

# The Bylaws of the North Carolina Procurement Alliance

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Initial Approval of By-Laws – 03/2011

Revisions Approved by Membership:

Definition of Member – 10/18/2011

Change from Regions to Zones – 10/28/2015

Eliminated Oct Member Meeting – 3/4/2019

Change name to North Carolina Procurement Alliance referred to as NCPA; clarification of terms of service - 3/2/2020

### 1. Name of Organization

The name of this organization shall be the “North Carolina Procurement Alliance” hereinafter referred to as the NCPA..

### 2. Mission Statement

The mission of the NCPA is to work as a partnership to procure high quality, reasonably priced foods and supplies that will enhance the health and nutritional well-being of students participating in North Carolina Child Nutrition Programs. We will accomplish our mission by establishing bid specifications for products to utilize the leveraged purchasing power of member school districts for measurable, cost – effective results.

### 3. Shared Beliefs

- We believe partnerships between the member districts and vendors should be legal, ethical, and observe high standards of professionalism at all times.
- We believe in working together to streamline the purchasing process and encourage vendor competition.
- We believe in flexibility to accommodate the uniqueness of member districts.
- We believe all district members should have a voice in the continuous growth and success of the organization through active participation in a Standing Committee.
- We believe each member is responsible for promoting and utilizing the bid products of the NCPA for maximum usage and reporting product problems promptly.

### 4. Vision

Our vision for the NCPA is to maximize each member school district’s ability to purchase high quality foods and supplies at cost-effective prices to increase student meal participation and enhance program nutritional integrity.

### 5. History of the NCPA

North Carolina child nutrition directors have been active in the development of procurement groups over the years. Procurement groups that have led to the development of the NCPA include:

*Region 1: The Gates/Perquimans/Edenton-Chowan County Schools Consortium*

*The Hertford/Bertie/Martin County Schools Consortium.*

*Region 2: The Eastern Carolina Consortium (Carteret, Craven, Jones, Lenoir and Pamlico County Schools)*

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*Region 3: The Tar River Consortium (Nash – Rocky Mount, Roanoke Rapids City, Vance, and Franklin County Schools)*

*Region 5: Lexington City and Thomasville City Schools Buying Group*

*Region 7: The Foothills Co-Op - Elkin City, Mt. Airy City, Alexander County, Stokes County, Surry County, Yadkin County, Davie County (joined the NC Alliance in Oct. 2009)*

*Region 8: The Far West Co-Op (Cherokee, Clay, Graham, Jackson, Macon and Swain County Schools)*

## 6. Governance of the NCPA

**Each member school district has ONE vote in deciding issues brought forth to the membership through the Board of Directors, without regard to size of school district.**

The **Board of Directors** of the NCPA shall oversee the operations and management of the group. The Board of Directors shall be composed of one representative **Committee Chair per Zone**. This Committee Chair will bring concerns and issues of the Zone membership to the Board of Directors. The Board of Directors shall be empowered to resolve issues, or to bring issues to the membership for decision, to do all things necessary or convenient on behalf of the NCPA to further its purposes, and to dissolve the NCPA at its discretion.

The **Chairman of the Board of Directors** shall preside at Member Meetings and any other official meetings of the NCPA.

## 7. Scope of the Procedures

The NCPA Procedures herein are intended to include items that are necessary for the operation of the NCPA activities. School District members are required to comply with the established Procedures as outlined in this document. Amendments to established Procedures shall be by a majority vote of the total membership of districts.

## 8. Fiscal Year

The fiscal year of the NCPA shall be from July 1 each year through June 30 of the succeeding year.

## 9. Definitions

**Approved Contract** – The NCPA approves a purchasing contract and bid specifications for goods and/or services whose terms and conditions are then extended to NCPA members.

**Awarded Contract** – Individual school districts award contracts in compliance with the terms and conditions of their locally approved Purchasing Procedures and may at their discretion create separate “Lots” from the bid items to further competitive bidding.

**Electronic Voting** - Permitted when impractical to hold a vote during member meetings. An electronic vote requires that a motion be made and seconded. The motion, along with the member representatives who made the motion and seconded it will be included in the e-mail. A majority of the total membership is required to pass an electronic motion.

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**Majority** – The majority shall be a simple majority of those member districts present and voting at a membership meeting unless otherwise stated. A majority of total membership shall be required for modification of procedures, removal of officers, and adding new members.

**Member** – A school district that has completed a NCPA Contract of Agreement, signed by the Child Nutrition Director and the Superintendent and been voted on by a majority of the total membership. (Founding Members are not subject to a vote)

Members may not withdraw or terminate membership after an annual bid has been issued to distributors.

Membership in the NCPA does not constitute a legal affiliation between the parties, but only an agreement between the member school districts to establish bid specifications and pre-approve brands in an effort to utilize leveraged purchasing power for measureable, cost-effect results.

**Withdrawal of Membership**—Members may withdraw their membership by sending a letter signed by the Child Nutrition Director and the School District Superintendent to the Board of Directors Chair **before** March 1 of a given year.

**Quorum** – A roll call of member districts present at the meetings shall determine if a quorum of the membership is present when duly assembled. A quorum will be identified as the number of members present and is duly approved to conduct business on the behalf of the NCPA not requiring a majority vote.

**Termination of Membership** – Membership in the NCPA may be terminated for cause by a two-thirds vote of the majority of the Board of Directors.

**Voting** – Each member school district gets ONE vote. Proxy voting is permitted under extenuating circumstances by prior notification to the Alliance Coordinator. A majority of those in attendance (not total membership) is required to take official action unless otherwise stated in these Procedures.

## 10. Organizational Structure

**A. Meetings:** The NCPA will hold a general membership meeting each year. Members are expected to attend. Additional meetings may be called by a majority vote of the Board of Directors or the membership.

All official meetings of the NCPA membership shall be governed by *Robert's Rules of Order* (most recent edition).

**B. Election of Officers of the NCPA shall be as follows:**

- (1) Election of the Chairman of the Board of Directors** – The Chairman of the Board of Directors shall be a current Chair or rising Chair and will be elected-at the last official Board Meeting of the Alliance year by the Board of Directors. The Chairman will be elected by the current Board of Directors and may be re-elected for a second term. The outgoing Chairman will serve as an advisor to the Board of Directors for one year following the end of their term.

*Responsibilities:* Preside at official meetings of the NCPA Board of Directors and all official meetings of the NCPA. The Chairman of the Board of Directors shall operate in accordance with the mission, vision, shared

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beliefs and shall take no action which conflicts with these Bylaws. The Chairman of the Board of Directors may, at his/her discretion, request a sub – committee be formed within existing Committee(s) to handle a pertinent issue(s).

- (2) **Election of Zone Committee Co-Chairs** – CN directors or supervisors are eligible for nomination for committee co-chair. The membership shall approve committee co-chairs from Zone nomination and elections held every two years in May by a majority vote of the Zone membership. The elected member will serve a two-year term as Co – Chair and then assume the responsibilities of the Zone Committee Chair for an additional two-year term.

*Co – Chair Responsibilities:* Assist Chair as required and lead Zone sub – committees as directed by Chair.

- (3) **Election of Zone Committee Chairs**– The seven Zone Committee Chairs (whom comprise the Board of Directors) shall be promoted from the Committee Co-Chair position in their third year and serve as Chair in their third and fourth years.

*Responsibilities:* The Chair shall direct Zone committee affairs of the NCPA in accordance with the mission, vision, shared beliefs of the NCPA and shall take no action which conflicts with these Bylaws. Each Chair will develop, maintain and up-date the Committee Manual of Procedures for their Zone.

**Resignation of Zone Committee Chair or Co-Chair** – Any Chair or Co-chair of a Zone Committee may resign at any time by giving written notice to the Chairman of the Board of Directors. The Zone members will elect a replacement from their Zone by majority vote. Should only one candidate be nominated, the candidate will be accepted without a vote. The elected member will serve the remainder of the term of the person they were elected to replace. If the elected member’s new term is one year or less, the member will fulfill the term for that year and move ahead to serve as the Co-Chair for the next 2-year term.

- (4) **Chair and Co-Chair – Years of Service – “Rotating years of service” will provide the NCPA Board of Directors the ability to maintain a group of experienced Chairs serving at all times. Upcoming Chairs in the even Alliance Zones 1, 4, 6 and 7 will rotate off the Board in even years and Chairs in Alliance Zones 2, 3 and 5 will rotate off in the odd years. The procedure began in July 2012 with the even numbered Regional chairs rotating off the Board of Directors.**

- (5) **Resignation of Chairman of the Board of Directors** – In the event of the resignation of the Chairman of the Board of Directors a new Chairman will be selected from the Zone Chairs.

- (6) **Removal of Officers** – Any one or more of the Zone Chairs or Co-Chairs may be removed for cause by a majority vote of the Zone membership or Board of Directors.

- (7) **Removal of the Chairman of the Board** - The Chairman of the Board of Directors may be removed for cause by a majority vote of the membership or the Board of Directors.

## 11. Zone Committees of the NCPA

The NCPA is composed of four Committees with Zones assigned. Zone Committees are led by the Zone Chair and Co – Chair and are responsible for the creation of the Committee Procedures Manual to be approved

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by the Alliance Board of Directors. All updates/revisions to procedures must be approved by the Board of Directors, or in emergency, the Chairman of the Board.

## **1. Product Identification/Nutritional Analysis Committee – Zones 1, 2 and 7**

## **2. Product Testing Committee – Zones 1 - 7**

## **3. Audit and Contracts Committee – Zone 5**

## **4. Quality Control Committee – Zone 3**

## **5. Marketing Committee & Menu Development – Zone 6**

## **12. Schedules**

Significant NCPA calendar dates such as membership meetings and bid schedules shall be maintained at least six months in advance and be made available on the NCPA website.

## **13. Member Participation**

- A. Each member district is expected to send at least one authorized representative to each of the required statewide NCPA meetings. Not more than two representatives from a member district will be seated at the meeting. The NCPA Board of Directors Chairman may waive this procedure if space permits.
- B. Each member will actively participate in their Zone Committee meetings where NCPA Chairs will review Alliance updates. NCPA Zone Chairs may schedule Zone based training and NCPA Member meetings as needed. All members are expected to participate.
- C. Conflicts within a district concerning membership and participation of a member district will be resolved within that district and will not be addressed by the Board of Directors other than the Board accepting or rejecting the membership of a single district in the Alliance.

## **14. NCPA Standing Committees**

- **Website Committee (Technology)**  
The NCPA website will be maintained by the NC Dept. of Public Instruction, School Nutrition Section for the express use of membership. The website will be used to post NCPA information.
- **Partnerships Committee**  
The partnerships of the NCPA are comprised of brokers, manufacturers and distributors that participate in an advisory capacity.