

# **The Bylaws of the **POWER** Buying Group Purchasing Organization With Educational Results**

## **1. Name of Organization**

The name of this organization shall be “The P.O.W.E.R. Buying Group” hereinafter referred as the “PBG”.

## **2. Mission Statement**

The mission of the P.O.W.E.R. Buying Group is to cooperatively procure high quality, reasonably priced products and services for child nutrition programs to enhance learning in member school districts.

## **3. Shared Beliefs**

- ✎ We believe in procuring high quality items at a low cost.
- ✎ We believe we need to be flexible to accommodate the uniqueness of each member school district.
- ✎ We believe we are a grass roots effort that has lead to a cooperative venture among the member school districts.
- ✎ We believe all member school districts to have an equitable voice in decisions.

## **4. Vision**

Participation in the P.O.W.E.R. Buying Group will maximize each member school district’s ability to provide high quality, cost-effective meals at reasonable prices to enhance the student’s ability to learn.

## **5. History of the PBG**

### **5.1. The Heartland Purchasing Consortium**

The Heartland Purchasing Consortium and was formed in Florida in 1990. There were five school districts in the original consortium. Those districts were DeSoto, Highlands, Hardee, Hendry and Glades. The group originally issued three cooperative bids for bread, milk and food and supplies.

### **5.2 The Treasure Coast Purchasing Consortium**

In 1998, Indian River, Martin, Okeechobee and St. Lucie counties formed the Treasure Coast Purchasing Consortium. The group used the Martin County School District Mainline food and supply bid from US Foodservice.

### **5.3 The POWER Buying Group Consortium**

In 2000 both purchasing consortiums merged to form the POWER Buying Group, using the Highlands County Food and Supply bid from US Foodservice. POWER stands for Purchasing Organization With Educational Results. For its first solicitation, the PBG agreed on several principles, including the following:

- ✎ one simultaneous competitive solicitation would be issued for all participating agencies,
- ✎ one agency would independently advertise, receive, review and award the solicitation,

- ✍ the solicitation would be available to all districts that were members of the group,
- ✍ all questions regarding the solicitation would be answered by one person,
- ✍ solicitations would be approved or rejected by the members of the PBG,
- ✍ there would be a five-year contract with three possible 1 year extensions,
- ✍ and after the PBG approval, each member agency would purchase from the solicitation, obtaining approval to purchase as required by their district Board procedures.

Since the first solicitation, several school districts/agencies have become PBG members by completing a Letter of Agreement, and additional competitive solicitations have been prepared, advertised, distributed, and approved in a method similar to the initial models. The current solicitation is a Request for Proposal (RFP) with a fixed delivery fee for the distribution of food and supplies.

## **6. Governance**

The Board of Directors of the PBG (Board) shall oversee the operations and management of the group. The Board shall be composed of one representative per school district and shall be empowered to direct all PBG affairs, to do all things necessary or convenient on behalf of the PBG to further its purposes, and to dissolve the PBG at its discretion. **Each school district shall have one vote.**

## **7. Fiscal Year**

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

## **8. Scope of the Bylaws**

PBG bylaws are intended to include items that are necessary for the operation of the PBG activities. School district members are required to comply with the established bylaws. Amendments to the bylaws shall be by a majority vote of the total membership of districts as defined herein.

## **9. Definitions**

### **9.1. Quorum**

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

### **9.2. Approved Purchasing Agreement**

The PBG will approve a purchasing agreement which may be in the form of a contract, formal bid agreement or RFP for goods and/or services. The terms and conditions of the purchasing agreement will then be extended to PBG members. Individual school districts will award the agreement in their district in compliance with their locally approved purchasing procedures.

### **9.3 Approved Distributor**

Food and supply distributor who was awarded the multi-year purchasing agreement.

### **9.4 House/Division**

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

## **9.5. Members of the PBG**

### **9.5.1 School District Members**

To apply for membership, a school district must complete a Letter of Agreement, a PBG Application for Membership and receive approval by a majority of the members. After approval is received, school districts must complete a Letter of Agreement, agreeing to participate in PBG activities. **Each school district shall have one vote during meetings.**

### **9.5.2 Associate Members**

Individual schools (i.e. private, charter, residential) may join, using the same process as for School District Members in 9.5.1. They will pay an annual fee which shall be approved and invoiced annually. **Associate Members will have no voting privileges in the PBG.**

## **10. Organizational Structure**

### **10.1. General Meetings**

The PBG will normally hold four general membership meetings per year. One of the membership meetings will be held in conjunction with the Florida School Nutrition Association (FSNA) annual State Conference. The other general membership meetings will be held quarterly each year. Additional meetings may be called by a majority vote of the members. The meetings of the PBG shall be governed by *Robert's Rules of Order* (most recent edition). Meetings may be offered in the form of webinars, telephone conferences or other forms of current technology.

### **10.2 House/Division Meetings**

House/Division meetings will be scheduled as needed. The members (school districts in the geographical delivery area) of each House/Division shall work cooperatively to maximize purchasing power.

### **10.3. Voting**

**10.3.1. Each school district member is granted one vote.** Split votes are not acceptable.

**10.3.2.** Proxy voting is not allowed.

### **10.4. Schedules**

Significant PBG dates such as membership meetings and bid schedules shall be maintained a year in advance and be made available on the PBG Website, [www.thepowerbuyinggroup.com](http://www.thepowerbuyinggroup.com).

### **10.5 Minutes**

The minutes of the meetings will be placed on the PBG Website within 30 days of each meeting.

### **10.6. Election of Officers**

Election of officers shall be held every two years at the spring meeting. Nominations for officers shall be solicited by a nominating committee of three (3) member representatives appointed by the PBG Chair in advance of the meeting and from the floor prior to the vote. A person shall be elected to an office upon receipt of a majority vote.

### **10.5. Resignation of Officers**

Any officer of the PBG may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified by the resigning officer and approved by the Board. If the resigning officer does not specify a timeline, the acceptance of such resignation

shall not be necessary to make it effective. The Board may appoint a replacement to fulfill the term of any resigning officer.

## **10.6. Removal of Officers**

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

## **10.7. Officers of the PBG shall be as follows:**

### **10.7.1 Chair**

The Chair of the PBG is elected for a two-year term and will serve at the direction of the Board. Elections shall occur before May 1<sup>st</sup> and duty year shall begin in July. The Chair of the PBG shall be responsible for general operations of the association including, but not limited to:

Responsibilities:

1. Directs the affairs of the PBG in accordance with the mission, vision, shared beliefs and Bylaws and shall take no action which conflicts with the Bylaws of the PBG.
2. Facilitates all meetings.
3. Considers general and specific recommendations made by members
4. Assures that there is follow through on all items voted on by members

### **10.7.2. House/Division Chairs and Chair Elect of the PBG**

The House/Division Chairs of the PBG will be elected for a two-year term (alternating years Tampa/Ormond and Pompano/Montgomery) by the members of each House/Division and will serve at the direction of the Chair of the PBG. The Chair Elect will be elected from a member of the House/Division Chairs and will assume the duties of the Chair of the PBG if the Chair of the PBG is unable to fulfill his or her duties.

Responsibilities:

1. Chair-Elect will serve as Chair in the absence of the Chair.
2. Assist with the development of the annual calendar.
3. Assist with the development of the annual Plan of Work.
4. Assist with the development of the annual budget.
5. Assist the Chair with follow through on all items voted on by members.
6. Chair Elect will assume the duties of the Chair beginning July 1 following the 2 year term of the Chair.

### **10.7.3 Secretary/Treasurer**

The Secretary/Treasurer will act as the Fiscal Agent for the PBG. The Secretary/Treasurer will be elected for a two-year term in alternate years from the Chair to assure continuity for the PBG.

Responsibilities:

1. Collects annual fees; supervises and monitors funds, and notifies members of budgeted funds.
2. Submits a quarterly financial report to members.

3. Drafts a proposed annual budget in cooperation with the Chair, House/Division Chairs and Consultant.
4. Submits budget to members for adoption.
5. Takes minutes of general meetings and posts on website within 30 days.

#### **10.7.4 Parliamentarian**

The Parliamentarian will act as the facilitator of rules at all PBG regular meetings. The Parliamentarian will be elected for a two year term in the same years as the Secretary/Treasurer.

Responsibilities:

1. Facilitates the orderly progress of regular PBG meetings as a non-interventionist and assists and supports the Chair in maintaining order and adhering to time schedules.
2. Establishes the “Ground Rules” for meetings.
3. Ensures “Robert’s Rules of Order are followed.
4. Assist with the coordination of motions and resolutions as requested.
5. Assist with voting and election procedures.

#### **10.7.5 Executive Board**

The Executive Board of the PBG will consist of the Chair, House/Division Chairs, Secretary/Treasurer and the Parliamentarian.

### **11. Consultant**

A Consultant will be contracted by the PBG on an annual (with up to (4) 1 year renewals) basis to assist and advise the PBG. The Consultant will be a fee based position and will serve at the direction of the Chair and Board of the PBG. The Consultant will also act in an advisory capacity to the Bid Committee. The Consultant will work to protect the interests of all district and associate members of the PBG and will receive no compensation from members other than the PBG fee during his tenure that directly relates to the competitive solicitation.

A draft copy of the Consultant’s contract for the July to June Fiscal year will be prepared annually by the PBG officers for review and comment by all members prior to the spring meeting.

Changes and revisions will be discussed at the spring meeting and a majority vote (of a quorum) will be needed to approve the contract. After Board approval, the contract will be signed by the Chair and Consultant annually by May 1<sup>st</sup>.

The Consultant must be able to demonstrate expertise in the Child Nutrition Programs and in cooperative procurement for the Child Nutrition Programs in accordance with state and federal regulations. A list of duties and time lines will be outlined in the consultant’s annual contract. Annually all members of the PBG will complete a survey to identify needs and make suggestions of duties to be added to or removed from the contract.

### **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 shall be composed of members from at least two member agencies. Each committee shall elect a chair.

#### **12.1 Standing Committees**

The following standing committees shall be appointed by the Chair:

- (1) **Nutrition Standards Committee.** Responsibilities:
  - (a) Evaluates and interprets nutrition trends and developments.
  - (b) Recommends nutrition standards for the PBG.
  - (c) Assists consultant with writing food specifications for bids
- (2) **Product Testing Committee.** Responsibilities:
  - (a) Determines categories of products to be tested annually.
  - (b) Develops testing procedures for products.
  - (c) Identifies evaluation sites for products.
  - (d) Develops product testing forms and compiles testing data.
  - (e) Presents testing data and recommendations to the PBG.
- (3) **Bylaws Committee.** Responsibilities:
  - (a) Reviews the Bylaws annually to ensure they are consistent with current philosophy and recommends changes as needed.
  - (b) Reviews *Bylaw* amendments requested for consideration by PBG members.
  - (c) Prepares proposed Bylaw revisions for review and vote by PBG members
- (4) **New Member and Partnership Committee.** Responsibilities:
  - (a) Recommends to the PBG policies and procedures pertaining to the acceptance of new members and partners.
  - (b) Evaluates membership and partnership requests and reports recommendations to the PBG.
  - (c) The committee members will assist new members during their first year of affiliation with the PBG.
- (5) **Technology Committee** Responsibilities:

The Committee maintains the PBG website to be used both by the members and general public. The website will be used to post information such as bids, meeting information, minutes, and other items related to the PBG.
- (6) **Nominating Committee.** Responsibilities:
  - (a) Selects no more than two candidates for each office, to be placed on the

ballot in accordance with the *Bylaws*.

- (b) Verifies eligibility of candidates.
  - (c) Surveys the membership for potential candidates
  - (d) Advertise, interview and recommend a minimum of two (2) candidates for the consultant position for Board approval.
- (7) **Bid Committee** Responsibilities:
- (a) Work with the Consultant to ensure the bid/RFP is developed, published, and monitored during the bidding process and awarded in a timely manner.
  - (b) Bid Committee members shall be from at least two different school districts/agencies.

### **13. Membership**

It is the responsibility of each the member district to actively participate in the PBG in keeping with the Annual Letter of Agreement.

#### **13.1. Termination of Membership**

Any member who does not attend 3 of the 4 required meetings annually or participate in PBG activities may be terminated at the request of the other members. Membership in the PBG may be terminated at the request of the member agencies or at any time by a two-thirds vote of the majority of the total membership.

#### **13.2 Dissolution of PBG**

In the event that the PBG dissolves as an association, after all liabilities have been paid, any remaining funds will be dispersed equally among the member. Should liabilities exceed funds available, each agency will be assessed equally.

### **EFFECTIVE DATE/IMPLEMENTATION**

*These Bylaws were approved on 07-01-2008*