# CONSTITUTION FOR THE OKLAHOMA ASSOCIATION OF PUBLIC PROCUREMENT (OKAPP) CHAPTER

### **ARTICLE I - NAME**

The name of this organization shall be the Oklahoma Association of Public Procurement (OKAPP) 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 associations by applicable state law; provided, however, that this Chapter shall not, except to and in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

### **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: Individual, Agency, Associate, 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, Treasurer, Recording Secretary, and Membership Secretary. The top three Officers designated to be President, Vice President, and Treasurer shall be agency or individual members of NIGP. No officer or director of the Chapter shall be compensated for their services. All acts performed by and in the name of the Chapter must be done so with proper authority.

#### **ARTICLE V – MEETINGS**

The Chapter shall conduct regularly scheduled meetings of the Chapter membership. Meeting Schedule(s) shall be provided to the membership.

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### **ARTICLE VI – COMMITTEES**

Standing Committee Chairpersons shall be appointed in accordance with the Bylaws. 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 Nomination Committee. Additional nominations may be made from the membership in accordance with the Bylaws. All officers, WITH THE EXCEPTION OF THE PRESIDENT shall be elected annually, and each shall hold office until a successor is elected or appointed. ALL NOMINEES FOR THE TOP THREE OFFICER SLOTS MUST BE NATIONAL NIGP MEMBERS.

### **ARTICLE VIII – 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 should be audited or reviewed at a minimum of once each fiscal year.

#### **ARTICLE IX - 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 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.
- 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 1986, or by organization contributions to which are to be deductible under Section 170 (c) (2) of such Code.

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4. 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. 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.

### **ARTICLE X - PUBLIC AND PRIVATE RELATIONSHIPS**

All Chapter members shall adhere to professional public and private relationships, when representing this Chapter.

### **ARTICLE I - NAME**

The name of this organization shall be the Oklahoma Association of Public Procurement (OkAPP) 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. <u>Membership</u>. The membership shall consist of: Individual, Agency, Associate, and Retired memberships.
  - 1.1 <u>Individual Membership</u>. Individual Membership in the Chapter shall be open to all public institution procurement and material management personnel including:
    - 1.1.1. Full time and part time employees of federal, state, county, municipal and township activities, public school systems, colleges, universities, hospitals, commissions, authorities, and any other political subdivisions of the State;
    - 1.1.2. Full time and part time employees of NIGP member agencies provided they spend a significant amount of their time involved in purchasing, materiel management, or supply chain management functions, and persons with employment in positions having a direct influence on the public procurement process such as elected officials and department heads,
    - 1.1.3. An individual member whose dues are currently paid on a continuous basis who becomes unemployed or takes a leave of absence provided they continue to pay their dues. This membership is available for one year.

Individual Members shall be assessed membership dues. Individual Members described in 1.1.1. and 1.1.2. shall be entitled to vote and hold office.

1.2 Agency Membership. Entities with personnel who meet the criteria of Article III, paragraphs 1.1.1. and 1.1.2. may purchase memberships for designated personnel in their employ. Each entity will be assessed a fee per designated employee equal to that of individual membership. Changes to current designated members are allowable if an employee has left the agency and the agency would like to replace the membership with another employee (the membership does not transfer with the individual leaving the agency). Each agency's designated member(s) shall be entitled to vote and hold office.

- 1.3 <u>Associate Membership</u>. Associate membership in the Chapter shall be open to any interested individual as described below:
  - 1.3.1. <u>Honorary</u>. Individuals who have made distinguished contributions to the purchasing profession or this Chapter. Must be conferred by simple majority vote of members present in a meeting:
  - 1.3.2. <u>Student</u>. Individuals who are pursuing an undergraduate or graduate curriculum in public or business administration, public purchasing, materials management, supply chain management, or a related focus of study. Must be full time students (defined as 12 or more credit hours for undergraduate; 6 or more for graduate).
  - 1.3.3. <u>Faculty</u>. Individuals who instruct an undergraduate or graduate curriculum in public or business administration, public purchasing, materials management, supply chain management, or a related focus of study.
  - 1.3.4. Other. Individuals employed with a non-publicly funded school, college, university or hospital who spend a significant amount of their time involved in purchasing, materials management, or supply chain management functions, and persons with employment in positions having a direct influence on the public procurement process such as department heads.

Associate member privileges are limited to chapter meeting attendance, receipt of chapter mailings and committee participation (excluding chairing a committee). Associate Members shall not be entitled to vote or hold office and shall be exempt from payment of dues.

- 1.4 Retired Membership. Retired membership may be conferred upon members of this Chapter upon retirement from a public purchasing organization and upon written request for such membership. If member accepts employment after retirement and becomes eligible for membership defined in Article III, paragraphs 1.1, 1.2, or 1.3, then member is no longer eligible for Retired Membership. Retired Members shall be entitled to vote and hold office and shall be exempt from payment of dues.
- 2. <u>Admission</u>. An applicant becomes a member in good standing upon acceptance of the application, payment of dues (if applicable), and confirmation by the Membership Committee that they meet all eligibility requirements outlined in Article III, paragraph 1 above.
- 3. <u>Revocation</u>. The Board of Directors may revoke the membership of any person for nonpayment of dues, or for other just cause, including violations 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 be given opportunity to show cause as to why the membership should not be revoked.

### **ARTICLE IV - OFFICERS AND ADMINISTRATION**

The Board of Directors may retain the services of qualified personnel to perform services for the Chapter as needed. The fiscal year for the Chapter shall be established as January 1 through December 31.

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

President
Vice President\*
Treasurer
Recording Secretary
Membership Secretary

\*(beginning with 2004 officers, Vice President will automatically succeed current President as next year's President)

- 1.1. <u>President</u>: 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. <u>Vice President</u>: The Vice President shall develop and administer program content, selection criteria, nomination and selection pertaining to awards and scholarship, shall see that audit of financial records is performed, and performs such duties as are assigned by the President. The Vice President is authorized to sign or counter-sign Chapter checks in the temporary absence of the President or Treasurer. The Vice President shall have the authority to conduct all Chapter-related business in the temporary absence of the President. Beginning with the 2003 elections for 2004 officers, the Vice President will automatically succeed the current president as the next year's president.
- 1.3. <u>Treasurer</u>: The Treasurer shall be responsible for the accounting of the funds of the Chapter, shall maintain a complete record of receipts and disbursements, and shall render a true and complete report, including financial statement(s), relative to the affairs of the office at each meeting. The Treasurer shall prepare and sign Chapter checks and deliver to the President or Vice President for countersignature.
- 1.4. <u>Recording Secretary</u>: The Recording Secretary shall maintain a written record of the proceedings of all meetings of the Board of Directors and of the Chapter, and perform such other duties as may be assigned by the President or Board of Directors.
- 1.5. <u>Membership Secretary</u>: The Membership Secretary shall maintain a written record of memberships, receive all monies relative to the membership, and transmit same to the Treasurer.

1.6. <u>Board of Directors</u>: 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, Treasurer, Recording Secretary, Membership Secretary, and Standing Committee Chairpersons (including Special Committee Chairpersons). It shall be the duty of each Member of the Board of Directors to attend meetings of the Board of Directors. The Board of Directors shall control and manage the affairs and finances of the Chapter and shall have authority to take actions that will serve the best interest of the Chapter and its Members. The Board of Directors shall have no authority to expend or commit funds of the Chapter in excess of 50% of the current treasury balance, unless such expenditures or commitment is approved by two-thirds (2/3) quorum vote of the membership at a regular meeting. The Board of Directors shall review and approve special announcements before mailed to the membership or to prospective members.

### ARTICLE V – MEETINGS

- 1. <u>Regular Meetings</u>: The Chapter shall meet a minimum of six (6) Chapter meetings per year. The Program Committee Chairperson, together with the President, shall determine the date, time, and location of Chapter Meetings. Regular meetings shall be announced in writing to the membership a minimum of fifteen (15) days in advance.
- 2. <u>Special Meetings</u>: Special Meetings of the Chapter may be called by the President on his/her own motion at any time deemed necessary. Special Meetings may be called by any other officer upon approval of the Board of Directors. Individual, Agency, and Retired members of the Chapter may, upon approval of 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. Special Meetings may be called with a minimum two (2) working day notice to the membership.
- 3. Committee Meetings: Committees shall meet as often as necessary to accomplish their goals.
- 4. <u>Notice of Meetings</u>: Written notice of the purpose, time and place of all Regular Meetings of the Chapter shall be provided 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. For any Board of Directors or Committee Meetings, a quorum shall consist of the majority of the Board or Committee. For all other meetings, a quorum shall consist of a minimum of 20% of the voting members of the Chapter.
- 6. <u>Voting</u>: Each Individual, Agency, 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 which may properly be brought before the meeting. Method of voting shall be determined by the Board of Directors as needed.
- 7. <u>Authority</u>: Except where inconsistent with these Bylaws, Robert's Rule of Order shall govern the conduct of the meetings of the Chapter.
- 8. <u>Board of Director's Meetings</u>: The Board of Directors shall meet monthly for the first year of Chapter existence; thereafter, a minimum of six (6) Chapter Board of Directors meetings per year.

### **ARTICLE VI – COMMITTEES**

1. <u>Standing Committees</u>: 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
Legislative Liaison Committee
Awards and Scholarship Committee
Ethics Committee
Special Committees

- 1.1 <u>Budget and Finance Committee</u>: The Budget and Finance Committee shall consist of not less than three (3) members. The Chapter Treasurer shall be the Chairperson of this Committee. This Committee shall be responsible for reviewing and submitting the Chapter's annual budget to the Board of Directors and to the membership for approval, for overseeing accounting practices, and for recommending fiscal policy direction to the Board of Directors.
- 1.2 <u>Education and Professional Development Committee</u>: The Education and Professional Development Committee shall consist of not less than three (3) members. The Chairperson shall be selected by the Committee. 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, such as organizing workshops and NIGP Seminars; and towards certification (CPPB and CPPO) of the Chapter members. The Committee Chairperson shall make periodic progress reports to the Board on 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 Secretary shall be the Chairperson of this Committee. 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 1st and shall also be submitted to NIGP according to its requirements. This membership list will be prepared and presented to the Board and to the membership. The Committee's Chairperson shall make periodic progress reports to the Board 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.

- 1.4 <u>Program Committee</u>: The Program Committee shall consist of not less than three (3) members. The Vice President shall be the Chairperson of this Committee. The Program Committee's primary responsibilities are to coordinate and plan Chapter programs and events including Chapter meetings. 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 Board on the status of the Committee's activities.
- 1.5 <u>Public Relations Committee</u>: The Public Relations Committee shall consist of not less than three (3) members. The Chairperson of this Committee will be nominated by the president and approved by the board. The Public Relations Committee's primary responsibilities are to inform the membership of Chapter cultural, educational activities, and social events. The Public Relations Committee shall collect articles, and prepare, edit and publish the Chapter's newsletter. The Committee may collect and send articles to 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 Board on the status of the Committee's activities.
- 1.6 <u>Legislation Liaison Committee</u>: The Legislation Liaison Committee shall consist of not less than three (3) members. The Chairperson shall be selected by the Committee. The Legislation Liaison Committee's primary responsibilities are to maintain liaison with legislative committees which deal with procurement matters; to give to legislative committees the views of the Chapter; to inform membership of legislative activities and matters; all under the purview of the Board. This Committee is responsible for maintaining pertinent Legislative materials.
- 1.7 <u>Awards and Scholarship Committee</u>: The Vice President shall direct the Awards and Scholarship Committee. The Awards and Scholarship Committee shall consist of not less than four (4) members:

Vice President, Chairperson Chairperson of the Education and Professional Development Committee Chairperson of the Membership Committee Members-at-large from Chapter membership

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

Professional Public Buyer of the Year Award Professional Public Purchasing Manager of the Year Award Scholarship Awards Other awards as approved by the Board

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.

Each year the Awards and Scholarship Committee shall review procedures and criteria used in selecting recipients of the Chapter's Professional Buyer of the Year Award, Purchasing Manager of the Year Award, Scholarship Awards, and other awards as approved by the Board, and submit any recommended changes for approval to the Board. If no changes are deemed necessary, the Committee shall report this to the Board. Any changes shall be submitted to NIGP for approval by the Executive Vice President.

- 1.8. <u>Ethics Committee</u>: The Ethics Committee shall consist of not less than three (3) non-Board members. Chairperson shall be elected by the Committee. The Ethics Committee primary responsibility is to review and recommend action to the Board on all matters dealing with ethics.
- 1.9 <u>Special Committees</u>: From time to time, the Board of Directors may appoint Special Committees, ie. Audit, Nominating, etc. The Chairperson of such a committee shall be a member of the Board of Directors and shall advise on the activities of the Committee as well as render such progress reports as required by the Board.

#### **ARTICLE VII - NOMINATIONS AND ELECTIONS**

- 1. <u>Nomination and Election Committee</u>. The Nominating Committee and its Chairperson are appointed annually by the Board and shall consist of not less than five (5) members.
- 2. Duties of the Nomination and Election Committee. The Nomination and Election Committee shall:
  - 2.1. Solicit, consider, and evaluate nominations from the regular membership for candidates for office.
  - 2.2. Circulate a slate of eligible nominees to the full membership no later than thirty days (30) prior to the annual election of officers.
  - 2.3. Make no changes in nominees on this slate after submission to the membership except at the request of the nominee.
  - 2.4. Prepare a ballot of the nominated officers and directors for each vacancy to be filled at least three (3) weeks prior to the annual election.
  - 2.5. Administer the election proceedings, provide and collect the ballots, count the votes, and report its findings to the membership.
- 3. <u>Election Procedure</u>. Officers shall be elected from the slate of candidates presented by the Nominating Committee. A simple majority vote of eligible voting 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. Notary is not required unless otherwise determined by the Board. The Absentee Ballot shall be received by the Nominating Committee prior to the official vote. In the case of a tie, the current President shall determine the successful nominee by coin toss.

The following officers shall be elected:

Vice-President Treasurer Recording Secretary Membership Secretary

The office of President is filled by automatic succession from the Vice President.

In the event of a vacancy in any office, the position shall be filled by special election, or appointed by the President with Board approval, with the exception of the office of President which shall be filled by automatic succession.

- 4. No member of this Chapter shall be eligible for any office or directorship unless he/she is a current member in good standing (Article III, paragraph 2) and has been a member in good standing for at least one year immediately preceding the election. (Except for the First Official Election of Officers.)
- 5. No two (2) members from the same office may serve as officers at the same time without board approval.

### **ARTICLE VIII – FINANCES**

- 1. <u>Membership Dues</u>: The Chapter shall receive annual dues from the membership. New members shall pay, in full, at the time of acceptance into membership.
- 2. <u>Assessment</u>: The Chapter may at its option, and in accordance with the Constitution and Bylaws of this Chapter, assess its members for financial support of the Chapter's activities.
- 3. <u>Contributions and Gifts</u>: 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. <u>Fund Raising</u>: 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 IX - RESTRICTIONS ON ACTIVITIES**

In the event a Chapter Charter is revoked or a Chapter dissolved, the Chapter shall:

- (i) After satisfaction of all debts to NIGP and other debtors, deposit all residual funds with the National Treasurer or donate to another non-profit institution exempt from federal income tax under Section 501(c)(3) of the IRS Code;
- (ii) Deposit with NIGP all properties of the Chapter, including original Charter, financial statements, official Chapter records, etc. upon completion of either (a) letter of revocation or (b) letter of dissolution, whichever is applicable. All properties will be held at the National Headquarter Office of NIGP in the event of reactivation of the Chapter.

<u>Revocation</u>: Revocation of a Chapter Charter is accomplished by the NIGP Board of Directors by vote of two-thirds (2/3) of the entire NIGP Board of Directors.

<u>Dissolution</u>: Dissolution of a Chapter is accomplished by three-fourths (3/4) of the Chapter members eligible to vote and certification thereof to the National Board of Directors.

<u>Reinstatement:</u> Reinstatement of a Chapter Charter may be accomplished upon application to the Executive Vice President and favorable vote of a majority of the NIGP Board of Directors.

### ARTICLE X - PUBLIC AND PRIVATE RELATIONSHIPS

- 1. The Chapter will cooperate on a professional basis with all legislative and other public bodies, departments, academic institutions, and organizations in working toward its fundamental objectives of promoting professional development and improving the education, organization, administration, and operation of governmental buying.
- 2. The Chapter may permit commercial exhibits at official meetings that it either conducts or sponsors under regulations established by the Board of Directors and under the guidelines of the National Institute of Governmental Purchasing.
- 3. No Officer or member of the Board of Directors of the Chapter shall serve as an employee, member of a Board, Advisory Board or Committee, or any other policy level position, with or without remuneration, of a for-profit organization which sells products or services to governmental entities, or a for-profit organization whose primary clients sell products or services to governmental entities.

#### **ARTICLE XI - 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 year only.

### **ARTICLE XII - VACANCIES**

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

Death
Resignation in writing
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 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 the 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 XIII – AMENDMENTS**

- 1. <u>Time for Filing Proposals for Amendments</u>: 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 eligible voting members in attendance 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 Oklahoma 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.

### **ARTICLE XIV – SEPARABILITY**

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 XIII, Section 1.