

**BY-LAWS**  
**OF**  
**UNIVERSAL PUBLIC PURCHASING CERTIFICATION COUNCIL**

**ARTICLE I**

**MEMBERS**

1. General Powers. The property, affairs and business of the Corporation (also referred to as "the Governing Board") shall be managed and controlled by its Members. The Members may by general resolution delegate to officers of the Corporation and to committees such powers as are provided for in these By-Laws.

2. Qualifications. The Members elected or appointed by the National Institute of Governmental Purchasing ("NIGP") and the National Association of State Procurement Officials ("NASPO") must be Certified Public Purchasing Officers whose certification is in good standing. A Member who fails to maintain certification in good standing throughout his or her term of office shall be deemed to have resigned as a Member as of the date his or her certification expired or is otherwise terminated.

3. Terms. (a) The Members elected or appointed by NIGP and NASPO shall serve a full term of three years or complete the remainder of an unexpired term, but may not serve more than three consecutive terms. Service for more than 18 months to complete an unexpired term shall be counted as a full term. Members may be appointed to serve additional terms once a separation of one full term has expired.

(b) The Members appointed by the Governing Board shall serve at the pleasure of the Governing Board.

(c) The Staff Chief Executives of NIGP and NASPO shall serve as ex-officio, non-voting members of the Governing Board without regard to terms.

4. Removal. Any Member may be removed from office prior to the expiration of the term for which that Member has been elected, with or without cause, upon action by both (1) the person or body that elected or appointed that Member, and (2) the Governing Board, acting by the vote of at least 5 of the other Members.

5. Vacancies. Vacancies among the Members, whether caused by the resignation, death, removal, or expiration of a term, shall be filled by the person or body that elected or appointed the Member whose seat is vacant, for the unexpired portion of the term. If any vacancy is left unfilled for at least six months, the remaining Members may fill the vacancy for the unexpired portion of the term.

6. Meetings. (a) The Annual Meeting of the Members shall be held at a time and place to be determined by the Members. The Members 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 Members.

(b) Special meetings of the Members may be called by or at the request of the Chairman who may fix any place whether within or without the Commonwealth of Virginia, as the place for holding any special meeting.

7. Notice. Notice of the meetings of the Members shall be given at least ten (10) days, and not more than sixty (60) days previous thereto by written notice delivered personally, or sent by U.S. mail, facsimile transmission or electronic mail to each Member at his or her address as shown by the records of the Corporation. Notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid; when the facsimile transmission is completed; or when the electronic mail is transmitted and no notice of failure to deliver is received by the sender. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

8. Voting. Each Member shall have one vote. Voting by proxy shall be permitted, provided a written proxy in a form approved by the Governing Board is provided to the Secretary before the proxy holder may exercise any authority granted by the proxy. A new proxy must be granted for each meeting of the Governing Board.

9. Quorum. The presence of a majority of the Members shall constitute a quorum, provided that at least one Member representing NASPO and one Member representing NIGP are present, for the transaction of business at any meeting of the Governing Board; but if less than a majority of the Members are present in person or by proxy at said meeting, a majority of the Members may adjourn the meeting from time to time without further notice.

10. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law, or by these By-Laws. Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

11. Informal Action. Any action required by law to be taken, or any action that may be taken, at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Members entitled to vote.

12. Compensation. Members shall not receive any stated salaries for their services as such, but by resolution of the Governing Board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the Governing Board; however, nothing herein contained shall be construed to preclude any Member from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

## **ARTICLE II**

### **OFFICERS**

1. Officers. The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Governing Board may appoint such other officers or agents, as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time by the Governing Board. Only the offices of Secretary and Treasurer may be held by the same person. The Chairman and Vice Chairman shall each be Members of the Governing Board and representatives of NIGP or NASPO, but may not be representatives of the same organization. The Secretary and Treasurer shall each be Members of the Governing Board. Other officers need not be Members of the Governing Board.

2. Election. The officers of the Corporation shall be elected for a term of three years by the Members at an Annual Meeting of the Members. An officer may not serve more than two consecutive terms in the same office. If the election of officers shall not be held at the meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Corporation. Each officer shall hold office until his successor shall have been duly elected.

3. Removal. An officer elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancy. A vacancy in any office because of death, resignation, removal, or disqualification, may be filled by the Members for the unexpired portion of the term.

5. Chairman. The Chairman 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 Governing

Board. The Chairman may appoint one or more other persons, including an academic advisor, to assist the Governing Board in its work. The Chairman 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 Governing Board, by these By-Laws, or by statute, to some other officer or agent of the Corporation; and in general shall perform all duties incidental to the office of Chairman and such other duties as may be prescribed by the Members. The Chairman may take all other action he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority determined by the Governing Board.

6. Vice Chairman. The Vice Chairman shall perform such duties as may be assigned by the Chairman or the Governing Board.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and in general perform all duties incidental to the office of Treasurer and other such duties as from time to time may be assigned by the Chairman or by the Governing Board. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, and compliance with statutory reporting requirements, filing of tax returns, and tax payments. If required by the Governing Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Governing Board shall determine.

8. Secretary. The Secretary shall be responsible for keeping the minutes of the meetings of the Governing Board and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Governing Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office, facsimile transmission, and electronic mail address of each Member, which shall be furnished to the Secretary by such Member; and in general perform all duties incidental to the office of Secretary and other duties as from time to time may be assigned by the Chairman or by the Governing Board.

### **ARTICLE III**

#### **COMMITTEES**

1. Authority. The Chairman, by resolution adopted by a majority of the Members in office, may designate and appoint one or more committees of Members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Governing Board in the management of the Corporation; provided, however, that no such committee shall have the authority of the Members in reference to amending,

altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Member, or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Governing Board that, by its terms, provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Governing Board, or any individual Member, 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 Members 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. Chairman. One member of each committee shall be appointed chairman by the Chairman of the Corporation.

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 Members 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 By-Laws or with rules adopted by the Members.

## **ARTICLE IV**

### **BOARD OF EXAMINERS**

1. Appointment. The Governing Board shall appoint a minimum of twelve (12) individuals whose certification is in good standing, each of whom is not a Member of the Governing Board, to serve as a member of the Board of Examiners. At minimum of six (6) members of the BOE shall be Certified Public Purchasing 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 issues relating to the CPPO certification and the other team shall be responsible for issues 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. Individuals are expressly prohibited from participating in examination development activities for certifications they do not currently hold or have permitted to expire. A minimum of one member must be appointed to serve from each of the following six (6) organizations: NIGP,

NASPO, National Association of Educational Procurement (NAEP), National Purchasing Institute (NPI), California Association of Public Purchasing Officers (CAPPO) and Florida Association of Public Purchasing Officers (FAPPO). The Governing Board may remove any member of the Board of Examiners for cause, including, but not limited to, failure to attend meetings.

2. Terms of office. 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. 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. Chairman. The Governing Board shall appoint one member of the Board of Examiners to serve as Chairman.

4. Duties. The Board of Examiners shall:

(a) Written Examinations. Prepare, with the advice of competent academic advisors, written examinations for certification programs established and administered by the Governing Board.

(b) Certification. Act on matters regarding certification, re-certification, and revocation pursuant to procedures adopted by the Governing Board.

(c) Waiting period. Require candidates who have failed a written examination to wait at least three (3) months before retaking that examination.

(d) Reports. Each year, give to the Governing Board information on the state of the examination processes of the certification programs, and recommend such measures as it shall judge necessary. The Board shall include in its Annual Report, for each certification designation, the number of applicants for each examination, the number examined, and the number passing and failing.

## **ARTICLE V**

### **CERTIFICATION PROGRAM ADMINISTRATION**

The Governing Board shall determine policies and practices relative to the administration of the Governing Board's certification programs.

## **ARTICLE VI**

## **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

1. **Contracts.** The Governing Board may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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 Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Treasurer and countersigned by the Chairman or Vice Chairman of the Corporation.

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 Members 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 Governing Board.

4. **Funds.** The Governing Board 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 Governing Board, committees having any of the authority of the Members, and the Board of Examiners.

The Fiscal Year of the UPPCC shall begin on July 1 of each year and expire on the June 30 of each year.

The Investments of the UPPCC shall be invested in highly safe funds or investments with a guaranteed return.

## **ARTICLE VIII**

### **INDEMNIFICATION**

To the greatest extent permitted under Title 13.1 of the Code of Virginia, any present or

former Member or officer of the Corporation, or other such persons so designated in the discretion of the Members, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, counsel fees paid or incurred in connection with any action suit or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her having been a director or officer, or serving or having served the Corporation.

## **ARTICLE IX**

### **DEFINITIONS**

## **ARTICLE X**

### **ROBERT'S RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure of the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these By-Laws.

## **ARTICLE XI**

### **AMENDMENTS**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the Members present at any meeting, if at least thirty days' written notice is given of the intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting.

Revised:  
6/24/2010  
8/28/2008  
12/17/2008