

BYLAWS

OHIO MID-EASTERN REGIONAL EDUCATION SERVICE AGENCY INFORMATION TECHNOLOGY CENTER COUNCIL OF GOVERNMENTS

WHEREAS, certain boards of education located within the OME-RESA Region entered into an Agreement Establishing the OME-RESA Information Technology Center Council of Governments (“the Agreement”), pursuant to Ohio Revised Code Chapter 167, for the purposes of promoting cooperative arrangements and agreements among its members and between its members and government agencies or private persons or entities, performing functions and duties which its members can perform and addressing problems of mutual concern; and

WHEREAS, Ohio Revised Code Section 167.04 requires a regional council of governments to adopt bylaws designating the officers of the Council and the method for the selection thereof, creating a governing board to act on behalf of the Council, appointing a fiscal officer, and providing for the conduct of the Council’s business; and

WHEREAS, the governing body of each Participating Member has, by duly adopted resolution, approved the Agreement for the Establishment of the Ohio Mid-Eastern Regional Education Service Agency Information Technology Center Regional Council of Governments (“the OME-RESA Council”) and authorized its representative to approve these Bylaws, and the representatives of the Participating Members have met for the purpose of adopting these Bylaws in accordance with and pursuant to Ohio Revised Code Section 167.04;

NOW, THEREFORE, the following provisions shall constitute the Bylaws of the OME-RESA 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 as that Agreement may, from time to time, be amended, modified, or supplemented in accordance with Section 11. thereof;

Section 2. General Assembly.

The OME-RESA Council General Assembly shall be the legislative body of the OME-RESA Council. The OME-RESA Council General Assembly shall be composed of the representatives of the Participating Members, who have been appointed by the respective governing body of each Member pursuant to Section 5. of the Agreement. An OME-RESA Council representative may designate another OME-RESA Council representative as a proxy at any meeting by written certification to the presiding officer. All representatives to the OME-RESA Council shall serve without compensation.

- A. **Resolutions.** A majority of all representatives to the General Assembly shall constitute a quorum to transact business except as otherwise provided in the Agreement or these Bylaws. Each representative (including the Chairperson or Vice-Chairperson) shall have one (1) vote. All legislative action of the General 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 General Assembly eligible to vote on a matter (not counting vacancies) shall be required for the enactment of every resolution. All resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Ohio Revised Code to be made by the Fiscal Agent or Participating Members.
- B. **Meetings.** The General Assembly may meet in conjunction with regular OME-RESA meetings and at such other times as may be requested by the Chairperson or as may be requested, in writing to the Recording Secretary, by one third (1/3rd) or more representatives to the General Assembly. Written notice of each meeting shall be served by the Recording Secretary upon each General Assembly representative not less than forty-eight (48) 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/her attendance at that meeting. There shall be no requirement that meetings be held in any particular month or on any specific date; however, in no event shall meetings be held less often than annually. Pursuant to Ohio Revised Code Section §121.22(F), the General 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 General Assembly shall be open to the public, subject to the exceptions in Ohio Revised Code Section §121.22(G). The General Assembly may, but need not, adopt other rules.
- C. **Powers and Duties of the General Assembly.**

The General Assembly shall have the following powers and duties in connection with the operation of the OME-RESA Council:

1. Approve amendments to the Agreement for adoption by the Participating Members' governing bodies;
2. Approve amendments to the Bylaws;
3. Approve the OME-RESA Council Fee Structure and Annual Budget;
4. Approve the annual calendar of the OME-RESA Council governance meetings;

5. Approve new cooperative ventures;
6. Do all other things necessary and consistent with this Agreement, the Bylaws, and the laws of Ohio with regard to the governance and operation of the OME-RESA Council;

Section 3. Board of Directors.

The Board of Directors shall be the managerial body of the OME-RESA Council.

A. Composition and Terms of Office. The Board of Directors shall be composed of one (1) representative from each county served and a career center representative.

1. The Board of Directors will strive to fairly represent the interests of all types of entities and the counties in the OME-RESA Council and will, to the extent possible, include a minimum of one (1) representative each from a city, local, EVSD, ESC and JVS district.
2. The term of office shall be for three (3) years and shall be staggered so only one-third (1/3rd) of the membership changes annually. Terms shall expire in October of the third year. Terms expiring in October of 2011 are Carroll, Columbiana, Monroe, and Career Center Representative; October of 2012 are Belmont, Coshocton, Guernsey, and Harrison; October of 2013 are Jefferson, Muskingum, Noble and Tuscarawas. Subsequent terms will follow this rotation.
3. The Superintendent (Chief Executive Officer) and/or Treasurer (Chief Financial Officer) of the Fiscal Agent Board of Education shall be a standing member of the Board of Directors and may hold a voting seat under the same rules as other members of the Board.
4. One (1) "Treasurer at Large" shall also be a member of the Board of Directors.
 - a. This Board member shall be selected by consensus of the Fiscal Advisory Committee.
 - b. This position will serve a two-year term.
 - c. This position shall rotate among the counties.

In the event a vacancy occurs on the Board of Directors, the following procedures shall apply for filling the vacancy:

1. If the vacancy is of a county elected representative, a representative to

serve the remainder of the unexpired term shall be appointed at the next county meeting.

2. If the vacancy is the Treasurer at Large, the Fiscal Advisory Committee shall meet and select a new representative to fill the unexpired term.

All members of the Board of Directors shall serve without compensation.

B. Officers. At its first meeting in July of each operating year the Board of Directors shall convene and organize. The Chairperson whose term has expired shall preside as temporary Chairperson until the Chairperson is elected, or in his/her absence the remaining members of the Board will elect one of their number to preside as temporary Chairperson until the Chairperson is elected. At such meeting, the Board of Directors shall, by majority vote of all members, elect from its Membership a Chairperson and Vice-Chairperson of the OME-RESA Council, each to serve a one (1) year term.

1. **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors and the General Assembly. The Chairperson's duties shall include, but not be limited to the following:

- a. Consult with the Executive Director as necessary to prepare agendas for each meeting of the Board of Directors and General Assembly;
- b. Ensure that such agendas are distributed to each Board/General Assembly Member at least one (1) week in advance of each regularly scheduled Board/General Assembly Meeting and as soon as practical before any specially scheduled Board/General Assembly Meetings;
- c. Work with the Executive Director to distribute reports to the Participating Members concerning the activities and operations of the OME-RESA Council; and
- d. Attend statewide meetings of the Management Council of the Ohio Education Computer Network with the Executive Director or assure that a substitute delegate is appointed to attend such meetings.

2. **Vice-Chairperson.** In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings of the Board of Directors and the General Assembly. The Vice-Chairperson shall succeed to the office of the Chairperson, should that office be vacated before the end of a term, and shall assist the Chairperson in the discharge of his/her duties.

3. **Recording Secretary.** Information Technology Center personnel shall serve as the Recording Secretary of the Board of Directors and the General Assembly. The Recording Secretary shall assure that written notice of all meetings is provided to all members of the Board of Directors and the General Assembly. The Recording Secretary shall perform such other duties as the Chairperson may request. The Recording Secretary may designate another person to keep minutes of Board of Directors and General Assembly meetings.
 4. **Executive Director.** The Executive Director shall be the chief operating officer of the OME-RESA Council. The Executive Director shall make all recommendations to the Board of Directors pertaining to the operation of the OME-RESA Council, including but not limited to, hiring of employees, establishing salary schedules, purchasing, establishing a budget and appropriations for operations. The Executive Director shall also report to the General Assembly and Board of Directors at their regularly scheduled meetings.
- C. **Meetings.** A majority of all members of the Board of Directors shall constitute a quorum to transact business except as otherwise provided in the Agreement or these Bylaws. Each member of the Board of Directors (including the officers) shall have one (1) vote. All actions of the Board of Directors shall be by resolution entered on its record. Except as otherwise provided in the Agreement or these Bylaws, the affirmative vote of at least a majority of all members of the Board of Directors in attendance shall be required for the enactment of every resolution. All resolutions shall be effective immediately upon enactment.

The Board of Directors shall meet quarterly, with its first meeting in each year to be held in July. At its July meeting, the Board of Directors shall organize itself by electing officers and adopting such ongoing resolutions as may be necessary to efficiently conduct the business of the OME-RESA Council. Additional meetings may be called by the Chairperson as necessary or may be called upon written request to the Recording Secretary or Executive Director from any two (2) or more members of the Board of Directors or from the Fiscal Agent. 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 Executive Director or Recording Secretary upon each member of the Board of Directors not less than twenty-four (24) hours preceding the time for the meeting. Each member of the Board of Directors may waive the requirements and procedures for notice in writing. A member of the Board of Directors shall be deemed conclusively to have waived such notice by attendance at such meeting. Pursuant to Ohio 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 exception in Ohio Revised Code Section 121.22 (G) for executive session. The Board of Directors may, but need not, adopt

other rules. A member of the Board of Directors may designate another Board of Directors member as a proxy at any meeting by written certification to the presiding officer.

D. Powers and Duties. The Board of Directors shall have the following powers and duties:

1. Employ and evaluate the OME-RESA Council Executive Director;
2. Approve policy modifications;
3. Establish and appoint such advisory committees and *ad hoc* committees as necessary with the consultation of the OME-RESA Council Executive Director, to include:
 - a. **Services Advisory Sub-Committees.** To examine present and potential services in core service areas, to set goals and make recommendations to the Board of Directors for hardware and software acquisition, district expansion, etc. Sub-committees should attempt to make recommendations for operational and data communications decisions that will meet all future needs.
 - b. **Finance Sub-Committee.** To oversee a thorough cost analysis, make recommendations for fees and maintenance assessments to be charged the participating users, and to provide recommendations for the Board's preparation of the annual budget.
4. Be proactive in efforts to maintain good communication lines and solicit feedback from participating Members;
5. Promote the OME-RESA Council;
6. Make recommendations to the General Assembly for the following:
 - a. Amendments to the Agreement and Bylaws;
 - b. Fees, assessments, and charges;
 - c. Annual budget and appropriations;
 - d. Expansion of facilities, services to be provided, and promotion of new ventures;
 - e. Change of Fiscal Agent; and
 - f. Disqualification of Members.

7. Call special meetings of the Board of Directors or General Assembly, as needed;
8. Perform as directed by the General Assembly and as reflected in its minutes;
9. Authorize or contract for the employment of employees of the OME-RESA Council as are determined to be needed for the operation and administration of the Council's services and activities, establish administrative policies in regards to length of employment, job descriptions, evaluations, salaries, benefits, and work and disciplinary rules, and enforce all legal requirements concerning employees; provided that the compensation to be paid to any employee is within the budget approved by the General Assembly or the Board of Directors in accordance with the Agreement and Bylaws.
10. Consider and approve any purchases, leases, or other acquisitions of equipment, facilities, or services for the OME-RESA Council above an amount to be determined each year by the Board of Directors, and authorize the retention of the services of consultants or other independent contractors; provided that the cost thereof is within the budget approved by the General Assembly or the Board of Directors in accordance with the Agreement and Bylaws.
11. Establish policies and procedures to assist in the daily operation, security, and control of user activity;
12. Take action on the recommendations of the Executive Director concerning persons to be employed or terminated by the OME-RESA Council; and
13. Take action on any other matters as requested by the General Assembly and consistent with the Agreement, these Bylaws and the laws of Ohio.

Section 4. Fiscal Agent.

The Fiscal Agent shall be the Jefferson County Educational Service Center, ~~or~~ other Participating Member, and/or an individual or accounting, firm designated and authorized by the Board of Directors to conduct the fiscal and payroll business of the OME-RESA Council. The Fiscal Agent shall receive and disburse all funds, prepare all necessary financial reports for the Board of Directors and the General Assembly, and undertake all financial transactions necessary to the work of the OME-RESA Council. The detail of the fiscal agency, including cost and specific responsibilities, shall be determined in a separate contractual agreement between the OME-RESA Council and the Fiscal Agent.

The Fiscal Agent shall be held harmless from any liabilities, obligations, claims, penalties,

causes of action, costs or expenses relating to the operation and activities of the OME-RESA Council. Amounts to be paid in settlement of any such claims or damages, including attorney's fees and costs and expenses, shall be apportioned among all Participating Members to the extent permitted by law.

Section 5. Change of Fiscal Agent.

In the event that a majority of the Board of Directors, upon the recommendation of the Executive Director, requests that the Fiscal Agent be changed, or ~~that~~ the Fiscal Agent requests to be relieved of its duties, a new Fiscal Agent shall be appointed by a majority of the Board of Directors with the consent of the board of education of the Participating Member, if that Participating Member is designated as the new Fiscal Agent. An individual and/or accounting firm may also be designated as the Fiscal Agent. (For purposes of this section only, a majority of the Board of Directors shall be more than 50% of the total number of Board members, excluding from such total the delegate of the Fiscal Agent to be relieved of its duties, if any, and of the Participating Member to be appointed the new Fiscal Agent.) Should there be more than one Member expressing interest in the Fiscal Agent, the Executive Director and Board of Directors shall accept proposals from those Members and decide in the best interest of the Council. Board of Directors delegates from Members proposing to become the Fiscal Agent shall be disqualified from the selection process.

Section 6. 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 the Agreement or these Bylaws or by resolution of the Board of Directors or General Assembly. The Chairperson shall be the parliamentary procedure officer, and his/her decisions with respect to such questions shall be final.

Section 7. Amendments.

At any meeting of the General Assembly, provided there is a notice of at least seven (7) days in writing, the Bylaws may be amended by a two-thirds (2/3rds) vote of all Members present. For a quorum at such a meeting at least two-thirds (2/3rds) of all Members must be present. Resolutions for such amendments and changes shall be presented in writing to the Chairperson of the General Assembly at least forty-five (45) days before such a meeting is held, and the Chairperson shall circulate same to all General Assembly members at least thirty (30) days prior to the meeting.

Adopted this ____ day of _____, 2010.

OME-RESA INFORMATION TECHNOLOGY CENTER
COUNCIL OF GOVERNMENTS

Recording Secretary