

# Constitution and By-Laws for the Southwestern Ohio Educational Purchasing Council (EPC)

## PREAMBLE

Provided that before June 30, 1998, no less than fifty (50) boards of education or governing boards of the public school districts and educational service centers who are members of the Southwestern Ohio Educational Purchasing Cooperative accept this Constitution and By-Laws,

Then, as of September 1, 1998, and pursuant to Chapter 167 of the Ohio Revised Code, such school districts and educational service centers who accept this Constitution and By-Laws shall be the charter members of a Regional Council of Government whose function, mission, powers and limitation on those powers, are as follows:

### Article I. NAME

The name of this Regional Council of Government shall be Southwestern Ohio Educational Purchasing Council, hereinafter referred to as the "EPC".

### Article II. PURPOSE

The purpose of the EPC is to obtain prices for quality merchandise and services commonly used by schools of the EPC and to serve as a resource to member districts on matters related to business operations. The EPC shall continue the activities of the Southwestern Ohio Educational Purchasing Cooperative with respect to joint purchasing of health and dental insurance and shall undertake such other functions and duties as may be permitted under Ohio Revised Code Sec. 167.03(C) and Article XI herein.

### Article III. FISCAL AGENT

The Executive Board shall appoint as the Fiscal Officer who may hold other employment with the EPC or hold employment with any active member of the EPC. The Fiscal Officer shall receive, deposit, invest, and disburse the funds of the EPC in the manner authorized by action of the Executive Board or the membership of the EPC.

### Article IV. MEMBERSHIP

**Section 1. Active Membership** - The EPC shall be open to all public school boards of education and educational service centers in Ohio. Such public school districts and educational service centers shall have active membership in the EPC with equal voting rights and privileges.

**Section 2. Associate Membership** - The EPC shall be open to public boards of mental retardation and such chartered non-public schools as are organized as non-profit entities who are located in Ohio. Associate members shall not have voting rights.

#### **Section 3. Affiliated Membership -**

- a. An EPC program shall be open to entities outside Southwestern Ohio provided such program is not offered by the consortium in which they are a member and provided their consortium is a member of the Ohio Council of Educational Purchasing Consortia.
- b. The EPC programs (Health, Life, Dental, Vision, Workers Compensation, etc.) shall be open to political subdivisions including cities, villages, townships, counties, and other public bodies responsible for government activities within Ohio.

- c. An EPC program shall be open to entities outside Ohio when their participation would substantially improve the benefit of EPC members.
- d. The entity eligible for affiliated membership shall submit an application to the EPC Director for approval by the EPC Executive Board. All fees, charges, or assessments to be paid by affiliated members shall be established by the EPC Executive Board and approved by the active members. Affiliated members shall have no voting rights.

Section 4. New Active Members and Associate Members - Any public school district who is not a charter member of this EPC may, through its board of education, submit an application for active membership in the EPC. Any board of mental retardation or chartered non-public school may submit an application for associate membership in the EPC.

#### Section 5. Terms of the Membership -

- a. Each application for membership shall be referred to the Executive Board. Upon favorable recommendation by the Executive Board, the applicant shall submit a resolution from its governing board to the EPC requesting membership.
- b. Following receipt of a resolution requesting membership, the question of membership shall be submitted for approval by the members.
- c. Following approval by the members, membership shall be effective the next January 1 or July 1, whichever comes first.
- d. Each active member shall have one voting representative and the representative must be present to vote.
- e. A favorable majority vote of the representatives present at a regular meeting of the EPC shall constitute membership approval.
- f. All members of the EPC shall obligate themselves to pay all fees, charges, or other assessments as established by the EPC.
- g. Pursuant to Ohio Revised Code Sec. 167.02(D), a written notice to the Chairperson of the Executive Board must be given one (1) year prior to withdrawal by any member. The withdrawing member shall be liable for all member obligations during this one (1) year period.

#### Section 6. Duties of Active Districts

- a. Provide a representative to all regular meetings.
- b. Respond to EPC committee recommendations.
- c. Provide a representative(s) on technical committees as determined by the EPC Chairperson.
- d. Pay all fees, charges or other assessments as established by the Executive Board.
- e. Consider for approval or disapproval new cooperative ventures into which the EPC may become involved.

#### Section 7. Duties of Associate Members

- a. Provide a representative(s) to all regular meetings.
- b. Pay all fees, charges or other assessments as established by the Executive Board.

#### Section 8. Quorum

Representatives of active members present at a general meeting of the Council shall constitute a quorum.

#### Section 9. Meetings

The EPC shall normally meet the second Tuesday of September, December, February, March, May and June and the first Tuesday of November of each year.

## Article V. EXECUTIVE BOARD

Section 1. Number of Members and Make-Up - There shall be an eleven (11) member Executive Board which shall include a Chairperson, a Vice Chairperson. All members of the Executive Board shall be elected in the manner provided by Article VI of this constitution.

The election of the chairperson and vice-chairperson shall be made annually by the members of the Executive Board at the first Executive Board meeting of the new fiscal year.

Section 2. Qualifications and Term of Office - Persons holding office as Executive Board members shall be employees of active members of the EPC and shall be employed pursuant to Ohio Revised Code Sec. 3319.01 (Superintendents), 3319.02 (Administrators), 3319.03 (Business Managers) or 3313.22 (Treasurers). The term of office shall be for two (2) years beginning September 1 and ending August 31.

The first elections of the Executive Board shall be held at the regular June meeting of the membership in 1999. The initial Executive Board shall be the Executive Board of the Southwestern Ohio Educational Purchasing Cooperative as that Executive Board is constituted on June 1, 1998 provided each such member is willing to continue in office and provided that such member's employer is a charter member of this EPC. If such member's term of office on the Executive Board of the Southwestern Ohio Educational Purchasing Cooperative would have ended August 31, 1998, then that member's term of office on the Executive Board of the EPC shall end August 31, 1999 and if such member's term of office on the Executive Board of the Southwestern Ohio Educational Purchasing Cooperative would have ended August 31, 1999, then such member's term of office shall end August 31, 2000. Any vacancies in the Executive Board shall be filled by the remaining members of the Executive Board with the consent of the general active membership.

### Section 3. Duties of the Executive Board

- a. Employ the EPC Director.
- b. Employ other personnel to carry out the duties of the EPC on the recommendation of the EPC Director.
- c. Approve the annual appropriations.
- d. Establish EPC policy recommendations in consultation with the EPC Director.
- e. Respond to recommendations of the EPC Director relative to budgets, fees, constitutional changes, etc.
- f. Establish policy relative to terms of employment, evaluations, fringe benefits of staff.
- g. Choose from its members a committee to conduct an annual evaluation (written) of the EPC Director.
- h. Define the geographic area of the EPC.
- i. Recommend to the general membership the acceptance or rejection of applications for active and associate membership to the EPC.

### Section 4. Duties of the Chairperson -

- a. Preside at all EPC meetings except the technical committee meetings.
- b. Serve as chairman of the evaluation committee for the annual evaluation of the EPC Director.
- c. Appoint members to chair and co-chair the technical committees.

### Section 5. Duties of the Vice-Chairperson

- a. Preside over meetings in the absence of the Chairperson.
- b. Succeed to the office of Chairperson, should it be vacated before the end of a term.
- c. Assist the Chairperson in the completion of his duties.

Section 6. Meetings of the Executive Board - The Executive Board shall meet on an as needed basis prior to the regular EPC meeting. Meetings may be called by the Chairperson, a majority of the Executive Committee members, or the EPC Director. There shall be a minimum of four (4) meetings annually.

Section 7. Quorum of Executive Board - A quorum shall consist of a majority of the Executive Board members.

Article VI. NOMINATION AND ELECTIONS - The EPC Chairperson shall appoint a nominating committee in April consisting of five (5) members, not more than two (2) who are current Executive Board members.

The nominating committee shall at the regular June meeting present a slate of candidates for the office of Executive Board Member. In selecting candidates for nomination, efforts shall be made to assure a wide range of representation based on student enrollment and geographic location. Other nominations will be received from the floor. The nominees receiving the largest number of votes shall be elected.

#### Article VII. EPC DIRECTOR

There shall be an EPC Director who will be appointed by the Executive Board and will be responsible for the day to day operations of the EPC.

#### Section 1. Duties:

- a. Report to the Executive Board.
- b. Perform all duties as directed by the Executive Board.
- c. Recommend to the Executive Board all support staff for employment.
- d. Prepare an annual written evaluation of all support staff.
- e. Prepare the agenda for each Executive Board meeting and EPC general meeting.
- f. Prepare the annual appropriation budget for presentation to the Executive Board.
- g. Perform other duties as established in the job description.

Article VIII. FISCAL YEAR - The fiscal year of the EPC shall be July 1 - June 30.

Article IX. OWNERSHIP OF EQUIPMENT - Title to any and all equipment, furniture, supplies, etc. purchased by the EPC shall be held in trust for the member districts. Any district withdrawing from the EPC shall forfeit its claim to any and all EPC assets.

Article X. TERMINATION OF THE EPC - If and when it is felt by a majority of member school districts that the purposes of the Council are not being fulfilled, that the continuation of the Council is impractical, unnecessary, or contrary to law, the Southwestern Ohio Educational Purchasing Council shall be terminated. In the event of termination, all assets of the Council must first be used to pay all debts and legal obligations of the Council. All assets remaining after the satisfaction of all legal obligations shall be distributed to active and associate members on a prorata basis as determined by their membership dues. No member of the Council shall be liable for any debt or obligation of the Council.

Article XI. PRECEDENT AND NEW FUNCTIONS - The creation of this Regional Council of Governments is primarily for the purpose of continuing the mission of the Southwestern Ohio Educational Purchasing Cooperative in a more structured setting intended to continue on after the departures and retirements of all those persons who conceived of, organized, and administered the Southwestern Ohio Educational Purchasing Cooperative. Accordingly, in interpreting this Constitution and By-Laws, the manner in which the Southwestern Ohio Educational Purchasing Cooperative operated shall have high precedential value.

Further, although Article II would permit this Regional Council of Governments to expand its function beyond that which was initially carried on by the Southwestern Ohio Educational Purchasing Cooperative, no new projects or functions shall be undertaken until such has been recommended by the Executive Board and approved by a majority of all active members of the EPC. A proposed resolution which would expand or implement any new function of the EPC shall be reduced to writing and circulated to all active members at least thirty (30) days prior to a vote on such resolution.

Article XII. AMEMDMENT OF CONSTITUTION - Changes in the constitution may be made by providing the resolution for such changes(s) in writing to the EPC membership at least thirty (30) days prior to voting on adoption. Changes in the Constitution shall be made by a two-thirds majority vote of all members present at a regular monthly meeting.

*Amended March 14, 2006*