

TENNESSEE PROCUREMENT COMMISSION

BYLAWS AND RULES OF PROCEDURE

6/28/2012

AMENDMENT 1: ARTICLES V AND XV AMENDED ON 1/31/13

AMENDMENT 2: ARTICLE XIV AMENDED ON 2/20/14

AMENDMENT 3: ARTICLE V AMENDED ON 12/14/17

AMENDMENT 4: ARTICLE VI AMENDED ON 02/20/20

AMENDMENT 5: ARTICLE IX AMENDED ON 10/25/22

MISSION STATEMENT

To promote the efficient, fair, transparent, timely, and cost-effective procurement of goods and services and ensure proper management of contracts between proposers and the various departments, agencies, and commissions of the State of Tennessee with respect to procurement decisions.

ARTICLE I

NAME

The name of this organization shall be referred to herein as the “Tennessee Procurement Commission” or the “Commission.”

ARTICLE II

DUTIES AND RESPONSIBILITIES

The Commission shall have the duty and responsibility to review, comment, and approve rules and regulations, policies, standards, and procedures to be followed consistent with Title 4, Chapter 56 and Title 12, Chapters 3 and 4, and such other duties and responsibilities assigned to the Commission by the Tennessee General Assembly. The Commission shall also recommend changes to rules and regulations, policies, standards, and procedures governing the procurement of goods and services, contracting, agency contract and grant management, training and professional development, and disposal of goods and services by the State of Tennessee.

The Commission is further authorized to promulgate necessary rules and regulations in accordance with the Uniform Administrative Procedures Act, Title 4, Chapter 5, as well as policies and procedures to implement its duties and responsibilities under Title 4, Chapter 56 of the Tennessee Code. The Commission shall not exercise authority over the award or administration of any particular contract or grant.

ARTICLE III

DOCUMENT GOVERNING PROCEEDINGS

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

ARTICLE IV

RECORD OF PROCEEDINGS

The Chief Procurement Officer shall keep a permanent and accurate record of all proceedings of the Commission.

ARTICLE V

FILING

All documents to be filed with the Commission for consideration or approval must be filed with and received by the Chief Procurement Officer at least fifteen (15) calendar days in advance of a Commission meeting by no later than 4:00 PM CST. Electronic filing by email with return receipt requested is recommended, but not required.

Any documents or issues submitted of a housekeeping nature will be put on the Consent Agenda, after review and approval by Commission staff. Commission members may vote on all items on the Consent Agenda collectively at one time. Members will vote on the Consent Agenda items before moving onto New Business items. Any member of the Commission may unilaterally request for an item to be removed from the Consent Agenda, which would then require an individual discussion and vote.

All documents, including Consent Agenda items, will be provided by the Chief Procurement Officer to Commission members and staff at least ten (10) calendar days in advance of a Commission meeting no later than 4:00 PM CST.

ARTICLE VI

MEMBERS OF THE PROCUREMENT COMMISSION

The members of the Procurement Commission shall consist of the commissioners of General Services, Finance and Administration, and the Comptroller of the Treasury. The Chief Procurement Officer shall serve as a non-voting member. On an annual basis, each member of the Commission 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 VII

OFFICERS

The officers of the Commission shall consist of a Chairperson, Vice-chairperson, and Secretary. The Governor shall appoint the Chairperson. The voting members of the Commission shall elect a Vice-chairperson. The Chief Procurement Officer, as a non-voting member, shall serve as Secretary to the Commission. The terms of office shall begin on April 1 of each year and end March 31 of the following year.

ARTICLE VIII

LEGAL COUNSEL

The Attorney General and Reporter shall serve as legal counsel to the Commission in accordance with the requirements of Tenn. Code Ann. § 8-6-301.

ARTICLE IX

MEETINGS, PUBLIC HEARINGS, QUORUMS, AND VOTING

A. The Commission shall meet as frequently as required for the purpose of electing officers and conducting other appropriate business.

B. Regular meetings of the Commission shall be held the third Thursday of each month at such time and place as designated by the Chairperson after consultation with the other members, except that the regular meeting in November shall be held on the second Thursday. Should the third Thursday fall on a federal or state holiday, the regular meeting of the

Commission will be held on the second Thursday of the month. Members may participate by electronic means of communication in accordance with the Open Meetings Law. A regular meeting may be cancelled or rescheduled by the Chairperson after consultation and written consent with all members. Special meetings of the Commission may be called by the Chairperson, provided the Chairperson gives the other members and the public at least three (3) business days notice.

C. At all meetings, a majority of members, being two (2), shall constitute a quorum for action only upon consent by all members after reviewing the agenda. A majority vote of the quorum shall constitute the action of the Commission.

D. All meetings of the Commission shall be recorded and minutes of the Commission shall be in writing and presented for approval or correction by the Commission at its next meeting subsequent to the meeting in which the action was taken. All meetings to the extent possible will be video taped and accessible for future reference. 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.

ARTICLE X

DUTIES OF CHAIRPERSON

The Chairperson shall be the principal officer of the Commission. The Chairperson shall:

- A. Preside at meetings of the Commission;
- B. Create standing and special committees as needed, upon majority approval of the other voting members, and appoint committee members;
- C. Be an ex-officio member of all committees;
- D. Send notices of meetings to the other members and to the members of the public;
- E. Establish agenda for meeting in consultation with the staff of Commission members;
- F. Ensure the objectives of the Commission are met;
- G. Perform such other duties as are appropriate to the office.

ARTICLE XI

DUTIES OF VICE-CHAIRPERSON

The Vice-chairperson shall:

- A. Perform the duties of the in the absence of the Chairperson;
- B. Serve in such capacities as may be assigned by the Chairperson;
- C. Perform such other duties as are appropriate to the office.

ARTICLE XII

DUTIES OF THE SECRETARY

The Chief Procurement Officer, a non-voting member of the Commission, shall serve as Secretary and shall:

- A. Certify and authenticate minutes and other documents relating to the business of the Commission;
- B. Provide minutes to the Commission members for approval or correction;
- C. Perform such other duties as are appropriate to the office;
- D. Establish the draft agenda for the Chair to consult with all members;
- E. Maintain all records and recordings of the meetings.

ARTICLE XIII

COMMITTEES

Committees, standing or special, shall be appointed by the Chairperson with majority consent of the other voting Commission members. The Chairperson shall be an ex-officio member of all committees.

ARTICLE XIV

COMMUNICATION, NOTICE, PUBLICATION,

AND CORRECTION OF ERRORS

Communication and notice may be accomplished through the Central Procurement Office website, e-mails, announcements, newsletters, or other methods. The Chief Procurement Officer, in consultation with the Chairperson, shall be responsible for collecting information and producing a “Final Copy” of the communication ready for posting on the Central Procurement Office website or for distribution via other methods. Final Copy is defined as the communication that has been edited for proper grammar, accuracy, and overall clarity and quality, including any final pictures or graphics to be attached. The Procurement Commission authorizes Procurement Commission Staff to correct obvious typographical or clerical errors that are discovered after a model, template, policy, or other item has been approved for publication on the Central Procurement Office website by the Procurement Commission, provided the error is insubstantial. By way of example only, misspelled words, incorrect acronyms, capitalization, punctuation, incorrect page numbers or references, misaligned formatting, and the like are insubstantial errors that may be corrected by Procurement Commission Staff. All corrections of insubstantial errors by Procurement Commission Staff shall be reported to the Procurement Commission.

ARTICLE XV

COMMISSION STAFF

The Commission’s staff shall consist of the Chief Procurement Officer, staff of the Central Procurement Office as designated by the Chief Procurement Officer, and such other staff as designated by each Commission member.

ARTICLE XVI

SUSPENSION OF PROCEDURES

Any provision of these Procedures may be suspended upon a unanimous vote of the voting members of the Commission at a Regular or Special Meeting without the necessity of an amendment to these Procedures.

ARTICLE XVII

AMENDMENTS

These Procedures may be amended at any Regular or Special Meeting of the Commission by a unanimous vote of the voting members of the Commission.

Effective _____

**Conflict of Interest Policy
Members of the Procurement Commission**

Purpose. The Purpose of this Conflict of Interest Policy is to identify, evaluate and disclose any actual or potential conflicts of interest that a Commission member may have in serving on the Commission, and to ensure that the activities of Commission 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 Commission member’s judgment or conduct while serving on the Commission. A Conflict of Interest is material if an ordinary person would take it into account in making a decision.

Policy.

1. Each Commission 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 Commission 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 Commission for the purpose of furthering the private, personal, professional, or financial interest of any person, including the Commission member.
3. Each Commission 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 Commission appointment.
4. Each Commission member shall not receive personal, professional or financial benefit as a result of or relying on information obtained through his or her Commission appointment.

5. On an annual basis, each Commission member shall be provided with a copy of this Policy and shall be required to complete and sign an acknowledgement of the Policy.
6. Along with the acknowledgement of the Policy, each Commission 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 Commission.
7. Each Commission 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 Commission, the Commission 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 Commission 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.

Policy acknowledged by:

Procurement Commission Member Signature

Date

Title

Annual Disclosure: Attach documentation disclosing any Conflict of Interests.