

NEVADA ASSOCIATION OF PURCHASING PROFESSIONALS, INC. BYLAWS

ARTICLE I NAME AND LOCATION

SECTION 1, Name. The name of the Association shall be Nevada Association of Purchasing Professionals, Inc., a not-for-profit corporation organized and existing by virtue of the laws of the State of Nevada (hereinafter referred to as the "Association").

SECTION 2, Location. The principal office of the Association shall be located in the Clark County, Nevada or in such other localities as may be determined by the Board of Directors.

ARTICLE II PURPOSES

The Association is a not-for-profit corporation and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501 (c) 6 of the Internal Revenue Code (hereinafter referred to as the "Code"), and in this connection, the purposes for which the Association shall be organized and operated are as follows:

1. To foster and promote the interchange of ideas and cooperation among its members.
2. To promote the study, development, and application of purchasing and supply management profession, including the improvement of purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the purchasing and supply management profession").
3. To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the purchasing and supply management profession.
4. To develop and encourage personal and ethical conduct among people engaged in the purchasing and supply management profession.
5. To provide its members with education courses, seminars, and programs on the subject of purchasing and supply management and matters related thereto.
6. To strive by all lawful means to promote and enhance the purchasing and supply management profession.
7. To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of people engaged in the purchasing and supply management profession, and to advance public relations with governmental agencies and the public in general concerning the purchasing and supply management profession.
8. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the State of Nevada.

In the accomplishment of these purposes, it shall be the policy of the Association to comply at all times with all existing and future laws, including the antitrust laws.

ARTICLE III MEMBERSHIP

SECTION 1. Voting Membership. The Association shall have the following voting membership classes and entitle any member of these classes to hold an office in the Association.

Professional Member. A person employed as a purchasing or supply management professional and pays dues annually shall be eligible to be a Professional member.

Lifetime Member. A person who has been an Association member for a period of 5 years or more, has retired from all regular employment, and has been approved for this membership class by a majority vote of the Board of Directors. Lifetime members do not pay dues.

SECTION 2. Non-voting Membership. The Association shall have the following non-voting, membership classes. Any member of such class may not hold an office in the Association except as specified below.

Affiliate Member. A person not employed as a purchasing and supply management professional, e.g. a supplier or other non-purchasing professional and pays dues annually shall be eligible to be an Affiliate member. A maximum of two Affiliate members may serve on the Board of Directors.

Honorary Members. A person not qualified for membership but who has rendered distinguished or unusual services to the purchasing and supply management profession, and who has been elected to this class of membership by vote of the Board of Directors. Election to honorary membership shall be for such period as the Board may designate, but the Board of Directors shall have the authority and duty to revoke the honorary membership of any individual whenever they shall determine that continuation of the honorary membership would be inconsistent with the policies and objectives of the Association.

Student Members. A person who is currently attending a college or university who is interested in the purchasing and supply management field and pays dues annually shall be eligible to be a student member.

SECTION 3. Admission of Members. Admission of all persons for membership in the Association shall be in accordance with the following procedures.

Application for membership shall be submitted through the Association website. Upon receipt of payment of all fees, the applicant shall become a member of the Association.

SECTION 5. Denial of Membership. The Association has the right to deny membership to people that do not satisfy the eligibility requirements as amended from time to time nor pay dues annually. The Association will consider an appeal from the applicant. Except for rare and extraordinary circumstances, the decision of the Association concerning denial of membership will be final and binding.

SECTION 6. Expulsion of Members. The Association shall have the right to expel a member of the Association for nonpayment of dues or for violation of a provision of these Bylaws or eligibility requirements as amended from time to time.

Expulsion, for any reason other than nonpayment of dues, shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an

opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given written notice of such expulsion and shall be advised in writing that they may appeal the action taken by the Association.

Upon receipt of a timely filed notice of appeal, the Association shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Association. The decision of the Board of Directors concerning expulsion of a non-voting member shall be final and binding

SECTION 7. Reinstatement. A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year's dues or initial new membership fees.

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal had been decided concerning the expulsion of the same member seeking reinstatement.

SECTION 8. Resignation. Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues, or other charges therefore accrued but unpaid. No pro-rated reimbursement of dues paid will be made.

SECTION 9. Transfer of Membership. Membership in the Association shall be vested in the individual member of the Association; however, membership may be transferred pursuant to the Association's Operation/Policy manual.

ARTICLE IV DUES

SECTION 1. Amount. The amount of annual dues for members of all membership classifications of the Association shall be determined from time to time by a majority vote of the Board of Directors and posted on the Association website.

SECTION 2. Payment. Dues for members of the Association shall be assessed on the anniversary date and shall be payable each year.

SECTION 3. Non-Payment of Dues. A member of the Association whose dues are not paid within the renewal period will be expelled from membership in the Association. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues or initial new membership fees.

SECTION 4. Schedule of Dues. The Association shall notify members of the Association with a schedule of dues payable for each category of membership by posting the notification on the Association's website or sending the notification electronically or by mail when the dues structure is changed.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of the Association and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Association,

shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of the Association, including authority to promulgate, amend or rescind in whole or in part all statements of Association policy as they may exist from time to time. Directors will be expected to undertake additional responsibilities including but not limited to chairing committees and other duties as assigned by the President.

SECTION 2. Composition & Membership. The Board of Directors shall consist of five to eight people who are elected by the membership of the Association. The members of the Board of Directors shall be the nominees receiving the greatest number of votes during the applicable election. All members of the Board of Directors must be Association members. A maximum of two Affiliate members may serve on the Board of Directors. Designated officers, as identified in Article VI, and designated directors, as identified in Article VIII, shall be selected by the Board of Directors. Chairs of committees shall be appointed with a majority approval of a quorum of the Board of Directors.

SECTION 3. Qualifications. To be eligible for elections or appointments to all offices and all standing committee chairs, a candidate must be an Association member in good standing. To be eligible for election or appointment to any of the officer positions, a candidate must be a current Board of Director. Termination of membership in the Association shall immediately disqualify any candidate or incumbent for any Board of Director position.

SECTION 4. Term of Office. Members of the Board of Directors shall be elected for a term of two years, with the terms staggered as set by a majority vote of a quorum of the Board of Directors.

SECTION 5. Election. The elections for those Board of Directors whose terms are expiring that year shall be elected by the voting members of the Association in February, March or April of each year, which date shall be determined by the current Board of Directors.

SECTION 6. Tie Votes. On any election for the Board of Directors presented for a vote in which there is a tie vote, the tie shall be broken by a drawing from a standard 52-card pack. Each person shall draw a card from a full deck. The person drawing the highest card is the winner, ace shall be high and suits shall be ordered as follows: Spades (high), Hearts, Clubs, Diamonds.

SECTION 7. Vacancy. Mid-term vacancies occurring in any office may be filled for the unexpired term through appointment by the President, with the approval of the Board of Directors, until the vacancy can be filled at the next election.

SECTION 8. Meetings. The Board of Directors will schedule their meetings as required. Directors may participate in a Board meetings by means of telephone or video conference similar equipment which enables all persons participating in the meeting to see and/or hear each other at the same time. Participation by such means shall constitute presence at such a meeting.

SECTION 9. Quorum and Voting. A Quorum will consist of four or more members of the Board of Directors if there are 7 to 8 Directors currently serving. A Quorum will consist of three or more members of the Board of Directors if there are 5 or 6 Directors currently serving. An Affiliate member serving on the Board of Directors shall have voting rights on the Board of Directors.

SECTION 10. Board Action Without a Meeting. The Board of Directors may, with the written consent (mail, email, electronic transmission or similar means) of each member of the Board, take any action without a meeting that it might take at a meeting duly held.

SECTION 11. Term Limits for Directors. There shall be no limit on the number of terms a Director may serve on the Board.

ARTICLE VI OFFICERS

SECTION 1. Officers. The Officers of the Association shall be the President, Vice President, and Secretary/Treasurer. An affiliate member may not be an officer of the association.

SECTION 2. Election. The Officers shall be elected by the Board of Directors at a Board meeting held after the Board of Director elections as determined by the Board of Directors annually and in accordance with Article VIII hereof.

SECTION 3. Duties of President. The President shall be chief executive officer and chairman of the Board of Directors, shall exercise general supervision over the executive affairs of the Association and shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex-officio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws, and which may be assigned by the Board of Directors. Additionally, the President, with the concurrence of a majority of the Board of Directors, may remove a member of the Board of Directors or a committee chair from his or her position for failure to perform the duties of his or her office in a manner conducive to the success of the Association. The President, by the nature of the position, has the authority to assign Association related duties to any officer or committee chair. In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the Vice President shall assume the office of President and shall perform all the duties of such office for the unexpired term.

SECTION 4. Duties of Vice President. The Vice President shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the Vice President shall perform all duties of the office of the President until such time as the incumbent is able to resume the duties of the office.

SECTION 5. Duties of Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association, the maintenance and safekeeping of all corporate and membership records of the Association, the serving or publication of all notices required by law or these Bylaws concerning any meeting or any other matter applicable to the Association, and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law. The Secretary/Treasurer shall have the custody of all Association funds and securities, shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association, shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association, shall disburse the funds of the Association by check or electronically directly from the banking application, shall render to the Board of Directors and members of the Association upon request, but at least at each Board meeting, an account of all transactions and of the financial condition of the Association, and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law. The Secretary/Treasurer may delegate any of their duties to the Executive Director, if applicable, with Board approval.

SECTION 6. Term Limits for Officers. There shall be no limit on the number of terms a member of the Board of Directors may serve as an Officer.

ARTICLE VII MEETING OF THE ASSOCIATION MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the Association membership shall be held each year at such place and on such date as may be determined by the Board of Directors of the Association. Notice thereof shall be given to all members at least 7 days prior thereto.

SECTION 2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors or the members of the Association in accordance with the provisions set forth in the Non-Profit Corporation Act of the State of Nevada.

SECTION 3. Quorum. At all meetings of the Association membership, a quorum shall be the presence at such meeting of the membership of the Association in attendance at the meeting.

SECTION 4. Voting. On all questions or issues presented for a vote of the Association membership, each Association member with voting rights shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Association membership shall be authorized by a simple majority of the votes cast by the Association membership entitled to vote thereon. A quorum for any vote shall be the Association membership that participates in the voting. Voting may not be conducted at the Annual Meeting or a Special Meeting. Voting may only be conducted by any means where the Association membership entitled to vote is given an opportunity to cast their vote.

SECTION 5. Tie Votes. On any question or issue presented for a vote in which there is a tie vote, the tie shall be broken by a drawing from a standard 52-card pack. Each side shall select a representative. Each representative shall draw a card from a full deck. The representative drawing the highest card is the winner, ace shall be high, suits shall be ordered as follows: Spades (high), Hearts, Clubs, Diamonds.

SECTION 6. Parliamentary Rules. All meetings of the Association, including the Board of Directors, and committee meetings, shall be held under the most current edition of Robert's Rules of Order when not in conflict with these Bylaws.

ARTICLE VIII BOARD FUNCTIONS

SECTION 1. Board Functions. The following standing committees shall be established within the Association:

- a. Director, Membership/Marketing
- b. Director, Education – Seminars
- c. Director, Education – Monthly Events
- d. Director, Communications
- e. Director, Special Events

SECTION 2. Special Committees. The President, with the approval of the Board of Directors of the Association, shall appoint such other special committees, subcommittees, or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such special committee shall be prescribed by the Board of Directors upon their appointments.

SECTION 3. Executive Director. The Executive Director position is elected by the Board of Directors to manage the administrative function of the Association and assist the President and Committee Chairs as requested, or as necessary. The Executive Director may be a Board of Director if elected.

ARTICLE IX FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on July 1st of each year and terminate on June 30th of the next year.

SECTION 2. Appropriations. Funds appropriated in the annual Association budget shall be allocated to each funded activity. Funded activities are defined as those elements of the annual Association budget for which there are anticipated expenses during the fiscal year such as meetings, workshops, events, office expenses, officers' and directors' expenses, and committee expenses. During the appropriation year, it shall be necessary for each funded activity to receive Board of Director's approval if it should become necessary to exceed its allocated amount in the annual budget.

SECTION 3. Indebtedness. The Association shall incur no indebtedness whatsoever.

SECTION 4. Annual Audit/Review. An annual audit or review of the Association's financial records shall be completed by a competent Accountant or a minimum of 2 members of the Board of Directors within 60 days of the end of the Association's fiscal year when requested by a majority of the Board of Directors.

SECTION 5. Taxes. The Association shall complete all required tax and tax related filings within the time prescribed by law.

ARTICLE X DISSOLUTION

SECTION 1. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the members of the Association in accordance with Nevada Revised Statutes 82, as amended from time to time.

SECTION 2. Dedication of Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of the Association, any funds remaining shall be distributed in accordance with the plan of dissolution and distribution of assets adopted by the Board of Directors.

ARTICLE XI INDEMNIFICATION

SECTION 1. Litigation. The Association shall indemnify any director or officer, made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Association served in any capacity at the request of the Association, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Association or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any director or officer if a judgment or adjudication adverse to the director or officer establishes that his or her act was committed in bad faith or the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

SECTION 2. Authorization. Any indemnification made pursuant to Section 1 of Article XI hereof, shall be made by the Association, if authorized in one of the following ways:

- (a) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has not violated the standard of conduct as set forth in Section 1 of Article XI hereof;
or
- (b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested directors so directs:
 - (1) by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 1 of Article XI has not been violated by such director or officer, or
 - (2) by the members upon a finding that the director or officer has not violated the standard of conduct set forth in Section 1 of Article XI.

SECTION 3. Expenses Incurred. The Association shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amounts as, and to the extent, the person receiving such advancement or allowance is ultimately found, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Association exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of directors and officers is taken, then the Association shall, not later than the next Annual Meeting, unless such meeting is held within 3 months from the date of such action and, in any event within 15 months from the date of such action, mail to its members of record at the time entitled to vote for the election of directors a statement specifying the action taken.

SECTION 4. Personal Liability. The members of the Board of Directors of this incorporated Association shall not be personally liable to the Association or its members for damages for any breach of duty in his or her capacity as such: provided, however, that this provision shall not limit or eliminate the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or for any act or omission which occurred prior to the adoption of this provision.

ARTICLE XII AMENDMENTS

Amendments to these Bylaws may be introduced by any member in good standing, approved by the Board of Directors and submitted to the membership for approval, and such voting shall be in accordance with Article VII, Section 4.

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