

OREGON PUBLIC PURCHASING ASSOCIATION BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Oregon Public Purchasing Association (OPPA), Chapter of NIGP –The Institute for Public Procurement.

ARTICLE II - OBJECTIVE

All persons who want to become members of OPPA shall subscribe to the Principal Objectives of the Chapter and OPPA Code of Ethics as outlined in Section 2 of the OPPA Policy Handbook for Officers, Board Members and Committee Chairpersons.

ARTICLE III - MEMBERSHIP

1. The membership shall consist of the following categories:
 - 1.1 Regular Membership: A regular membership is available to all public agency employees authorized to conduct a procurement, employees of any public agency who supervise or manage the procurement function or who provide public procurement related training. A regular member shall pay annual dues and is eligible to vote and may run for any position on the Board.
 - 1.2 Retired Membership: A retired membership is available to individuals that were regular members who have retired. Retired members are exempt from dues, are ineligible to run for any position on the Board but are eligible to serve on any committee and have the same voting rights of a regular member.
 - 1.3 Student Membership: A student membership is available to individuals who are enrolled at least half-time pursuing an undergraduate or graduate curriculum in business administration or procurement applicable areas of study. Applicants must provide proof of education enrollment. Student members are exempt from dues, are ineligible to vote or serve on the Board of Directors or as a Committee Chair but may volunteer as a participant of any committee.
 - 1.4 Transitional Membership: A transitional membership is available to members in good standing, who undergo either temporary displacement of their job or the rearrangement of their current duties as a purchasing professional outside the scope of regular membership requirements. The transitional membership shall be a term no longer than six months, which begins at the yearly membership renewal. A transitional member is eligible to vote and can participate on a committee but is ineligible to run for any office of the Board of Directors. Annual membership fees are waived for transitional members who were in good standing prior to their displacement.

- 1.5 Associate Membership: An associate membership is available to all public institution personnel including federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivision provided the individual spends most of their time in a procurement-related field. In addition to those positions and entities, individuals are eligible to be considered for an Associate Membership if they are:
- a. In a Procurement Equity position;
 - b. A Procurement trainer;
 - c. A Contract Administrator;
 - d. A former public procurement professional who is now self-employed or employed in the private sector in a procurement related role and wishes to maintain OPPA membership affiliation;
 - e. A procurement professional employed by non-publicly funded organizations that follow public procurement practices;
 - f. A contracted procurement professional employed by private sector firms that are specifically contracted by a public entity to perform procurement functions; or
 - g. Any other publicly funded procurement professional from other public, tax-supported institutions. Associate members shall pay annual dues and are ineligible to vote or serve on the Board of Directors or as a Committee Chair but may volunteer as a participant of any committee.

Applications for Membership from any individual other than directly listed above will be forwarded to the Board for consideration on a case-by-case basis. The Board will consider the individuals' affiliation to public procurement in determining suitability for membership.

2. Revocation: The Board, by affirmative majority vote, may revoke the membership of any person for nonpayment of dues, or for other just cause. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the Board, and shall be allowed 15 days from receipt of such notice to show cause as to why the membership should not be revoked. The Board shall consider any membership revocation appeal at the next regularly scheduled Board meeting and shall provide a written response to the appeal within five days following the Board meeting. The Board may decline to consider late appeals.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

1. The following shall constitute the Executive Board:

President
Vice President
Secretary
Immediate Past President
Treasurer

2. These Directors shall constitute the Board of Directors:

Director of Education
Director of Professional Outreach
Director of Communication
Director of Marketing
Director of Chapter Relations

3. The Executive Board, along with the Directors shall collectively be called the Officers of the Board. The Board will be the governing body of this Chapter. The President, Vice President and Treasurer shall be NIGP National members. The President shall Chair the Board. The Board shall control and manage the affairs and finances of the Chapter and shall take action that will serve the best interest of the Chapter and its members. Each member of the Board will have one vote in Board decisions. Tie votes of the Board will be decided by the President.

4. Duties:

- 4.1 The President shall exercise general supervision over the affairs of the Chapter, preside over all meetings of the Chapter, be a member ex-officio of all committees and perform all duties incident to the office of the President. The Vice President will assist the Treasurer in accounting of Chapter Funds.
- 4.2 The Vice President shall assume the duties of the President at meetings and events in the absence of the President and perform such duties as may be assigned by the President.
- 4.3 The Treasurer shall be responsible for the accounting of the Chapter's funds, shall maintain complete and accurate records of receipts and disbursements, and shall render a true and complete report relative to the affairs of the office at each meeting. The Treasurer shall prepare and sign all Chapter checks. The President and Treasurer shall not establish new accounts or transfer any Chapter funds without obtaining Board approval.
- 4.4 The Secretary shall maintain a written record of the proceeding of all meetings of the Board and of the Chapter and perform such duties as may be assigned by the

President or Board of Directors.

- 4.5 The Directors and Immediate Past President shall assist in the decision-making process and serve as committee chairperson or committee members as assigned by the President.

ARTICLE V - NOMINATION AND ELECTIONS

1. Open Officer positions shall be elected annually by a vote via email or other electronic means from a slate of candidates presented by a nominating committee and any eligible members nominated from the floor. A majority vote of the members returning ballots will be required for a candidate to be elected.

-OR-

Open Officer positions shall be elected at the annual meeting of the Chapter from a slate of candidates presented by a nominating committee and any eligible members nominated from the floor. A majority vote of the quorum will be required for a candidate to be elected.

2. Term of office for President, Vice President, Secretary, and Immediate Past President will be for a period of one year, beginning January 1 and ending December 31. Directors and the Treasurer will serve a three-year term of office, beginning in January 1 and ending in December 31. In the event of unforeseen conditions or circumstances, the Directors and Executive Board, shall request from the membership a vote to approve the Directors and Executive Board to extend the current terms of office for one year beginning January 1 and ending December 31. The Secretary will document the vote in the monthly meeting minutes.
3. Newly elected Officers, other than Directors and Treasurer, shall serve initially as Secretary, and then progress annually through the positions of Vice-President, President and Immediate Past President.

ARTICLE VI - VACANCIES

The Board shall fill vacant terms of office through appointment by a majority vote of the Board.

ARTICLE VII - DUES

Dues shall be established and announced by the Board either in an upcoming newsletter or by use of electronic means prior to the first of October. The fiscal year shall be January 1 through December 31. Members shall pay their dues on or before January 1 for the current fiscal year. Previous year members who have not paid their dues in full by February 15 of the current year shall forfeit their membership and must reapply. If a member, who paid their dues personally, leaves their agency but moves to another agency and remains in public procurement, that individual's membership for that year will transfer with the individual. If

the agency paid the dues, the agency can request that the remainder of the membership be transferred to another employee; the employee would need to submit a membership application for acceptance by an affirmative majority vote of the Membership Committee. Members shall contact the Membership Committee Chair to ensure their employment information is updated on OPPA's website.

ARTICLE VIII - FUNDS

A bank account for the Chapter shall be maintained with three signatures registered, to include the President, **Vice President** and Treasurer. The President, Vice President and the Treasurer shall have complete access to bank information at all times. Payment Request Forms for any expenditure that exceeds \$1,000 shall require approval of two Executive Board Members. OPPA may participate with other NIGP chapters in joint events, such as the annual Reverse Vendor Trade Show. Funds for these events may be maintained in a separate account and shall be monitored by the Treasurer and President of OPPA as approved by the Board.

ARTICLE IX - TRANSACTION OF BUSINESS

1. A majority of Board members must be present to constitute a quorum.
2. Any member in good standing can submit items to be placed on the agenda by contacting the President. The President will let the member know which month the item will be placed on the agenda. The member shall be present at the identified meeting to present the topic for consideration.
3. Board members, members of OPPA in good standing, and guests are welcome to participate in discussions at the monthly Board meetings. Only Board members may make motions, amend motions, second motions and vote on motions.
4. The affirmative vote of a majority of the Board members present is required for transacting business.
5. The rules contained in the most recent edition of Robert's Rules of Order will provide the rules of procedure of OPPA where they are not inconsistent with the provisions of these Organizational Bylaws.

ARTICLE X - MEETINGS

1. Chapter Workshops, Conferences, and Meetings
 - 1.1 Chapter conferences and/or workshops will be held on alternating months, normally September through May as published. This may be changed at the Board's discretion.
 - 1.2 Location, date, and time of all meetings shall be approved by the Board based on input from the members.

1.3 Special Meetings and Board Meetings may be called by the President and/or the Board.

2. Annual Meeting

An Annual Meeting of the members shall be held once 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.

3. Member Action

Members shall act upon those issues they choose to act upon and upon those issues placed before the membership by the Board, which shall include without limitation election and removal of Board members.

ARTICLE XI - COMMITTEES

1. There shall be the following Committees:

1.1 Chapter Liaison Committee: The chairperson shall be appointed by the President.

1.2 Communication Committee: The committee shall consist of not less than three members one of which shall be the Director of Communication. The chairperson shall be appointed by the President.

1.3 Community Involvement Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.

1.4 Diversity Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.

1.5 Historian Committee: The chairperson shall be appointed by the President.

1.6 Legislative Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.

1.7 Membership Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.

1.8 Mentorship Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.

1.9 Merchandise Committee: The committee shall consist of not less than two

members. The chairperson shall be appointed by the President.

- 1.10 Newsletter Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.
- 1.11 NIGP Liaison Committee: The chairperson shall be appointed by the President.
- 1.12 Past Presidents Advisory Committee: The committee shall consist of past Chapter Presidents appointed by the President.
- 1.13 Professional Development Committee: The committee shall consist of not less than two members, one of which is to be the Vice President. The chairperson shall be appointed by the President.
- 1.14 Professional Outreach Committee: The committee shall consist of not less than two members. The chairperson shall be appointed by the President.
- 1.15 Program Committee: The committee shall consist of not less than three members. The Director of Education shall serve on this committee. The chairperson shall be appointed by the President.
- 1.16 Scholarship Committee: The committee shall consist of not less than three current Board members one of which shall be the Director of Chapter Relations. The chairperson shall be appointed by the President.
- 1.17 Sponsorship Committee: The committee shall consist of not less than three members, two of which shall be the Chapter Vice President and the Director of Education. The chairperson shall be appointed by the President.
- 1.18 Website Committee: The committee shall consist of not less than three members. The chairperson shall be appointed by the President.
- 1.19 Young and Developing Professionals Committee: The committee shall consist of at least one member appointed by the President. A Young Professional is a member age 40 or under. A Developing Professional is a member having three years or less working experience in public procurement/contracting.
- 1.20 Taskforces: The President shall appoint taskforces as needed. The chairperson of such a taskforce shall keep the President advised at all times on the activities of the taskforce and shall render such progress reports as required by the President. The following taskforces shall be assigned on a yearly basis:
 - a. Awards Taskforce: The taskforce shall consist of not less than three members, at least one of which shall be a past recipient of the Buyer of the Year or Manager of the Year award. The chairperson shall be appointed by the President.

b. Budget Taskforce: The taskforce shall consist of at least the President, the Vice President and current Treasurer. The chairperson shall be the Treasurer.

c. Compliance Audit Taskforce: The taskforce shall consist of not less than the Immediate Past President and the current President. The chairperson shall be the Immediate Past President.

d. Elections Taskforce: The taskforce shall consist of not less than three members, one of which is to be the Immediate Past President . The chairperson shall be appointed by the President.

e. National Award Taskforce: The taskforce shall consist of not less than three members, one of which shall be the Communications Committee Chair and the second shall be a Director appointed by the President. The chairperson shall be the Immediate Past President.

ARTICLE XII- AMENDMENTS

Any proposed Bylaw amendments must be submitted in writing or electronic format to the membership for review and shall be voted on at the next Chapter meeting/workshop, or if the Board deems appropriate, a vote may be conducted by electronic means. If an electronic vote of the membership is conducted, the voting period shall not be less than fourteen calendar days after distribution of the proposed amendments. Members shall be provided instructions on the voting process along with the proposed amendments including an opportunity to cast a vote of no change.

ARTICLE XIII- INDEMNIFICATION; INSURANCE

1. The corporation shall indemnify any person who is or was a member, Director, Officer, employee, volunteer, 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, Directors, Officers, employees, volunteers, or agents of the corporation.
2. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, volunteer, 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.