

**BYLAWS**  
Of  
**North Central Ohio Computer Cooperative**  
**Heartland Council of Governments**

Adopted by the General Assembly on December 11, 2017

ARTICLE I  
**MEETINGS AND GENERAL ASSEMBLY**

- (a) *Semi Annual Meetings.* Meetings of the General Assembly shall be held semi-annually at the office of the North Central Ohio Computer Cooperative/Heartland Council of Governments on the second Monday in December and June at 1:00 p.m. unless otherwise set by the members.
- (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 seven 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.
- (e) *Voting.* Each representative shall have one vote on all issues coming before the meeting. A superintendent and/or treasurer may designate an individual to represent a member district and vote at any meeting.
- (f) *Rules.* The meetings will be conducted informally unless a vote is taken to use Robert's Rules of Order.

ARTICLE II  
**BOARD OF DIRECTORS**

The Board of Directors shall consist of seven (7) superintendents, the Fiscal Agent superintendent and one (1) member treasurer of the General Assembly. Each member of the Board of Directors shall be elected by the General Assembly for a term of three years commencing on July 1 after his/her election. All members shall serve until their successor is elected and assumes office. In the event of a vacancy, the remaining members of the Board of Directors, by a majority vote, shall appoint a member of the General Assembly to serve until the next regular meeting of the General Assembly, which shall fill the vacancy for the unexpired term.

## **SECTION I. RESPONSIBILITIES**

- a. To oversee and supervise overall operation with the Executive Director;
- b. To establish policy recommendations for the General Assembly;
- c. To establish and appoint such Advisory Committees and Ad Hoc Committees as necessary;
- d. To respond to recommendations of the Executive Director;
- e. To promote North Central Ohio Computer Cooperative/Heartland Council of Governments;
- f. To make recommendations to the General Assembly on the following:
  1. Amendments to the Constitution or By-laws;
  2. Budgets
  3. Expansion of facilities, services to be rendered, and promotion of new ventures in computer assistance to Member Boards or contracting agencies;
  4. Establishing fees, assessments and charges to members of contracting agencies for services, expansion of services, and purchase of new equipment; 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 General Assembly as needed;
- h. To perform as directed by the General 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 staff.

## **SECTION 2. QUORUM**

Five (5) Board Members shall constitute a quorum. A member may designate a proxy at any meeting of the Board upon notification (e-mail, written or verbal) to the Chairperson. Any member of the Cooperative may attend the Board meetings and petition to be heard at the start of the meeting if he/she desires.

## **SECTION 3. MEETINGS**

The Board of Directors shall meet five times a year unless otherwise determined by the Chairperson in consultation with members of the Board of Directors and the Executive Director. Additional meetings may be called as necessary by the Chairperson or by a majority of the Board Members or General Assembly Members. Meetings will occur in September, December, February, April and June. All meetings provided for in the Constitution shall be conducted informally unless a vote is taken to use the latest edition of Robert's Rules of Order.

## ARTICLE III

### 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:

1. To oversee and supervise overall operation with the Executive Director;
2. To establish policy recommendations for the General Assembly;
3. To establish and appoint such Advisory Committees and Ad Hoc Committees as necessary with the consultation of the Executive Director;
4. To respond to recommendations of the Executive Director;
5. To promote the Heartland Council of Governments;
6. To make recommendations to the Assembly on the following:
  - a. Amendments to the Constitution or Bylaws;
  - b. Change to a School District as Fiscal Agent;
  - c. Budgets;
  - d. Expansion of facilities, services to be rendered, and promotion of new ventures in computer assistance to member Boards or contracting agencies;
  - e. Establishing fees, assessments, and charges to members of contracting agencies for services, expansion or services, and purchase of new equipment;
  - f. 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.
7. To call special meetings of the Assembly as needed;
8. To perform, as directed by the Assembly and as reflected in its minutes;
9. To establish administrative policies in regards to length of employment, job descriptions, evaluations, salary, benefits, and enforce all legal requirements concerning employees;
10. To establish policies and procedures to assist in the daily operation, security, and control of user activity;
11. To assist the Executive Director in the administration of the employment and personnel policies of the Council of Governments;
12. To provide an annual budget to the General Assembly and member districts.
13. To make budget and fund transfers except as expressly prohibited by law.

## ARTICLE IV

### DUTIES OF OFFICERS

Officers are to be elected at the December General Assembly Meeting. Officers shall be elected each year to serve a one-year term beginning January 1 and ending December 30

- (a) *Chairperson.* The Chairperson shall preside at all meetings of the members or Board of Directors. The Chair shall exercise, subject to the control of the General 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 from time-to-time by the General 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 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 or designate that 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.
- (d) *Controller/Treasurer.* Section 3313.92 of the Revised Code requires one board of education to administer the financial transactions of any joint agreements among boards, thus making it mandatory for the Treasurer of the Fiscal Agent to be appointed Controller. The Treasurer/Controller shall be appointed by the Pioneer Career and Technology Center and shall serve as the Fiscal Agent of the NCOCC/Heartland COG.

#### ***Responsibilities***

The Fiscal Agent shall be responsible for providing a controller and associated fiscal services as required under ORC 3313.92 and State Board of Education Rule 3301.01. Additional responsibilities may be assigned based upon the mutual agreement of the Fiscal Agent and the North Central Ohio Computer Cooperative/Heartland Council of Governments Board of Directors. Any charges made by the Fiscal Agent to the cooperative for performing said services shall be considered as normal operating costs of the Cooperative.

#### **Requirement for Contract Between Fiscal Agent and Cooperative**

The essence of the relationship between the Cooperative and fiscal Agent must be captured via a formal contract. This contract must contain, but need not be limited to, the following topics:

1. Cooperative Responsibilities
2. Fiscal Agent Responsibilities

Other items may be included based upon the agreement of the North Central Ohio Computer Cooperative/Heartland COG Board of Directors and the Fiscal Agent. This contract should include any and all understandings in order to ensure a common understanding by all parties, along with the clear and undisputed responsibility and authority of each party.

**Change of Fiscal Agent**

In the event that two-thirds (2/3) of the General Assembly members request that the Fiscal Agent be changed, or in the event that the Fiscal Agent requests to be relieved of its duties, a new Fiscal Agent shall be appointed by a majority of the General Assembly members with the consent of the Board of Education of the participating member school districts designated as the new fiscal agent.

A minimum of six (6) months written notice is required for either party to terminate an existing Fiscal Agent relationship. Alternative terms of termination as mutually agreed upon by the NCOCC/Heartland COG Board of Directors and the Fiscal Agent, and/or contained in the contract between the Cooperative and the Fiscal Agent, may override this requirement for a six (6) month written notice.

ARTICLE V  
**FISCAL MANAGEMENT**

The Fiscal Management shall be under the control of the Controller/Treasurer appointed by the Board of Directors who shall be responsible for all fiscal transactions and accounting procedures. The Controller/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 Controller/Treasurer shall also hold title to all property and equipment owned by this Council of Governments on behalf of its members.

The Board of Directors shall maintain a minimum carry-over in the General Fund of twenty percent (20%) of the most recent annual budget.

ARTICLE VI  
**WITHDRAWAL FROM MEMBERSHIP**

Any Charter Member or Regular 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. Member status exists when a school district or organization signs a contract with the NCOCC/Heartland COG for core services and/or connectivity. All financial commitments of the district shall be met or secured prior to withdrawal. These financial commitments will include but not be limited to all fees and its share

of any outstanding debt or obligations incurred by the Council of Governments. Services to the district in the year following an announcement to withdraw shall be at the same level as the previous year unless services are increased at the request of the withdrawing district. The service fee amount for the withdrawing district shall be the same as for all member districts of the Council of Governments. The withdrawal shall become effective on the second 30<sup>th</sup> day of June subsequent to the receipt of the resolution of withdrawal.

Any Associate Member District or Organization 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. Such notice for Associate Member Districts or Organizations must be provided on or before March thirtieth preceding the fiscal year in which they wish to withdraw. Associate Member status exists when a school district or organization signs a contract with the NCOCC/Heartland COG for core services or for connectivity. All financial commitments of the district shall be met or secured prior to withdrawal. These financial commitments will include but not be limited to all fees and its share of any outstanding debt or obligations incurred by the Council of Governments on behalf of the Associate Member District.

Any withdrawing Charter or Regular or Associate Member shall be entitled to remove any tangible personal property which it owns. Any Member that withdraws must return to NCOCC/Heartland COG any equipment purchased with NCOCC funds and assigned to it in good working condition, less normal wear. Costs for damage will be borne by the withdrawing Member.

## ARTICLE VII **AMENDMENTS**

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