

# UNIVERSITY SURPLUS PROPERTY ASSOCIATION

## BYLAWS April 16, 2018

### **Article 1: Name/Mission**

1.1 The name of this association shall be the University Surplus Property Association, hereinafter designated as USPA.

1.2 The objectives of USPA shall be to:

- a) establish and maintain a communication channel for colleges and universities to exchange ideas unique to university surplus property departments/organizations/areas;
- b) promote the development and professionalism of this association;
- c) lessen environmental impacts through any legal means;
- d) share new innovations and regulations;
- e) provide communication opportunities;
- f) provide consulting assistance for new managers and programs; and
- g) develop training and educational opportunities through a variety of avenues including the annual conference.

1.3 USPA shall be nonpartisan, nonsectarian, and nonprofit.

### **Article 2: Membership/Supporting Vendors**

2.1 Membership in USPA shall be open to any college or university with an interest in the mission stated in Bylaws Article 1.2 and is an accredited degree granting educational institution in the USA or Canada.

2.2 Membership in USPA is divided into the following categories:

- a) Individual Membership – As determined by the board
- b) Institutional Membership - As determined by the board
- c) Benefactor Membership - As determined by the board
- d) Supporting Vendors - As determined by the board

2.3 Individual Membership is open to college or university as described in Bylaws Article 2.1 to be represented by individuals responsible for, or managerially associated with, the operation of a college or university surplus property operation and is directly responsible to, and paid directly by, the college or university. The college or university must have current dues paid in full as described in Bylaws Article 8. Active Members have voting privileges and may hold office as described in Bylaws Article 3.

2.4 Institutional Membership is described as any college or university with multiple personnel (2 - 4 from the same institution) qualifying for membership under Bylaws Article 2.3 and employed by the same college or university. Each paid member listed under Institutional Membership has voting privileges and all are considered Active Members. The college or university must have current dues paid in full as described in Bylaws Article 8. Active Members have voting privileges and may hold office as described in Bylaws Article 3.

2.5 Benefactor Membership is described as any college or university with multiple personnel (5 or more from the same institution) qualifying for membership under Bylaws Article 2.3 and employed by the same college or university. Each paid member listed under Benefactor Membership has voting privileges and all are considered Active Members. The college or university must have current dues paid in full as described in Bylaws Article 8. Active Members have voting privileges and may hold office as described in Bylaws Article 3.

2.6 Supporting Vendors allows them to support the USPA. The Board of Directors described by Bylaws Article 9.1 may grant rights and privileges to Supporting Vendors subject to the following restrictions:

- a) Supporting Vendors may not vote in elections.
- b) Supporting Vendors are ineligible for any elected office.
- c) Supporting Vendors shall not participate in membership meetings without an invitation from the Board of Directors or the President of USPA.
- d) Supporting Vendors will not have access to the list serve or members only page of the web site.

2.7 Upon majority vote of the Board of Directors, a membership or supporting vendor may be revoked in the event of actions that would discredit USPA.

### **Article 3: Officers**

3.1 The officers of USPA shall be President, Vice President, Secretary, and Treasurer. All of whom shall be elected from among Active Members of the USPA, by a majority of the members via electronic or written ballot at the annual conference. The offices of President and Secretary will be together on one ballot and the offices of the Vice President and Treasurer will be together on one ballot, but not elected in the same year. The elections shall take place in the 3<sup>rd</sup> quarter (January through March) or no later than the end of the annual conference. The results will be published no later than two months prior to the end of the fiscal year (July to June). In the event an officer resigns or position is vacated the position will be filled by a vote of the board members. The elected officer will fill the rest of the term until that office is due for re-election.

3.2 Officers shall be elected to a three-year term of office and, if re-elected, may serve two consecutive terms in the same office.

3.3 Nominations for officers and members-at-large shall be approved by the Nominations Committee. This committee shall consist of the Immediate Past President, a representative from each approved affiliate as described in Bylaws Article 7, and one active member-at-large which shall be appointed by the newly elected President. Members running for office shall not be eligible to serve on this committee. The Nominations Committee shall report all nominations to the Secretary within 60 days prior to the elections.

#### **Article 4: Meetings**

4.1 USPA shall hold an Annual Meeting.

4.2 Additional membership meetings of USPA may be called when necessary by the President with the approval of the Board of Directors.

4.3 Notice of membership meetings shall be published to the membership at least ninety days prior to the meeting and these meetings shall be arranged to avoid conflict with affiliate organization's meetings.

4.4 The Active Members present at USPA Annual Conference shall constitute a quorum for the transaction of business.

#### **Article 5: Duties of Officers**

5.1 The President shall act as Chief Executive Officer of USPA. Primary responsibilities include maintaining the integrity, professionalism and ethical standards of USPA when interacting with outside organizations and vendors. The President has the authority to recruit and assign Active Members to committees as described in Bylaws Article 6.2 or appoint a new committee as described in Bylaws Article 6.2.

5.2. The President shall oversee the planning of annual conference in conjunction with the hosting conference school and/or committee.

5.3 In the absence of the President, the Vice President shall have all the powers and responsibilities of the President. The Vice President shall act as Chief Operations Officer of USPA. Primary responsibilities include coordination of all USPA internal affairs. This consists of managing the daily operation, scheduling Board of Director meetings, as well as other duties that insure the viability of USPA.

5.4 The Secretary shall be the custodian of USPA records, shall record the minutes of the Annual Meeting held at the Annual Conference, and shall prepare and ensure copies to each Active Member upon request. The Secretary shall be responsible for publishing an Annual Report within 60 days after the USPA fiscal year end. The Secretary is responsible for mailing ballots for the election of officers to all Active Members. The Secretary will be responsible for posting the election results via the electronic list serve and posting on the USPA web page.

5.5 The Treasurer shall be responsible for the financial affairs of the USPA and shall receive and disburse all funds. The Treasurer shall maintain all financial records and present reports at USPA meetings or upon request from the President or Vice President. The Treasurer will provide records to the officers and a Certified Public Accountant for auditing purposes upon request. The Treasurer will hold the association's funds in a national bank. The Treasurer shall be responsible for maintaining a list of current members and shall provide the list to the membership committee chair. The Treasurer will submit yearly tax forms as required by the IRS. Taxes are to be submitted by September 15th for the previous fiscal year July 1st to June 30th. The financial records will be audited at a minimum of every three years and or the termination of the treasurer's term.

5.5.1 The official USPA address and USPA banking merchant service accounts shall be the incoming Treasurer's address or an alternate address maybe assigned at the USPA Board's discretion.

5.6 Each officer shall maintain and transmit to his/her successor a file of information and procedures designed to provide continuity and effectiveness for the transfer of responsibility. The Secretary and Vice President will serve as archivists/historians and will maintain separate but complete files of information and procedures for the association.

5.7 Every officer of USPA shall be indemnified against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceedings he/she may be a party to or involved in by reason of having been an officer of USPA.

5.8 At least two board members must be listed on all USPA bank accounts and USPA merchant accounts with full privileges. The Treasurer will be one of the two board members listed on the accounts.

5.8.1 Upon election the new Treasurer and the new President shall be added to all USPA financial accounts for access and signature authority. The outgoing Treasurer's duties will cease on June 30<sup>th</sup> except for submitting year end IRS tax returns, and final audit and fiscal year end reports. The current USPA Board members have the authority to remove authorized and signatories of all USPA bank accounts and USPA merchant accounts.

## **Article 6: Committees**

6.1 Committees shall be formed, as deemed necessary, to carry out specific tasks or assignments. They shall not have the power to adopt policies or make financial or other commitments without approval of the Board of Directors.

6.2 With the exception of the Nominations Committee as described in Bylaws Article 3.3, committees shall be established by the President and/or a majority vote of Active members. Standing committees shall include; Nominations, Membership, Conference, Web and list serve management, Federal and State Regulations and Communications. The Nominations Committee will attempt to acquire nominations from all US Regions.

6.3 The Nominations Committee, with the assistance of the Board of Directors, will be responsible for defining the election process and the Active Members will vote those processes. Amendments to those processes will occur only as a result of a vote from the Active Members.

6.4 Committees shall submit written status reports on a quarterly basis to the Board of Directors at the beginning of the fiscal year.

### **Article 7: Affiliations**

7.1 USPA may establish affiliations with regional and national associations as approved by a vote of the membership.

### **Article 8: Finance/Dues**

8.1 The fiscal year shall be July 1 through June 30.

8.2 Dues for the coming year shall be determined by the Board of Directors with approval by the membership.

8.3 The Treasurer shall send a notice of dues to each member no later than July 1. All members shall remit their annual dues to the Association by September 30.

8.4 New members shall pay dues on a prorated basis dependent on the quarter in which they join. This is applicable to new members and not those renewing memberships.

1 <sup>st</sup> quarter	Full amount
2 <sup>nd</sup> quarter	75%
3 <sup>rd</sup> quarter	50%
4 <sup>th</sup> quarter	25%

8.5 The Membership committee shall supply to the Secretary a list of paid memberships, which shall be used to establish USPA membership for the coming year.

8.6 It is the responsibility of the Treasurer to maintain and supply financial information as requested by the President or Vice President of USPA. Distribution of funds shall be handled by the following method:

- a) \$0 to \$99 – Judgment of Treasurer
- b) \$100 to \$500 – Verbal or E-mail approval from the President or Vice President
- c) \$500 to \$1,000 – E-mail approval from both the President and Vice President
- d) Over \$1,000 – Majority vote by the Board of Directors

### **Article 9: Board of Directors**

9.1 The board will consist of the Immediate Past President, all current officers as described in Bylaws Article 3, six (6) elected members-at-large whose responsibilities will be to Chair the Standing Committees (refer to Bylaws 6.2). The Nominations Committee will attempt to acquire nominations from all US Regions (North East, East, South, South East, Mid-west, South West, West and North West). The Board shall make appointments to committees as necessary.

9.2 The duties of the Board of Directors shall be to assist the President in control and management of USPA, to act on matters involved with the expenditures of funds, and to consider and make recommendations for resolutions to be presented to the voting body. The Board of Directors is authorized to speak for USPA on matters or in other capacities as deemed necessary.

9.3 The active members-at-large on the Board of Directors shall be elected by the same mail or e-mail ballot to all Active Members as the mail ballot for officers as stated in Bylaws Article 3.1. Active members-at-large to the Board of Directors shall serve a three-year term. The past President upon completion of his/her appointment will assume the role of Chairperson of the Board of Directors for the following three years. In the event that the Chairperson is unable to fulfill that obligation the Board of Directors will vote to fill that position.

9.4 The Board of Directors will meet once a year in addition to the Annual Meeting/Conference.

#### **Article 10: Bylaws**

10.1 The Secretary shall notify all Active Members by mail or e-mail ballot of any suggested or pending revisions to the Bylaws. A two-thirds vote of Active members is required to change the Bylaws.

10.2 When the Bylaws are silent on an issue, the Board of Directors shall make an appropriate determination and present it to the membership for ratification by a two thirds majority vote.

#### **Article 11: Dissolution Clause**

11.1 Upon the date of dissolution of the USPA, the money remaining in all accounts of the USPA, after all liabilities are paid, will be distributed equally to each member organization that was a current member of the USPA on the date of dissolution. The member organization must be a nonprofit organization per IRS rules. Payment will be distributed by the Treasurer within 30 days of the last liability clearing the account where the money resides.

#### **Article 12: Conflict of Interest Policy**

**12.1 Purpose** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (University Surplus Property Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the USPA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations

#### **12.2 Definitions**

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the USPA is a part, he or she is an interested person.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the USPA has a transaction or arrangement,

b. A compensation arrangement with the USPA or with any entity or individual with which the USPA has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the USPA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 12.3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **12.3 Procedures**

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest:**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the USPA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the USPA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy:

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **12.4 Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **12.5 Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the USPA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the USPA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the USPA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**12.6 Annual Statements** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the USPA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

**12.7 Periodic Reviews** To ensure the USPA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:



- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the USPA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**12.8 Use of Outside Experts** When conducting the periodic reviews as provided for in Article 12.7, the USPA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.