

WEST MICHIGAN SUSTAINABLE PURCHASING CONSORTIUM

Advisory Committee



Van Andel Institute

Operating Principles

Article I Purpose

The West Michigan Sustainable Purchasing Consortium (WMSPC) is established to consolidate member organization's purchasing power for sustainable products and services in order to increase the purchase and use of sustainable products in the region through the gains in commercial advantages not possible for member institutions acting alone. Sustainable purchasing of products and services, also known as environmentally preferable purchasing is the purchase of products and services that have a lesser or reduced effect on human health and the environment when compared with competing products that serve the same purpose. This comparison may consider raw materials acquisition, production, manufacturing, packaging, distribution, reuse, operation, maintenance, or disposal of the product.

Participation in WMSPC is strictly voluntary. Obligations and liabilities are the responsibility of the individual member organizations and not the WMSPC as a whole. The WMSPC will endeavor to operate in a manner that will provide for high productivity by the member organization.

Article II Membership

The core member organizations are the City of Grand Rapids, Grand Valley State University, Steelcase, Cascade Engineering, Sustainable Research Group, Delta Institute, and the Van Andel Institute.

Article III Organizational Structure

General Powers

The affairs of the WMSPC shall be managed by a Procurement Board (Board). The Board shall have the responsibility for the competitive process management and publishing of procurement contracts. The Board shall consist of at least one representative from each of the charter member organizations designated by the organization's appropriate authority as well as the WMSPC administrators. These representatives shall be responsible for procurement activities. The Board may enter the WMSPC

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into purchase agreements, and other legal arrangements and relationships, and may authorize payments as required, as are otherwise lawful and as it deems necessary to carry out the purposes of the WMSPC; provided that member organizations shall not be bound with respect to any WMSPC contract unless the member organizations provides written notices of intent or acknowledgement to participate in the contract. The Board may delegate such responsibilities and authority as it deems necessary.

Meetings

The Board shall meet as needed, but at least annually. Meeting of member organizations will be held as necessary with reasonable notice as determined by the Board. The meeting shall be held on such date, at such hour and in such place as may be designated by the Board. Except for the annual meeting, meetings may be held by means of conference telephone call or similar communications equipment by means of which all representatives can participate.

Quorum

A majority of all representatives then in office shall be present in person or represented by proxy at any meeting of the Board in order to constitute a quorum for the transaction of any business.

Manner of Acting

The act of the majority of the representatives present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the WMSPC's operating principle. All board members are entitled to one vote. A written proxy of a representative may be voted by another representative of any member organizations or by a designated alternate representative of the same member organization.

Conduct of Meetings

The Chairperson, or designees, shall call meetings of the board to order and shall act as the presiding officer of the meeting. The order of business at a meeting of the Board shall be determined by the presiding representative.

Action without meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board present thereto in writing and the writing is filed with the minutes of proceeding

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of the Board. No action will be taken without the unanimous consent of the Board.

Negotiations

The Board, or its designee, will negotiate prices, terms and conditions (Master Terms and Conditions) with vendors for the common benefit of the member organizations. Individual member organizations will contract with vendors. The WMSPC will not contract for itself or on behalf of member organizations. Member organizations, however, will benefit from the Master Terms and Conditions.

Article IV Officers

Designations and Method of Selection

Officers of WMSPC shall consist of a Chairperson, Secretary/Treasurer, and such other officers as determined by the Board. Officers shall be elected by the Board and shall serve at the pleasure of the Board. Any vacancies in an office shall be filled by the Board at any regular or special meeting of the Board. Each officer shall serve one year and until his or her successor is elected and qualified. The same officer can be elected to a new one year term.

Chairperson

The Chairperson shall:

- a. when present, preside at the meeting of the Board
- b. In general, perform all duties incident to the office and such other duties as from time to time may be assigned by the Board.

Secretary/Treasurer

The Secretary/Treasurer shall:

- a. Keep or cause to be kept in one or more books the minutes of the meetings of the Board and any committees established by the Board.
- b. Insure that all notices are duly given in accordance with the provisions of the Operating Principles.
- c. Be custodian of the funds and records of the WMSPC.
- d. Insure that the books, reports, statements, and other documents and records are properly kept and files.

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- e. In general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Board.

Agents

The Board has the power to appoint any person or entity as an agent for WMSPC to perform such duties as are authorized by the board, including but not limited to the following:

- a. Research and identify sustainable products according to priorities set by the core committee;
- b. Research and/or developing purchasing standards for sustainable products;
- c. Develop requests for information and proposals; develop contracts;
- d. Coordinate with vendors;
- e. Administer the procurement process;
- f. Maintain/manage the website;
- g. Develop environmental, economic, and social metrics;
- h. Aggregate benefits of purchasing activities; and,
- i. Outreach/marketing to new members.

Article V Principles

Ethical Conduct

The WMSPC shall act in accordance with the ISM code of ethics throughout the purchasing process.

Institutional Autonomy

Each member organization will determine if they wish to benefit from the Master Terms and Conditions

Commitment to diversity

The WMSPC decisions will be made with the full consideration toward providing equal opportunity for all business.

Participation by non-Consortium members

The Consortium may vote to extend participation in individual WMSPC contracts to other entities interested in purchase sustainable products and services. Member fees may apply.

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Commitment to utilize technology as it evolves

The WMSCP is committed to utilizing technology to the fullest in the procurement process. Electronic ordering, billing, and connection to vendor electronic catalogs are some of the possibilities under this section.

Sustainable products and services

The WMSPC is committed to increasing the purchasing of sustainable products and services through this agreement. Products that are not deemed environmentally preferable may not be purchased under this WMSPC agreement.

Article VI Amendments

These operating principles may be amended or repealed by a two-thirds vote of all the Board representatives. Any proposed amendment to these operating principles must be provided in writing to each representative not less than thirty (30) days before the meeting to consider the amendment.

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VII Signatures

City of Grand Rapids

Signature

José L. R. Reyna
Printed Name

January 16, 2008
Date

Grand Valley State University

Signature

Ester Burns, Purchasing Services Manager
Printed Name

January 9, 2008
Date

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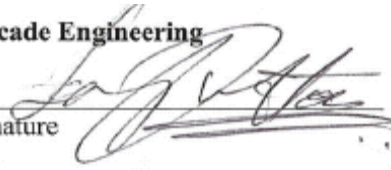
Van Andel Institute

Cascade Engineering

Signature

Printed Name

Date


SANJAY DUTA
11/29/07

Van Andel Institute

Signature

Printed Name

Date

Richard M. Disbrow, C.P.M.
Richard M. Disbrow, C.P.M.
12/3/07