



BY-LAWS
of
VALUE for Local Government Inc.

Adopted March 7, 2019

VALUE for Local Government Inc. By-Laws

Article 1: Name

The name of this non-profit organization is VALUE for Local Government Inc. (herein incorporated by reference as “VALUE”), a non-profit educational and technical organization of government and quasi-government agencies involved in procurement.

Article 2: Location

The principal office location of the organization shall be in one of the following Counties in Wisconsin; Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, Waukesha or in such other location as determined by the Planning Committee.

Article 3: Purpose

The purpose of this organization is to:

- Reduce the product and administrative cost of goods and services procured for Wisconsin’s government agencies by consolidating the requirements of commonly used products and services onto one (1) competitive solicitation such as sealed bids, request for proposals, competitive negotiations or sole source negotiations as deemed appropriate.
- Provide educational and/or networking opportunities to VALUE members and other procurement professionals.
- Further optimize the product and administrative cost of goods and services procured for Wisconsin’s government agencies by seeking to collaborate and consolidate solicitation efforts with other non-profit, quasi-government agencies which are operated for educational and government procurement purposes.

Article 4: Membership

Section 1. Membership Approval/Denial & Voting

Any government or quasi-government agency in Wisconsin may apply for agency membership of VALUE. Each member application is subject to approval or denial by the Planning Committee. Upon application approval, agency shall be required to execute VALUE’s Letter of Understanding for Cooperative Purchasing. Once executed, the agency as a whole will officially become a VALUE agency member (herein incorporated as “Members”) and shall be considered one (1) vote during instances where voting is deemed necessary.

Retired procurement professionals, such as those who were past Planning Committee members or agency members, who desire to stay active in the VALUE organization are eligible to apply for membership. Out of state agencies are also eligible to apply for membership. These memberships, upon approval by the Planning Committee, will be considered non-voting and will be referred to as an Associate Membership.

If in the rare instance the agency membership application is denied by the Planning Committee, notification of such will be provided.

Section 2. Annual Meetings

Members and Associate Members may attend general membership meetings to conduct the business of VALUE. These meetings shall be held on an annual basis. Additional meetings may be called at the

discretion of the President and/or Planning Committee at a time and place as determined by a majority vote of the Planning Committee.

Section 3. Expenditures

Reimbursement for monthly meeting expenditures may be requested by Planning Committee members with the expenses substantiated by receipts. Maximum compensation is not to exceed \$25.00 per meeting.

Reasonable expenditures may also be made to advance the mission of VALUE by a majority vote of the Planning Committee. Examples of appropriate expenditures include, but are not limited to renting a booth at Wisconsin Counties Association and/or National League of Cities annual meeting(s), the annual VALUE meeting, or other public meeting(s).

Voting on any expenditure by the Planning Committee shall follow Roberts Rules of Order.

Article 5: Planning Committee Members

Section 1. Authority and Responsibility

The governing body of VALUE shall be the Planning Committee. The Planning Committee shall have general charge, management and control of the affairs, funds and properties of VALUE and, subject to the provisions of these By-Laws, shall have authority to take action in the matters of policy and procedure as in its judgment, will best promote the interest and welfare of VALUE.

Section 2. Planning Committee

The Planning Committee shall consist of a minimum of seven (7) members to include: a President, a Vice-President, and a Treasurer. These three (3) officers will appoint a minimum of four (4) more members to the Planning Committee for one (1) year terms. Planning Committee members are expected to attend a majority of the monthly meetings, actively participate in group discussions, contribute to sub-committee activities, and serve until their term expires. Planning Committee members may be appointed to serve more than one (1) term. Any paying member can attend Planning Committee meetings, and may also request to become part of the Committee verbally at one of these meetings or in writing to the VALUE President at any time.

Section 3. Elections and/or Appointment of Officers

The President and Treasurer shall be elected or appointed for a one (1) year term by a majority vote of the members at the annual meeting. The President shall appoint the Vice-President. Vacant offices shall be filled on an interim basis by a majority vote of the Planning Committee within thirty (30) days of the vacancy. Nomination and election to a regular term shall occur at the next annual meeting. Nominations for officers whose terms have expired shall be made by the Planning Committee and shall include any written petition for nomination received from a member, provided that it is received thirty (30) days prior to the election. Nominations will be published prior to the annual meeting. Nominees shall be present at the annual meeting or provide written notice of acceptance.

Section 4. Meetings of Planning Committee

The Planning Committee shall hold member meetings monthly. A minimum of nine (9) meetings must be held annually, of which one (1) meeting shall be designated the annual meeting. Additional meetings are optional and at the discretion of the President or majority vote of the Planning Committee members present during the discussion of such at a monthly meeting.

Section 5. Quorum

At all meetings of the Planning Committee, a quorum necessary for the transaction of business shall be a minimum of four (4) Committee members.

Section 6. Voting

At all meetings of the Planning Committee, each member shall have one (1) vote, except the President, who will not cast a vote except in the event of a tie vote where the President shall vote to be the tie-breaker.

Section 7. Participation by Telephone

Any one or more members of the Planning Committee may participate in a meeting of the Planning Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 6: Officers

Section 1. Positions

The President, Vice-President and Treasurer of the Planning Committee shall serve as Officers of VALUE. Officers shall serve for a one (1) year term and may be elected or appointed to serve additional one (1) year terms throughout the duration of their agency membership.

Section 2. Duties

- a. **President** - shall be responsible for adhering to VALUE's policy and By-laws; appoint the Vice-President; establish committees to carry forth the purposes of VALUE; facilitate monthly Planning Committee meetings; be the voice of VALUE at the annual membership meeting; and select project leaders for the purpose of carrying forth the objectives of the committees.
- b. **Vice-President** - shall coordinate the VALUE annual meeting and shall perform all the duties of the President in his or her absence.
- c. **Treasurer** - shall have charge of all funds and assets of VALUE and prepare annual report of fiscal activities for the preceding calendar year, including the assets and liabilities of VALUE, to be accepted at the annual meeting. The Treasurer shall be responsible for preparing the annual tax return of VALUE and ensuring it is filed on time according to United State Federal and State of Wisconsin regulations. The Treasurer shall be responsible for maintaining all financial records for a period of seven (7) years. The annual report of the assets and liabilities of VALUE shall be retained in accordance with the State of Wisconsin's open records laws.

Section 3. Terms

The officers' terms shall run for the period April 1st through March 31st. Any officer or Planning Committee member may be removed or suspended from office and/or membership (for cause) by majority vote of the Planning Committee.

Article 7: Code of Ethics

VALUE shall conduct itself ethically and fairly, without bias or prejudice in all relations with its suppliers and potential members. Members acting on behalf of VALUE are expressly forbidden to accept gifts, gratuities, or favors that might improperly influence their relationships with VALUE's suppliers. VALUE appreciates the spirit of goodwill in which business gifts are offered, but requests that incentives be expressed in terms of quality, service and price.

Article 8: Non-discrimination

VALUE shall not directly or indirectly discriminate against any person or organization by reason of race, gender, age, religion, disability, national origin, ancestry, marital status or sexual orientation.

Article 9: Dues

Section 1. General Membership

Annual dues for each agency membership are to be established by the Planning Committee and shall be payable by January 31st, or at time of joining, to the Treasurer of VALUE.

Section 2. Associate Member Dues

Past Planning Committee members and past agency members who are retired are exempt from annual dues.

Article 10: Committees

The President of VALUE shall appoint committees as may form from time to time be necessary to conduct the business of VALUE.

Section 1. Standing Committees

- a. **Annual Meeting** – to assist the Vice-President in planning the annual meeting.
- b. **Membership** – process membership applications, including sending new members VALUE’s information packet, coordinate the collection of annual dues from members, provide backup support for website maintenance.
- c. **Bid Standards** – function as a resource for lead agencies in the bid process.
 1. Assist in specification development.
 2. Provide guidance in the proper VALUE bid process.
 3. Assist in and/or review the bid tabulation and award.
 4. Assist in establishing work groups as needed for VALUE bids.
- d. **Communications Committee** – responsible for the publication of the newsletter and monthly electronic updates; as needed, ensure all necessary postings and the website are updated and accurate, address and answer questions received from members and to periodically update promotional literature and media.

Article 11: Limited Liability Volunteers

Each Officer, Planning Committee Member or individual who provides services to or on behalf of VALUE without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted, or registered under state law and who is performing services to or on behalf of VALUE without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to VALUE in writing.

Article 12: Dissolution

VALUE may be terminated and dissolved upon a majority vote of the Planning Committee. Written notice of intent to vote on VALUE termination will be given to members thirty (30) days before the vote takes place.

Upon termination or dissolution of VALUE, any assets lawfully available to VALUE shall be distributed to one (1) or more qualifying organizations described in the United States Internal Revenue Code of which organization or organizations have an educational or charitable purpose, which at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of VALUE shall be selected by a majority vote of the membership, and if it's members cannot agree, then the recipient organization shall be selected by a majority vote of the Planning Committee.

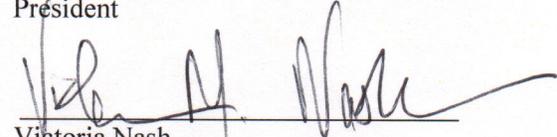
Article 13: Amendments

The By-Laws may be amended by the majority vote of the members, provided that a 30-day notice of the proposed amendment is provided. Voting may be conducted at either the annual membership meeting or through the use of electronic means during the year.

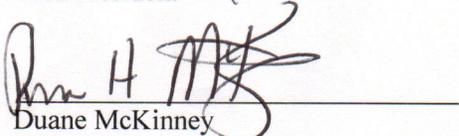
These By-Laws were adopted at an annual meeting of VALUE for Local Government Inc. on March 7, 2019.



Matthew Fleming
President



Victoria Nash
Vice President



Duane McKinney
Treasurer