

Bylaws of the POWER Buying Group

Article 1. Name

The name of this organization will be “The P.O.W.E.R. Buying Group” here-in-after referred to as “PBG”. P.O.W.E.R. stands for Purchasing Organization With Educational Results.

Article 2. Mission

The mission of the POWER Buying Group is to work collaboratively to procure high quality, competitively priced foods and supplies that will enhance the health and nutritional well-being of students participating in Florida Child Nutrition Programs.

2.1 Shared Beliefs

- We believe in procuring high quality items at the lowest possible price.
- We believe in the need to be flexible to accommodate the diversity of each member school district.
- We believe that it is necessary for all members to purchase foods and supplies according to their projected intent since their order projections were used to obtain the low prices for the bid.

Article 3. Members of the PBG

To apply for membership, a PBG Application for Membership must be submitted to the Executive Director and receive approval for membership by a majority vote of the members. After approval is received, the member must complete a Letter of Agreement, which outlines membership expectations, and return same along with annual dues/fees to the Treasurer of the PBG. An organization approved for membership has voting rights upon receipt of annual dues.

3.1 Termination of Membership

All requests or recommendations for termination of Membership will be brought before the Executive Board, at which time the PBG policies and procedures will be followed.

Terminable offenses may include, but are not limited to:

- Violation of the Code of Ethics
- Violation of the Policies and Procedures
- Violation of the Letter of Agreement

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Article 4. Voting

A PBG member is granted one vote. Votes may be taken by email, teleconferencing or computer conferencing, as requested. Proxy voting will not be allowed.

Article 5. Governance

The Executive Board of the PBG will oversee the operations and management of the group. The Executive Board will be composed of the Chair, Chair-Elect, Division Chairs, Secretary and Treasurer; these members having voting rights. This Board will be empowered to facilitate all PBG affairs.

The Executive Committee of the PBG will be composed of the Executive Board, standing committee chairs, the Executive Director and the host district representative.

Article 6. Fiscal Year

The fiscal year of the PBG will be July 1 each year through June 30 of the succeeding year.

Article 7. Scope and Amendment of the Bylaws

PBG Bylaws include items that are necessary for the operation of the PBG. Members are required to comply with the established Bylaws, the Letter of Agreement, the Code of Ethics and policies and procedures. Proposed amendments to the Bylaws will be made by a notice to all members. Members will be notified of proposed amendments to the Bylaws, by the Executive Board, prior to voting. A two-thirds vote of the members is required to amend the Bylaws of the PBG.

Article 8. Definitions

8.1 Approved Purchasing Agreement

The Approved Purchasing Agreement is a contract, formal bid agreement or RFP for goods and/or services.

8.2 Approved Distributor

The Approved Distributor(s) is/are the food and supplies distributor(s) who is/are awarded the multi-year Purchasing Agreement.

8.3 Division

The food and supplies distributor(s) receiving the award for the multi-year purchasing agreement may have one or more warehouses that distribute to specific geographic locations throughout the State of Florida. Each of these warehouses will be referred to as a Division by its geographical name.

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8.4 Proxy Voting

A voting member not in attendance at a meeting will not have another voting member vote on their behalf.

8.5 Quorum

A quorum (one more than half) of members is required at each meeting to conduct business. At each meeting a roll call of members will be taken to determine if a quorum is present, either in person or via telephone/computer conferencing.

Article 9. Organizational Structure

9.1 General Meetings

The PBG will annually hold four general membership meetings. Additional meetings may be called by a majority vote of the members or at the recommendation of the Executive Board. The meetings of the PBG will be governed by *Robert's Rules of Order Newly Revised* (most recent edition). Meetings may be offered in the form of webinars, telephone conferences or utilizing other forms of current technology.

9.2 Division Meetings

Division meetings will be scheduled as needed by the Division Chair Meetings may be offered in the form of webinars, telephone conferences or utilizing other forms of current technology.

9.3 Schedules

The Executive Board will develop a tentative membership meeting schedule at the start of each new school year, prior to July 1.

9.4 Minutes

The minutes of all PBG Quarterly Meetings and Executive Board meetings and Executive Committee meetings will be taken and distributed to members.

9.5 Election of Officers

Election of officers will be held annually or as needed. All elected positions have a two-year term. Nominations for officers will be solicited by the Executive Board as well as accepting nominations from the floor at that meeting. A person will be elected to an office upon receipt of a majority vote. Elections will occur before May 1st and duty year will begin on July 1st.

9.6 Resignation of Officers

Any officer of the PBG may resign at any time by giving a two-week written notice to the Board. Such resignation will take effect at the time specified by the resigning officer and approved by the Board. The Board may appoint a replacement to fulfill the term of any resigning officer.

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9.7 Removal of Officers

Any one or more of the officers may be removed for cause by a majority vote of the total membership.

Article 10. Officers

10.1 Chair

The Chair of the PBG is elected for a two-year term, subsequent to serving a two-year term as the Chair-Elect, and will serve at the direction of the Board. The Chair of the PBG will be responsible for general operations of the organization.

10.2 Chair-Elect

The Chair-Elect of the PBG is elected for a two-year term. The Chair-Elect will assume the duties of the Chair beginning July 1 following the conclusion of the two-year term or in the event the Chair is unable to fulfill his or her duties.

10.3 Division Chairs

The Division Chairs will be nominated from within the member districts in each division as determined by membership county proximity locations.

10.4 Treasurer

The Treasurer will act as the Fiscal Agent for the PBG.

10.5 Secretary

The Secretary will take minutes of general meetings, Executive Board meetings and conference calls and forward to the Executive Director.

Article 11 Non-Voting Positions

11.1 Host District Representative

The Director of Purchasing, or designee, from the bid host district will serve in an advisory capacity to the Executive Committee.

11.2 Executive Director

The Executive Director will be contracted by the PBG on an annual basis to assist and advise the PBG. The Executive Director will be a fee based position and will serve at the direction of the Chair and Executive Board. The Executive Director will also act in an advisory capacity to the Committees.

11.3 Consultant(s)

The Board may elect to contract with a Consultant(s) specifically for the purpose of conducting business of the PBG.

Article 12. Committees

Unless otherwise noted, the Chair of the PBG appoints all committees. At the discretion of the Chair of the PBG, committees may be added or dissolved as needed for the efficient operation of the PBG. All committees will be composed of members representing each division.

12.1 Standing Committees and Sub-Committees.

Standing Committees will be appointed by the Chair for the following committees:

(1) **Bid Committee**

(2) **Bylaws Committee**

Article 13. Dissolution of PBG

In the event that the PBG dissolves as an organization, after all liabilities have been paid, any remaining funds will be dispersed equally among the current members. Should liabilities exceed funds available, each member will be assessed equally for payment of outstanding liabilities.

EFFECTIVE DATE/IMPLEMENTATION:

These Bylaws were amended on October 9, 2013