

**BY-LAWS**  
**OF**  
**MIAMI VALLEY EDUCATIONAL COMPUTER ASSOCIATION**  
**REGIONAL COUNCIL OF GOVERNMENTS**

---

---

Adopted by the Association Assembly on July 6, 2006.

**ARTICLE I**  
**MEETINGS OF ASSOCIATION ASSEMBLY**

(a) *Semi-annual meetings.* Meetings of the Association Assembly shall be held semi-annually at the office of the Miami Valley Educational Computer Association Regional Council of Governments in April and November at 9:30 a.m. unless otherwise set by the members at the preceding meeting.

(b) *Special meetings* of the members shall be called by the Board of Directors or by the Chairperson who shall designate the time and place of such meetings.

(c) *Notice of Meetings.* Notice of all meetings will be given by regular U.S. mail or E-mail sent by the Executive Director at least ten days prior to the meeting. The notice shall contain the time, place, and agenda of the meeting.

(d) *Quorum.* A majority of the Council of Governments membership shall constitute a quorum at any member meeting provided at least a majority of districts have a representative or their designee present.

(e) *Voting.* Each representative shall have one vote on all issues coming before the meeting. Subject to the approval of the Assembly, the Executive Director shall annually appoint one officer or employee of an associate member entity to vote in the Assembly as a representative of all

---

associate members served by MVECA. A superintendent and/or treasurer may designate in writing an individual to represent a member district and vote at any meeting.

(e) *Rules.* Except as otherwise provided in the Agreement forming this Council of Governments or these By-laws, the most recent edition of Roberts Rules of Order shall govern the conduct of the meetings.

## ARTICLE II

### **ELECTION OF OFFICERS, BOARD OF DIRECTORS, AD HOC MEMBERS**

The Association Assembly shall elect officers and members of the Board of Directors of this Council of Governments in accordance with the procedure provided in Article V of the Agreement forming Miami Valley Educational Computer Association Council of Governments.

## ARTICLE III

### **OFFICERS, EXECUTIVE COMMITTEE**

The officers of this Council of Governments shall be a Chairperson, Vice-Chairperson, and a Recording Secretary. Officers and Board of Directors' members shall be chosen for terms in accordance with Article V of the Agreement.

## ARTICLE IV

### **DUTIES OF OFFICERS**

(a) *Chairperson.* The Chairperson shall preside at all meetings of the members or Board of Directors. He shall exercise, subject to the control of the Association Assembly, a general

---

supervision over the affairs of this Council of Governments, and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Association Assembly. The Chairperson or his/her designee shall sign all contracts.

(b) *Vice-Chairperson.* The Vice-Chairperson shall perform all duties of the Chairperson in his/her absence or during his/her inability to act, and shall have such other and further powers, and shall perform such other and further duties as may be assigned to him/her by the Council. He/she shall succeed to the office of Chairperson should it become vacant during term.

(c) *Recording Secretary.* The Secretary shall keep a full and accurate record of the proceedings and transactions of the meetings of the Council of Governments and other records of the Council of Governments as the Chairperson shall direct.

## ARTICLE V

### DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for the management and conducting the affairs of the Council of Governments including performing the following duties:

- a. To oversee and supervise overall operation with the Association Executive Director;
- b. To establish policy recommendations for the Association Assembly;
- c. To establish and appoint such Advisory Committees and Ad Hoc Committees as necessary with the consultation of the Association Executive Director;
- d. To respond to recommendations of the Association Executive Director;
- e. To promote the Association;

- 
- f. To make recommendations to the Assembly on the following:
    - 1. Amendments to the Constitution or By-laws;
    - 2. Change to a School District as Fiscal Agent;
    - 3. Budgets;
    - 4. Expansion of facilities, services to be rendered, and promotion of new ventures in computer assistance to Member Boards or contracting agencies;
    - 5. Establishing fees, assessments, and charges to members of contracting agencies for services, expansion of services, and purchase of new equipment;
    - 6. Disqualification of members for not cooperating in programs, not abiding by the rules and regulations of the Assembly and/or Board of Director, or not meeting financial obligations as incurred.
  - g. To call special meetings of the Assembly as needed;
  - h. To perform as directed by the Assembly and as reflected in its minutes;
  - i. To establish administrative policies in regards to length of employment, job descriptions, evaluations, salary, benefits, and enforce all legal requirements concerning employees;
  - j. To establish policies and procedures to assist in the daily operation, security, and control of user activity;
  - k. To assist the Executive Director in the administration of the employment and personnel policies of the Council of Governments;
  - l. To provide an annual report to the Association Assembly and member districts.
  - m. To authorize budget and fund-to-fund transfers except as expressly prohibited by law.

The Board of Directors shall file a written report of its activities at each semi-annual membership meeting.

---

Regular meetings of the Board of Directors shall be held at least six times a year at the Offices of this Council of Governments. Special meetings may be called at the request of the Chairperson or by a majority of the members of the Board of Directors or the Association Assembly. Meeting quorums shall require the presence of a majority of the Board of Directors and a simple majority of all members of the Board of Directors shall be required to adopt a motion.

## ARTICLE VI FINANCIAL MATTERS

Financial support for the Council of Governments shall be based on grants, fees, and other income.

*Grants:* The Council of Governments will actively pursue and apply for available grants.

*Fees:* Local fees will be reviewed and assessed annually per the MVECA Fee Schedule. The Association Assembly shall be responsible for setting fees.

*Other Income:* The Board of Directors may authorize contracts for the use of excess computer capacity and personnel to provide other income.

## ARTICLE VII FISCAL MANAGEMENT

The Fiscal Management shall be under the control of the Treasurer appointed by the Board of Directors who shall be responsible for all fiscal transactions and accounting procedures. The Treasurer shall develop and follow procedures for the receipt, deposit, investment, expenditure and

---

accounting of funds in a manner that is capable of being audited and in accordance with the public accounting practices required for information technology centers by the law of Ohio and the regulations of the Department of Education and the Auditor of State. The Treasurer shall also hold title to all property and equipment owned by this Council of Governments on behalf of its members.

## ARTICLE VIII

### **PURCHASING PROCEDURE**

The Association Executive Director shall be the purchasing agent of this Council of Governments subject to the availability of funds for the purchase as determined by the Treasurer. The Board of Directors may by rule require its approval on all purchases above a designated amount. Such designated amount shall not apply to payroll of regular employees.

## ARTICLE IX

### **ASSOCIATE MEMBERSHIP**

All non-member organizations that purchase services provided by this Council of Governments shall hold Associate Membership in the Council of Governments. The Board of Directors will prescribe the method by which non-member organizations become Associate Members. Associate Members shall be represented in the Association in accordance with Article I. Unless otherwise provided herein, Associate Members cannot vote and do not count for purposes of quorum. Fees for Associate Members will be set by the Association Assembly in accordance with Article VI.

---

## ARTICLE X

### **WITHDRAWAL FROM MEMBERSHIP**

Any member may withdraw from this Council of Governments by formal action of its Board of Education or Governing Board and upon submittal of a certified copy of a duly adopted resolution of withdrawal. All financial commitments of the district shall be met or secured prior to withdrawal. The withdrawal shall become effective on the second 30<sup>th</sup> day of June subsequent to the receipt of the resolution of withdrawal. The withdrawing member shall be entitled to remove any tangible personal property which it owns.

## ARTICLE XI

### **AMENDMENTS**

Amendments to these By-Laws may be made by a majority vote of the Association Assembly at any regular or special meeting called in accordance with Article I.