

**ARTICLES OF INCORPORATION
OF
ROCKY MOUNTAIN GOVERNMENTAL PURCHASING ASSOCIATION**

KNOW ALL PERSONS BY THESE PRESENTS: That I, Anne P. McDonald, desiring to form a corporation for educational purpose and not for pecuniary profit, under and by virtue of the laws of the State of Colorado, and in accordance with the provisions and requirements thereof, do hereby make, execute, and acknowledge these Articles of Incorporation, declaring as follows:

ARTICLE I.

The name of this Corporation is the Rocky Mountain Governmental Purchasing Association.

ARTICLE II.

This Corporation shall have perpetual existence.

ARTICLE III.

A. The nature of the business of this Corporation and the objects and purposes thereof proposed to be transacted, promoted, or carried on are as follows:

1. To establish cooperative relationships among its members for the development of efficient and effective purchasing methods and practices in the field of educational, governmental and public institutional procurement; to correct trade abuses and encourage maintenance and continuity of ethical standards in buying and selling; to promote uniform public purchasing laws and simplified standards and specifications; to collect and disseminate useful information for its members; to promote the interchange of ideas and experiences within the purchasing profession; to promote the study, development and application of improved methods and practices to purchasing and materials management; to encourage and cooperate in promoting courses related to purchasing and materials management, seminars, workshops, research and other academic activities; to research, investigate and to sponsor such activities as may be useful in providing members with knowledge for efficient procurement; to strive by all legitimate means to advance the purchasing professions; and to support the Aims, Objectives, and Code of Ethics of the National Institute of Governmental Purchasing.

2. To transact all lawful business for which nonprofit corporations may be organized pursuant to the Colorado Nonprofit Corporation Act, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of Colorado,

and to do any and all the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, these Articles of Incorporation, or the Bylaws of this Corporation.

3. No part of the income or net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered in effecting on or more purposes of the Corporation and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

4. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise or directly or indirectly participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to and candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE IV.

Because it is organized for purposes other than pecuniary profit, the Corporation shall not have any capital stock. The Bylaws of the Corporation may provide for membership in the Corporation, the kinds and classes of members, and the rights and privileges of each.

ARTICLE V.

The Corporation may dissolve and wind up its affairs in the manner provided by the Colorado Nonprofit Corporation Act, by upon such dissolution, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore.

2. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

3. The remaining assets held by the Corporation shall be distributed pursuant to a plan of distribution adopted as provided in Section 7-26-104 or the Colorado Nonprofit Corporation Act, unless otherwise provided by law, to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the Corporation for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or to the federal government, or to a Colorado state or local government, for a public purpose, or be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this corporation was organized.

ARTICLE VI.

The address of the Corporation's initial registered office is 1401 17th Street, Suite 1100, Denver, Colorado, 80202, and the name of the registered agent at such address is Stephen A. Weinstein.

ARTICLE VII.

The name and the address of the incorporator hereof is Anne P. McDonald, 1401 17th Street, Suite 1100, Denver, Colorado, 80202.

ARTICLE VIII.

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws of the Corporation.

The number of directors shall be fixed by the Bylaws, except as to the number of the initial Board of Directors, which shall be fifteen (15) directors. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease in the number shall have the effect of shortening the term of any incumbent director.

The initial Board of Directors shall consist of the following persons, who shall hold office until the first annual election of the directors and until their successors have been elected or appointed and qualified, unless a director shall sooner resign or be removed, in which case such vacancy shall be filled according to the Bylaws of this Corporation:

Sandy Hicks, CPPB
M. Edward Connors, C.P.M.
Dirk Banks, CPPO
Linda Meserve, CPPB
Chris Stutler, CPPO
Alan Miller, CPPB
Marcia Sieben, CPPB
Jay Klinkerman

John Williams
Mike Mitchell
Sandra Schmitzer, C.P.M.
Sharyn Gutheridge, CPPB
Gary Kraft, C.P.M.
Traci Burnett, CPPB
David Metsch
Donna Villers, CPPB

ARTICLE IX.

A two-thirds majority of the voting Members who cast votes shall have power to enact, alter, amend, and repeal such Bylaws not inconsistent with these Articles of Incorporation and the laws of the State of Colorado as it may deem best for the management of the Corporation.

ARTICLE X.

The personal liability of any of the Corporation's directors to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated, except that this provision shall not eliminate the liability of the director to the Corporation or to its members for: (a) any breach of the director's duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the director derived an improper personal benefit.

ARTICLE XI.

Cumulative voting shall not be allowed in the election of directors.

EXECUTED this _____ day of November, 1997.

Anne P. McDonald, Incorporator

***BYLAWS
OF
ROCKY MOUNTAIN GOVERNMENTAL
PURCHASING ASSOCIATION***

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**BYLAWS
OF
ROCKY MOUNTAIN GOVERNMENTAL
PURCHASING ASSOCIATION**

**ARTICLE I
OFFICERS**

Section 1. Offices and Qualification. The Officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, the Immediate Past President, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold any two of said offices (except the same person shall not be both President and Secretary), but no such Officer shall execute, acknowledge or verify any instruments in more than one capacity if such instrument is required by law or by these Bylaws or by resolution of the Board of Directors to be executed, acknowledged or verified by any two or more Officers. The Officers of the Corporation shall be natural persons of the age of eighteen years or older. Each Officer shall be an ex officio member of a committee(s) as assigned by the President.

Section 2. Election and Term. The Vice President, upon the completion of a minimum one-year term of office, shall become President upon the vacancy of that office, and the President, upon completion of his term, shall serve as Immediate Past President. The Treasurer shall be elected to a term of two years. All other Officers of this Corporation shall be elected annually. Election shall be by ballot, and a simple plurality of the votes cast shall be necessary to elect. Each Officer, except such Officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall hold office until such Officer's successor shall have been duly elected and qualified, or until such Officer's death, resignation, or removal in the manner hereinafter provided.

Section 3. Subordinate Officers. The Board of Directors may appoint such other Subordinate Officers to hold office for such periods of time, have such authority and perform such duties as may be considered desirable, and the Board of Directors may delegate to any Officer the power to appoint any such Subordinate Officers.

Section 4. The President. The President shall be the active Executive Officer of the Corporation shall exercise detailed supervision over the business of the Corporation and over its several Officers, subject, however, to the control of the Board of Directors. The President shall preside over all meetings of the Corporation and be a member ex officio of all committees. The President shall perform all duties as from time to time may be assigned to the President by the Board of Directors. The President shall have the authority to expend or commit the Corporation's funds up to the limit established annually by the board.

The President shall execute all deeds, conveyances, deeds of trust, bonds and other contracts under the seal of the Corporation except where otherwise permitted by law and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Corporation.

Section 5. The Vice President. The Vice President shall perform such duties as are given to the Vice President by these Bylaws or assigned by the Board of Directors. The Vice President shall perform all the duties of the President and shall preside at the meetings of the Corporation in case of the

disability or absence of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. The Secretary. The Secretary shall:

- (a) Keep or cause to be kept correct and complete minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors;
- (b) Keep or cause to be kept the seal of the Corporation;
- (c) Affix the seal to all documents requiring such seal;
- (d) Give all notices required by law and these Bylaws;
- (e) Execute with the President or Vice President documents requiring attestation and certification by the Corporation's Secretary;
- (f) Perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the Board of Directors or the President.

Section 7. The Treasurer. The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever;
- (c) Keep or cause to be kept correct and complete books and records of account;
- (d) Render financial statements upon request to the Board of Directors;
- (e) Have charge of, and be responsible for, the preparation and filing of all tax returns and reports required by law, and the collection and payment of taxes such as withheld taxes, sales and use taxes, and any other taxes for which the Corporation may be responsible;
- (f) Prepare the Corporation's budget;
- (g) Mail notices of dues either electronically or via postal service;
- (h) Render a true and complete written report relative to the affairs of the office at each Board of Directors' and Corporation's scheduled meetings;
- (i) Collect membership dues and report to the Membership chair any delinquency for proper notification;
- (j) Perform all duties incident to the office of Treasurer, and such other duties as may be assigned to the Treasurer by the Board of Directors or the President. The Treasurer may be required to give a bond for the faithful performance of such Treasurer's duties in such sum and with such surety as may be determined by the Board of Directors.

Section 8. Immediate Past President. The Immediate Past President shall:

- (a) Administer the rewards program.
- (b) Provide support to the current President.
- (c) Perform all duties incident to the office of Immediate Past President, and such other duties as may be assigned to the Immediate Past President by the Board of Directors or the President.

Section 9. Removal. The Officers specifically designated in Section 1 of this Article may be removed by the vote of a majority of the whole Board of Directors at a meeting of the board called for that purpose whenever in the board's judgment the best interests of the Corporation will be served thereby. The Officers appointed in accordance with the provisions of Section 3 of this Article may be removed, either with or without cause by a majority vote of the Directors present at a meeting called for

that purpose, or by the Officer to whom such power of removal may be delegated by the Board of Directors.

Section 10. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term of office by the Board of Directors, except that (a) in the case of a vacancy in the office of the President, the Vice President shall immediately assume the responsibilities of the President for the balance of the existing term of office, and (b) in the case of a vacancy occurring in an office filled in accordance with the provisions of Section 3 of this Article, such vacancy may be filled by any Officer to whom such power may be delegated by the Board of Directors.

ARTICLE II DIRECTORS

Section 1. Number, Composition and Term. The property interests, business, and affairs of the Corporation shall be managed by the Board of Directors, as more fully set forth in Section 3 of this Article. The board shall consist of not less than ten (10) nor more than twenty (20) Directors. The number of Directors may be increased or decreased at any time by a majority vote of the whole Board of Directors, except that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

The Board of Directors shall consist of the President, Vice President, the Secretary, the Treasurer, the current standing committee chairpersons, and the Immediate Past President.

Section 2. Duties. The Board of Directors shall manage the property interests, business, and affairs of the Corporation, including reviewing the reports of the Secretary and Treasurer, auditing all bills and accounts against the Corporation, fixing or delegating authority to fix the compensation of Officers and employees of the Corporation, and managing the assets of the Corporation. The board may direct any Officer or Officers of the Corporation to conduct the ordinary business and affairs of the Corporation. The board may, from time to time, employ such persons, as the board may deem necessary for the carrying on of the business and affairs of the Corporation, any of who may also be Officers or Directors of the Corporation. The board shall have no authority to expend or commit funds, or otherwise cause indebtedness of the Corporation to an amount in excess of the cash resources of the Corporation.

It shall be the duty of each Director to attend each board meeting.

A Director shall perform the duties as a Director, including the duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) below; but such Director shall not be considered to be acting in good faith if

such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director who so performs said duties shall not have any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely are:

- (a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the board upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 3. Chairman of the Board. The President shall serve as Chairman of the Board. The Chairman shall preside at all meetings of the Board of Directors, provide a general direction for the Board of Directors and shall perform all such duties incident to the office of Chairman of the Board and such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate from among the Directors an executive or other committees, each of which, to the extent provided in the resolution or in the Articles of Incorporation or these Bylaws shall have all of the authority of the Board of Directors, except that no such committee shall have the authority to (i) declare distributions; (ii) fill vacancies on the Board of Directors or any committee thereof; (iii) amend these Bylaws; (iv) approve a plan of merger or consolidation with another corporation; (v) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (vi) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (vii) adopt a plan for the distribution of the assets of the Corporation; (viii) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

Neither the designation of any such committee, the delegation of authority to such committee, nor any action by such committee pursuant to its authority shall alone constitute compliance by any Director not a member of the committee in question with such Director's responsibility to act in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 5. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of January of each year. The Board of Directors shall hold additional meetings at such other time or times as they may from time to time determine.

Section 6. Special Meetings. Special meetings of the Board of Directors or any committee designated by such Board, shall be held whenever called by the President or by any Director.

Section 7. Rules of Order. Roberts Rules of Order shall govern all meetings of the Board of Directors, a copy of which shall be available at every meeting.

Section 8. Place of Meetings. The Board of Directors or any committee designated by the Board may hold its meetings at such place or places within or without the State of Colorado as the Board may

from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice of such meetings.

Section 9. Notice. Notice of special meetings shall be mailed to each Director or committee person, addressed to the Director's address as it appears on the records of the Corporation, at least three (3) days before the day on which the meeting is to be held; or shall be sent to the Director at such address by either electronically or via postal service or delivered personally not later than one (1) day before the day on which the meeting is to be held. The notice shall indicate briefly the business to be transacted at or the purpose of the meeting.

Section 10. Waiver of Notice and Approval of Action. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice may be expressly waived by a writing executed and filed with the records of the meeting either before or after the holding thereof. No notice need be given of any adjourned meeting of the Board of Directors.

As to any Director who shall sign the minutes of any special or regular Directors meeting, such meeting shall be deemed to have been legally and duly called, noticed, held and conducted, and the signature of any Director to the minutes of a meeting shall for all purposes and as to all persons be held to be an approval of the action thereto.

Section 11. Meetings by Conference Telephone or Similar Communications Equipment:

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 12. Action by Directors Without a Meeting. Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of the Directors or of the Directors or any action which may be taken at a meeting of the Directors or committee of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof.

Such consent shall have the same force and effect as a unanimous vote of the Directors or committee members, as the case may be.

Section 13. Quorum and Manner of Acting. Two-thirds of the number of voting members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless a greater number is required by the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting or unless the director files the Director's written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards

such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of Directors. Directors who are not otherwise compensated by the Corporation as Officers or employees may be reimbursed for their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. Members of special or executive committees may be allowed like compensation for attending committee meetings.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office for a term of office continuing only until the next election or appointment of Directors.

Section 16. Removal of Directors. The entire Board of Directors or any lesser number may be removed, with or without cause, by:

- (a) For those Directors who are Officers, by a majority of the members casting votes; and
- (b) For those Directors who are appointed, by the majority vote of the Officers.

Section 17. Resignation. Any director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III MEMBERSHIP

Section 1. Eligibility. The membership shall consist of agency and individual membership to include the following:

(a) Agency Membership. Agency membership in the Corporation shall be open to all governmental entities, including, but not limited to: federal, state, county, municipal, and township, public school systems, publicly owned and operated hospitals and utilities, colleges, universities, special districts, and public institutions. Nonprofit institutions may hold non-voting agency memberships.

(b) Regular Membership. Regular membership shall be open to a director, manager, purchasing agent, assistant purchasing agent, buyer, or employee of an agency member, provide s/he spends the majority of her/his time performing the usual and customary duties of the purchasing, contracting, and materials management function for the employer. Each regular member shall be entitled to one vote. Previous members in good standing may apply to the membership committee and/or Board of Directors for regular membership if such individual is no longer employed by an agency member.

(c) Honorary Membership. In recognition of distinguished or unusual services rendered to the purchasing and materials management profession or this Corporation, the Board of Directors, with the majority of the Member casting votes, may confer honorary membership upon individuals not

qualified for regular membership. Honorary membership shall be for such period as designated by the Corporation, but the Board of Directors shall have the authority and duty to revoke the honorary membership of any individual whenever the board determines that continuation of the honorary membership would be inconsistent with the policies and objectives of the Corporation.

Honorary members shall not be entitled to vote or to hold office and shall be exempt from paying dues. Honorary members may, however, be appointed to serve on committees.

(d) Lifetime Membership. Upon written request, the Board of Directors shall confer lifetime membership to former regular members upon their retirement from employment.

Lifetime members shall not be entitled to hold office and shall be exempt from paying dues. Each lifetime member shall have one vote and may be appointed to serve on committees.

Section 2. Admission. Acceptance of members will be in accordance with established rules and qualifications as determined within these Bylaws.

Section 3. Revocation. The Board of Directors by a two-thirds (2/3) majority of members casting votes may revoke the membership of any member for violation of, or failure to comply with these Bylaws, including specifically, but without limitation, provisions respecting payment of dues, fees, eligibility of members, violation of the National Institute of Governmental Purchasing Code of Ethics, and observance of National Institute of Governmental Purchasing Code of Ethics policies as may be adopted by the Corporation's Board of Directors from time to time. A person considered for membership revocation, except for nonpayment of dues and fees, shall be provided thirty (30) days written notice of the proposed action by the Board of Directors and be given an opportunity to show cause at a scheduled Board of Directors meeting in person or by letter as to why the membership should not be revoked.

Section 4. Reinstatement. Any suspended or terminated member may be reinstated on the recommendation of the Board of Directors by a two-thirds (2/3) vote at any time subsequent to such suspension or termination upon a proper showing of good cause to justify reinstatement.

Section 5. Authorized Representative of Member. In the case of a member which is not a natural person, such member shall give written notice to the Corporation's Secretary of the natural person authorized to represent, vote, and act on behalf of the member at meetings and in all other matters. Such authorization shall become effective, upon receipt by the Corporation's Secretary and shall continue until the Corporation's Secretary receives a notice of revocation of the authority and authorization of another natural person to act as the member's representative.

Section 6. Voting. Each regular member and lifetime member is entitled to one vote on each matter submitted to a vote of members. A member entitled to vote must vote in person. Voting by mail, electronically or via postal service, by members for election of Officers shall also be permitted, which election shall require in such case at least a simple plurality of the votes which members are entitled to cast in the election. Voting by mail, electronically or via postal service, by members for an amendment to the Articles of Incorporation or a proposed plan of merger, consolidation, or dissolution, shall also be permitted, which amendment shall require in such case the affirmative vote of at least two-thirds (2/3) of the members casting votes. At each election of Officers, every member entitled to vote at such election shall have the right to cast one vote for each office to be filled.

Section 7. Closing Membership Books and Fixing Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may provide that the membership books be closed for a stated period but not to exceed, in any case, fifty days. If the membership books are closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting.

In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty days and, in case of a meeting of members, not less than ten days prior to the date on which the particular action requiring such determination of members is to be taken.

When a determination of members entitled to vote at any meeting of members has been made as provided in this Section, the determination shall apply to any adjournment thereof.

Section 8. Annual Meeting. The regular annual meeting of members of the Corporation shall be held in the month of December of each year at the principal office of the Corporation, or at such other place, either within or without the State of Colorado, as may be ordered by the President, Vice President, or the Board of Directors; provided, however, that the Board of Directors may postpone such meeting for a period of time not in excess of sixty (60) days upon appropriate resolution at any regular or special meeting of the board.

At the regular annual meeting of the members, the Officers for the ensuing year shall be elected, the Officers of the Corporation shall present their annual reports, and the Secretary shall have on file for inspection and reference a complete record of members. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

In addition to the regular annual meeting, there shall be regularly scheduled quarterly meetings.

Section 9. Special Meetings. Special meetings of the members may be called by the Board of Directors, the President, the Vice President, or not less than fifty percent (50%) of the members entitled to vote at the meeting. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be considered in any such meeting.

Section 10. Rules of Order. Roberts Rules of Order shall govern all meetings of the members, a copy of which shall be available at every meeting.

Section 11. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Colorado, as the place for any annual meeting or for any regular or special meeting of the members. If a special meeting shall be called otherwise than by the Board, or if the Board of Directors does not designate a place, the place of meeting shall be the registered office of the Corporation.

Section 12. Notice of Meetings. Written notice stating the place, date and hour of the meeting, and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, electronically or via postal service, or at the direction of the President, or the Secretary, or the Officer or person calling the meeting, to each member entitled to vote at such meeting. If requested by the person or persons lawfully calling such meeting, the Secretary shall give notice thereof, at corporate expense.

Section 13. Meetings by Conference Telephone or Similar Communications Equipment.

Members may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 14. Action by Members Without a Meeting. Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of members, or any action which may be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Such consent shall have the same force and effect as a unanimous vote of the members.

Section 15. Election of Officers. At each annual meeting of the members of the Corporation, Officers shall be elected to serve until their successors are duly elected and qualified, unless they sooner resign or are removed pursuant to Section 16 of Article II of these Bylaws. Election of Officers shall be by such of the members as attend the annual meeting, in person, or who submit their votes by mail, electronically or via postal service, provided that if the majority of members entitled to vote is not represented, such meeting may be adjourned by the members present for a period not exceeding sixty (60) days at any one adjournment. Each member entitled to vote at such election has the right to vote, in person or by mail, electronically or via postal service, one vote for each office to be filled and for whose election the member has a right to vote. Cumulative voting shall not be allowed in the election of Officers.

Section 16. Quorum and Manner of Acting. Unless otherwise provided in the Articles of Incorporation, members holding twenty percent (20%) of the votes entitled to be cast on the matter to be voted upon, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented at the meetings shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is required by the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. In the absence of a quorum, those present may adjourn the meeting from day to day but in no event for a period to exceed sixty (60) days at any one adjournment.

Section 17. Waiver of Notice and Approval of Action. When any notice is required to be given to any member of the Corporation under the provisions of the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

Section 18. Order of Business. The order of business at the annual meeting, and so far as is practicable at all other meetings, of the members, shall be as follows:

- Determination of quorum.
- Proof of due notice of meeting or waiver of notice.
- Reading and disposal of any unapproved minutes.
- Annual reports of Officers and committees.
- Election of Officers.
- Unfinished business.
- New business.

Adjournment.

Section 19. Dues. New members shall pay annual dues, in full, at the time of acceptance into membership, unless otherwise determined by the Board of Directors. All other members shall pay annual dues before February 1 of each year. Any member, who has not paid his annual dues by April 1, shall be considered delinquent and may be dropped from the membership list, in the discretion of the BBoard. Members whose dues are delinquent shall not vote.

Any changes in the annual dues proposed by the board must be approved by a majority of the membership casting votes at the annual meeting.

ARTICLE IV COMMITTEES

Section 1. Standing Committees. On an annual basis, the Officers shall appoint a chairperson to each of the standing committees no later than thirty (30) days after assuming office.

Section 2. Duties and Responsibilities. The duties and responsibilities of the standing committees are:

(a) Election Committee. The committee shall consider and evaluate recommendations from the membership regarding potential candidates for all offices. The Election Committee shall submit a slate of eligible nominees to the Board of Directors in sufficient time to be voted on by the membership before the fourth quarter meeting of each year.

The Election Committee shall prepare ballots and administer the election prior to the annual meeting.

(b) Educational and Professional Development Committee. The Educational and Professional Development Committee shall be responsible for the planning, development, and implementation of training programs. The committee shall administer the Association scholarship program subject to the approval of the Board of Directors. A suggested schedule of training shall be submitted to the Board of Directors at their first meeting of the year.

(c) Program Committee. The Program Committee shall be responsible for researching, planning and arranging programs for the general meetings of the Association. A tentative annual schedule shall be submitted to the Board of Directors.

(d) Membership Committee. The Membership Committee shall be responsible for maintaining and increasing the membership of the Association. It shall review all applications for membership and advise the Board of Directors concerning eligibility of applicants for membership.

(e) Legislative Committee. The Legislative Committee is responsible for monitoring legislative and legal issues and actions that may impact the public purchasing profession. The committee shall report to the board and membership as required.

(f) Communications Committee. The Communications Committee shall be responsible for the design and content of the Chapter's Web Site. The committee shall keep the membership informed

of current information, undertake public information on behalf of the association and implement communication actions authorized by the Board of Directors.

(g) Newsletter Committee. The Newsletter Committee gathers information pertinent to Association members and publishes a newsletter.

(h) Awards Committee. The Awards Committee is responsible for seeking nominations and selecting the buyer and manager of the year awards. The committee also recommends other awards to the board, such as lifetime membership, distinguished service and other special awards as required. Additionally, this committee coordinates the submission of all the Corporation's nominees for National Institute of Governmental Purchasing awards.

(i) Chapter Enhancement Committee. – The Chapter Enhancement Committee shall research, develop, plan and implement programs that bring value in the form of revenue or other enhancements to the RMGPA organization, its mission and membership. This may include trade shows, marketing, outreach to purchasing professionals, the vendor community and other efforts and events that coincide with the Committee's responsibility.

(j) Historian. This Historian is responsible for storing, maintaining and exhibiting two sets of the Corporation albums. The Historian attends all Corporation functions and gathers information for the albums. The Historian works with the Board of Directors to submit the Chapter of the Year application to National Institute of Governmental Purchasing.

ARTICLE V DISSOLUTION

The Corporation may dissolve and wind up its affairs in the manner provided by the Colorado Nonprofit Corporation Act, but upon such dissolution, the assets of the Corporation shall be applied and distributed as follows:

Section 1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore.

Section 2. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

Section 3. The remaining assets held by the Corporation shall be distributed pursuant to a plan of distribution adopted as provided in Section 7-134-102 of the Colorado Nonprofit Corporation Act or the most current legislation, unless otherwise provided by law, to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a Colorado state or local government, for a public purpose, or be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Corporation was organized.

ARTICLE VI INDEMNIFICATION

Section 1. Definitions. As used in this Article:

(a) “Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction;

(b) “Director” means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving at the Corporation’s request as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, any partnership, joint venture, trust, employee benefit plan or other enterprise. A Director shall be considered to be serving an employee benefit plan at the Corporation’s request if the Director’s duties to the Corporation also impose duties, on or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a Director;

(c) “Expenses” includes attorney fees;

(d) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense actually incurred with respect to a proceeding;

(e) “Official capacity” means: (i) when sued with respect to a Director, the office of Director in the Corporation, and, (ii) when used with respect to a person other than a Director, the office in the Corporation held by the Officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. “Official capacity” does not include service for any other foreign or domestic corporation or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise;

(f) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding;

(g) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. Permissive Indemnification of Directors. Except as provided in Section 4 of this Article, the Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in any proceeding if the individual:

(a) Conducted himself or herself in good faith; and

(b) Reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation’s best interest; and (ii) in all other cases, that his or her conduct was at least not opposed to the Corporation’s best interests; and

(c) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

A Director’s conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan shall be

deemed to be conduct which is not opposed to the Corporation's best interests for purposes of this Section.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the Director did not meet the standard of conduct set forth in this Section.

Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding.

Section 3. Mandatory Indemnification of Directors. Unless limited by the Articles of Incorporation, the Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 4. Prohibited Indemnification of Directors. The Corporation may not indemnify a Director under Section 2 of this Article:

(a) In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or

(b) In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his or her official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

Section 5. Authority for Permissive Indemnification of Directors. The Corporation may not indemnify a Director under Section 2 of this Article unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 2 of this Article. The determination required to be made by this Section shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained, by majority vote of a committee of the Board of Directors designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or

(c) By special legal counsel: (i) selected by the Board of Directors or its committee in the manner specified in subsections (a) and (b) of this Section 5; or (ii) if a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, selected by a majority vote of the full Board of Directors (in which designation Directors who are parties may participate).

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that, if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

Section 6. Advances of Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of the final disposition of the proceeding if:

(a) The Director furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Subsection (a) of Section 2 of this Article;

(b) The Director furnishes the Corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

The undertaking required by subsection (b) of this Section shall be an unlimited general obligation of the Director, but need not be secured and may be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 5 of this Article.

Section 7. Indemnification of Officers, Employees and Agents. The Corporation shall have the following powers and duties of indemnification with respect to Officers, employees and agents:

(a) An Officer of the Corporation who is not a Director shall be entitled to mandatory indemnification pursuant to Section 3 of this Article;

(b) The Corporation may indemnify and advance expenses pursuant to Section 6 of this Article to an Officer, employee, or agent of the Corporation who is not a Director to the same extent as a Director; and

(c) The Corporation may indemnify and advance expenses to an Officer, employee, or agent of the Corporation who is not a Director to the extent, consistent with public policy, that may be provided by the Article of Incorporation, these Bylaws, general or specific action of the Board of Directors, or contract.

Section 8. Rights, Powers and Duties Not Exclusive. The indemnification provided by this Article shall not be construed to limit any other rights of indemnification to which Directors, Officers, employees and agents of the Corporation may be entitled under the laws of the State of Colorado; nor shall the indemnification provided by this Article be construed to limit any other of the Corporation's power to indemnify its Directors, Officers, employees and agents as may be provided by the laws of the State of Colorado.

ARTICLE VII PERSONAL LIABILITY

Section 1. Director Immunity. No member of the Board of Directors of the Corporation shall be held liable for actions taken or omissions made in the performance of his duties as a Board member except for wanton and willful acts or omissions and except as provided below.

Section 2. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a Director, Officer, employee, or agent of the Corporation or who, while a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify the person against the same liability under the provisions of Article VI. Any such insurance may be procured from any insurance company designated by the Board of Directors of the Corporation, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has equity or any other interest, through stock ownership or otherwise.

Section 3. Personal Liability for Torts of Employees. No Officer or Director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Officer or Director was personally involved in the situation giving rise to the litigation or unless such Officer or Director committed a criminal offense. The protection afforded in this Section shall not restrict other common law protections and rights that an Officer or Director may have. This Section shall not restrict the Corporation's right to eliminate or limit the personal liability of a Director to the Corporation for monetary damages for breach of fiduciary duty as a Director.

Section 4. Personal Liability for Monetary Damages. If provided for in the Articles of Incorporation, the personal liability of any of the Corporation's Directors to the Corporation for monetary damages for breach of fiduciary duty as a Director is eliminated, except that this provision shall not eliminate the liability of the Director to the Corporation for monetary damages (a) for any breach of the Director's duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for acts specified in Section 7-128-402 of the Colorado Nonprofit Corporation Act or the most current legislation; or (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII AMENDMENTS

Any and all provisions of the Bylaws may be altered, amended, repealed or added to at any annual, regular or special meeting of the members called for that purpose, by a majority vote of the members casting votes entitled to vote.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Colorado Nonprofit Corporation Act. The provisions of the Colorado Nonprofit Corporation Act shall apply to this Corporation.

Section 2. Corporate Seal. The seal of the Corporation shall consist of two concentric circles, between which shall be the name of the Corporation and the word "Colorado" and in the center of which

Section 3. Reimbursement by Officer of Expenses. Any payments made to an Officer of the Corporation such as salary, commission, bonus, interest, or rent, or entertainment, or travel expense incurred by such Officer, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service or other properly constituted taxing authority, shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. In lieu of payments by the Officer, subject to the determination of the Directors, proportionate amounts may be withheld from such Officer's future compensation payments until the amount owed to the Corporation has been recovered.

Section 4. Finances. Any member shall have the right to inspect the Corporation's books and accounts at all times. The Corporation's financial records shall be audited annually by a qualified firm or individual. The Treasurer shall not participate in the audit.

Originally adopted and approved by the Membership on December 5, 1997.

Adopted and approved by the Membership on December 1, 2005.

ROCKY MOUNTAIN GOVERNMENTAL
PURCHASING ASSOCIATION,
a Colorado Nonprofit Corporation

By: 
Linda Trimble, Secretary

Adopted and approved by the Membership on December 7, 2007

ROCKY MOUNTAIN GOVERNMENTAL
PURCHASING ASSOCIATION,
a Colorado Nonprofit Corporation

By: 
Christine Kennehan, C.P.M., CPPB, Secretary