

ADVISORY COUNCIL ON STATE PROCUREMENT

BYLAWS AND RULES OF PROCEDURE

2/10/2020

**ARTICLE I
NAME**

The name of this organization shall be referred to herein as the “Advisory Council on State Procurement” or the “Council.”

**ARTICLE II
PURPOSE**

These Bylaws and Rules of Procedure, referred to herein as the “Bylaws,” shall govern all meetings, information items and matters for consideration or approval before the Council.

**ARTICLE III
MEMBERS OF THE ADVISORY COUNCIL**

- A. The members of the Council shall consist of five (5) voting members and seven (7) nonvoting members, which are appointed as specified by Tenn. Code Ann. § 4-56-106.
- B. The Chief Procurement Officer, or staff of the Central Procurement Office as designated by the Chief Procurement Officer, shall inform an appointing authority when an appointment term is expected to expire. Recommended notification is approximately thirty days prior to an appointment vacancy; on the date of the vacancy; and then notification quarterly thereafter until the appointment is filled.

**ARTICLE IV
MEETINGS, PUBLIC HEARINGS, QUORUMS, AND VOTING**

- A. The Council shall meet as frequently as required and at least twice each year for the discussion of problems and recommendations for improvement of the procurement process or any other matter relevant to procurement as determined by the chief procurement officer.
- B. All Council meetings shall be governed by Robert’s Rules of Order. All meeting minutes of the Council shall be in writing and presented for approval or correction by the Council at its next meeting subsequent to the meeting in which the action was taken.

- C. Meeting dates, agendas and minutes shall be posted on the Central Procurement Office website from a link on the home page of the Central Procurement Office internet site to promote transparency.
- D. Technology will be used to the extent possible to increase Council member participation. Each Council member is expected to attend, either in person or telephonically, each Council meeting.
- E. A majority of voting members, or three (3), shall constitute a quorum and shall be necessary to take official action at all Council meetings.
- F. Proxy voting is prohibited by voting members of the Council. In instances where a voting member will be absent from a vote of the Council, the member's appointing authority is authorized to appoint an alternate or designee for the vote.

ARTICLE V CONFLICT OF INTEREST

On an annual basis, each member shall be provided with a copy of the Conflict of Interest Policy, attached to these Bylaws at Exhibit A, and shall be required to complete and sign.

ARTICLE VI AMENDMENTS

These Bylaws may be amended at any meeting of the Council by a unanimous vote of the voting members of the Council.

CONFLICT OF INTEREST POLICY

Purpose. The Purpose of this Conflict of Interest Policy is to identify, evaluate and disclose any actual or potential conflicts of interest that a Council member may have in serving on the Advisory Council on State Procurement (“Council”), and to ensure that the activities of Council members do not have the appearance of conflicting with the provision of full and unbiased service to the public.

Definition. “Conflict of Interest” means a material interest that may affect or may appear likely to affect a Council member’s judgment or conduct while serving on the Council. A Conflict of Interest is material if an ordinary person would take it into account in making a decision.

Policy.

1. Each Council member shall avoid any action, whether or not specifically prohibited by statute or regulation, which might result in or create the appearance of:
 - i. Using public office for private gain;
 - ii. Giving preferential treatment to any person;
 - iii. Impeding government efficiency or economy;
 - iv. Losing complete independence or impartiality;
 - v. Making a government decision outside of official channels; or
 - vi. Affecting adversely the confidence of the public in the integrity of the government.
2. Each Council member shall not directly or indirectly use, disclose or allow the use of official information which was obtained through or in connection with his or her appointment to the Council for the purpose of furthering the private, personal, professional, or financial interest of any person, including the Council member.
3. Each Council member shall not directly or indirectly engage in a financial transaction as a result of, or primarily relying upon information obtained through his or her Council appointment.
4. Each Council member shall not receive personal, professional or financial benefit as a result of or relying on information obtained through his or her Council appointment.
5. On an annual basis, each Council member shall be provided with a copy of this Policy and shall be required to complete and sign an acknowledgement of the Policy.

Advisory Council
Bylaws and Rules of Procedure

6. Along with the acknowledgement of the Policy, each Council member shall also disclose all actual and potential conflicts of interest on an annual basis and promptly thereafter whenever an actual or potential Conflict of Interest has been identified in connection with any matter to be brought before the Council.
7. Each Council member shall not vote on a matter or participate in discussion on a matter should there be an identified actual or potential Conflict of Interest.
8. While serving on the Council, the Council member will not participate in considerations or actions involving individuals in his or her immediate family; individuals employed by him or her, or his or her organization; services provided by him or her, or his or her organization; or any other matter in which his or her participation may create an appearance of bias or impropriety.
9. When a Council member is in doubt as to the proper interpretation of this Conflict of Interest Policy, he or she is expected to seek the advice of the Chief Procurement Officer or his or her designee.
10. To the extent that an appointing authority has named an alternate or designee for a member, this Policy shall also apply to the alternate or designee.

Policy acknowledged by:

Signature:

Date:

Name: _____

Appointed By: _____

Title: _____

Annual Disclosure: Attach documentation disclosing any Conflict of Interests.