

**BYLAWS**  
**OF**  
**UNIVERSAL PUBLIC PROCUREMENT CERTIFICATION COUNCIL**

**ARTICLE I**

**BOARD OF DIRECTORS**

1. **General Powers.** The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors, the members of which shall be referred to as “Directors”. The Directors may by general resolution delegate to officers of the Corporation and to committees such powers as are provided for in these Bylaws.
2. **Composition.** The Board of Directors shall be comprised of five (5) members as defined in the Corporation’s Articles of Incorporation: three appointed by the National Association of State Procurement Officials, Inc. (“NASPO”); and two (2) elected by the Board of Directors, at least one of whom shall represent Canadian public procurement.
3. **Qualifications.** Members of the Board of Directors must meet such qualifications as are defined in these Bylaws.
  - (a) Prior to appointment or election of a Director, an accepted Appointment Letter, UPPCC Confidentiality Agreement and UPPCC Conflict of Interest Disclosure Form will be received and approved before he or she can participate in a meeting of the Board of Directors.
  - (b) The Directors appointed by NASPO must be certified and in good standing as a Certified Public Procurement Officer. A Director appointed by NASPO who fails to maintain certification in good standing throughout his or her term of office shall be deemed to have resigned as a Director as of the date his or her certification expired or is otherwise terminated.
  - (c) Any Canadian public procurement representative and other Director selected by the Board of Directors may or may not be required to be certified as a Certified Public Procurement Officer or Certified Professional Public Buyer as defined in Board policy. The Directors elected by the Board of Directors may include representatives determined to be of value to furthering the strategic plan of the Corporation.

- (d) No Director appointed or elected may be employed by the same agency as another existing Director.

4. Duties. Each Director has an obligation to fulfill certain fundamental duties to the UPPCC.

- (a) Duty of Care – Each Director has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- (b) Duty of Loyalty – Each Director must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity.
- (c) Duty of Obedience – Each Director bears the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

5. Terms.

- (a) Each Director shall serve a full term of three years and/or complete the remainder of an unexpired term, but no Director may serve more than three consecutive full terms, provided that the term of any Director elected as an officer of the Corporation shall be extended to coincide with such person's term as an officer. Service for more than 18 months to complete an unexpired term shall be counted as a full term. Directors who reach service limits may be appointed to serve additional terms once a separation of one full term has expired.
- (b) The Directors of the Corporation shall serve staggered three-year terms on the Board of Directors.

6. Removal/Resignation. Any Director may be removed from office prior to the expiration of the term for which that Director has been appointed or elected, with or without cause, upon action by (1) the body that elected or appointed that Director, or (2) the Board of Directors, acting by a two-thirds (2/3) vote of the other, disinterested Directors. A Director may resign from the Board of Directors by submitting a written resignation to the Chair or, in the case of the resignation of the Chair, to the Vice Chair. Resignation or removal from the Board of Directors shall also result in resignation or removal from any office held.

7. Vacancies. Vacancies among the Directors, whether caused by the resignation, death, removal, or expiration of a term, shall be filled by the body that appointed or elected the Director whose seat is vacant, for the unexpired portion of the term. If any vacancy is left

unfilled for at least ninety (90) days, the Board of Directors may elect an individual to fill the vacancy for the unexpired portion of the term.

8. Meetings.

- (a) The Board of Directors shall meet at least two times per year. Regular meetings shall be held at a time and place to be determined by the Board of Directors. The Board of Directors may provide by resolution, and without further notice, the time and place, whether within or without the Commonwealth of Virginia, for holding other regular meetings of the Board of Directors. The Board of Directors may also meet virtually.
- (b) A Director's attendance at or participation in a meeting waives any required notice to such Director of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- (c) Special meetings of the Board of Directors may be called by the Chair or at the request of at least two-thirds (2/3) of the Board of Directors, who may fix any place whether within or without the Commonwealth of Virginia, as the place for holding any special meeting.

9. Notice. Notice of the meetings of the Board of Directors shall be given at any time and in any manner permitted by applicable law, provided that at least seven (7) days written notice is given for regular meetings and 24 hours written notice for a special meeting. Each Director who has an email address shall provide that address to the Secretary and shall be deemed to have consented to receive notices and other communications via electronic communication.

10. Voting. Each Director shall have one vote. Except as expressly permitted by applicable law, Directors may not vote by proxy. From time to time, between regular scheduled meetings, certain administrative items may require immediate action and may be presented to Directors for vote by electronic means.

11. Quorum. The presence of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at said meeting, the Chair may adjourn the meeting.

12. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can simultaneously hear each other.
13. Informal Action. Any action required by law to be taken, or any action that may be taken, at a meeting of the Board of 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 entitled to vote.
14. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Board of Directors; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

## **ARTICLE II**

### **OFFICERS**

1. Officers. The elected officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board of Directors may appoint such assistant officers or agents as it shall deem desirable, and such assistant officers and agents shall have the authority to perform the duties prescribed from time to time by the Board of Directors.
2. Qualifications. Officers shall be required to meet certain qualifications as defined in these Bylaws.
  - a. Only the offices of Secretary and Treasurer may be held by the same person.
  - b. The Chair and Vice Chair may be representatives of any organization or stakeholder group but may not be representatives of the same organization.
  - c. All officers of the Corporation shall be Directors of the Corporation.
  - d. To be eligible for office, the Director must have a minimum of 6 months of UPPCC Board experience.
3. Election. The officers of the Corporation shall be elected by the Board of Directors from among the eligible members of the Board of Directors.

4. Terms. The term of an officer shall be three years. An officer may not serve more than two consecutive full terms in the same office. Each officer shall hold office until his successor shall have been duly elected.

5. Removal/Resignation. An officer may be removed by the Board of Directors whenever in its judgment removal is in the best interests of the Corporation; any such removal shall require a two-thirds (2/3) vote of the other, disinterested Directors. An officer may resign at any time by submitting a written resignation to the Chair or, in the case of the resignation of the Chair, to the Vice Chair.

6. Vacancy. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

7. Chair. The Chair shall be the principal officer of the Corporation and shall exercise general leadership, direction and oversight over the affairs of the Corporation, its officers, and the certification program administration consistent with policies established by the Board of Directors.

The Chair may take all other action deemed necessary to advance the purposes of the Corporation. The Chair shall perform the usual duties of a presiding officer at Board of Directors meetings. Additionally, the Chair will lead strategic planning and policy-setting, create committees and task forces, and appoint committee chairs and other representatives as required.

The Chair may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by statute, to some other officer or agent of the Corporation; and in general, shall perform all duties incidental to the office of Chair and such other as may be prescribed by the Board of Directors.

8. Vice Chair. The Vice Chair shall perform such duties as may be assigned by the Chair or the Board of Directors.

9. Treasurer. The Treasurer shall be responsible for preparing an annual budget and overseeing the fiscal affairs of UPPCC in accordance with guidelines of the Board of Directors. The annual budget will be based on the Corporation's fiscal year. The duties of the Treasurer may

be delegated, in whole or in part, as determined by the Board of Directors, to the Corporation's professional staff.

10. Secretary. The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board of Directors. The duties of the Secretary may be delegated, in whole or in part, as determined by the Board of Directors, to the Corporation's professional staff.

11. Executive Director. The Board of Directors may cause the Corporation to employ an Executive Director or engage a management services company to provide an Executive Director with authority, duties and responsibilities commensurate with such position. Subject to the overall guidance and direction of the Board of Directors, the Executive Director shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director, along with the Chair, may act as a spokesperson for the Corporation.

### **ARTICLE III**

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### **ARTICLE IV**

#### **COMMITTEES**

1. Authority. The Chair may designate and appoint one or more committees or task forces ("committees"), each of which shall consist of at least one member of the Board of Directors, which committees, to the extent provided in a resolution adopted by the Board of Directors, shall have and exercise only such authority as set forth in such resolution of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it or him by law.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
3. Chair. One member of each committee shall be appointed Chair by the Chair of the Board of Directors.
4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. Manner of acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE V**

### **BOARD OF EXAMINERS**

1. Appointment. The Board of Directors shall appoint a minimum of twelve (12) individuals whose certification is in good standing, each of whom is not a Director of the Corporation, to serve as a member of the Board of Examiners. At minimum of six (6) members of the BOE shall be Certified Public Procurement Officers ("CPPOs") and a minimum of six (6) members shall be Certified Professional Public Buyers ("CPPBs"). The BOE shall consist of two (2) teams, one of which shall be responsible for matters relating to the CPPO certification and the other team shall be responsible for matters relating to the CPPB certification. The members of the BOE must be in good standing and shall hold the UPPCC certification applicable to the team to which they are assigned. The Board of Directors may remove any member of the Board of Examiners for cause, including, but not limited to, failure to attend meetings.
2. Terms. All members of the Board of Examiners shall be appointed for a term of three years. Each member shall be eligible for reappointment to two additional three-year terms. Members of the Board of Examiners may serve more than three consecutive terms at the discretion of the Board of Directors. Service for more than 18 months to complete an unexpired term shall be counted as a full term. If the certification of a member of the Board of Examiners expires or is

otherwise terminated during his or her term of office, he or she shall be deemed to have resigned as of the expiration or other termination date.

3. Chair. The Board of Directors may appoint one member of the Board of Examiners to serve as Chair. The Chair may be invited to attend such meetings of the Board of Directors as the Board shall determine is appropriate.

4. Duties. The Board of Examiners may have defined duties that may be updated from time to time as approved by the Board of Directors. The Board of Examiners will have policies and procedures that are approved by the Board of Directors.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve, upon the recommendation of such officers or agents of the Corporation. All deposits shall be executed in accordance with the policies and procedures established by the Board of Directors.

4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors and the Board of Examiners. Persons other than members of the Board of Directors shall have only such rights to inspect the books and records of the Association, if any, as are provided in the Virginia Nonstock Corporation Act (“the Act”).

## **ARTICLE VIII**

### **FISCAL YEAR**

The Fiscal Year of the Corporation shall be as determined from time to time by the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION/INSURANCE**

The Corporation shall, to the fullest extent permitted by the Act and by the United States Internal Revenue Code, defend and indemnify any person who is or was an officer, director, employee or agent of the Corporation from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, director, employee or agent. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by such person which arises out of such person’s status in such capacity.

## **ARTICLE X**

### **PARLIAMENTARY PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall provide the rules of procedure of the Corporation where they are not inconsistent with the Articles of Incorporation, the Bylaws or any policies or procedures adopted by the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote at a meeting of the Board of Directors attended by no less than two-thirds (2/3) of the members of the Board of Directors, provided that at least thirty days' written notice is given of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Revised:

04/28/2023

~~08/13/2021~~

05/09/2018

12/13/2017

8/27/2011

6/24/2010

8/28/2008

12/17/2008