

CONSTITUTION

for

METROPOLITAN DAYTON EDUCATIONAL

COOPERATIVE ASSOCIATION

(MDECA)

Last Revised Date:

May 20, 2008

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ARTICLE I – NAME

The name of this Cooperative Group shall be METROPOLITAN DAYTON EDUCATIONAL COOPERATIVE ASSOCIATION.

ARTICLE II – PURPOSE

The general aim of the Association is to improve instructional and administrative functions and to make optimum use of public funds through cooperation of member school districts.

To achieve this general aim, the purposes of the Association are as follows:

- A. To apply modern technology with the aid of computers and other electronic equipment to the administrative and instructional functions of member districts.
- B. To develop a cohesive group that cooperates well in the initial effort so future joint programs can be established, subject to the approval of the Superintendent of Public Instruction, in other instructional and administrative areas.

ARTICLE III – MEMBERSHIP

Section 1 – General Requirements

- A. When it is deemed desirable by the Board of Directors to admit additional members to the Association, all school districts in the Dayton regional area may be invited to join. The “Dayton Regional Area” includes all territory within regional boundaries that may be established in the future by law, the State Department of Education, or this Association.

- B. All members shall agree to share costs of joint operations on an equitable basis as recommended by the Board of Directors and approved by the General Assembly.
- C. All members are responsible for the payment of fees. Past due fees outstanding longer than 60 days may result in suspended services as recommended by the Executive Director and approved by the Board of Directors.
- D. All members shall agree to fully support any joint effort undertaken by this Association.

Section 2 – Regular Membership

- A. Those districts fulfilling General Requirements A, B, C, and D, and subscribing to Fiscal Services and/or Student Information System Services, shall become regular, participating members upon a majority vote of the General Assembly, to be taken at the next regularly scheduled General Assembly meeting, and be in good financial standing per Article III, Section 1-C.
- B. The fees for membership will be the actual expenses incurred due to the commencement of service(s). Any past due fees (outstanding longer than 60 days) as of the date of the regular General Assembly meeting, must be paid prior to acceptance as a regular, participating member of the General Assembly.

Section 3 – Associate Membership

- A. PK-12 Public School Districts who do not meet the requirements in Section 2, Part A and B for membership, but do purchase service(s), will become an Associate Member.
- B. Community Schools that purchase service(s) will become an Associate Member.
- C. All Associate Members must abide by Article III, Section 1-C.

ARTICLE IV – THE GENERAL ASSEMBLY

Section 1 – Membership

The General Assembly shall consist of:

- 1) The Superintendent and one Board representative of each regular member school district.
- 2) One representative from each of the two Associate Membership groups as specified in Article III, Section 3, A and B. These representatives will be designated by their respective Associate Membership group.

Section 2 – Powers and Duties

- A. Election of the Board of Directors.
- B. Approval of new cooperative ventures.
- C. Approval of the annual Association budget.
- D. Approval of Basic Fee Schedule.
- E. Amendment of the Association Constitution.

Section 3 – Quorum

A majority of General Assembly memberships shall constitute a quorum.

Section 4 – Meetings

The General Assembly shall meet each year during May on a date set by the Board of Directors and at such other times as the Board of Directors may prescribe. A member may designate a proxy at any meeting of the General Assembly upon written certification to the Chairperson.

ARTICLE V – THE BOARD OF DIRECTORS

Section 1 – Membership

- A. The Board of Directors shall consist of seven Superintendents of regular member districts as follows:
 - 1) The Superintendent of the Montgomery County Educational Service Center (ESC).

- 2) The Superintendent of the Fiscal Agent, if different than the Superintendent of the Montgomery County ESC.
- 3) If the Superintendent of the Montgomery County ESC is not the same as the Superintendent of the Fiscal Agent, five Superintendents who shall be elected by General Assembly representatives of all regular member school districts other than the representatives from the Fiscal Agent and the Montgomery County ESC.
- 4) If the Superintendent of the Montgomery County ESC is the same as the Superintendent of the Fiscal Agent, six Superintendents who shall be elected by General Assembly representatives of all regular member school districts other than the representatives from the Montgomery County ESC.

Section 2 – Terms of Office

In recognition of the educational and administrative responsibilities of the Fiscal Agent and the Montgomery County ESC, and because of the student base they represent, their Superintendents shall be permanent members of the Board of Directors. Other Directors shall be elected for three-year terms.

Section 3 – Quorum

A quorum shall consist of a majority of the Board of Directors.

Section 4 – Meetings

The Board of Directors shall meet four times a year. Additional meetings may be called as necessary by the Chairperson or by the majority of the Board of Directors. Any member of the Association may attend the Board meetings and petition to be heard at the start of the meeting if they so desire. A member may designate a proxy at any meeting of the Board of Directors upon written certification to the Chairperson.

Section 5 – Powers and Duties

- A. To bear responsibility for all cooperative efforts undertaken by the Association.
- B. To set overall policies.
- C. To appoint the Operating Committee.

- D. To promote publicity.
- E. To approve expansion of Association membership.
- F. To set the dates for the General Assembly's annual meeting and to call special meetings of the General Assembly as necessary.
- G. To appoint, for the balance of an expired term, a member of the Board of Directors when said position has been vacated by resignation.
- H. To hire the Director and staff. The Board of Directors will approve and recommend the hiring of staff to the Fiscal Agent who will be the official employer.

Section 6 – Officers and Staff

A. Chairperson

The Board of Directors shall elect one of its members as Chairperson of the Board to serve for a term of one year.

Chairperson shall:

- 1) Preside at all meetings of the Board of Directors and the meetings of the General Assembly.
- 2) See that the Director sends agenda for the above meetings to the Board of Directors and to the General Assembly representatives one week in advance of the meetings.
- 3) See that the Director compiles an annual report on the activities of the Association's cooperative ventures, presents it at the annual General Assembly meetings, and distributes it to the governing board of member districts and educational institutions.
- 4) See that the Director supervises the Association's public relations program.

B. Vice Chairperson

The Board of Directors shall elect one of its members as Vice Chairperson to serve a term of one year.

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.
- 3) Assist the Chairperson in the discharge of their duties.

C. Secretary

The Board of Directors shall have the Director appoint a Secretary who shall:

- 1) Keep a full and accurate record of proceedings and transactions of the General Assembly and Board of Directors meetings.
- 2) Perform any other duties assigned by the Chairperson or by action of the Board of Directors.

D. Controller

Since Section 3313.92 of the Ohio Revised Code makes it mandatory for one Board of Education to administer the financial transactions of any joint agreements among Boards, the Treasurer of the Fiscal Agent shall be appointed Controller. In this role, they shall:

- 1) Receive and disburse all funds.
- 2) Undertake all other financial transactions necessary to the work of the Association.

ARTICLE VI – OPERATING COMMITTEE

Section 1 – Membership

An Operating Committee shall be appointed by the Board of Directors.

Section 2 – Term of Office

The term of office of each member is at the discretion of the Board of Directors, but ideally should be at least three years. These appointments should be staggered if possible.

Section 3 – Quorum

A quorum shall consist of a majority of the Operating Committee members.

Section 4 – Meetings

The Operating Committee shall meet at least once a month to review operations and discharge the duties shown below. Other meetings may be called at the discretion of the Chairperson of the Operating Committee. Any Superintendent of a participating member or user district may petition by letter to the Chairperson of the Operating Committee for a hearing in advance of the regular monthly meeting.

Section 5 – Powers and Duties

- A. To carry out responsibilities as directed by the Board of Directors.
- B. To set short and long-range plans and objectives.
- C. To establish any organizational structure they deem necessary to efficiently manage the Association.
- D. To bear responsibility for development and control of an operating budget, including expenditures for capital improvements. This budget must be approved by the Board of Directors and the General Assembly.
- E. To establish operating procedures.
- F. To assist the Director in resolving any district complaints.
- G. To recommend to the Board of Directors participation of private and parochial schools, institutions of higher education, or city, county, and federal groups in their particular venture whenever it seems desirable. These other participating groups will share in the costs on the basis of services rendered.

Section 6 – Chairperson of Operating Committee

The Operating Committee shall elect from its membership a Chairperson to serve for a term of one year. Chairperson shall:

- 1) Preside at all committee meetings.
- 2) Assist the Director with agenda.

ARTICLE VII – FINANCIAL RESPONSIBILITIES OF MEMBERS

Section 1 – Operating Committee Charge

The Operating Committee shall recommend charge for services rendered.

Section 2 – Financial Transactions

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

Section 3 – Ownership of Property

A. Tangible Property

Title to any and all equipment, buildings, furniture, and other goods purchased by MDECA shall be held in trust for the participating members by the Association's designated Fiscal Agent. Any school district withdrawing from the cooperative shall forfeit their claim to the Association's assets. In event of dissolution of the organization, all current participating members will share in the net liquidation in a ratio proportionate to their last twelve months' financial contribution.

B. Computer Software

All computer software (programs) developed by MDECA for purposes of enabling electronic data processing equipment to perform specific tasks are MDECA's property, although any MDECA user can use any MDECA software by subscribing to the appropriate MDECA services. Any school district withdrawing from the cooperative shall forfeit any claims to MDECA software, except when the complete development of any software was totally funded by the withdrawing district per the determination by the Board of Directors. Copies of the software, totally funded in this manner by the withdrawing district, may be available to the district, subject to individual negotiations and approval from the Board of Directors.

C. Sale of Property

Sale of any MDECA property (tangible property or computer software as described above) shall require the approval of the Board of Directors.

ARTICLE VIII – AMENDMENT OF THE CONSTITUTION

The Constitution may be amended, providing resolutions for such amendments and changes shall be presented in writing to the Chairperson of the Board at least forty-five days before the General Assembly meeting is held and they shall circulate same at least thirty days before the meeting to the members of the General Assembly. Amendments shall be approved by a two-thirds (2/3) majority vote of all members.

ARTICLE IX – DISSOLUTION OF THE COOPERATIVE

A dissolution of the organization shall occur when a majority of the members, at a regular meeting or one called specifically for such a purpose, vote to dissolve the Association.

ARTICLE X – WITHDRAWAL OF A MEMBER SCHOOL DISTRICT FROM THE ASSOCIATION

A member school district may only withdraw effective June 30, of a year, and only if written notice of intent to withdraw is provided to the Board of Directors by July 1, of the year prior to the intended effective date. This date and twelve-month time period is set to ensure continuity of programs and fiscal responsibility.

The financial obligation during the twelve-month period prior to the withdrawal date shall be the normal charges, per the current Basic Fee Schedule, assuming usual district utilization of services throughout the entire withdrawal period. In the absence of normal district utilization of services throughout the entire withdrawal period, the financial obligation shall be based upon utilization during the last twelve-month period of actual normal district utilization per the current Basic Fee Schedule and policy of the Board of Directors.

A withdrawing district shall also be responsible for any prorata portion of long-term debt previously incurred by the Association on behalf of the district, as determined by the Board of Directors.

ARTICLE XI – FISCAL AGENT DESIGNATION

Section 1 – Fiscal Agent Designation

The Fiscal Agent shall be a Board of Education of a regular, participating member school district, per Article III, Section 2, and shall be appointed by a majority vote of the General Assembly members with the consent of the Board of Education of the regular, participating member school district designated as the Fiscal Agent.

The Fiscal Agent is held harmless for any liabilities, obligations, claims, damages, penalties, causes of action, costs or expenses relating to the operation and activities of the Association.

Section 2 – Fiscal Agent Responsibilities

The Fiscal Agent shall be responsible for providing a controller and associated fiscal services as required under ORC 3313.92 and Ohio Administrative Code Rule 3301-3-07. Additional responsibilities may be assigned based upon the mutual agreement of the Fiscal Agent and the Board of Directors. Any charges made by the Fiscal Agent to the Association for performing said services shall be considered as normal operating costs of the Association.

Section 3 – Requirement for Contract Between Fiscal Agent and Association

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

- A. Association Responsibilities
- B. Fiscal Agent Responsibilities
- C. Conflict Resolution Procedure(s)
- D. Term of Contract and Cancellation Procedures

Other items may be included based upon the mutual agreement of the 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.

Section 4 – 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 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 district designated as the new Fiscal Agent.

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