
disqualification, may be filled by the Board of Directors for the unexpired portion of the term.

5. **Chair.** The Chair shall be the principal officer of the Corporation and shall exercise
general leadership, direction and oversight over the affairs of the Corporation, its officers, and the
certification program administration consistent with policies established by the Board of Directors.
The Chair may appoint one or more non-voting advisors, in accordance with Article III of these
Bylaws, to assist the Board of Directors in its work. The Chair may sign any deeds, mortgages,
bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall
be expressly delegated by the Board of Directors, by these Bylaws, or by statute, to some other
officer or agent of the Corporation; and in general, shall perform all duties incidental to the office of
Chairman and such other duties as may be prescribed by the Board of Directors. The Chairman may
take all other action he or she shall deem necessary to advance the purposes of the Corporation,
provided such steps do not exceed the scope of authority determined by the Board of Directors.

6. **Vice Chair.** The Vice Chair shall perform such duties as may be assigned by the
Chair or the Board of Directors.

7. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all
funds and securities of the Corporation; validate the receipts for monies due and payable to the
Corporation from any source whatsoever and validate receipts of and receipts for deposits of all
monies in the name of the Corporation in such banks, trust companies, or other depositories as shall
be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform
all duties incidental to the office of Treasurer and other such duties as from time to time may be
assigned by the Chair or by the Board of Directors. The Treasurer shall be responsible for the
administration and oversight of the Corporation's financial records, and compliance with statutory
reporting requirements, filing of tax returns, and tax payments. If required by the Board of Directors,
the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with
such surety or sureties as the Board of Directors shall determine. The duties of the Treasurer may be
delegated, in whole or in part, as determined by the Board of Directors, to the Corporation’s
professional staff.

8. **Secretary.** The Secretary shall be responsible for keeping the minutes of the
meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other
records required by law or by the policies of the Board of Directors; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office, facsimile transmission, and electronic mail address of each Director, which shall be furnished to the Secretary by such Member; and in general perform all duties incidental to the office of Secretary and other duties as from time to time may be assigned by the Chair or by the Board of Directors. The duties of the Secretary may be delegated, in whole or in part, as determined by the Board of Directors, to the Corporation’s professional staff.

ARTICLE III

NON-VOTING, ADVISORY MEMBERS OF THE CORPORATION

The Staff Chief Executives of NIGP and NASPO shall serve as ex-officio, non-voting, advisory members of the Board of Directors, without regard to terms.

Other non-voting, advisory members of the Board of Directors may be appointed at any time by the Chair of the Board of Directors. Advisory members shall serve a specified term not to exceed the term of the appointing Chair. Advisory members may be re-appointed by subsequent Chairs.

ARTICLE IV

COMMITTEES

1. Authority. The Chairman, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of Members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director, or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors that, by its terms, provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.
2. **Term.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. **Chair.** One member of each committee shall be appointed chairman by the Chair of the Board of Directors.

4. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. **Manner of acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with the By-Laws or with rules adopted by the Board of Directors.

**ARTICLE V**

**BOARD OF EXAMINERS**

1. **Appointment.** The Board of Directors shall appoint a minimum of twelve (12) individuals whose certification is in good standing, each of whom is not a Director of the Corporation, to serve as a member of the Board of Examiners. At a minimum of six (6) members of the BOE shall be Certified Public Procurement Officers ("CPPOs") and a minimum of six (6) members shall be Certified Professional Public Buyers ("CPPBs"). The BOE shall consist of two (2) teams, one of which shall be responsible for issues relating to the CPPO certification and the other team shall be responsible for issues relating to the CPPB certification. The members of the BOE must be in good standing and shall hold the UPPCC certification applicable to the team to which they are assigned. Individuals are expressly prohibited from participating in examination development activities for certifications they do not currently hold or have permitted to expire. A minimum of one member must be nominated to serve from each of the following seven (7) organizations: NIGP, NASPO, CPPC, National Association of Educational Procurement (NAEP), National Purchasing Institute (NPI), California Association of Public Procurement Officials (CAPPO), Florida Association of Public Procurement Officials (FAPPO), and other organizations as may be determined by the Board of Directors. The Board of Directors may remove any member of the Board of Examiners for cause, including, but not limited to, failure to attend meetings.

2. **Terms.** All members of the Board of Examiners shall be appointed for a term of three years. Each member shall be eligible for reappointment to two additional three-year terms. Members of the Board of Examiners may serve more than three consecutive terms at the discretion of the Board of Directors. Service for more than 18 months to complete an unexpired term shall be counted as a full term. If the certification of a member of the Board of Examiners expires or is
otherwise terminated during his or her term of office, he or she shall be deemed to have resigned as of the expiration or other termination date.

3. **Chair.** The Board of Directors shall appoint one member of the Board of Examiners to serve as Chair.

4. **Duties.** The Board of Examiners shall:

   (a) **Written Examinations.** Prepare, with the advice of competent academic advisors, written examinations for the certification programs established and administered by the Corporation.

   (b) **Certification.** Act on matters regarding certification, re-certification, and revocation pursuant to procedures adopted by the Governing Board.

   (c) **Waiting period.** Require candidates who have failed a written examination to wait at least three (3) months before retaking that examination.

   (d) **Reports.** Each year give to the Board of Directors information on the state of the examination processes of the certification programs and recommend such measures as it shall judge necessary. The Board of Examiners shall include in its Annual Report, for each certification designation, the number of applicants for each examination, the number examined, and the number passing and failing.

**ARTICLE VI**

**CERTIFICATION PROGRAM ADMINISTRATION**

The Board of Directors shall determine all policies and procedures with respect to best practices for certification relative to the administration of the Corporation’s certification programs.

**ARTICLE VII**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officers or
agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may approve, upon the recommendation of such officers or agents of the Corporation. All deposits shall be executed in accordance with the policies and procedures established by the Board of Directors.

4. **Funds.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

**ARTICLE VIII**

**BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors, committees having any of the authority of the Board of Directors, and the Board of Examiners.

The Fiscal Year of the Corporation shall begin on July 1 of each year and expire on the June 30 of each year.

**ARTICLE IX**

**INDEMNIFICATION**

To the greatest extent permitted under the Act, any present or former Member or officer or Director of the Corporation, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, counsel fees paid or incurred in connection with any action suit or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her having been a Director or officer, or serving or having served the Corporation.

**ARTICLE X**

**ROBERT'S RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure of the Corporation where they are not inconsistent with the Articles of
Incorporation, the Bylaws or any policies or procedures adopted by the Board of Directors.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote at a meeting of the Board of Directors attended by no less than two-thirds of the voting members of the Board of Directors provided that at least thirty days' written notice is given of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Revised:
05/09/2018
12/13/2017
8/27/2011
6/24/2010
8/28/2008
12/17/2008