

BYLAWS
GOVERNING THE
OHIO SCHOOLS COUNCIL

WHEREAS, certain boards of education located within northeastern Ohio have entered into an Agreement Establishing the Ohio Schools Council pursuant to Revised Code Chapter 167, for the purpose of carrying out cooperative programs which the Members of the Council may approve, from time to time, and which are authorized under the laws of the State; and

WHEREAS, Revised Code Section 167.04 requires and the Agreement provides that the Council shall adopt Bylaws designating the officers of the Council and the method of selection thereof, creating a governing board to act for the Council, appointing a fiscal officer, and providing for the conduct of the Council's business; and

WHEREAS, each Member board of education has by duly adopted resolution authorized its representative to approve these Bylaws, and the representatives of the members have met for the purpose of adopting these Bylaws in accordance with Revised Code Section 167.04 and Section 4 of the Agreement;

NOW, THEREFORE, the following provisions shall constitute the Bylaws of the Ohio Schools Council:

Section 1. Definitions:

Any capitalized word or phrase used in these Bylaws and not otherwise defined herein, shall have the meaning given in Section 1 of the Agreement Establishing the Ohio Schools Council as that Agreement may, from time to time, be amended, modified, or supplemented in accordance with Section 10 thereof.

Section 2. Assembly:

The Assembly shall be the legislative body of the Council. The Assembly shall be composed of the representatives of the Members, who have been appointed by the respective governing body of each Member pursuant to Section 3 of the Agreement. All representatives to the Assembly (exclusive of ex-officio members) shall serve without compensation.

An Assembly representative may designate another Assembly representative as a proxy at any meeting by delivering to the Chairman of the Council a written designation of that proxy.

- (A) Ex-officio Members of the Assembly. The Treasurer of the Member board of education serving as Fiscal Agent of the Council shall be an ex-officio member of

the Assembly and may attend all meetings of the Assembly, but shall not count for purposes of determining a quorum and shall not have a vote. In the event that the Council employs a person or persons to perform the duties of the Fiscal Agent and/or Administrator in accordance with Section 5 and 9 of these Bylaws, the person or persons so employed as Fiscal Agent and/or Administrator of the Council each shall be ex-officio members of the Assembly and may attend all meetings of the Assembly, but shall not be counted for purposes of determining a quorum and shall not have a vote.

- (B) Officers. The officers of the Board of Directors shall be the officers of the Council and its Assembly and shall consist of a Chairman and Vice-Chairman who each shall be selected pursuant to Section 3 hereof. The Chairman (and in the Chairman's absence, the Vice-Chairman) shall preside at Assembly meetings. If for any reason the offices of the Chairman and Vice-Chairman are vacant, the person serving as Executive Director, if any, shall preside as temporary Chairman until a Chairman is elected by the Board of Directors. If the Council does not have an Executive Director and the offices of the Chairman and Vice-Chairman are vacant, the person serving as Fiscal Agent or his designee shall preside as temporary Chairman until a Chairman is elected by the Board of Directors.
- (C) Resolutions. A majority of all representatives to the Assembly (including proxies correctly presented to the Chairman) shall constitute a quorum to transact business except as otherwise provided in the Agreement or these Bylaws. Each representative (including the Chairman and Vice-Chairman) shall have one vote; provided, however, that when a matter is to be voted upon which is of concern to only one or more but not all Programs of the Council, only representatives of Participating Members of those Programs shall be entitled to vote on that matter and only those representatives shall be counted for purposes of determining whether a quorum is present. All legislative action of the Assembly shall be by resolution entered on its records. Except as otherwise provided in the Agreement, the affirmative vote of at least a majority of all of the representatives to the Assembly eligible to vote on a matter (not counting vacancies) shall be required for the enactment of every resolution. Unless otherwise specifically stated in the resolution, all resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Revised Code to be made by the Fiscal Agent or Members.
- (D) Meetings. The Assembly shall meet on the second Tuesday of May and the first Tuesday of November and at such other times as may be requested by the Chairman or as may be requested, in writing to the Executive Director, by any six or more representatives to the Assembly. Written notice of each meeting shall be served by the Executive Director upon each Assembly representative not less than 24 hours preceding the time for meeting, and shall state the date, time, and place of the meeting and subject or subjects to be considered at the meeting. The requirements of and procedures for notice may be waived in writing by each representative and any representative shall be deemed conclusively to have waived such notice with respect to a meeting by his or her attendance at that meeting. At the request of the Chairman and with the approval of a majority of the members of the Board of Directors, the May and November meetings of the Assembly may be rescheduled from the second Tuesday of May and the first

Tuesday of November to such other dates as may be so approved by the Board of Directors; provided, however, that actions required by this Agreement to be taken by the Assembly at its May or November meetings are taken by the Assembly within thirty days of the second Tuesday of May or the first Tuesday of November, as the case may be.

Pursuant to Revised Code Section 121.22(F), the Assembly shall, by rule, establish a reasonable method whereby any person may determine the time, place, and purpose of its meetings. All meetings of the Assembly shall be open to the public, subject to the exceptions in Revised Code Section 121.22(G). The Assembly may, but need not, adopt other rules.

(E) Powers and Duties of Assembly.

- (1) At its November meeting, the Assembly shall review the annual report of the Council, including but not limited to, the financial status of the Council's operation, the participation and scope of each of the programs, and new programs being considered.
- (2) At its May meeting, the Assembly shall consider, upon submission by the Board of Directors, and thereafter modify, if necessary, and approve the annual appropriations of the Council for the next Fiscal Year based upon the estimate of Council Costs determined pursuant to Section 8 hereof. The Board of Directors shall have the authority to revise the appropriations between Assembly meetings.
- (3) At its May meeting, the Assembly shall select the members of the Board of Directors for the next Fiscal Year in accordance with Section 3 hereof.
- (4) The following matters shall be submitted to the Assembly and are subject to final approval by the Assembly: the annual appropriations of the Council for each Fiscal Year; selection of the Board of Directors; and such other matters as the Board of Directors or the Assembly may, from time to time, determine to be matters requiring approval by the Assembly.

Section 3. Board of Directors:

The Board of Directors shall be the policy making body of the Council.

(A) Composition. The Board of Directors shall be composed of:

- (1) three Assembly representatives elected by the Assembly at the May meeting of the Assembly, provided that the affirmative vote of at least a majority of the representatives to the Assembly shall be required to elect any representative to the Board of Directors;
- (1a) two At-Large Members will be appointed by the Board of Directors, one will serve a two-year term and the other a three-year term, At-Large Members may serve an unlimited amount of terms.

- (2) the representatives of following Members, if any, whose superintendents are the President, President Elect, Past President, and Treasurer of the Greater Cleveland School Superintendents' Association. If any of these positions are held by a person whose district is not a member, then the number of Assembly representatives elected to the Board of Directors pursuant to this section shall be increased accordingly by the Board of Directors so that the total number shall be seven.

The Treasurer of the Member board of education serving as Fiscal Agent of the Council shall be an ex-officio member of the Board of Directors and may attend all meetings of the Board of Directors but shall not count for purposes of determining a quorum and shall not have a vote. In the event that the Council employs a person or persons to perform the duties of Fiscal Agent and/or Administrator, in accordance with Section 5 and 9 of these Bylaws, the person or persons so employed as Fiscal Agent and/or Administrator shall each be an ex-officio member of the Board of Directors but shall not count for purposes of determining a quorum and shall not have a vote.

- (B) Terms of Office. Assembly representatives elected to serve on the Board of Directors at the first organizational meeting pursuant to division (A)(1) of this Section shall serve the following terms of office: one member of the Board shall serve a one-year term, one member of the Board shall be elected to and serve a two-year term, and the other member of the Board shall be elected to and serve a three-year term. Thereafter, any Assembly representative elected to serve on the Board of Directors pursuant to division (A)(1) of this Section shall serve a two-year term of office, commencing on the July 1 following election by the Assembly. Members of the Board of Directors who hold this position pursuant to divisions (A)(2) and (A)(3) of this Section shall serve as long as they hold the requisite position with the Greater Cleveland School Superintendents' Association. There shall be no limit to the number of terms to which a person may be elected or appointed. All members of the Board (exclusive of ex-officio members) shall serve without compensation.

In the event that a vacancy occurs on the Board of Directors, the vacancy shall be filled according to the following procedures. If the vacancy is of a member elected by the Assembly, the remaining members of the Board of Directors shall meet and appoint an Assembly representative to fill the vacancy until the next May meeting of the Assembly at which elections are held. If the vacancy occurs in a position filled pursuant to divisions (A)(2) and (A)(3) of this Section, then the person's successor in office of the Greater Cleveland School Superintendents' Association shall fill the vacancy provided that person is the representative of a Member.

- (C) Officers. At its first meeting in July in each Fiscal Year, the Board of Directors shall convene and organize. The Chairman of the Board shall be the person, if any, who holds his or her position on the Board of Directions pursuant to division (A)(2) of this Section as President of GCSSA. If no such person is a member of the Board of Directors, then the Chairman shall be elected to serve a one-year term by the Board of Directors from its members by majority vote of all its members. If the Chairman is to be elected, the Chairman whose term has expired shall preside as temporary Chairman until the Chairman is elected. In the absence of the prior

Chairman, the prior Vice-Chairman may serve as temporary Chairman. The Vice-Chairman shall be the person, if any, who holds his/her position on the Board of Directors pursuant to division (A)(2) of this Section as President-Elect of GCSSA. If no such person is a member of the Board of Directors, then the Vice-Chairman shall be elected from the members by a majority vote of all members.

- (1) Chairman. The Chairman shall preside at all meetings of the Board of Directors and the Assembly. The Chairman's duties shall also include, but not be limited to: preparing agendas for each meeting of the Board of Directors and arranging for distribution of such agendas so that each Board member receives an agenda at least seven days in advance of each regularly scheduled Board meeting and as soon as practical before any specially scheduled Board meeting; and presenting an annual report to the Assembly at its November meeting, or distribution of such report to the Members, concerning the activities and operations of the Council.
- (2) Vice-Chairman. In the absence of the Chairman, the Vice-Chairman shall preside at meetings of the Board of Directors and of the Assembly. The Vice-Chairman shall succeed to the office of the Chairman, should that office be vacated before the end of a term, and shall assist the Chairman in the discharge of his duties.
- (3) Executive Director. The Executive Director shall provide written notice to all members of the Board of Directors of all meetings of the Board in accordance with paragraph (D) of this Section. Minutes of all meetings of the Board shall be kept by the Executive Director and distributed to each member of the Board within thirty days following each Board meeting. The Executive Director shall provide Assembly members with written notice of all Assembly meetings and shall keep and distribute minutes of all Assembly meetings in accordance with Section 2 hereof. The Executive Director shall perform such other duties as the Chairman may request. If no Executive Director is hired, the above assignments will be performed by the Fiscal Agent.
- (4) Fiscal Agent. The Board of Directors shall provide for the employment of a Fiscal Agent either by:
 - (a) contracting with a school district(s), or
 - (b) hiring a person to perform the duties of the Fiscal Agent, who shall be termed the Treasurer. The Executive Director shall be the Treasurer unless otherwise determined by the Board. Separate Fiscal Agents may be hired to handle specific Programs or assigned to the Treasurer if such employee is hired. The Fiscal Agent shall receive and disburse all funds of the Council, prepare all necessary fiscal reports for the Board of Directors and the Assembly, and undertake all other financial transactions necessary to the work of the Council.

The Fiscal Agent of the Council shall obtain and keep in force a fidelity

bond, in an amount determined by the Board of Directors and with a surety company approved by the Board of Directors, or, in lieu of a separate fidelity bond, the Board of Directors may direct the Fiscal Agent to continue and keep in force any existing fidelity bond the Fiscal Agent may have which the Board of Directors determines to be adequate. In either case, the Council shall be named as an insured on such bond and the amount thereof shall not be reduced without prior written consent of the Board of Directors.

In the event that the Fiscal Agent is a Member board of education, the Member may receive a fee from the Council, in consideration for its services, in such amount as the Assembly shall approve.

- (D) Meetings. A majority of all members of the Board of Directors shall constitute a quorum to transact business. Each member of the Board of Directors (including the Chairman and Vice-Chairman) shall have one vote. Ex-officio members of the Board of Directors may attend all meetings of the Board of Directors but shall not be counted for purposes of determining a quorum and shall not have a vote. All action of the Board of directors shall be by resolution entered on its records. The affirmative vote of at least a majority of all members of the Board of Directors (not counting vacancies) shall be required for the enactment of every resolution. All resolutions shall be effective immediately upon enactment.

The Board of Directors shall meet at least six times each year, with its first meeting in each year to be held in July. At its July meeting, the Board of Directors shall set the dates for its regular meetings for the year. Additional meetings may be called by the Chairman as necessary or may be called upon written request to the Executive Director from any two or more members of the Board of Directors or from the Fiscal Agent or from six or more representatives of the Assembly. Notice, in writing, of each such meeting shall state the date, time, and place of the meeting and subject or subjects to be considered at the meeting, and shall be served by the Recording Director upon each member of the Board of Directors not less than 24 hours preceding the time for the meeting. The requirements and procedures for notice may be waived in writing by each member of the Board of Directors and any member of the Board of Directors shall be deemed conclusively to have waived such notice by his attendance at such meeting.

Pursuant to Revised Code Section 121.22(F) the Board of Directors shall, by rule, establish a reasonable method whereby any person may determine the time, place, and purpose of its meetings. All meetings of the Board of Directors shall be open to the public, subject to the exceptions in Revised Code Section 121.22(G). The Board of Directors may, but need not, adopt other rules.

- (E) Powers and Duties. The Board of Directors shall:
- (1) Consider and approve Programs in which some or all Members may determine to participate.
 - (2) Act as the board of management and control of the Council.

- (3) Appoint one or more Advisory Committees, if determined by the Board to be necessary or appropriate to assist the Board in the management of any Program.
- (4) Determine whether any employees are needed for the operation and administration of the Council's Programs and, if so, authorize the employment of such persons and establish their salaries, benefits, and work and disciplinary rules. The Board of Directors will determine which portion of such salaries and fringe benefits shall be charged as Operating Costs of the Council and which shall be charged to the individual Programs.

If the Board of Directors elects to hire a Fiscal Agent, then this person will be titled the Treasurer. If the Board of Directors decides to hire a chief executive officer for the Council, then this person will be titled the Executive Director. The Board of Directors shall provide a job description for this position. These two positions may be held by the same person or by two different persons.

- (5) Consider and approve any purchases of equipment, facilities, or services for the Council; provided that the cost thereof is within the Operating Costs approved by the Assembly pursuant to Section 8 hereof.
- (6) Make recommendations to the Assembly concerning any matter relating to the Council and its Programs, including but not limited to:
 - (a) amendments to or modifications of the Agreement and Bylaws,
 - (b) appropriations of the Council,
 - (c) each Member's share of Council Costs, and
 - (d) disqualification of Members.
- (7) Direct the Fiscal Agent concerning any disbursements from the Council Fund.
- (8) The Board of Directors may, by affirmative vote of a majority of Board members and upon certification to the Board by the Fiscal Agent that the proposal is within the limits of the Council's resources, amend the budget and appropriations of the Council.
- (9) Approve the inclusion of additional boards of education into the Council.

Section 4. Advisory Committees:

One or more Advisory Committees may be appointed by the Board of Directors to assist the Board of Directors in the management of any Program of the Council. The members of an Advisory Committee shall be appointed by and shall serve at the pleasure of the Board of Directors. Each Advisory Committee shall perform the duties directed by the Board of Directors.

Each Advisory Committee shall elect from its membership a Chairman and Vice-Chairman, who shall each serve for a term of one year or such shorter period of time as the Advisory Committee may be in existence. The Chairman shall preside at all Committee meetings and prepare the agenda for each meeting following consultation with the Executive Director or Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Committee meetings. The Vice-Chairman shall succeed to the office of the Chairman, should it be vacated before the end of a term, and shall assist the Chairman in the discharge of the Chairman's duties.

Each Advisory Committee shall make recommendations to the Board of Directors concerning any matter referred to it by the Board of Directors.

Section 5. Employees and Consultants:

The Council may employ a person to perform the duties of the Fiscal Agent and that person may also serve as the Executive Director for the Council and any of its Programs. In addition, the Council may employ other persons and may contract for the services of independent contractors, consultants, or experts as the Board of Directors deems necessary or appropriate for the proper operation and administration of the Council and its Programs. Any staff employed by the Council shall be determined by the Board of Directors to have the educational background and work experience necessary to discharge the duties assigned to that person by the Board of Directors. The Board of Directors shall establish the salaries, benefits, and work and disciplinary rules for the Council's staff and shall direct the hiring and discharge of that staff. The Board of Directors of the Council may designate the Executive Director to be responsible for the supervision of the Council's staff. The salaries and benefits paid to any employees of the Council and any amounts paid under contract to independent contractors, consultants, or experts shall be paid either as Operating Costs or Program Costs and from their respective accounts as determined by the Board of Directors.

Section 6. Equipment and Facilities:

The Council may purchase, lease, or otherwise provide for supplies, materials, equipment, and facilities as it deems necessary and appropriate to carry out the Programs of the Council. The Council shall comply with the laws of the State governing its Members with respect to the procedures for bidding and letting of contracts for the acquisition, repair, or improvement of its facilities, equipment, and supplies. The Fiscal Agent of the Council shall, at the direction of and on behalf of the Board of Directors, enter into all contracts or leases for supplies, materials, equipment, or facilities of the Council.

Section 7. Council Fund:

The Council Fund shall be established and maintained by the Fiscal Agent of the Council separate and apart from all other funds of the Council which may be under the custody of the Fiscal Agent. Separate funds will be established for the various Programs of the Council. All funds of the Council (Council and Program Funds) shall be subject to the laws of the State concerning the investment and management of public funds, particularly Revised Code Chapter 135, and shall be the responsibility of the Fiscal Agent.

The Fiscal Agent of the Council shall deposit in the Council Fund the contributions

received from the Members for Operating Costs of the Council, assessments from Programs as established by the Board of Directors to cover overhead expenditures, and any interest earned by the Council Fund. Disbursements may be made from the Council Fund by the Fiscal Agent at the direction of the Board of Directors or the Assembly for any proper purpose of the Council, including but not limited to payment of Operating Costs, costs incurred in connection with the establishment of the Council, costs and expenses of studies undertaken relating to new programs which may be of interest and benefit to the Members of the Council, salaries of any persons employed to carry out the functions related to the Operational Costs, fees and expenses of the Fiscal Agent in the event a Member board of education and not an employee of the Council is serving as Fiscal Agent, consultants and attorneys, and payment of other operating expenses.

The Fiscal Agent of the Council shall maintain records which identify all receipts of both the Council and Programs by source. The Fiscal Agent shall maintain records which account for all disbursements from the Council and Program Funds. The Fiscal Agent shall make monthly reports to the Board of Directors on or before the 20th day of each month concerning all receipts and disbursements from the Council and Program Funds.

Section 8. Estimate of Council Costs; Payments by Members:

On or before the May meeting of the Assembly the Board of Directors shall: (a) submit to the Assembly a written estimate of the Council Costs for the next Fiscal Year of the Council, separately itemized as Program Costs of each Program and Operating Costs of the Council, and (b) provide the Assembly and each Member with an estimate of each Member's share of the Operating Costs if a fee is to be collected. The Program Costs shall be apportioned among the Participating members as provided in each Program Agreement. Any Operating Costs of the Council shall be apportioned among the Members in the manner determined by the Board of Directors. The Operating Costs will include the overhead costs of the operation of the Programs and these costs will be covered by a fee or assessment against each of the Programs and paid to the Council Fund. The estimates shall be presented in enough detail so that the Assembly can determine their sufficiency.

The Assembly shall consider the estimates and accept or modify the same. If an assessment or fee is to be paid by the Members to the Council Fund, the Fiscal Agent shall deliver to the Members, by June 1st the estimated appropriation for the next Fiscal Year and each Member's share of the Operating Costs.

Each Member shall include its share of the Council Costs in its appropriations (pursuant to Chapter 5705 of the Revised Code) including both Program Costs as defined in the Program Agreements and Operating Costs as required by any assessments approved by the Assembly. Each Member shall thereafter (a) remit its share of Program Costs to the Fiscal Agent for the Programs in which it participates in the manner provided in the respective Program Agreement and (b) remit its share of other Operating Costs to the Fiscal Agent of the Council in the amounts and at the times directed by the Fiscal Agent.

If the aggregate of the contributions made pursuant to that estimated budget prove to be insufficient to pay the Council costs for that Fiscal Year of the Council, the Board of Directors shall direct the Fiscal Agent to promptly notify in writing each Member of any additional Council Costs, the amount of any deficiencies and each Member's share of those additional costs, all as determined by the Board of Directors, whereupon each Member shall appropriate (pursuant to Chapter 5705 of the Revised Code) the amount stated in that notice and remit the same to the

Fiscal Agent within forty-five days after receipt of that written notice.

Failure by a Member to appropriate and remit any of its share of the Council Costs pursuant to these Bylaws within sixty days after the same shall become due shall be deemed a withdrawal by such Member pursuant to Section 6 of the Agreement unless the Member has petitioned the Board of Directors for an extension of time for payment and the Board of Directors has, by resolution, approved an extension to a date certain and the Member has remitted at least twenty-five percent of its share of the Council Costs to the Fiscal Agent.

Under no circumstances shall the Fiscal Agent have the power to incur obligations for Council Costs in an amount which exceeds the total unspent amount appropriated for Council Costs and remitted to the Fiscal Agent by the governing bodies of the Members pursuant to this Agreement, except as may be permitted by law.

Section 9. Change of Fiscal Agent:

The Board of Directors may secure the services of a Fiscal Agent for the Council Fund or Program Funds by either hiring such a person for this position as an employee of the Board or contracting with a school district to provide this service.

The costs resulting from a change of Fiscal Agent, including but not limited to any title, bonding and transfer fees, shall be Operating Costs of the Council.

Section 10. Conduct of Meetings:

All meetings provided for in these Bylaws shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised unless otherwise directed by these Bylaws or by resolution of the Assembly, the Board of Directors, or any Advisory Committee with respect to the meetings of each of those bodies. The Chairman of each of those bodies shall be the parliamentary procedure officer and his or her decisions with respect to matters of parliamentary procedure shall be final.

Section 11. Amendments:

These Bylaws may be modified, amended or supplemented in any respect upon approval of the modification, amendment or supplement by first at least two-thirds of the Members' representatives and thereafter by a least two-thirds of the Members, and the approved amendment, modification, or supplement shall only thereupon become binding upon all Members.

Section 12. Initial Operation of the Council:

In the first Fiscal Year of the Council's operation, actions required by these Bylaws to be taken at the May or November meetings of the assembly or at the July meeting of the Board of Directors shall be taken as soon as practical upon the establishment of the Council.

ADOPTED this 9th day of December, 1986.

OHIO SCHOOLS COUNCIL

Amended and Revised: June 23, 1988
Amended and Revised: May 12, 1992
Amended and Revised: May 14, 2002
Amended and Revised: May 13, 2003
Amended and Revised: May 10, 2005