



**CONSTITUTION  
AND  
BY-LAWS**

4/26/01

THIS CONSTITUTION HAS BEEN FILED  
WITH, AND APPROVED BY, THE OHIO  
SUPERINTENDENT OF PUBLIC INSTRUCTION

BY: \_\_\_\_\_

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## **ARTICLE I**

### **1 NAME**

The name of this cooperative group shall be Miami Valley Educational Computer Association, hereinafter referred to as the Association.

## **ARTICLE II**

### **2 PURPOSE**

The purpose of the Association is to develop and employ an efficient and effective computer system for the needs of the member Boards of Education.

The areas into which the computer system will be deployed shall be by approval of the Association Assembly as set out in the constitution.

## **ARTICLE III**

### **3 MEMBERSHIP**

- a. The Association shall be limited to any public school district within the geographic area of the Miami Valley and to districts in any area established in future law, by the Ohio Department of Education, or by action of this Association and successors to the presently established Boards of those school districts.
- b. Those districts subscribing to at least one of the software applications funded by the state software usage subsidy shall become members upon resolution of their Boards of Education and by a majority vote of the Association Board of Directors.
- c. A member may be disqualified from membership by a vote of two thirds of the Association membership. Such disqualification from membership and the benefits furnished by the Association shall be effective within 180 days after notification. A disqualified member shall be liable for all obligations incurred during this period. The disqualified member may elect to have the disqualification effective earlier than 180 days.
- d. One year written notice must be given to all Association members prior to withdrawal of the Fiscal Agent.
- e. An Association member must give one year written notice of withdrawal intent to the Association Board of Directors. The withdrawing member shall be liable for all obligations during that one-year period.

## **ARTICLE IV**

### **4 FISCAL AGENT**

The Fiscal Agent shall be the Board of Education of the Greene County Vocational School District or the board of education of a member school district designated pursuant to Article V herein.

#### **SECTION 1. RESPONSIBILITIES**

The Fiscal Agent shall perform the duties necessary to implement the functions of the Association inclusive of receipt and expenditure of all funds on behalf of the Association in compliance with all Federal and State laws and any rules/regulations established by the Ohio Department of Education. The governing authority of the Association shall rest with the Assembly and the Board of Directors rather than the Fiscal Agent

#### **SECTION 2. LIABILITY**

The Association shall hold the Fiscal Agent harmless for any liabilities, obligations, claims, damages, penalties, causes of action, costs, or expenses incurred as a result of its performance of duties as Fiscal Agent. Amounts to be paid in settlement of any such claims or damages, including attorneys' fees and costs and expenses, shall be apportioned among all Association Member Districts to the extent permitted by law.

## **ARTICLE V**

### **5 CHANGE OF FISCAL AGENT**

The Fiscal Agent may be changed either at the request of the Fiscal Agent or by majority vote of the Association Assembly members upon recommendation of the Board of Directors. The new Fiscal Agent shall be appointed with the consent and resolution of their Board of Education. (For purposes of this section only, quorum shall be fifty percent majority of the Board of Directors and Association Assembly excluding the appointee of the Fiscal Agent to be relieved of its duties and the appointee of the member district to be appointed the New Fiscal Agent.)

## **ARTICLE VI**

### **6 ASSOCIATION ASSEMBLY**

#### **SECTION 1. MEMBERSHIP**

The Association Assembly shall consist of the Superintendent and Treasurer of each member school district or his/her designee.

#### **SECTION 2. RESPONSIBILITIES**

- a. Election of Board of Directors;
- b. Approve amendments to the constitution;
- c. Approve the annual Association Budget upon recommendation from the Board of Directors based on a July 1 through June 30 fiscal year;
- d. Approve new cooperative ventures and areas into which the computer system may be deployed upon recommendation from the Board of Directors;
- e. Approve fees to be charged for services, development expenses and purchases of equipment upon recommendation from the Board of Directors;
- f. Approve change of Fiscal Agent upon recommendation of the Board of Directors;
- g. Approve all financial obligations entered into by the Fiscal Agent on behalf of the Association; and
- h. Approve the disqualification of members for not cooperating in the programs, not abiding by the rules of the Assembly and/or Board of Directors, or not meeting financial obligations as incurred;

#### **SECTION 3. QUORUM**

A majority of Assembly membership shall constitute a quorum.

#### **SECTION 4. MEETINGS**

The Association Assembly shall meet twice a year, fall and spring, and at such other times as the Board requires action on its recommendations. A member may designate a proxy at any meeting of the Assembly upon written certification to the

Chairperson. Any member wishing to address the Assembly must notify the Board of Directors Chairperson in writing seven (7) days prior to the scheduled meeting.

## **ARTICLE VII**

### **7 BOARD OF DIRECTORS**

#### **SECTION 1. BOARD OF DIRECTORS**

The Board of Directors shall consist of seven (7) Representatives of the Association Assembly.

- a. The Superintendent of the Fiscal Agent shall be a permanent member of the Board of Directors;
- b. At least two (2) Superintendents shall be elected to the Board of Directors by the Association Assembly;
- c. Two (2) Treasurers shall be elected to the Board of Directors by the Association Assembly;
- d. Term of membership for all elected board members will be three (3) years beginning with the Transition Meeting held in June of each year; and
- e. When vacancies occur on the board prior to completion of an elected term, the Board of Directors will appoint a replacement to serve until the next regular board election. At that election, the Assembly will elect a replacement to complete the remaining years of the unexpired term.

#### **SECTION 2. RESPONSIBILITIES**

- 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 AdHoc 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
  2. Change of 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. 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 Directors, 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 act on the employment and termination of Association Staff.

### **SECTION 3. QUORUM**

A two-thirds majority of the Board members shall constitute a quorum.

### **SECTION 4. MEETINGS**

The Board of Directors shall meet a minimum of six times a year. Additional meetings may be called as necessary by the Chairperson, by the Fiscal Agent, or by a majority of the Board Members or Association Assembly Members.

### **SECTION 5. OFFICERS**

Officers shall be elected at the first meeting of each year to serve a term of one year beginning July 1 and ending June 30. The Vice-Chairperson shall succeed to the office of Chairperson.

- a. Chairperson

The Vice-Chairperson shall succeed to the office of Chairperson for a term of one (1) year.

The Chairperson shall:

1. Preside at all meetings of the Board and all meetings of the Assemblies,
2. See that agendas for said meetings are sent in advance of the meetings,
3. See to the preparation of an annual report on activities of the Association's cooperative ventures and present it at the Spring Assembly meeting, and
4. Provide liaison between the Fiscal Agent Superintendent and the Board of Directors concerning operations of the computer center in the interim between Board Meetings;

b. Vice-Chairperson

The Board of Directors shall elect one of its members as Vice-Chairperson to serve a term of one (1) year to succeed to the office of Chairperson for a term of one (1) year.

The Vice-Chairperson shall:

1. Preside in the absence of the Chairperson,
2. Succeed to the office of Chairperson, should it be vacated before the end of a term, and
3. Assist the Chairperson in the discharge of his/her duties;

c. Recording Secretary

The Board of Directors shall elect a Recording Secretary for a renewable term of one (1) year.

The Recording Secretary shall:

1. Keep a full and accurate record of meetings of the Assembly and the Board of Directors and distribute same to all members of the Association, and
2. Perform other duties assigned by the Chairperson of the Board;

d. Controller

Section 3313.92 of the Ohio Revised Code requires one Board of Education to administer financial transactions for any joint agreements. The Controller shall be the Treasurer of the Fiscal Agent.

The Controller shall;

1. Receive and disburse all funds,
2. Undertake all financial transactions necessary to the work of the Association, in conjunction with the Executive Director and
3. Prepare, upon request, any fiscal reports for the Board and the Association;

## **ARTICLE VIII**

### **8 ADVISORY SUB-COMMITTEES**

#### **SECTION 1. MEMBERSHIP**

- a. One or more Advisory Sub-Committees shall be appointed by the Board of Directors to assist the Board of Directors in the management of any program of the Association. Advisory Sub Committees may be comprised solely of the representatives of the Members of the Assembly or may include employees of the Association, consultants, and other persons who are not representatives of any Member of the Assembly. At least one member of the Board of Directors shall serve as liaison to each Advisory Sub-Committee. Each Advisory Sub-Committee shall perform the duties directed by the Board of Directors.
- b. The members of an advisory sub-committee shall be appointed by and shall serve at the pleasure of the Board of Directors and for such period of time as may be determined by the Board of Directors. Any representative of a MVECA District may attend any meeting of any Advisory Sub-Committee as a guest.
- c. An Advisory Sub-Committee for Personnel shall be appointed by the Board of Directors. Other Advisory Sub-Committees may be appointed from time to time at the discretion of the Board of Directors to assist the Board in the management of any activity or program of the Association.

## **SECTION 2. RESPONSIBILITIES**

- a. To perform duties and responsibilities as directed by the Board of Directors;
- b. To make recommendations to the Board of Directors; and
- c. To be informed as to all areas of the Association organization and operations that pertain to respective sub-committees;

## **SECTION 3. QUORUM**

A majority of all members of an Advisory Sub-Committee shall constitute a quorum to transact business. Guests will not be counted for determining quorum, nor will they have voting rights in the sub-committee proceedings.

## **SECTION 4. MEETINGS**

Advisory Sub-Committees shall meet as frequently as needed to accomplish the assigned tasks. Scheduled dates of all Advisory Sub-Committee meetings shall be given to the Recording Secretary of the Board of Directors and shall be posted on the MVECA web page or otherwise made readily available to all members.

## **SECTION 5. CHAIRPERSON OF ADVISORY SUB-COMMITTEES**

The Board of Directors Chairperson shall appoint a Chairperson and Vice Chairperson for each Advisory Sub-Committee. The Sub Committee Chairperson, or in his or her absence or incapacity, the Vice-Chairperson shall:

- a. Schedule sub-committee meetings,
- b. Preside at sub-committee meetings,
- c. Prepare the agenda for sub-committee meetings, and
- d. Report to the Board of Directors.

## **SECTION 6. VICE-CHAIRPERSON OF ADVISORY SUB-COMMITTEES**

The Advisory Sub-Committee Vice-Chairperson shall be the Association Executive Director.

The Vice-Chairperson shall:

- a. Preside in the absence of the Chairperson, and

- b. Assist the Chairperson in the discharge of his/her duties.

## **ARTICLE IX**

### **9 ASSOCIATION EXECUTIVE DIRECTOR AND SUPPORT STAFF**

The Board of Directors shall, after giving due consideration to the recommendation of the Personnel Sub-Committee, employ the Association Executive Director. The Board of Directors shall develop support staff positions and employ such personnel, after giving due consideration to the recommendations of the Association Executive Director and the Personnel Sub-Committee. Contracts and conditions of employment (including procedures and practices) shall be governed by the policies, rules, and regulations as approved by the MVECA Board of Directors. Managerial and governing authority rests with the Board of Directors rather than the Fiscal Agent.

The Association Executive Director shall:

1. Report to the Board of Directors, and
2. Perform the duties and responsibilities described by the Association Executive Director and any other duties described by the Board of Directors.

## **ARTICLE XI**

### **10 FISCAL OWNERSHIP AND RULES OF MEETINGS**

#### **SECTION 1**

The Association Executive Director shall recommend charges for services rendered to the Board of Directors for approval.

#### **SECTION 2.**

The Association fiscal year shall be July 1 to June 30.

#### **SECTION 3.**

Title to any and all equipment, buildings, furniture, and other goods purchased for the Association shall be held in trust for the member districts by the Association's Fiscal Agent. Any school district withdrawing from the cooperative shall forfeit any claim to Association assets. In the event of dissolution of the organization, all current Association members will share in the net obligations and/or proceeds

from asset liquidations based on a ration proportionate to their last twelve months financial contributions.

#### **SECTION 4.**

All meetings provided for in the constitution shall be conducted in accordance with current Robert's Rules for Conducting Meetings unless specifically amended or abridged by the constitution or by resolution of any entity as described in the constitution.

The Chairperson of each entity shall be parliamentarian and his/her decision shall be final when rendered.

#### **SECTION 5**

All districts upon being made Association members shall enter into an agreement for services and therein obligate itself to the following:

1. Pay all fees, charges, and assessments as charged;
2. Assume on behalf of, and save the Fiscal Agent harmless from, any and all claims by agents, students, employees or anyone seeking a claim through a member for damages resulting from the use of the Computer Services, as well as defend the Fiscal Agent in any claim;
3. Cooperate with the Fiscal Agent on settling or litigating any such claim; and
4. Promptly, efficiently, and effectively cooperate in the implementation of a program that a member elects to join and assist in the operation of said programs.

### **ARTICLE XII**

#### **11 DISSOLUTION OF THE ASSOCIATION**

Dissolution of the Association shall occur upon a two-thirds favorable vote of a quorum present at any regular or special Assembly meeting.

### **ARTICLE XIII**

#### **12 AMENDMENT OF CONSTITUTION**

The Constitution of the Association may be amended at any regular or called meeting where a quorum of Assembly members is present. Resolutions for amendments and changes to the Association Constitution shall be presented in writing to the Chairperson of the Board of Directors at least forty-five (45) days

before the Assembly meeting is to be held. The Chairperson shall circulate same to all Assembly members at least thirty (30) days prior to the meeting.

### 13 ASSEMBLY SIGNATURES

The following districts subscribe to the foregoing constitution of the Miami Valley Educational Computer Association.

DISTRICT	ASSEMBLY SIGNATURE	DATE
Blanchester Local School District	_____	
	_____	
Cedar Cliff Local Schools	_____	
	_____	
Clark County ESC	_____	
	_____	
Clark-Shawnee Local Schools	_____	
	_____	
Clinton-Fayette-Highland County ESD	_____	
	_____	
Clinton-Massie Local Schools	_____	
	_____	
East Clinton Local Schools	_____	
	_____	
Greene County ESC	_____	
	_____	
Greene County Career Center	_____	
	_____	
Greeneview Local Schools	_____	
	_____	
Hillsboro City Schools	_____	
	_____	

Mad River-Green Local Schools	_____	
(Greenon Local Schools)	_____	
DISTRICT	ASSEMBLY SIGNATURE	DATE
Miami Trace Local Schools	_____	
	_____	
Northeastern Local Schools	_____	
	_____	
Northwestern Local Schools	_____	
	_____	
Southeastern Local Schools	_____	
	_____	
Springfield-Clark JVS	_____	
	_____	
Sugarcreek Local Schools	_____	
	_____	
Tecumseh Local Schools	_____	
	_____	
Washington Courthouse City Schools	_____	
	_____	
Wilmington City Schools	_____	
	_____	
Xenia City Schools	_____	
	_____	
Yellow Springs Exempted Village	_____	
	_____	

New Members After May 2001
