

**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: supplier diversity procurement programs, cooperative 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 matters of concern to the membership and to address those matters effectively.
4. To provide a structure to increase opportunities for cooperative procurement among institutions of higher education.
5. To create opportunities for small, minority, and woman-owned businesses to participate in procurements and contracts.
6. To promote professional development and procurement certification among Association members.
7. To elevate awareness of higher education's outstanding procurement programs and professionals.
8. To monitor and positively contribute to legislation which impacts higher education and statewide procurement through the appropriate means available to the Association.

9. To develop and apply purchasing procedures for institutions of higher education, in accordance with the Procurement Manual for Institutions of Higher Education and Their Vendors.
10. To undertake such other activities as may be beneficial to the Association and its members.

To support these purposes the members enacted a Statement of Responsibility, dated December 9, 2016. This Statement serves as a standard for each Institution's participation in and responsibility to the Association. (See 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

Member Institution representatives shall be the Director of Procurement, or designee, and shall attend all scheduled meetings. Representatives shall be referred to as the Board of Directors of the Association.

The Association will meet at least four 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, if required, may be established by the Association at the last regular meeting and shall be due by July 31 of that fiscal year.

Section 5. Revocation of Membership

The Board of Directors may revoke the membership of any member for non-payment of dues, violations of the Code of Ethics, or other just cause. If revocation of membership is contemplated, the member shall be provided written notice of the proposed action by the Board of Directors and given an opportunity to show cause as to why the membership should not be revoked.

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 annually at the last regular meeting of the fiscal year for all open Officer positions.

Officers shall serve a two-year term of office beginning July 1 of the upcoming fiscal year; however, two successive terms may be served by the same Officer if agreed to by the Nominating Committee and 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 Immediate Past-President of the Association or if unavailable, the Chairperson of the Nomination Committee, during the last regular meeting of the fiscal year.

Section 3. Vacancies

The Nomination Committee shall select a representative from the Board of Directors to serve the unexpired term when an Officer Vacancy occurs.

Section 4. Nominating Committee

The Immediate Past-President shall serve as the Chairperson of the Nominating Committee (the "Chairperson"). If the Immediate Past-President is unavailable to assume this role, the Board of Directors will appoint the Chairperson. No more than four other members of the Nominating Committee members shall be appointed by the Chairperson.

The Nominating Committee shall identify candidates for the slate of officers. The Chairperson shall ask the candidates if they would be willing to serve. A precise description of duties of Office shall be presented to each potential candidate. The Nominating Committee shall then select and present a slate of Officers to the Board of Directors. Such selection shall be made prior to the last regular meeting of the fiscal year, or as soon as practical thereafter.

The Chairperson shall place the slate of the candidates in nomination during the meeting and accept nominations from the floor. If there are no nominations, the candidates shall be elected by acclamation. If there are other nominations, a vote of the Board of Directors shall be taken by secret ballot and the Officers 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 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 consensus among members, is empowered to do so in subjects that are professional in nature. The President should avoid speaking for member institutions on matters of policy since such matters commonly are decided by senior management at each institution.

2. Vice-President

The Vice-President shall serve as a liaison to the General Assembly of the State Legislature, Department of General Services' Division of Purchases and Supply (DPS) and Division of Engineering and Buildings (DEB), Virginia Department of Transportation (VDOT), Virginia Information Technologies Agency (VITA), Virginia Department of Small Business and Supplier Diversity (DSBSD) and any other appropriate State or Federal agency. In the absence or inability 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

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, staff or Officers as any form of compensation directly or indirectly. 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 By-Laws. 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: CODE OF ETHICS

The Code of Ethics of the National Association of Educational Procurement (NAEP) shall apply to the Association.

ARTICLE 8: DISSOLUTION

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

Revised and Adopted on the 4th of October 2017 by:


Old Dominion University

Etta Henry
Director Procurement Services


University of Virginia

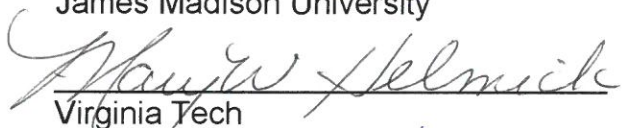
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Virginia Commonwealth University

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Katie Weaver
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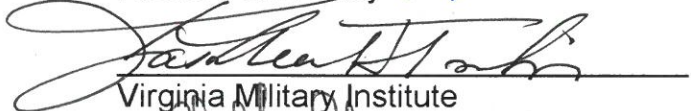
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Director Procurement and Payables


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LTC Kathleen Tomlin
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Chief Procurement Officer


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Cathryn Mobley
Associate Vice President
Administration and Finance


University of Mary Washington

Melva Kishpaugh
Interim Director Procurement Services