



**BYLAWS
OF THE
NATIONAL INSTITUTE OF GOVERNMENTAL PURCHASING, INC.**

ARTICLE I

MEMBERS

1. Classes. The Institute shall have three classes of members. The Member Council shall, subject to review and ratification by the Governing Board, establish eligibility criteria and voting privileges that apply to each of the classes.
 - A. Active Members
 - (1) Agencies.
 - (a) Governmental purchasing organizations, including federal procurement agencies and the purchasing agencies or departments of state, provincial, and local governments (or their agencies or departments); publicly owned utilities, schools and colleges, hospitals, public authorities, and other tax-supported purchasing agencies shall be eligible to be Agency Members.
 - (b) Each Agency Member shall be represented in the Institute (for voting purposes) by its chief officer or any other designated representative ("Agency Representative") and by those employees of the Agency Member designated by the Agency Representative to receive NIGP's member benefits.
 - (2) Individuals. Persons who are currently employed by a public agency that is eligible for active membership are also eligible for active membership as an individual if the agency is not a member or has elected not to include the individual on their membership roster.

- B. Associate Members. Persons who are not currently employed by a public agency but wish to hold individual membership in NIGP may be eligible based on the types of individual member categories established by the Member Council. These persons are not entitled to voting rights.
- C. Affiliate Members. NIGP Business partners and collegial associations may be eligible for affiliate membership based on criteria established by the Member Council. These persons are not entitled to voting rights.
- 2. Conditions and benefits of membership. The Member Council is authorized to establish the terms and conditions of membership for all classes of members. The Council is also authorized to define benefits for all classes of membership.
- 3. Member dues. The Finance Council is authorized to establish the amount of any annual dues to be paid by each class of members. The Finance Council may also establish a dues schedule for agency members based on the number of employees to be covered under the agency membership. Dues shall be payable as of the date invoiced.
- 4. Meetings of the Membership
 - A. The Annual Meeting of the members shall be held at a time and place designated by the Member Council. The annual meeting may be held in person, telephonically, or through electronic means; provided that members are not precluded from speaking on any issue brought forth during the meeting.
 - B. Special meetings of the membership may be called by the Governing Board. The notice of a special meeting shall set forth the purpose of the meeting. Special meetings may be held in person, telephonically, or through electronic means; provided that members are not precluded from speaking on any issue brought forth during the meeting.
 - C. Notice. The Chief Executive Officer/Secretary shall send each Agency Representative written notice stating the place, day, and hour of any meeting of the membership, and in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered by mail or electronic means not less than 10 nor more than 50 days before the date of the meeting to each member entitled to vote at the meeting.

- D. Quorum. Ten percent (10%) of the members eligible to vote, present or represented by proxy, shall constitute a quorum at a meeting of members.
 - E. Manner of Acting. A majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.
5. Voting. Each active Member shall be entitled to cast one vote. Any Voter may give a proxy to any other individual otherwise entitled to vote, provided that the proxy is signed by the grantor, and timely presented to the Chief Executive Officer/Secretary.
6. Termination
- A. Failure to pay dues. Membership in the Institute shall be terminated without further action by any person if dues are unpaid 120 calendar days after being invoiced; except as waived per policy in the best interest of the Institute.
 - B. For cause. Upon written complaint, with due process and upon the approval of two-thirds of its members, the Member Council may, for cause, terminate any membership, or require the replacement of any Agency Representative. "Cause" shall include, but not be limited to, violations of any provision of the Institute's Code of Ethics, Code of Conduct, and/or other conduct detrimental to the achievement of the Institute's purposes, or conduct tending to bring the Institute into disrepute among its members or the public. Such actions taken by the Member Council may be appealed to the Governing Board whose decision is final.

ARTICLE II

GOVERNING BOARD

1. General Powers.

- A. All corporate powers of the Institute shall be exercised by or under the authority of, and the affairs of the Institute shall be managed under the direction of, the Governing Board in accordance with the Wisconsin statutes governing nonstock corporations (the "Act"). In general, the Governing Board shall focus its core functions on setting direction, ensuring resources, and providing oversight in the management of the Institute.
- B. The Governing Board has delegated specific responsibilities to the Member Council, the Talent Council and the Finance Council as expressly provided for in these Bylaws and policies adopted by the Governing Board. These powers are limited to the specific activities outlined in policy; and may be amended solely by the Governing Board from time to time in its best interest. It is understood that the Governing Board shall exercise oversight over the Councils and that such delegation of responsibilities does not relieve the Governing Board of its fiduciary responsibility to the Institute and its members. The Governing Board may retract such delegation at any time if retraction is in the best interests of the Institute.
- C. The Governing Board may also, by general resolution, delegate to officers of the Institute and to committees such powers as are provided for in these Bylaws.

2. Membership

- A. Number of Directors. The Governing Board shall consist of eleven (11) voting Directors elected by the members of the Governing Board.
 - (1) A minimum of eight (8) of the eleven (11) Directors shall be public procurement officials:
 - (a) A minimum of five (5) of the eight (8) Directors who are public procurement officials shall be appointed by the Governing Board At-Large.
 - (b) Three (3) of the eight (8) Directors who are public procurement officials shall serve ex-officio as the Chairs of the Finance Council, Member Council, and Talent Council. The Chair of the Finance Council shall also serve as the Institute's Treasurer.

- (2) A maximum of three (3) of the eleven (11) Directors appointed by the Governing Board shall be thought leaders who provide specific expertise and perspective that support the Institute's key strategic objectives as defined by the Governing Board.

- B. The Chief Executive Officer of the Institute and the Chair of the NIGP Certification Commission shall serve ex officio, but without the right to vote.

3. Qualifications

- A. The Governing Board authorizes the Talent Council to recommend the eligibility requirements as well as the preferred knowledge, skills, and abilities of a Governing Board member; subject to ratification by the Governing Board in accordance with applicable policies adopted by the Governing Board.
- B. The eligibility criteria for Governing Board members shall be expressly listed in the Board's policies..
- C. With the exception of the ex-officio members of the Governing Board who are also the Chairs of the three Councils, no member shall serve on the Governing Board and one of the Councils concurrently.

4. Selection

- A. The Talent Council shall nominate a slate of competing candidates for each Director's seat that is either vacant or will become vacant on June 30th.
- B. The Governing Board shall be provided with the ability to review and either appoint or reject candidates nominated by the Talent Council.
- C. The Governing Board shall elect candidates to fill the Director seats through a selection process that requires a majority vote of all voting Governing Board members.
- D. Any Governing Board member shall recuse himself or herself from voting on his or her own candidacy. Such recusals shall have the effect of reducing the number of eligible votes when determining a majority vote of the Governing Board.
- E. The Chair, Chair-Elect, Treasurer, and Chief Executive Officer/Secretary of the Institute shall be selected in the manner set forth in Article III. The Chairs of the Member Council and Talent Council shall be elected in the manner set forth in Article IV.

5. Terms of office

- A. The term of the Directors shall be for three (3) years, unless otherwise specified in these Bylaws, or unless the Director earlier resigns or is removed. Terms shall start on July 1. Terms of the Ex Officio Members shall be as set forth in Articles III and IV of these Bylaws.
- B. No Director appointed as a public procurement official shall serve more than two consecutive terms, unless elected to be the Chair-Elect of the Governing Board during his or her first two terms as Director, in which case, the Director shall remain on the Board as a voting member for the remainder of his or her current term as a Board member or as Chair; whichever term expires later.
- C. Service for the unexpired term of another Director shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

6. Resignation

- A. A Director may resign at any time by notice to the Chief Executive Officer/Secretary.
- B. Any appointed Director who misses three consecutive meetings without written excuse acceptable to the Governing Board, as recorded in the meeting minutes, shall be deemed to have resigned as of the date of the third meeting.
- C. Any Director shall automatically vacate his or her seat on the Governing Board if he or she is no longer qualified to serve based on minimum requirements for service.

7. Removal. Upon due process, a Director may be removed from office for cause by a majority vote of all of the Directors in office. For this purpose, "cause" shall include misconduct detrimental to the Institute, incapacity, or willful neglect of duty as a Director.

8. Vacancies. Any vacancy on the Governing Board shall be filled by the Governing Board consistent with policies established for filling vacancies. Any person so elected shall serve for the unexpired portion of the term.

ARTICLE III

OFFICERS

1. Officers. The officers of the Institute shall be the Chair of the Governing Board, the Chair-Elect of the Governing Board, the Treasurer, the Chief Executive Officer who also serves as Secretary, and such other officers as may be elected in accordance with other provisions of this Article. The Officers shall be ex-officio voting members of the Governing Board, provided that the Chief Executive Officer/Secretary shall be a non-voting member of the Governing Board. With the exception of the Chief Executive Officer/Secretary, all officers of the Institute shall be public procurement professionals holding Institute membership as well as a current professional certification recognized by the Governing Board.
 - A. Chair.
 - (1) The Governing Board shall elect from among the Directors a Chair to preside over the affairs of the Governing Board. The Chairs of the three Councils are not eligible to serve concurrently as the Chair of the Governing Board.
 - (2) The Chair is elected to a non-recurring, two-year term that begins on July 1st and shall serve as a voting member of the Governing Board during his/her term as Chair.
 - (3) The Chair of the Governing Board shall be a current public procurement official holding continual membership in NIGP and possessing a current professional certification recognized by the Governing Board.
 - (4) The Chair shall act in accordance with those powers granted to him or her by the Governing Board as expressly identified and limited within the Governing Board's policies.
 - B. Chair-Elect.
 - (1) The members of the current Governing Board shall elect, through a majority vote, a Chair-Elect who shall serve in this capacity for two (2) years effective July 1st; at which time the Chair-Elect shall automatically ascend to the position of Chair.
 - (2) The Chair-Elect shall be required to meet all of the eligibility requirements established for the Chair.
 - (3) The Governing Board shall define the rules of this election process in its Governing Board policies.

C. Treasurer.

- (1) The Governing Board shall appoint a Treasurer to serve at the pleasure of the Governing Board for a two-year term beginning on July 1.
- (2) The Treasurer may be appointed to recurring additional terms without limit.
- (3) The Treasurer shall also serve as Chair of the Finance Council and act in accordance with those powers granted to him or her by the Governing Board as expressly identified and limited within the Governing Board's policies.

D. Chief Executive Officer.

- (1) The Governing Board shall appoint a Chief Executive Officer who:
 - (a) shall be the Chief Executive Officer of the Institute;
 - (b) shall serve (subject to any contractual rights) at the pleasure of the Governing Board;
 - (c) shall have exclusive authority and responsibility to carry out the directives of the Board; and
 - (d) shall employ and terminate all other employees and contractors performing services for the Institute.
- (2) The Chief Executive Officer shall also serve as Secretary of the Board. The Chief Executive Officer/Secretary shall act in accordance with those powers granted to him or her by the Governing Board as expressly identified and limited within the Governing Board's policies.

E. The Governing Board may appoint one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable; and such officers shall have the authority and perform the duties prescribed from time to time by the Governing Board. Any Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as may be assigned by the Chair of the Governing Board or by the Governing Board as a whole.

2. Executive Committee. The Officers of the Institute shall constitute the Executive Committee in a voting capacity consistent with these Bylaws. The purpose of the Executive Committee is to act on behalf of the Governing Board in matters requiring immediate actions to protect the interests of the Institute and such actions shall be reported to the Governing Board during, and recorded in the minutes of, the next meeting.

3. Resignation. Any officer may resign his position as an Officer at any time by written notice to the Chair or, if the Chair is resigning, by written notice to the Chief Executive Officer/Secretary. An officer who no longer meets the eligibility criteria established by the Governing Board in its policies shall be deemed to have resigned as of the date he or she is no longer qualified.
4. Removal
 - A. In general, by majority vote of all of the Governing Board Directors in office and for cause, the Governing Board may remove any officer (other than the Chief Executive Officer/Secretary) from office. For this purpose, "cause" shall include misconduct detrimental to the Institute, incapacity, or willful neglect of duty as an officer.
 - B. Chief Executive Officer/Secretary. The Governing Board may remove the Chief Executive Officer/Secretary with or without cause, whenever in its judgment the best interests of the Institute would be served thereby. However, such removal shall be without prejudice to any contract rights of the individual.
5. Vacancy. The Governing Board shall, by majority vote, fill a vacancy for the unexpired term of the Chair, Chair-Elect, or Treasurer. The Board shall fill the office of Chief Executive Officer/Secretary at its discretion. In the absence of a Chief Executive Officer/Secretary, the Board shall elect an Assistant or Acting Secretary to fulfill the duties of the Secretary.

ARTICLE IV

COUNCILS

1. Councils. The Governing Board has authorized the creation of, and provided expressed responsibilities to, the Finance Council, the Member Council, and the Talent Council as defined by the Governing Board in its policies. These expressed responsibilities may be amended from time to time in the sole discretion of the Governing Board. These three (3) Councils shall have and exercise the authority to carry out those responsibilities delegated by the Governing Board, subject to the oversight and approval authority of the Governing Board. The designation and appointment of these Councils and the delegation thereto of the expressly delegated responsibilities shall not operate to relieve the Governing Board or any individual Director of any responsibility imposed upon it or him by law.
2. Limited Authority. No Council shall have the authority of the Governing Board and shall specifically not have the authority to:
 - A. Direct and oversee the management of the Institute;
 - B. Amend, alter or repeal the Bylaws;
 - C. Elect, appoint or remove any director or officer of the Institute;
 - D. Fill any vacancy on the Governing Board or any committee of the Board;
 - E. Amend the Articles of Incorporation;
 - F. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
 - G. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Institute;
 - H. Authorize the voluntary dissolution of the Institute or revoke proceedings therefore;
 - I. Adopt a plan for the distribution of the assets of the Institute; or
 - J. Amend, alter or repeal any resolution of the Governing Board.
3. Membership.
 - A. Each Council shall be comprised of eleven (11) voting members.
 - B. The Member Council shall only be comprised of public procurement practitioners holding active membership in the Institute.
 - C. The Finance Council and Talent Council may be made up of a combination of public procurement practitioners and thought leaders who possess expertise in the functional areas governed by the respective Council; provided that public procurement practitioners must hold the majority votes on each of these Councils.

- D. No member shall serve on more than one NIGP Council or on the NIGP Governing Board concurrently, except for the Chairs of the Councils, who shall serve as ex officio members of the Governing Board.

4. Qualifications.

- A. The Governing Board shall establish the qualifications and eligibility criteria for each of the three Councils in policies adopted by the Governing Board.
- B. The Governing Board may establish different qualifications for each of the Councils based on the knowledge, skills, and abilities needed to perform the functions of each Council. The Governing Board may also establish different qualifications for thought leaders who serve on one of the Councils.

5. Selection

- A. Members of the Member Council shall be elected by the Institute's membership in accordance with a competitive elections process set forth in policies adopted by the Governing Board.
- B. The Talent Council shall recommend candidates for appointment to the Finance and Talent Council based on the eligibility requirements established by the Governing Board. The Governing Board shall appoint the members of the Finance and Talent Councils from among the candidates provided by the Talent Council.

6. Leadership

- A. The Member and Talent Councils shall each elect, by majority vote, a Chair to preside over the meetings of the Council. The Governing Board shall elect, by majority vote, the Chair of the Finance Council who shall also serve as the Treasurer of the Institute.
- B. Council Chairs shall be public procurement professionals.
- C. A Council Chair shall serve a two-year term.
- D. The Chair of the Member Council and Chair of the Talent Council shall not be eligible for recurring terms as Chair. The Chair of the Finance Council, who also serves as the Institute's Treasurer, is eligible for recurring terms if qualified and selected by a majority vote of the Governing Board in accordance with the provisions of Article III.

7. Terms of service

- A. The term of each Council member shall be for three years, provided, however, that if a Council member is elected as Chair of the Council during his or her term, the Council member shall serve until the end of his or her term as a Council member or Chair, whichever term expires later. Terms shall start on July 1.
- B. With the exception of the Institute's Treasurer and appointed thought leaders, no Council member shall serve more than two consecutive terms.
- C. Service for the unexpired term of another Council member shall not count against the limit of two consecutive terms, unless the service for the unexpired term was for more than twenty-four (24) months.

8. Resignation

- A. A Council member may resign at any time by notice to the Council Chair. Council Chairs must provide timely notice of resignation to the Governing Board.
- B. Any Council member who misses three consecutive meetings without written excuse acceptable to the Council, as recorded in the meeting minutes, shall be deemed to have resigned as of the date of the third meeting; provided, however, that the Member Council must provide due process to, and determine the procedure for removal of, any of its Member Council members.
- C. Any Council member shall automatically vacate his or her seat on the respective Council if he or she is no longer qualified to serve based on minimum requirements for service.

9. Removal. Upon due process, a Council member may be removed from office for cause by a majority vote of the members of the Governing Board. For this purpose, "cause" shall include misconduct detrimental to the Institute, incapacity, or willful neglect of duty as a Council member.

10. Vacancies

- A. Any vacancy on the Finance Council or Talent Council shall be filled by the Governing Board following the receipt of a competitive recommendation by the Talent Council. Any person so elected shall serve for the unexpired portion of the term.
- B. Any vacancy on the Member Council shall be filled by the Governing Board following the receipt of a competitive recommendation by the Talent Council if the vacancy occurs within one year of the expiration of the current term. If the current term does not expire within one year, the vacancy shall be filled by the membership through an election based on a competitive slate developed by the Talent Council. Any person so elected shall serve for the unexpired portion of the term.

11. Council Committees. The Finance Council, the Member Council, and the Talent Council may independently establish sub-committees as they deem necessary, and shall also establish the mission and duration of each such sub-committee, provided, however, that the Councils may only delegate such authority and responsibility to those sub-committees as has been expressly been granted to the Councils by the Governing Board.

12. Manner of acting. Unless otherwise provided in the resolution of the Governing Board designating a Council, a majority of the whole Council 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 Council. Each Council may adopt rules for its own governance not inconsistent with the Bylaws or with rules adopted by the Governing Board.

ARTICLE V

MEETINGS AND THE CONDUCT OF BUSINESS

1. Meetings.

- A. The NIGP Governing Board may provide by resolution the time and place, whether within or outside of the State of Wisconsin, for holding regular meetings.
- B. Regular meetings may be held in person, telephonically, or through electronic means deemed acceptable to the Governing Board.
- C. Between regular meetings, a special meeting of the Board may be called by or at the request of the Chair who may fix any place, whether within or outside of the State of Wisconsin, as the place for holding any special meeting. In the Chair's absence, any three members of the governing body may call a special meeting of the Board upon written request to the Chief Executive Officer/Secretary.

2. Notice

- A. The Chief Executive Officer/Secretary shall send each member of the Governing Board notice of the regular meetings of the Board at least seven (7) days in advance of the starting day of the meeting.
- B. The notice shall be delivered personally, or sent by mail, facsimile transmission, or electronic means, to each member of the Board at the address shown by the records of the Institute. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, properly addressed, and stamped envelope. If notice is given by facsimile transmission or electronic means, such notice shall be deemed to be delivered when the transmission is completed.
- C. Any Board member may waive notice of any meeting.
- D. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3. Quorum. The presence of a majority of the Board members who have the right to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of those Board members are present at said meeting, a majority of those Board members present may adjourn the meeting from time to time without further notice.

4. Manner of Acting. The act of a majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law, or by these Bylaws. Board members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.
5. Informal Action. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Governing Board, may be taken without a meeting if all of the members of the respective governing bodies unanimously consent to such specific actions in writing.
6. Executive Session. To ensure transparency, the Governing Board shall limit the use of an Executive Session to those sensitive and confidential issues addressing personnel matters or relationships with other current or potential parties where such a discussion, if held in a regular session, could be detrimental to the Institute's position or standing. In such situations, it is the prerogative of the Chair, in the best interest of the Institute, to conduct said portion of the meeting in Executive Session. It is also the prerogative and authority of the Chair to dismiss any and all non-voting members of the Governing Board from the Executive Session. Actions may be taken while the Governing Board is in Executive Session; and a record of attendance and pertinent motions and actions shall be maintained.
7. Compensation. Board and Council members shall not receive any compensation for their services as such. Nothing herein contained shall be construed to preclude any member from:
 - A. Receiving reimbursement for business expenses deemed appropriate by the Treasurer; or
 - B. Serving the Institute in any other capacity and receiving reasonable compensation therefore.

ARTICLE VI

COMMITTEES

1. **Council and Operational Committees.** The Finance Council, Member Council, and Talent Council, by resolution adopted by a majority of the voting members of the respective Council in office, may designate and appoint additional Council committees or task forces for the purpose of advising the Council on matters within the purview of the Council.
 - A. The Chief Executive Officer may designate and appoint specific operational committees or task forces for the purpose of advising staff on matters within the purview of the Chief Executive Officer.
 - B. The designation of any such committee or task force and the delegation of authority to the committee do not relieve the Governing Board, or any member thereof, of any responsibility imposed upon the Governing Board, or any member thereof, by the Act.
2. **Limited Authority.** No committee shall have the authority of the Governing Board in reference to:
 - A. Amending, altering or repealing the Bylaws;
 - B. Electing, appointing or removing any director or officer of the Institute;
 - C. Filling vacancies on the Governing Board or any committee of the Board;
 - D. Amending the Articles of Incorporation;
 - E. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
 - F. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Institute;
 - G. Authorizing the voluntary dissolution of the Institute or revoking proceedings therefore;
 - H. Adopting a plan for the distribution of the assets of the Institute; or
 - I. Amending, altering or repealing any resolution of the Governing Board which by its terms provides that it shall not be amended, altered, or repealed by such council or committee.
3. **Appointments.**
 - A. The composition and eligibility requirements for service on a committee shall be determined in accordance with policies adopted by the Governing Board.
 - B. The Talent Council shall be responsible for adhering to these policies within the context of making all Council committee and task force appointments.

- C. The Chief Executive Officer shall be responsible for adhering to these policies within the context of making all operational committee and task force appointments.
- 4. Term. Each member of a committee shall serve a term as defined in the Governing Board's policies unless the committee is sooner terminated, the member is removed from the committee, or the member no longer qualifies to serve on the committee.
- 5. Chair. One member of each committee shall be appointed chair in accordance with the policies adopted by the Governing Board.
- 6. Vacancies. Vacancies in the membership of any committee may be filled in accordance with the policies adopted by the Governing Board.
- 7. Manner of acting. Unless otherwise provided in the resolution of the Governing Board designating a committee, a majority of the voting members 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 Bylaws or with rules adopted by the Governing Board.

ARTICLE VII

CHAPTERS

1. Organization. The Institute may assist in organizing, and may enter into affiliation agreements with, regional, provincial, state, or local organizations whose purposes are to promote the accomplishment of the Institute's purposes. The Member Council shall establish rules and procedures under which such chapters shall be organized, become affiliated with the Institute, and maintain or terminate their affiliation. The Member Council shall approve all chapter affiliations.
2. Authority. Except as specially authorized by the Member Council, no affiliated chapter may issue any statement on behalf of the Institute or may act on behalf of the Institute without the express authority of the Chief Executive Officer/Secretary.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Governing Board may authorize any officer or officers, agent, or agents of the Institute, 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 Institute. 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 of indebtedness issued in the name of the Institute, shall be signed by such officers or agents of the Institute and in such manner as the Finance Council may determine. In the absence of such determination by the Finance Council, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chief Executive Officer/Secretary of the Institute.
3. Deposits. All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks, trust companies, or other depositories as the Finance Council may select.
4. Funds. The Finance Council may accept on behalf of the Institute any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Institute.
5. Expense reimbursements. The Finance Council shall establish policies and procedures for reimbursement of expenses incurred by directors, officers, employees, or others.

ARTICLE IX

BOOKS AND RECORDS

1. The Institute shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Governing Board, its Councils, and committees having any of the authority of the Governing Board.

ARTICLE X

INDEMNIFICATION

1. To the greatest extent permitted by Sections 181.041 through 181.051 of the Wisconsin Nonstock Corporation Law, the Institute shall indemnify any present or former Director or officer of the Institute, or other such persons so designated in the discretion of the Governing Board, or the legal representative of such person, 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 legal representative may be made a party by reason of his having been a Director or officer, or serving or having served the Institute. However, no indemnification shall be approved or paid unless and until the Governing Board has received an opinion from legal counsel regarding the propriety of doing so. The Board may also authorize the purchase of liability insurance described in Section 181.0883 of the Wisconsin Nonstock Corporation Law.

ARTICLE XI

ROBERT'S RULES OF ORDER

1. General rule. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure of the Institute where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.
2. Exceptions.
 - A. Supermajority action. No bylaw requiring a supermajority vote for any action may be amended, superseded, or repealed by a smaller vote than the supermajority required to act under the bylaw.
 - B. Chair. The Governing Board Chair and the chairs of the Institute's councils and committees, may participate freely in discussions during the meetings.

ARTICLE XII

AMENDMENTS

1. The Governing Board may amend these Bylaws by a two-thirds vote of the entire Board at any meeting, providing that a copy of all proposed amendments has been submitted to each Director at least ten (10) days before the meeting.