

**BYLAWS OF THE NORTH CAROLINA AND SOUTH CAROLINA REGION OF THE NATIONAL
ASSOCIATION OF EDUCATIONAL PROCUREMENT, INC.**

**ARTICLE I
NAME**

The name of this organization shall be "The North Carolina and South Carolina Region of the National Association of Educational Procurement", also known as the "Carolinas Region."

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be:

- to promote professionalism among our peers.
- to encourage following the Code of Ethics as stated by the National Association of Educational Procurement (NAEP).
- to promote and assist peers in the development, exchange and adoption of effective and efficient purchasing practices and management.
- to create open communication with other Members to enhance individual growth in the purchasing profession.
- to extend opportunities to buyers through education, by planning meetings that are of interest and timely to the needs of institutional purchasing.

**ARTICLE III
DEFINITIONS**

- **Membership** – refers to all employees of any dues paying institution.
- **Member of Record** – a single designee at each dues paying institution responsible for voting from their individual institution.
- **Regional Board of Directors (Board or Officers)** – The President, Vice President(s), Secretary and Treasurers of the Carolinas Region. Voting Members of Board business.
- **National** – the NAEP National association.
- **Region** – The Carolinas Region.
- **President, 1st Vice President, 2nd Vice President, Secretary, Treasurer** - the current person serving in these positions.
- **Immediate Past President** – Current Member who immediately left the president's position. Non-voting position.
- **Interim Immediate Past President** – Commonly, a former President will be asked by the Board to serve as Interim Immediate Past President because the current Immediate Past President is no longer available to serve in the position (retirement, job change, etc.). It is not uncommon when this occurs for this person to have been out of the NAEP Regional activities for many years. When a former President agrees to serve in this position it is understood that this willingness to serve is a courtesy to the Region and should be treated as such. This is a non-voting position.

**ARTICLE IV
MEMBERSHIP**

Section 1 - To qualify for and to continue Membership in the Region, each institution must be a Member in good standing of the National Association of Educational Procurement (NAEP).

Section 2 - Each Member institution shall hold one vote as defined by the National NAEP Bylaws. This voting entity is referred to as the Member of Record and shall vote on all NAEP elections on behalf of their institution.

**ARTICLE V
DUES**

Section 1 - The Board may make recommendations for annual dues, when necessary, at the Regional Annual Meeting.

**ARTICLE VI
FISCAL RESPONSIBILITY**

Section 1 - The fiscal year shall commence on the first day of January and shall end on the last day of December.

Section 2 - NAEP National office audits the Regional Treasurer's records.

**ARTICLE VII
BOARD MEMBERS**

Section 1 - The voting Officers on the Board shall consist of a President, Vice President (1st and 2nd), Secretary and Treasurer.

Section 2 - The **Region's representative to the National NAEP Membership Committee**, and the Region's Chair of the Regional Annual Meeting Vendor Committee will not be elected positions but will serve under the same terms as the President, 1st Vice President, 2nd Vice President and Secretary. Both positions will be volunteers or nominees from the Region and will be appointed by vote of the Board.

Section 3 - The term of office for Board Members shall be one year and will commence upon the close of the Regional Annual Meeting.

Section 4 - Only individuals whose institutions have paid dues to the NAEP (and the Region, if appropriate) and are in good standing will be eligible to hold a Board position.

Section 5 - To the extent possible, Officers shall be representative of both states, preferably with the President from one state and the Vice President from the other.

Section 6 - The current President will assume the position of Immediate Past-President upon

completion of his/ her term and will hold this position until the next President's term is complete.

**ARTICLE VIII
NOMINATIONS AND ELECTIONS**

Section 1 - Nominations may be submitted by suggestion or on a voluntary basis. Nominee must be amenable to the nomination.

Section 2 - Board Members shall be determined by organizational vote via election.

Section 3 - To provide continuity and consistency in the administration of the Region, upward progression is encouraged in the ranks of the Officers. Such practice will be given first consideration for the positions of President and Vice President when filling these positions through elections.

Section 4 - Vacancies in office shall be handled as follows:

- (a) In the event of death, resignation, or incapacity (as determined by the Board) of the President, the 1st Vice President shall become the President for the unexpired portion of the term.
- (b) The Board will fill vacancies in other offices, for unexpired terms.
- (c) If a Member of the Board becomes employed by an educational institution that does not hold Membership in the National Association of Educational Procurement, the Member shall have ninety (90) days, beginning at the start of non-Membership employment, to either obtain institutional Membership or resign the position.

**ARTICLE VIII
DUTIES OF BOARD MEMBERS**

Section 1 - The President, as the principal Officer of the Region, shall:

- (a) preside at all meetings of the Board
- (b) propose Regional committees and nominate committee chairs as needed
- (c) bring to the attention of the Region all pertinent information from NAEP
- (d) be responsible for:
 - 1. selection of the date and location for the Regional Annual Meeting and advising the NAEP National Office
 - 2. negotiation with venues for the Regional Annual Meeting
 - 3. set up of schedules for planning sessions with the Board
 - 4. establishing registration fees and what they will cover
 - 5. arrangement of food, speakers and/or entertainment
 - 6. orientation of newly elected Board Members
 - 7. representing the Region positively and professionally
 - 8. facilitating and initializing of change and improvement as needed for the Region
 - 9. Review of Bylaws annually, proposing changes with the full support of the Board, initiating voting by the Region and updating following voting results.

Section 2 - The Vice President(s) shall:

- (a) act as the representative of the President when required
- (b) become President for the unexpired term in case of death, resignation, or incapacity of the President
- (c) be responsible for:
 - 1. development of program (with input from the Board)
 - 2. creation and dissemination of thank you letters
 - 3. development and dissemination of the Annual Meeting evaluation form
 - 4. orientation of newly elected Board Members
 - 5. being responsive, proactive and professional in all matters and duties
 - 6. being responsive to Regional matters in a timely fashion

Section 3 - The Secretary shall:

- (a) take and record accurate minutes of the proceedings of all meetings and the Regional Annual Meeting
- (b) conduct the correspondence of the Region including announcements of the Regional Annual Meeting
- (c) perform the following annual meeting responsibilities:
 - 1. manage banners and their placement throughout the meeting (i.e. at registration table, in meeting rooms and head table)
 - 2. distribute minutes as soon as possible after approval by the Board
 - 3. orientation of newly elected Board Members
 - 4. being responsive, proactive and professional in all matters and duties
 - 5. being responsive to Regional matters in a timely fashion
- (d) perform other tasks as necessary

Section 4 - The Treasurer shall:

- (a) be responsible for all financial matters and check disbursements
- (e) maintain the Membership list
- (b) present a Treasurer's Report at the business meeting
- (f) forward copies of all financial mailings to the NAEP National Office
- (g) make payments, after approval by the Membership and as directed by the Board, for any contributions or payments
- (h) orient newly elected Board Members
- (i) being responsive, proactive and professional in all matters and duties
- (j) being responsive to Regional matters in a timely fashion

Section 5 - The Immediate Past-President shall:

- (a) assist Board as requested
- (b) offer solutions and guidance for the Board
- (c) make every practical effort to attend the annual conference immediately following their presidential term
- (d) accept requests for Regional tasks as practical
- (e) provide past NAEP information, files, data as requested by the Board

- (f) respond to Regional matters in a timely fashion
- (g) attend Regional meetings as requested

Section 6 – Interim Immediate Past President

As willing, this position agrees to:

- (a) respond to Regional matters in a timely fashion.
- (b) accept requests for Regional tasks
- (c) provide past NAEP information, files, data as requested by the Board
- (b) assist the President Board
- (e) attend Regional meetings upon request
- (c) offer solutions and guidance for the Board

Section 7 - Officers are expected to make every possible effort to attend and represent the Region at the Regional Annual Meeting. It is also encouraged that the Officers will attend the annual NAEP National Meeting whenever possible.

Section 8 - Officers may propose the creation of committees as needed and shall vote to establish these committees to include the projected lifespan of the committee.

Section 9 - Unless specified otherwise, all Board motions will be determined by a majority rules default. In the case of a tie, the Board may appoint a mutually agreed upon arbitrator as a tie breaking entity. Appointed arbitrators will be granted temporary voting rights that will expire per appointment. It is encouraged that specific arbitrators are not reutilized when practical.

**ARTICLE X
MEETINGS**

Section 1 - The Board shall meet at least one time and schedule regularly as needed for planning prior to the Regional Annual Meeting.

Section 2 - To further the visibility and representation of the Region within the National NAEP community, the Region will provide funding to enable at least one, but preferably two Board Members, to attend the National NAEP Annual Meeting and other NAEP meetings and functions directly related to the growth and promotion of the Region.

Currently, NAEP National covers the expense of one Board Member to attend the annual NAEP Advanced Leadership Program (ALP). As annual budgets allow, the Board will make every practical effort to allow for a minimum of one additional attendee.

Funding will be available to Board Members in order of precedence. If a Board Member cannot attend, then the next Board Member in order of precedence will be allowed the opportunity. This will continue until the entire Board is exhausted. Unused funding will remain in the Regional budget for future use.

Board members will make the effort to utilize funding available through/from their institution, in whole or in part, first.

Funding for meetings and expenses will be voted on by the Board and funding will be issued based on that year's allowable budget. Expenditures will be approved by the Board in advance of incurring expenses.

Section 4 - To conduct official meetings of the Region or the Board, a representative quorum of at least 50% of the Member schools in good standing shall be in attendance. In the event a quorum is not attained, business may be conducted but may not be acted upon nor considered official business until approved by a majority of Members in good standing within a reasonable time following the meeting.

Section 5 - Board Members may invite guests, volunteers, etc to attend Regional meetings as deemed appropriate.

ARTICLE XI BOARD

Section 1 - The Board shall:

- (a) supervise the affairs of the Region
- (b) make recommendations for the Region's growth and prosperity
- (c) make recommendations for the Region regarding proposed amendments to the Bylaws
- (d) transact any business of the Region and report at the next business meeting of the Region

Section 2 - The Board shall hold a minimum of one meeting during the year, the date to be determined by the President.

ARTICLE XII PARLIAMENTARY PROCEDURES

Section 1 - The rules of **parliamentary practice** comprised in **Robert's Rules of Order**, newly revised, shall govern all proceedings of the Region and the Board is subject to such special rules as have been or may be adopted.

ARTICLE XIII AMENDMENTS

Section 1 - Amendments to these Bylaws may be proposed by the Board or a **Bylaws Committee**. A Bylaws Committee will be appointed and approved by the Board as needed.

Section 2. - All proposed amendments shall be sent in writing to each Member and to include the Member of Record at least ten days before they are to be voted upon. The Member of Record is encouraged to collaborate with their institution on all matters and vote accordingly.

Section 3. - These Bylaws may be amended by a two-thirds vote of the voting institutions

Section 4. - When a policy is adopted by NAEP that affects the Regional Bylaw, the Region acknowledges that the National Bylaws take precedence.

ARTICLE XIII
DISSOLUTION

Section 1. - If dissolution is deemed appropriate, more than 50% of the Members of Record in good standing (one vote per institution) must respond to the vote, and at least 75% of those responses must vote for dissolution.

Upon dissolution, the Board shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Association, distribute all remaining assets of the Association to one or more of the following categories of recipients, as determined by the Board.

- (a) To a non-profit organization(s) which may have been created to succeed the Association, requiring that such organization(s) shall meet the requirements of Section 501(c)(3) of the United States Internal Revenue Code, or
- (b) to a non-profit organization(s) having similar aims and objectives as the Association and which may be selected as an appropriate recipient or such assets, requiring that such organization(s), shall meet the requirements of Section 501(c)(3) of the United States Internal Revenue Code, or
- (c) to the National NAEP Scholarship Fund.

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