

The Manitoba Institute of PMAC Bylaws

September 16, 2001

Revised September 18, 2007

ARTICLE I – NAME

The name of the institute shall be The Manitoba Institute of the Purchasing Management Association of Canada, herein after called the “Institute”, formed under The Manitoba Institute of the Purchasing Management Association of Canada Act, Bill 32 of the Province of Manitoba, herein after called the “Act”. This Act may be referred to as Chapter P310 in the Continuing Consolidation of the Statutes of Manitoba.

ARTICLE II – FINANCIAL YEAR

The financial year of the Institute shall begin on the 1st day of July in any year, and end on the 30th day of June the following year.

ARTICLE III – OBJECTS

1. The Institute is organized as a member of the Purchasing Management Association of Canada herein after referred to as the “National Association”, and shall adopt the amendments, rules and regulations duly and properly adopted by the National Association provided they are:

- accepted by the Board of Directors of the Institute.
- not in conflict with the Provincial laws under which the Institute was established and is governed.

2. The objects of the Institute are to:

- foster and promote the purchasing profession;
- foster co-operation among its members and the members of affiliate associations in Canada;
- develop and promote efficient purchasing methods and practices;
- provide an academic program of studies which leads to member certification;
- provide leadership and consultation on all trade practices; and
- strive by all legitimate means to advance the purchasing profession in Canada.

ARTICLE IV - MEMBERSHIP IN THE INSTITUTE

1. Application for membership in the Institute shall be presented to the Director of Membership along with the required payment. The Director of Membership shall review the application and accept or reject the applicant. If the applicant is accepted, the Director of Membership shall ensure and expedite the membership process.

2. Membership eligibility, categories and requirements of the Institute shall conform to those of the National Association.

3. Any member that is denied membership has the opportunity for review by the Board of Directors as defined by the Act.

4. Certification of membership shall conform to the requirements of those of the National Association.

5. Membership shall abide by the rules and regulations, as it is required by the National Association Code of Ethics.

ARTICLE V - GOVERNMENT

1. A Board of Directors consisting of not more than nine members, a majority of whom shall constitute a quorum, as defined by the Act, shall manage the affairs and business of the Institute.

2. In the event of a tie, the President shall cast the deciding vote.

3. The Board of Directors may, if it is so desired, elect from among its members, an Executive Committee of three or more members, such Executive Committee shall in all its acts, be solely under the direction of the Board of Directors.

4. When a director resigns or position becomes vacant, a member in good standing from the general membership shall be elected or appointed by the Board of Directors.

5. The Board of Directors shall make all appropriations from its fund, but shall have no power to make the Institute liable for any debt or debts to an amount which shall exceed the sum of cash in the hands of the Director of Finance, and not otherwise appropriated.

ARTICLE VI - BOARD OF DIRECTORS

1. The Board of Directors is composed of a President and not more than eight directors that shall be elected from the general membership at the Annual General Meeting.

The Board shall consist of:

- President 3 year term.
- Director of Operations 2 year term ending in an even year.
- Director of Finance 2 year term ending in an odd year.
- Director of Marketing 2 year term ending in an even year.
- Director of Communication 2 year term ending in an odd year.
- Director of Accreditation 2 year term ending in an even year.
- Director of Membership 2 year term ending in an odd year.
- Director of Western 2 year term ending in an even year.
- Director of Northern 2 year term ending in an odd year.

Each director shall serve a two-year term starting and ending in odd or even year as outlined above.

The President and the Director of Operations shall be certified members in good standing. The remaining directors shall be members in good standing.

2. The election of Board of Directors members shall be by vote and a plurality shall elect. The newly elected Board of Directors members shall assume office on July 1 following election and serve an appropriate term or until the election and qualification of their successors. The total number of directors shall be composed of half returning directors and half newly elected directors.

3. Only members in good standing shall have the right to vote, nominate candidates, or stand for nomination as required at any meeting.

4. The President shall be the Chief Executive Officer and Chairman of the Board of Directors and shall exercise a general supervision over the interest and welfare of the Institute. The President shall also be appointed as Manitoba Representative on the National Board of Directors as ratified by the National Association. The President shall appoint and discharge committees and shall perform all other duties ordinarily incidental to the office of the President.

5. If the President is unable to perform the roles and duties or is absent for an unreasonable length of time and approved by the Board of Directors, the Director of Operations shall be installed in the temporary role of President until the President can resume the appointed roles and duties.

6. After election, the Board of Directors shall appoint the chair people of standing committees as may be deemed necessary or desirable, such as:

- Membership
- Audit
- Professional Development Program, Seminars
- Historian, Photographer
- Pulse Newsletter
- Attendance
- Event Organizer

Each committee shall be composed of two or more members, who shall be appointed by the chairperson of the respective committees.

7. The Director of Finance shall:

- be the custodian of all money belonging to the Institute and keep a correct account thereof;
- deposit all monies in the name of the Institute in the financial institute as may be approved by the Board of Directors;
- invest monies as approved by the Board of Directors;
- shall keep correct account and records of all receipts and disbursements;
- make all disbursements authorized by the Board of Directors and approved by the President;
- sign all cheques upon the treasury of this Institute;
- prepare a summary of all outlays of funds to be presented at the Board of Director meetings;
- render a true and complete report of the financial conditions of this Institute at the Board of Director and general membership meetings.

Should the Director of Finance, for whatever reason, resign the office of Director of Finance, the Director of Operations shall assume the duties of the Director of Finance until such time as the Board of Directors appoints a replacement. The Director of Finance and the Director of Operations shall be designated to sign cheques.

The books and accounts shall be open to inspection by any member of the Board of Directors during normal office hours. The Board of Directors shall recommend an auditor, as ratified by the membership, to conduct an annual audit in accordance to the Manitoba Corporation Act. The auditor shall report the audited financial statements to the Board of Directors for approval. The approved audited financial statements shall be signed by the President and Director of Finance and it shall be presented to the members at the next general membership meeting after the end of the fiscal year.

8. The Director of Finance shall ensure that a suitable record is kept in permanent form of all proceedings in the Institute and the Board of Directors meetings and shall perform such other duties as may be assigned to the position. The Director of Finance shall ensure a proper record of the membership and such other records as may be necessary to record the business in this Institute.

ARTICLE VII - ELECTIONS

1. A nominating committee of three members shall be convened not later than 90 days prior to the Annual General Meeting.
2. The Nominating Committee shall select candidates from the general membership for the vacant Board of Director positions.
3. The nominating committee shall send the names of consenting nominees for the Board of Directors to the Director of Finance for publication at the regular meeting immediately preceding the Annual General Meeting.
4. Any five or more members, acting jointly, may present to the Director of Finance, not later than two weeks prior to the Annual General Meeting, the names of any qualified candidates which they wish to nominate and the respective offices for which they are nominated. The Director of Finance shall announce such nominations prior to the election. Such presentation must be in writing and accompanied by written consent of the candidates to serve.
5. The members whose names have been filed with the Director of Finance as nominees for the Board of Directors shall be elected by acclamation provided there is no contest for these positions. The President and director positions must be elected by secret ballot from the candidates nominated, or elected by acclamation.

ARTICLE VIII - MEETINGS

1. The Annual General Meeting of the Institute shall be held on the first regular general meeting prior to end of the Institute's fiscal year for the election of members of the Board of Directors and the transaction of such other business as may come before it.

2. There shall be three general membership meetings plus a minimum of two special events annually.
3. Special meetings may be called at the discretion of the President.
4. The Board of Directors shall meet upon call of the President or any two directors.

ARTICLE IX - FEES AND DUES

1. The Board of Directors shall determine the annual dues for all the various membership categories and notify the membership at the minimum of one month prior to financial year-end. All membership dues are payable in advance of each financial year.
2. All annual dues shall include the affiliation fees as established by the National Association.
3. Members elected during the year shall be required to pay National Association affiliation fees and the Institute dues as established by the Board of Directors.
4. Any members whose dues are in arrears may have their membership revoked by the Board of Directors. At the discretion of the Board of Directors a person's membership may be reinstated upon payment of all unpaid dues.

ARTICLE X - COMPLAINT OF MISCONDUCT

Any complaint of misconduct shall be dealt with under the guidelines described in the Act.

ARTICLE XI - PROCEDURE

1. A quorum shall be ten per cent of the total members or a majority of the committee or Board in session.
2. The order of business shall be as follows:
 - Reading of the minutes of previous meeting
 - Report from the President and Directors
 - Report from the Committees
 - Election of new members
 - Unfinished business
 - New business
 - Adjournment
3. Question of procedure shall be disposed of under Robert's Rules of Order, when not in conflict with the bylaws.
4. A two-thirds majority vote of the total membership (vote of non-confidence) or the two-thirds majority vote of the Board of Directors may remove the President or director from the Board of Directors. A minimum of a 30-day notice of removal to the intended President or director shall be given before the vote is taken.
5. The bylaws may be suspended or amended at any regular meeting of this Institute by an affirmative vote of two-thirds of the members present, provided the proposed amendment shall have been submitted in writing to each member and read at the previous regular meeting.