

CONSTITUTION AND BYLAWS OF THE CALIFORNIA CHAPTER OF NIGP

CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be the California Chapter of NIGP (National Institute of Governmental Purchasing, Inc.).

ARTICLE II – PURPOSES

This Chapter is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To promote ethical, efficient and cost-effective public purchasing policies and practices;
2. To provide educational programs, products, and services for public purchasing personnel;
3. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
4. To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
5. To assist other charitable and educational organizations in the conduct of similar activities; and
6. To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this Chapter shall also have all of the powers granted to nonprofit unincorporated associations by the law of California; provided, however, that this Chapter shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

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ARTICLE III – MEMBERSHIP

Any person who subscribes to the objectives of this organization and is willing to actively support it shall be eligible for membership in the Chapter. Membership categories shall be: Regular, Honorary, and Retired.

ARTICLE IV – OFFICERS AND ADMINISTRATION

The Chapter shall be governed by a Board of Directors. The officers of the organization shall be the President, Vice President, Secretary, and Treasurer. The top three officers shall be agency or individual members of NIGP.

ARTICLE V – MEETINGS

The Chapter shall conduct regularly scheduled meetings of the Chapter membership. Due notice of all meetings, shall be served upon the membership prior to the scheduled meeting date.

ARTICLE VI – COMMITTEES

Standing Committee Chairpersons shall be recommended by the President and approved for appointment by the officers of the Chapter. Chairpersons of Special Committees shall be appointed at the discretion of the President.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Nomination of the officers shall be made by a Nominating Committee. Additional nominations may be made from the floor. All officers shall be elected annually, and each shall hold office until a successor is elected or appointed.

ARTICLE VIII – ADMINISTRATION

No officer or director of the Chapter shall be compensated for their services. The Board of Directors may retain the services of qualified personnel to perform services for the Chapter as needed. All acts performed by and in the name of the Chapter must be done with proper authority. The fiscal year for the Chapter shall be established as January 1 through December 31.

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ARTICLE IX – FINANCES

The Chapter shall be financed by annual dues from the membership, through the assessment of members, and gifts or contributions. Accurate records shall be maintained to reflect the receipt and expenditure of all funds by the Chapter. Financial records shall be audited once each fiscal year by external sources. Copies of audits shall be forwarded to NIGP for record purposes. In the event of dissolution, revocation, or forfeiture of the charter or otherwise, no distribution of assets is to be made to any officer or director, or any other person or individual except as outlined in the Chapter Bylaws.

ARTICLE X – RESTRICTIONS ON ACTIVITIES

1. No part of the net income of the Chapter shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof. No substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

2. Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the Chapter shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Chapter shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the Chapter shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Chapter shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Chapter shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

3. Notwithstanding any other provision of these Articles, the Chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of

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1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Chapter or the winding up of its affairs, the assets of the Chapter shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. (“NIGP”), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c)(3), and contributions to NIGP are then deductible under §170(c)(2) of the Internal Revenue Code of 1986, for the Chapter’s charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501(c)(3), and to which contributions are then deductible under §170(c)(2) of the Internal Revenue Code of 1986.

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BYLAWS

ARTICLE I – NAME

The name of this organization shall be the California Chapter of NIGP (National Institute of Governmental Purchasing, Inc.).

ARTICLE II – PURPOSES

All persons who desire to become Members of this organization shall subscribe to the Purposes of the Chapter as outlined in Article II of the Constitution.

ARTICLE III – MEMBERSHIP

1. The membership shall consist of Regular, Honorary, and Retired memberships.

- 1.1 Regular Membership: Membership in the Chapter shall be open to 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 any other political subdivisions of the State; full-time employees of NIGP member agencies provided they spend the majority of their time involved in purchasing or materials management functions; persons with full time employment in positions having a direct influence on the public procurement process, such as elected officials, department heads, and educators.
- 1.2 Honorary Membership: Honorary membership may be conferred by unanimous vote of the members upon individuals who have made distinguished contributions to the purchasing profession, or this Chapter. Honorary Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.
- 1.3 Retired Membership: Retired membership may be conferred upon members of this Chapter upon their retirement from the pursuit of their livelihood through active employment, and upon written

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request for such membership. Retired Members shall be entitled to vote and hold office and shall be exempt from payment of dues.

2. Admission: An applicant becomes a regular member upon acceptance of their application, payment of dues, and confirmation by the Membership Committee that they meet all eligible requirements outlined in paragraph 1 above.

3. Revocation: The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including violation of the NIGP Code of Ethics. A person considered for membership revocation, except for nonpayment of dues, shall be provided written notice of the proposed action by the Board of Directors and given opportunity to show cause for why the membership should not be revoked.

ARTICLE IV – OFFICERS AND ADMINISTRATION

1. The following shall constitute the officers of the Chapter:

- President
- Vice President
- Secretary
- Treasurer

1.1 President: 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 President shall be responsible for authorizing expenditure or commitment of chapter funds, and shall counter-sign all Chapter checks issued on behalf of the Chapter. Any expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors.

1.2 Vice President: The Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to annual awards and scholarships, shall see that an audit of financial records is performed, and performs such duties as are assigned by the President. The Vice President is

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authorized to sign or counter-sign Chapter checks in the temporary absence of the President or Treasurer.

1.2.1 The Vice President shall direct the Awards and Scholarship Committee. The Awards and Scholarship Committee shall consist of the following four (4) members:

- Vice President, Chairperson
- Chairperson of the Education and Professional Development Committee
- Chairperson of the Membership Committee
- Member-at-large from Chapter membership, nominated by the President and approved by the Board of Directors.

This Committee shall be responsible for the development and administration of procedures, criteria, and final selection of recipients for the following annual Chapter awards:

- Professional Public Buyer of the Year Award
- Professional Public Purchasing Manager of the Year Award
- Annual Scholarship Award

This Committee shall also coordinate submission of the NIGP Chapter of the Year criteria, nomination for the National Professional Public Buyer of the Year, and nomination for the National Professional Public Purchasing Manager of the Year Awards to NIGP.

1.2.2 Each year the Awards and Scholarship Committee shall review procedures and criteria used in selecting recipients of the Chapter's Purchasing Manager of the Year Award, Professional Buyer of the Year Award, and Annual Scholarship Award and submit any recommended changes for approval to the membership not later than the second month of the Chapter's fiscal year. If no changes are deemed necessary, the Committee shall report this to the membership by the second month of the Chapter's fiscal year.

1.2.3 Any recommended changes shall be submitted to the membership, in writing, at least thirty (30) days prior to the next Chapter meeting in order to vote on the recommendation at that meeting. Upon approval by the

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membership, any changes shall be submitted to NIGP for approval by the Executive Vice President.

- 1.3 Secretary: The Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, mail all notices of meetings and the affairs of the Chapter to the Chapter and to NIGP, and perform such other duties as may be assigned by the President or Board of Directors.
- 1.4 Treasurer: The Treasurer shall be responsible for the accounting of the funds of the Chapter, shall maintain complete 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 and deliver to the President or Vice President for counter-signature.
- 1.5 Board of Directors: The governing body of this Chapter will be an executive board called the Board of Directors, chaired by the President, consisting of the immediate Past President, Vice President, Secretary, Treasurer, and standing Committee Chairpersons. It shall be the duty of each member of the Board of Directors to attend each meeting of the Board of Directors and to bring to the regular Board Meeting an article for the Chapter newsletter. The Board of Directors shall control and manage the affairs and finances of the Chapter and shall have authority to take actions that will best serve the interests of the Chapter and its members. The Board of Directors shall have no authority to expend or commit funds, or otherwise cause indebtedness of the Chapter unless such expenditures, commitments, or indebtedness is approved, in advance, by two-thirds (2/3) majority vote of the membership at a regular meeting. The Board of Directors shall review and unanimously approve special announcements before being mailed to the membership or to prospective members.

2. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE V – NOMINATIONS AND ELECTIONS

1. The Nominating Committee and its chairperson are appointed by the President and shall consist of not less than five (5) members. The Nominating Committee will recommend a slate of officers for membership vote at the September Chapter meeting. The slate of candidates will be announced by mail to the membership

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thirty (30) days prior to the September meeting. Officers shall be elected at the September meeting from the slate of candidates presented by the Nominating Committee and any eligible and consenting members nominated from the floor. A simple majority vote of those regular members in attendance, and by absentee ballot, will be required for a candidate to win election. Votes by absentee ballot will be counted only if submitted on Chapter's Absentee Ballot form and notarized by a Notary Public. The Absentee Ballot shall be received by the Nominating Committee prior to the official vote. The following officers shall be elected:

- President
- Vice President
- Secretary
- Treasurer

In the event of a vacancy in an officer's position, it shall be filled by automatic succession and a special election held in accordance with Article V, Section 1 of the By-Laws.

2. No member of this Chapter shall be eligible for any office or directorship unless he/she has been a member in good standing for at least one year immediately preceding the election.

3. No two (2) members from the same agency may serve as officers at the same time.

ARTICLE VI – TERM OF OFFICE

1. The term of office of all officers and directors shall commence on January 1 of each year.

2. The term of office of all officers and directors shall be for a period of one (1) year, with the exception of the Past President, who may be President one (1) year and then serve on the Board of Directors the following year for one (1) year only.

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ARTICLE VII – VACANCIES

A vacancy may exist in any office for the following reasons:

- Death
- Resignation in writing
- Physical inability to perform the duties of the office
- Removal from the office for cause

The Board of Directors may, by a majority vote, vacate any office for cause or whenever the Board of Directors shall determine that the incumbent is physically incapable of performing the duties of such office. The officer shall be given, by registered mail, written notice of any such proposed action of the Board of Directors together with a detailed statement of reasons thereof at least thirty (30) days before removal action by the Board. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice.

ARTICLE VIII – MEETINGS

The Chapter shall meet regularly, at its discretion, every other month on the second Saturday of uneven months of the year. The date is determined by and may be changed by two-thirds (2/3) majority vote of members, in attendance, in a meeting. The Program Committee Chairperson, together with the President, shall determine the location of Chapter meetings. The President may call a special meeting at any time deemed necessary. Regular, annual, and special meetings shall be announced, in writing, to the membership a minimum of fifteen (15) days in advance.

1. Annual Meeting: The purpose of the Annual Meeting shall be to elect officers, present the annual report and financial statement, and other transactions of business as required by this Constitution, the Bylaws, and those items deemed necessary by the Board of Directors.

2. Special Meetings: Special Meetings of the Chapter may be called by the President on his/her own motion. Special Meetings may be called by any other officer upon approval by the Board of Directors. Regular Members of the Chapter may, upon approval by the Board of Directors or upon presenting written approval of two-thirds (2/3) of the regular membership, call for a special meeting of the Chapter.

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3. Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
4. Notice of Meetings: Written notice of the purpose, time, and place of all regular, annual, or special meetings of the Chapter shall be given by the Secretary to all members. Such notice shall be served to members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting.
5. Quorum: For any meeting, a quorum shall consist of the majority of the membership present.
6. Voting: Each regular member or retired member in good standing shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or Bylaws of the Chapter, a majority of the votes cast by the membership at a meeting, duly called, shall be sufficient to take or authorize action upon any matter properly brought before the meeting.
7. Authority: Except where inconsistent with these Bylaws, Robert's Rule of Order shall govern the conduct of the meetings of this Chapter.
8. Board of Director's Meetings: The Board of Directors shall meet regularly every other even month on the second Saturday during the year. The President may call special Board of Directors meetings at any time deemed necessary.

ARTICLE IX – COMMITTEES

1. Standing Committees: The Standing Committees of the Chapter shall be as follows:
 - Budget and Finance Committee
 - Education and Professional Development Committee
 - Membership Committee
 - Program Committee
 - Public Relations Committee
 - Research and Library Committee
 - Legislative Liaison Committee

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- Awards and Scholarship Committee

1.1 Budget and Finance Committee: The Budget and Finance Committee shall consist of not less than three (3) members. The Budget and Finance Committee's primary responsibilities are to plan, establish, and execute the Chapter's financial program; prepare and present the Chapter's annual report, financial analyses, and statements; supervise, coordinate, and review the Committee's budget proposals for the year. The Committee's Chairperson shall make periodic reports to the President on the status of their activities. The Treasurer shall be an ex-officio member of the Committee.

1.2 Education and Professional Development Committee: The Education and Professional Development Committee shall consist of not less than three (3) members. The Education and Professional Development Committee's primary responsibilities are to plan, establish, and coordinate educational programs, subject to approval by the Board, which further the knowledge, expertise, and professionalism of the membership. This shall be accomplished through the organization of workshops and NIGP seminars, etc., that lead to CPPB and CPPO certification of the Chapter's members. The committee Chairperson shall make periodic progress reports to the President of the status of the Committee's activities.

1.3 Membership Committee: The Membership Committee shall consist of not less than three (3) members. The Membership Committee's primary responsibilities are to organize an effective recruiting program; to prepare materials for distribution to potential members or to help familiarize them with the Chapter; and to work with the President on membership problems. The Membership Committee shall prepare an annual membership list of paid members in good standing, and include the year in the heading, for presentation at the first Board of Directors Meeting of the Chapter year. This list shall be effective January 1, and shall also be submitted to NIGP according to its requirements. This membership list and updated lists will be prepared and presented to the Board and to the membership through the Chapter newsletter. The Committee's Chairperson shall make periodic progress reports to the President on the status of their activities. The Committee shall be responsible for collecting the membership dues, conveying dues to the Treasurer for deposit, and sending out delinquent notices where necessary.

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1.4 Program Committee: The Program Committee shall consist of not less than three (3) members. The Program Committee's primary responsibilities are to plan, develop, and coordinate information programs, educational in nature, for the membership. Responsibilities shall include arrangements for guest speakers at meetings and to arrange for audio visual aids, panels, and/or other appropriate methods to achieve the desired objectives. The Committee Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.

1.5 Public Relations committee: The Public Relations Committee shall consist of not less than three (3) members. The Public Relations Committee's primary responsibilities are to inform the membership of Chapter cultural and educational activities, as well as social events. The Public Relations Committee shall collect articles, prepare, edit, and publish the Chapter's newsletter every other month, fifteen (15) days prior to the Chapter's regular meetings. The Committee shall collect and send articles to the members' local newspaper, to NIGP, etc., to publicize individual achievements, as well as those of the Chapter. The Committee's Chairperson shall make periodic progress reports to the President on the status of the Committee's activities.

1.6 Research and Library Committee: The Research and Library Committee's primary responsibilities are to conduct research for the Chapter and to collect materials for the Chapter library. The Committee shall furnish copies of materials from the library to members requesting them and replenish materials as necessary. The Committee's chairperson shall make periodic reports to the President on the status of the Committee's activities.

1.7 Legislation Liaison Committee: The Legislation Liaison Committee shall consist of not less than three (3) members. The Legislation Liaison Committee's primary responsibilities are to maintain liaison with legislative committees which deal with procurement matters; to give to committees the views of the Chapter; to inform membership of legislative activities and matters.

2. Special Committees: From time to time, the President may appoint Special Committees. The Chairperson of such a committee shall keep the President advised, at all times, on the activities of the Committee and shall render such progress reports as required by the President.

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ARTICLE X – FINANCING

1. Membership Dues: The Chapter shall receive annual dues from the membership. New members shall pay, in full, at the time of acceptance into membership.
2. Assessment: The Chapter may at its option, in accordance with the Constitution and Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.
3. Contributions and Gifts: The Chapter may receive financial contributions and non-vendor gifts in support of its activities. The financial receipts of the Chapter derived from sources other than membership dues may be retained for the support of the Chapter's activities unless other arrangements approved by the Board of Directors are established.
4. Fund Raising: The Chapter may conduct fund raising functions to support its activities. No person, officer, or member may, in the name of the Chapter, solicit or receive gifts or contributions of any kind without the approval of the Board of Directors or from the President.

ARTICLE XI – AMENDMENTS

1. Time for Filing Proposals for Amendments: All proposals to amend, alter, or repeal any part of the Constitution and/or Bylaws must be mailed to the membership thirty (30) days prior to the meeting that would consider the changing of same.
2. Amendments: At designated meetings of the Chapter, the membership may, by two-thirds (2/3) majority vote, alter, amend, or repeal any part of the Constitution and Bylaws, adopt a new Constitution and Bylaws, or direct the Board of Directors to cause any provision of the Constitution and Bylaws to be altered, amended, repealed, or adopted; however, that no provision of the Constitution and Bylaws to be amended would be inconsistent with the Chapter status as a non-profit corporation under the laws of the State of California or in conflict with NIGP nor would infringe on the rights of a third party. All amendments or changes to the Constitution and Bylaws are subject to approval by NIGP prior to adoption. Votes by absentee ballot will be counted only if submitted notarized by a Notary Public and received by the President prior to the first official vote.

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ARTICLE XII – SEVERABILITY

If any Section of the Constitution and Bylaws are found to be unjust or unconstitutional, it shall not affect any other portion except as amended under Article XI, Section 1.

ARTICLE XIII – REVOCATION/DISSOLUTION

The Chapter shall be dissolved and its activities wound up upon the affirmative vote of three-fourths of the Chapter members eligible to vote.

END OF CONSTITUTION AND BYLAWS