

**AMENDED AND RESTATED BYLAWS
OF
COLUMBIA CHAPTER, NIGP**

ARTICLE I
OFFICE

The corporation may have an office or offices at such place or places either within or outside of the state of Oregon as the Board of Directors (the “Board”) may from time to time determine.

ARTICLE II
MEMBERSHIP

Section 1. Regular Membership. Regular membership in the corporation shall be open to (i) all public institution procurement and materials management personnel including federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and other public agency; (ii) full- or part-time employees of NIGP, member agencies provided they spend the majority of their time involved in purchasing or materials management functions; (iii) persons with full or part time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators; (iv) persons who take a leave of absence for educational or other reasons may continue as members provided that they continue to pay their dues and plan to re-enter public procurement within two years. Regular members shall be eligible to enjoy all the privileges of corporation membership.

Section 2. Associate Membership. Associate membership in the corporation shall be open to (i) procurement and material management students; (ii) honorary members; and (iii) persons who perform public purchasing as any part of their assigned job duties. Associate member privileges are limited to meeting attendance, receipt of chapter mailings and committee participation (excluding chairing a committee). Associate members shall be eligible to enjoy all the privileges of regular corporation membership, except they (i) may not serve on the Board or as officers of the corporation, and (ii) must pay for meals served at general membership meeting, except the holiday social and spring regular meetings.

Section 3. Retired Membership. Retired membership in the corporation shall be open to retired former chapter members who are no longer active in public procurement. Retired membership privileges shall be the same as those of associate members, except that retired members may chair a committee.

Section 4. Definition of Members. As used in these Bylaws, the terms “member” or “membership” shall include persons holding regular, retired and associate memberships, except that such terms shall not include associate members where the context requires otherwise in light of the fact that associate members may not serve on the Board or as an officer of the corporation.

Section 5. Marketing and Solicitation. Chapter members of any kind may not utilize their chapter membership, the chapter website, chapter meetings or chapter events to market or promote a business in which they, or their immediate family members, have a financial interest.

Section 6. Application for Membership. Membership shall be by written application approved by the Board.

Section 7. Membership Dues. Dues will be assessed on an organization or individual basis. Annual dues will cover the period from January 1 through December 31. The amount of dues will be set from time to time by a majority vote of members having received the Board’s recommendation as to the amount of dues. A member joining after July 1 will be assessed half of the annual dues for the year in which they join.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in the spring of each year on such date, time and place as determined by the Board. Members shall receive notice of such meeting in accordance with the requirements of the Oregon Nonprofit Corporation Act (the “Act”). At the annual meeting, the members shall transact such business as may properly be brought before them.

Section 2. Regular and Special Meetings. The members shall hold a minimum of one regular meeting per year. Special meetings shall be held on call of the Board or ten percent of the members. Notice of special meetings shall be provided in accordance with the requirements of the Act. The members shall meet, at their discretion, approximately five times per year.

Section 3. Member Action and Elections. Members shall act upon those issues they choose to act upon and upon those issues placed before them by the Board, which shall include without limitation: election and removal of Board members and any other issue for which member action is required by the Act, the corporation's Articles of Incorporation or these Bylaws. Members shall take action at a meeting, or without a meeting, by a majority vote. At the discretion of the President, elections shall be held either electronically, or at a meeting of members. The members shall be properly notified of the election method no less than 14 days prior to the date elections are held.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the corporation shall be managed by the Board.

Section 2. Elected Directors. Only regular members may serve on the Board. Further, only members that represent an agency or hold individual national membership in the NIGP may serve on the Board. The president, and vice-president must hold national NIGP membership. The Board shall be comprised of four (4) regular directors and five (5) directors-at-large. The term "Board members" shall refer to all nine (9) of these directors. The Board members shall be elected at the annual meeting of the members. Regular directors shall be elected for a term of four (4) years; however, regular directors shall only serve until the earliest to occur of (a) completion of their four (4) year term, or (b) the ending of the year in which they serve as past president, or (c) until the director no longer qualifies for regular membership, or (d) resignation by the director. The terms of the regular directors and the directors-at-large shall be staggered. Regular directors may be reelected for new four (4) year terms. Directors-at-large shall be elected for a term of three (3) years. *The term of office for all Directors and Officers shall commence on June 1.*

Section 3. Regular Directors Serve as Officers. Unless otherwise required due to a vacancy, the regular directors shall serve as officers of the corporation in the following manner:

Year of Office held by Regular Directors:

Year	Office
1st	Secretary
2nd	Vice President
3rd	President
4th	Past President

Section 4. Removal. Any Board member may at any time be removed, with or without cause, from the Board by the majority vote of the members.

Section 5. Eligibility. Only members holding regular membership are eligible for nomination to an elected Board position. Elected directors shall fulfill the term of their current office prior to seeking any other vacant Columbia Chapter elected board position.

Section 6. Vacancies. Vacancies shall be filled in accordance with the following procedures:

- A. In case of vacancy of the regular director holding the office of president, the regular director holding the office of vice president shall immediately succeed to the office of president. The successor shall serve his or her predecessor's remaining term as regular director and shall serve as an officer of the corporation in the same manner as such predecessor would have served.
- B. In case of vacancy of the regular director holding the office of vice president, the regular director holding the office of secretary shall immediately succeed to the office of vice president. The successor shall serve his or her predecessor's remaining term as regular director and shall serve as an officer of the corporation in the same manner as such predecessor would have served.
- C. In case of vacancy of the regular director holding the office of secretary, the Board will call a special meeting of the members for the purpose of electing a member to fill such vacancy. A member elected to fill such vacancy shall serve his or her predecessor's remaining term as regular director and shall serve as an officer of the corporation in the same manner as such predecessor would have served. The president may appoint a member to act in the temporary capacity of the vacant office until an election is held.
- D. In the case of vacancy of a director-at-large, the Board shall appoint a successor to fill such vacancy. The successor shall serve his or her predecessor's remaining term as director-at-large.
- E. The president shall appoint a past president to complete the Board term of a past president whose office is vacant.

Section 7. Regular Meeting. The Board shall hold a regular meeting in the spring of each year on such date and at such time and reasonably accessible place (within or outside of the state of Oregon) as shall be determined by the Board with three (3) days written notice from the president of the corporation.

Section 8. Special Meetings. Unless provided by Board resolution, all meetings of the Board other than the regular meeting shall be special meetings. Special meetings of the Board may be called on three (3) days' written request of either a majority of the Board members or the president of the corporation to be held at such time and such reasonably accessible place (either within or outside of the state of Oregon) as specified in the notice of the meeting. Written notice of the date, time and place of special meetings shall be given to the Board three (3) days before such meeting.

Section 9. Notice. Whenever notice is required to be given to a Board member, it shall be given in writing whether in person or by mail or e-mail. It shall be addressed to the Board member at his or her address as it appears in the records of the corporation, with any necessary postage thereon prepaid. Such notice will be deemed to be given at the time when the same shall be deposited in the United States mail or transmitted electronically. Notice may also be transmitted by a telephonic facsimile communication device to the facsimile number of the Board member as it appears in the records of the corporation, which shall be deemed effective to the same extent as if the original had been personally delivered or mailed, provided the receiving Board member's device was operating at the time the notice was so transmitted.

Section 10. Waiver of Notice. Whenever any notice is required by law or under the provisions of these Bylaws to be given to any Board member a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance of a Board member 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 unlawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws.

Section 11. Telephonic Meetings. Any or all Board members may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 12. Unanimous Action. Any action required by law or under the provisions of the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 13. Quorum. For the purposes of transacting business at any Board meeting, a quorum shall consist of a majority of the number of Board members in office and entitled to vote.

Section 14. Proxies. Board members may be represented in any meeting of the Board by written proxy, but only if the proxy is granted to another Board member.

Section 15. Manner of Acting. The act of a majority of Board members who are entitled to vote and who are present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Deadlock shall be broken by membership vote at a special meeting duly called.

Section 16. Counsel. The Board may appoint legal counsel for the corporation.

Section 17. Compensation of Board Members. By resolution of the Board, expenses of attendance, if any, may be paid for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving reasonable compensation therefore.

Section 18. Directors-at-Large Duties. Directors-at-large shall attend Board meetings, vote and perform duties as prescribed by the president.

ARTICLE V

OFFICERS

Section 1. Officers. Only regular members may serve as officers of the corporation. The officers of the corporation shall be a president, vice president, secretary and past president. The officers shall consist of regular directors in accordance with Article IV of these Bylaws.

Section 2. Compensation. The officers and agents of the corporation shall not receive salary compensation.

Section 3. President. The president shall be the chief executive officer of the corporation and, subject to the direction of the Board, shall have general management of its business, properties, and affairs. The president shall preside at all meetings of the Board and may sign, with the secretary or any other proper officer of the corporation authorized by the Board, any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The president shall perform such other duties as may be prescribed to him or her by the Board from time to time

Section 4. Vice President. In the absence of the president or in the event of his or her death or inability or refusal to act, the vice president shall perform the duties of the president until a new president takes office and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the Board or the president.

Section 5. Secretary. The secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board or the president.

Section 6. Past President. The past president shall have no responsibility to the corporation other than to provide general counsel to the other officers by reason of serving as past president.

ARTICLE VI

DIRECTORS AT LARGE

The directors-at-large shall be the intergovernmental cooperative purchasing (ICP) committee chair, the meetings and logistics committee chair, the

membership committee chair, the professional development committee chair and the treasurer.

Section 1. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys 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 VII of these Bylaws, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board or the president.

ARTICLE VII **COMMITTEES**

Section 1. General. Subject to the Act and the provisions of the Articles of Incorporation and these Bylaws, the president may from time to time appoint such committees, as it deems appropriate. Membership on these committees need not be limited to Board members, provided, however, that at least one (1) Board member shall serve on each committee.

Section 2. Board Nominating Committee. The Board Nominating Committee shall consist of not less than three members appointed by the president. At least two of the members serving on the committee shall also be members of the Board. The chairman of the committee shall be appointed by the president.

- A. The committee shall receive and evaluate recommendations from the members regarding individuals suggested for candidacy for a position as a regular director or director-at-large.
- B. The committee shall select at least one candidate for each position on the Board for which a term is expiring.
This slate of nominees will be turned over to the president no later than five days prior to the meeting at which Board members are to be elected.
- C. No changes in nominees on this slate may be made after submission to the president except at the request of the nominee.
- D. Nominations may be made from the floor at the *annual membership* meeting, but only if the nominee has given express permission that his name be placed in nomination.

Section 3. Audit Committee. The Audit committee shall consist of not less than two members appointed by the president. The audit shall be performed no later than March 31st. At least two of the members serving on the committee shall also be members of the Board. This committee shall report its findings to the membership at the next meeting of the members. This report will give a statement of accounts based upon actual expenses incurred and income received for the prior year.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Contracts. The Board may authorize any officer or officers or agent or agents of the corporation 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.

Section 2. Checks. Drafts. Etc. 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 depositories as the Board may select. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the corporation shall be signed by the president, the vice president or the treasurer. Before a check, draft, or other order can be made to a corporation member, a Payment Request form must be submitted to the Treasurer. The Payment Request form shall be signed by two of the following officers: the President, Vice President, and/or Treasurer.

Section 3. Fiscal Year. The corporation's fiscal year shall end on December 31 of each year.

Section 4. Rules of Order. The parliamentary rules contained in the current edition of Robert's Rules of Order shall govern in all cases where they do not conflict with the Act, the Articles of Incorporation, these Bylaws or any rules adopted by the Board or any committees thereof.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board.

ARTICLE X
INDEMNIFICATION: INSURANCE

Section 1. The corporation shall indemnify any person who is or was a member, Board members, officer, employee or agent of the corporation against any liability asserted against such person and any liability and expense whatsoever (including, without limitation, attorney's fees) incurred by such person in such capacity, or arising out of his or her status as such, in the manner and to the fullest extent authorized by law. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such present or former members, officers, employees or agents of the corporation.

Section 2. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, Board member, officer, employee or agent of the corporation against any liability asserted against such person and incurred by such person in any capacity or arising out of his or her status as such, whether or not the corporation would have the power under the Act to indemnify such person against such liability.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended by the members or the Board in accordance with the Act.

I hereby certify that the foregoing Bylaws, are the Amended and Restated Bylaws of the Columbia Chapter, NIGP, adopted by its Board effective March 30, 2010.

Denice Henshaw, CPPB
President – Columbia Chapter, NIGP