

**BY – LAWS**

**Of**

**The**

**VIRGINIA ASSOCIATION of STATE**

**COLLEGE**

**AND UNIVERSITY PURCHASING**

**PROFESSIONALS**

**(VASCUPP)**

## ARTICLE 1: NAME AND PURPOSE

### Section 1. Name

The name of this association shall be the Virginia Association of State College and University Purchasing Professionals (VASCUPP), hereinafter referred to as the Association.

### Section 2. Purposes

The Purposes of this Association are:

1. To provide opportunities for Virginia's public colleges, universities and other institutions of higher education to address and share information on matters of common professional interest. (Examples: minority procurement programs, specific State contracts, special needs of our respective institutions, policies and procedures which may cause particular difficulties for higher education, etc.)
2. To provide a forum of communications with State officials, college and university faculty, staff and students, and members of the General Assembly. (Examples: Presentations on the Higher Education Equipment Trust Fund, Treasury Board financing, the Capital Outlay Process, new legislation which may impact higher education, Virginia Correctional Enterprises, Virginia Industries for the Blind, sheltered workshops, etc.)
3. To provide a network which may be used to quickly provide information about "rising" matters of concern to the membership and to address those matters effectively.
4. To provide a structure to promote increased opportunities for cooperative procurement, among institutions of higher education.
5. To promote professional development among association members and provide professional development opportunities for the members during meetings.
6. To enhance with State Government, the awareness of higher education's outstanding procurement programs and professionals.
7. To draft and propose legislation which impacts state procurement through the appropriate means available to the Association.
8. Coordination of the application of decentralized purchasing procedures for institutions of higher education, to include the current status of decentralized purchasing manual.
9. To undertake such other activities as may be beneficial to the Association and its members.

To support these purposes the members have enacted a Statement of Responsibility, dated February 2, 2009. This Statement serves as a guideline for each Institution's participation and obligation to the Association. (Attachment A)

## **ARTICLE 2: MEMBERSHIP**

### **Section 1. Eligibility**

Membership in this Association shall be available upon invitation, to Virginia's public Colleges or Universities who are four-year institutions, and have full delegated procurement authority.

### **Section 2. Classification of Members**

Membership in the Association is held by public institutions of higher education and not by individuals. Each member institution has a single vote in the business of the Association.

### **Section 3. Meeting of the Representatives of the Member Institutions**

The Association will meet at least two times per year. The last regular meeting of this Association is for the election of officers of the Association, establishment of dues for the next fiscal year, (if applicable) transaction of business, and conduct of activities to achieve the purposes of the Association. Each meeting shall be held on a date and at a location as determined by the Board of Directors of the Association.

### **Section 4. Membership Dues**

Membership dues for the next fiscal year may be established by the Association at the last regular meeting and shall be due by July 31 of that fiscal year.

## **ARTICLE 3. OFFICERS**

### **Section 1. Officers**

The President, Vice President, Secretary, Treasurer and Immediate Past President shall comprise the officers of this Association.

### **Section 2. Term of Office and Election of Officers**

Association officers shall be elected yearly at the Last Regular Meeting of the Fiscal Year. Officers shall serve a two year term of office; however, two successive terms may be served in the same office if agreed to by the incumbent. To provide continuity and effectiveness in the transfer of responsibilities, officers shall maintain records pertinent to their office which he or she shall transmit to their successors at the end of their term of office. New officers shall be installed by the Association during the Business Session of the Association at the last regular Meeting. The officers' term of office shall be approximately one year, beginning on July 1 and continuing through June 30.

### **Section 3. Vacancies**

Officer Vacancies during a term of office shall be filled by Presidential appointment. Such appointments shall last through the unexpired term of office.

### **Section 4. Nominating Committee**

The Immediate Past-President shall serve as the Chairperson of the Nominating Committee. Other Committee members shall be appointed by the Immediate Past-President. If the Immediate Past-President is unavailable to assume this role, the outgoing President will appoint the Chairperson of the Nominating Committee. The Nominating Committee shall identify candidates for the slate of officers. The Chairperson of the Nominating Committee shall ask those individuals if they would be willing to serve. A precise description of duties of Office shall be presented to each potential nominee. The Nominating Committee shall then select and present a slate of officers to the membership. Such selection shall be made prior to the Last Regular Meeting, or as soon as practical thereafter. The Chairperson of the Nominating Committee shall place the slate of the candidates in nomination at the appropriate time during the business session of the meeting. The President shall accept nominations from the floor. If there are no nominations, the candidates shall be elected by acclamation. If there are other nominations, a vote shall be taken by secret ballot and the officer selected by a simple majority. The remaining officers will be elected by acclamation.

The Association shall endeavor to maintain a balance among its officers, with representation from a cross section of the eligible membership. The Chairperson of the Nominating Committee Shall provide leadership in this regard.

### **Section 5. Duties of the Officers**

#### **1. President**

The President shall be the chief executive officer and shall exercise general supervision over the interest and welfare of the Association. The President shall appoint and discharge all committee assignments and perform all other duties normally associated with the Office of President of an association.

The President shall represent this Association in business matters with any other association, and, as such, shall inform the Officers and the membership of the Association of activities, programs, and policy which took place with that association.

The President may be asked to speak for the Association and, whereby there is a concensus among members, is empowered to do so in subjects that are professional in nature. The President should avoid speaking for member schools on matters of policy since such matters commonly are decided by senior management at each school.

#### **2. Vice-President**

The Vice-President shall serve as a liaison to the General Assembly of the State Legislature, Division of Purchases and Supply (DPS), Virginia Department of Transportation (VDOT), Virginia Department of Information Technology (VITA), Department of Engineering and Building (DEB), Department of Minority Business Enterprise (DMBE) and any other appropriate State or Federal agency. In the absence or disability of the President, the Vice-President shall serve as the President. The Vice-President shall also assume other leadership responsibilities as may be requested by the President.

**3. Secretary**

The Secretary shall attend and suitably record in permanent form the proceedings of all meetings of the Association and shall perform all other duties as may be associated with the Office of Secretary of an association.

The Secretary shall keep an accurate record of the membership, attendance at meetings, minutes of all meetings and other documents and records of importance to the Association. The Secretary shall disseminate copies of minutes to the membership for approval at the succeeding meeting.

**4. Treasurer**

The Treasurer shall attend all meetings of the Association and shall collect dues from the members, registration fees and other monies associated with the operation of the Association (as applicable). The Treasurer shall maintain all records and books of accounts as may be necessary to properly record and account for the financial transactions of the Association. The President and Vice Presidents shall be authorized to be one of two signatures on drafts against the Association's account. The second required signature will be that of the Treasurer. Should the Association's checking account reside in a university ledger, two authorizing signatures as detailed above shall be required on the vendor invoice or other disbursement authorization.

The Treasurer shall prepare an annual budget for approval by the Association. The records maintained by the Treasurer and all related authorizing documents shall be open for inspection by any member of the Association upon request.

The Treasurer shall deliver over to his or her successor in office all monies, books, documents, vouchers and any other items pertaining to the office belonging to the Association. Concurrent with this and prior to formal transfer of assets, an audit of documentations and independent verification of account balances will be conducted.

The results of this review will be documented in a report to the President and will be made a part of the minutes of the next regularly scheduled meeting of the Association.

The Treasurer shall collect all monies due to the Association and shall pursue late payments. The Treasurer shall formally report treasury activity and balances at all scheduled Association meetings. The report shall be distributed in advance to all members of the Association and shall include a list of all monies received and their

source, all disbursements made and the parties to which the disbursements were made, and monies due the Association but not collected prior to the meeting. These monies shall be compared to budget which had been approved by the Association at the beginning of the Association year.

#### **ARTICLE 4: FISCAL YEAR**

The fiscal year of this Association shall officially commence on July 1 of each year and end on June 30 of the following year.

#### **ARTICLE 5: AMENDMENTS**

These By-Laws may be amended at any regular meeting of the Association by a simple majority vote of the quorum representative present from the member institutions. Each member institution shall have one vote.

#### **ARTICLE 6: ORGANIZATIONAL RESTRICTIONS**

- I. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members or officers as any form of compensation. Payments made to other private persons shall be subject to the normal payment and budgetary approval process of the Association and be paid only upon submission of an appropriately approved valid invoice.

No payments are to be made to any outside entity for activities that are not consistent with the purposes of the Association as detailed in Article I, Section II of the bylaws. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities which could be perceived as detrimental to the institutions represented by the membership of the Association or that may be against the laws of the Commonwealth of Virginia or of Federal Law.

#### **ARTICLE 7: DISSOLUTION**

Upon the dissolution of the Association, assets shall be distributed equally among the member institutions.

*Virginia Association of State College and University  
Purchasing Professionals (VASCUPP)*

*STATEMENT OF RESPONSIBILITIES OF MEMBER INSTITUTIONS  
AND ASSOCIATE MEMBER INSTITUTIONS*

***Preamble***

The Virginia Association of State College and University Purchasing Professionals (VASCUPP) was formed to provide opportunities for Virginia's public colleges, universities and other institutions of higher education in the areas of communications among constituents and peers, cooperative procurement, professional development, legislative matters, and enhancing supplier diversity initiatives. The Association acknowledges that its member institutions and Associate Member institutions share a number of common professional challenges including but not limited to supplier diversity programs, procurement policies and procedures, professional development and certification, procurement technology, functionality and integration with State e-procurement systems and implementing further operating autonomy from the State.

This statement is an expression of the responsibilities we share as member and Associate Member institutions and is designed to serve as a broad guide to the expectations we have of each other in the successful cooperation and operation of VASCUPP. Each of us acknowledges our obligation to serve our academic institutions, and to give first priority to policies, procedures or unique issues those institutions may have established or are encountering. However, we also acknowledge an obligation to our special role within the Commonwealth of Virginia procurement profession specifically as it relates to Higher Education to serve the larger VASCUPP Association of peer institutions through dedication and cooperation.

The remainder of this Statement explains the responsibilities as they pertain to individual Association members as well as those institutions who have been invited to join as Associate Member institutions. It is understood that it is ultimately under the guidance of the individual Directors of Procurement within each member institution and Associate Member institution that these responsibilities are met. This Statement is a living document, and is subject to critique and revision to ensure the shared opinions and objectives of the Association's members and Associate Members are clearly expressed.

## ***Mission Statement***

To recognize and use effectively the common procurement principals, knowledge, experience, challenges, support and resources of all restructured and decentralized higher education member institutions within the Commonwealth of Virginia. To be a united group with common goals of addressing the complexities of the Commonwealth of Virginia procurement processes as well as retaining restructuring status. Through ongoing cooperation, cohesion and synergy, better the ability of each individual member institution to effectively provide efficient and responsive customer service in facilitating the purchase of goods and services for their Institution. To support diversified vendor advocacy to enhance the capability of each member institution in seeking open competition for the highest valued products and services. To recognize the importance of offering relevant professional development and training to each procurement and/or supplier diversity staff member at each individual member institution and Associate Member institution.

## ***Responsibilities of Member Institutions and Associate Member Institutions***

- Recognize that membership to the VASCUPP organization carries a responsibility to not only our individual's institutions but all institutions that are members.
- Recognize the importance of the existence of VASCUPP within the Commonwealth's Procurement System; that VASCUPP is now recognized by the legislature of the Commonwealth of Virginia and its name has been codified within the Virginia Public Procurement Act under several references.
- Provide engaged, knowledgeable, empowered and informed representatives to all VASCUPP meetings, committees and events.
- Contribute to the leadership of VASCUPP at all levels.
- Provide open, timely and responsive communication with representatives from the other member institutions using multiple methods including but not limited to the Association's established listservs, conferences, teleconferences, committee meetings, or outreach events.



- Provide a network which may be used to quickly provide information about matters of concern to the membership and to address those matters effectively.
- Whenever appropriate, represent each individual institution as a member of the larger group (VASCUPP).
- Support the efforts of the VASCUPP committees and provide the needed resources for the individual representatives on these committees to successfully achieve their missions and goals.
- Realize the importance of issuance and maintaining cooperative contracts among the member Institutions. Provide the needed resources to be sure these contracts are made known and available to other member Institutions. Update the VASCUPP website contract listing in a timely manner so that it is always current. Respond promptly to requests from member institutions regarding cooperative contract information.
- Support, encourage and assist with supplier diversity initiatives including sharing ideas, participating in outreach and sharing quantitative and efforts reporting information.
- Participate actively in jointly drafting proposed legislation which impacts state procurement through the appropriate means available to the Association.
- Coordinate the development of decentralized purchasing procedures for institutions of higher education to include the maintaining and keeping current the Commonwealth of Virginia Purchasing Manual for Higher Education and their Vendors.
- Promote professional development among association's procurement and supplier diversity professionals.
- Ensure member employees in professional buying positions actively achieve and maintain VASCUPP certification requirements.

### ***Membership Requirements***

- Institution must have received full delegated purchasing authority from the Commonwealth of Virginia's Division of Purchases and Supply (DPS);
- Institution must have executed and currently maintain a Management Agreement or Memorandum of Understanding with the Commonwealth of

Virginia that provides for either "Level 3" or "Level 2" full operating authority in the functional area of procurement;


- Institution must adopt and comply with the *Rules Governing Procurement of Goods, Services, Insurance and Construction by a Public Institution of Higher Education of the Commonwealth of Virginia* (the "Rules");
- Institution must adopt and comply with the Commonwealth of Virginia Purchasing Manual for Higher Education and Their Vendors.
- The institution shall be in general compliance with the operational processes allowed under their Level 3 or Level 2 authority as well as the "Rules" document and the "Higher Education Procurement Manual".
- Institution shall commit to active participation in each of the VASCUPP committees including but not limited to the Board of Directors, the Supplier Diversity Committee, and the College and University Cooperative Purchasing Group.
- Institution shall commit to full participation in VASCUPP events and initiatives including but not limited to: SWaMFEST and the VASCUPP website.
- Institution shall commit to meet the VASCUPP certification requirements for their employees.
- Institution shall commit to the financial stability of VASCUPP by submitting dues in a timely fashion.

### **Associate Membership Requirements**

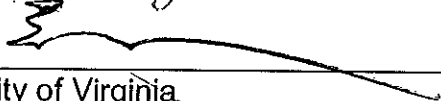
- Institution must have received full delegated purchasing authority from the Commonwealth of Virginia's Division of Purchases and Supply (DPS);
- Institution must have executed and currently maintain a Management Agreement or Memorandum of Understanding with the Commonwealth of Virginia that provides for either "Level 3" or "Level 2" full operating authority in the functional area of procurement;
- Institution must adopt and comply with the Rules Governing Procurement of Goods, Services, Insurance and Construction by a Public Institution of Higher Education of the Commonwealth of Virginia (the "Rules");

- Institution must adopt and comply with the Commonwealth of Virginia Purchasing Manual for Higher Education and Their Vendors.
- The institution shall be in general compliance with the operational processes allowed under their Level 3 or Level 2 authority as well as the "Rules" document and the "Higher Education Procurement Manual".
- Institution must have been invited to join VASCUPP as an Associate Member.
- Institution may only represent itself as an "Associate Member" of VASCUPP.
- Institution may choose to voluntarily participate in the following association committees: Board of Directors, Supplier Diversity Committee, and the College and University Cooperative Purchasing Group (CUCPG).
- Institution recognizes that as an Associate Member, the institution is not afforded voting rights while participating on the Board of Directors, the Supplier Diversity Committee and the College and University Cooperative Purchase Group (CUCPG).
- Institution is invited to participate in VASCUPP events and initiatives including but not limited to: SWaMFEST and VASCUPP training and professional development opportunities.
- Institution shall commit to the financial stability of VASCUPP by submitting dues in a timely fashion.

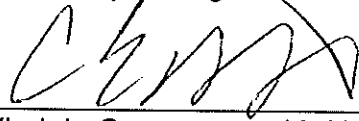
Revised and Adopted on the 2nd of August 2013 by:

  
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 Old Dominion University

Rick Berry, Executive Director  
 Construction and Procurement

  
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 University of Virginia

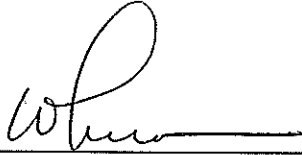
Eric Denby, Director  
 Procurement and Supplier  
 Diversity Services

  
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 Virginia Commonwealth University

Ed Gibbs  
 Director of Procurement Services

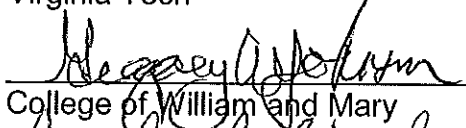
  
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 James Madison University

Mary Helmick, Director  
 Procurement Services



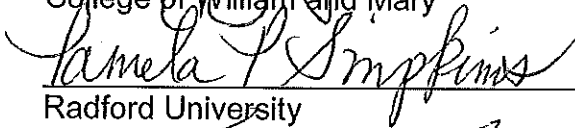
Virginia Tech

Tom Kaloupek, Director  
Materials Management



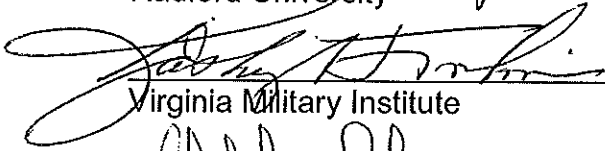
College of William and Mary

Gregory Johnson, Director  
Procurement Services



Radford University

Pamela Simpkins, Director  
Procurement and Contracts



Virginia Military Institute

Kathy Tomlin, Major  
Director, Purchasing and  
Accounts Payable



George Mason University

Cliff Shore, Director  
Purchasing and Accounts  
Payable