

# **NORTH ALABAMA COOPERATIVE PURCHASING ASSOCIATION**

## **BY-LAWS**

### **ARTICLE I: PURPOSE**

The objective of the North Alabama Cooperative Purchasing Association, hereinafter referred to as "the Cooperative" is to work toward cooperative relationships among its members for the purpose of joint bidding which will result in lower costs to the participants on commonly used commodities, lower administrative costs, promote interchange of information on purchasing problems, and advance purchasing professionalism through the exchange of ideas and experiences.

### **ARTICLE II: MEMBERSHIP**

Membership is open to all public entities that are subject to the State of Alabama Competitive Bid Law (Code of Alabama, §41-16-50), and other entities that choose to be governed by the provisions of the North Alabama Cooperative Purchasing Association Intergovernmental Agreement.

The Cooperative shall be governed by an Executive Board consisting of the Chairman of the County Commissions, the mayor of each participating city and the chief executive officer of any other entity participating in the cooperative or their designate. This designation shall be in writing sent to the Coordinator. Annually, the Executive Board shall elect by majority vote of those present, a chairperson. The chairperson shall have signature authority for the Cooperative in the matter of hiring the Coordinator. Each member of the Executive Board shall have one vote in matters to be voted on. The executive board shall hire a coordinator of the cooperative. The Executive Board shall determine the hiring process for the position of Coordinator. The Coordinator shall be designated as the purchasing agent for the Cooperative. The Coordinator shall be hired on a one-year renewable contract, spelling out duties and compensation. The Executive Board has the power to terminate the contract of the coordinator according to the provisions of the contract.

Each Executive Board member shall designate a representative from its respective entity to serve as a member of the Advisory Board of the Cooperative. Each participating unit of government shall determine the manner of selecting its Advisory Board representation; it is recognized that personnel with the responsibility associated with the purchasing process would be more suited as a representative. Each member of the Advisory Board shall have one vote in matters to be voted on.

The Chairperson of the Advisory Board shall be the Cooperative Coordinator and the duties of the Chairperson shall be:

1. Preside over all meetings
2. Represent the Cooperative when required
3. Exercise signature authority for the Cooperative
4. Assign tasks to members as required
5. Cast the deciding vote, in case of a tie

The Coordinator may hire personnel as needed and allowed by the budget of the cooperative including an Administrative Assistant. The duties of the Administrative Assistant will be to:

1. Maintain a written record of the proceedings of all meetings.
2. Assist the Chairperson in setting of meetings
3. Assist the Chairperson in other duties as assigned

The Advisory Board shall have a Finance Committee consisting of the founding members' representatives that shall consider budgetary matters to be submitted to the full Advisory Board for approval and submission to the Executive Board for approval annually. The Finance Committee of the Advisory Board shall be governed by the same rules as the Advisory Board, with the Coordinator serving as the chairperson.

### **ARTICLE III: MEETINGS**

Meetings of the Advisory Board are to be held periodically at a site designated by the Coordinator. The Advisory Board will discuss commodity needs, specifications, schedules, bid tabulation, bid awards, and vendor problems.

### **ARTICLE IV: JOINT BIDS**

Participation by any member of the cooperative on a particular bid is voluntary. Each member reserves the right to accept the cooperative bid award and to increase or decrease quantities to meet that entity's needs.

Members of the Cooperative who commit to participate in the joint bid should make every attempt to support the award. However, the member's ability to support the award must be done in a manner that would be in its entity's best interest.

When a member commits its quantities and agrees to participate in a joint bid, it has a moral obligation to use the resultant contract. Failure to use the contract could jeopardize the other participating members of the Cooperative's prices and services due to decreased volumes, and misinformation to the vendor. Participants must consider their responsibility to serve the public's best interest. Members of the Cooperative must approach cooperative purchasing opportunities with a professional management outlook.

Any new members may be permitted to "sign-on" to a Cooperative Contract, subject to approval of the Coordinator.

### **ARTICLE V: PROCEDURES FOR JOINT BIDS**

The host agency, through the Coordinator of the Cooperative will be responsible for being the awarding agency for all cooperative bids. The staff of the purchasing department of the host agency will assist the Coordinator in preparing the required documents for the bid award. The staff of the host agency will not be required to perform any work related to the Cooperative without prior approval of the host agency's Advisory Board member. The host agency shall provide office space, accounting services, telephone and facsimile access, and other operating support to the Coordinator as agreed upon by the Coordinator and the Chief Executive of the host agency.

### Responsibilities of the Coordinator:

1. Survey all members of the Cooperative to solicit the following information:
  - a. intention to participate
  - b. volume of commodity
  - c. brand or model number
  - d. delivery location
  - e. sources of supply
  - f. current price
  - g. expiration date of current contract
2. The coordinator will summarize the survey results. If summary information is ambiguous or unclear, the coordinator will attempt to obtain clarification.
3. The coordinator will coordinate and advertise for all bids for the Cooperative, receive bids, open bids and within fifteen (15) days following bid opening, submit to all Cooperative members a tabulation of all bids and recommendation as to the lowest responsive and responsible bidder. The Coordinator in the presence of at least 2 members of the Advisory Board will do the opening, analysis and award of all bids.

### **ARTICLE VI: ADDITIONAL DUTIES OF COORDINATOR**

In addition to duties described in Article V, the Coordinator of the Cooperative shall visit each participating member on a regular basis. The Coordinator will assist the members in the total purchasing process and will provide training as needed in purchasing techniques, competitive law compliance, and specification writing. The Coordinator will also be available to assist in special purchases of commodities and services not feasible for cooperative purchasing.

In addition to above duties described in Article V and herein in this Article, the Coordinator shall represent the Cooperative at purchasing conferences, workshops, and seminars to obtain information and ideas on improving cooperation and communication of the Cooperative.

In addition to duties described in Article V, the Coordinator shall provide an annual report to the Advisory Board and the Executive Board. This annual report shall include information on the performance of the Cooperative and to suggest changes in the budget, operations, and procedures of the Cooperative.

In addition to duties described in Article V, the Coordinator shall receive and spend funds for the establishment and operation of the cooperative.

## VII: CONTRACT ADMINISTRATION

The Coordinator will notify the successful vendor of the award. Each participating member of the Cooperative will assume sole and complete responsibility for its own procurement, delivery, storage, and payment for any commodities purchased under this joint bid. All participating members must reference the invitation to bid number or contract number on all purchase orders to the successful vendor.

## ARTICLE VIII: AMENDMENTS

All proposals to amend, alter or repeal any part of the By-Laws will be presented to the membership of the Advisory Board not less than thirty (30) days prior to the meeting that would consider such change. At the designated meetings of the Advisory Board, the membership may by two-thirds (2/3) majority vote of the members present, amend, alter, or repeal any part of the By-Laws, adopt new By-Laws, providing that such change to the By-Laws would not be inconsistent with any laws, ordinances, resolutions, regulations, or infringe on the rights of a third party.

ADOPTED THIS 24<sup>th</sup> DAY OF September, 2001

CHAIRPERSON

SECRETARY

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ATTESTED

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