

Bylaws of the [Name] Educational Services Cooperative

ARTICLE 1 – NAME

The name of this educational services cooperative shall be [Name], hereinafter referred to as the “Cooperative.”

ARTICLE 2 – OBJECT AND PURPOSE

This Cooperative is organized under the laws of the State of West Virginia pursuant to West Virginia Code § 18-5-13(c) *et seq.* The purposes for which this cooperative is organized include, but are not limited to, allowing member county boards of education to (1) employ regular and part-time staff, as necessary, for effective provision of services and to perform services or other projects that may require staff and support services for effective implementation, (2) purchase, hold, encumber, and dispose of real property, (3) operate as Local Educational Agencies (LEA’s) for financial purposes, including grants and cooperative purchasing, (4) receive, expend, and disburse funds from the state and federal governments, from member counties, or from gifts and grants, (5) upon the request of one or more county boards of education, or by the state board as permitted or contracted, assume responsibility for one or more functions otherwise performed by one or more county boards of education, (6) offer technical assistance, including targeted comprehensive staff development, (7) serve as repositories for research-based teaching and learning practices, (8) develop and implement other programs or services as directed by law or the Governing Council, (9) [Any other specific purposes unique to a cooperative], and (10) any such other activities as the Governing Council may deem appropriate to provide for high quality, cost effective lifelong education programs and services to students, schools, school systems, and communities.

ARTICLE 3 – MEMBERS

Section 1 – Eligibility. The members of this Cooperative shall consist of those county boards of education (“county boards”) for the counties in the State of West Virginia which have petitioned the Governing Council of this Cooperative for membership and received a majority vote of the statutory members of the Governing Council approving membership in the Cooperative.

Section 2 – Petition for Membership. A county board of education eligible for membership under Section 1 of this Article may file a petition with the Administrator for membership in the Cooperative. The petitioning county board shall be admitted to membership in the Cooperative upon a majority vote of the statutory members of the Governing Council.

Section 3 – Withdraw of Membership. A member county board may withdraw from membership in the Cooperative by giving written notice to the Governing Council of the withdrawing county board’s intent to withdraw at least thirty (30) days prior to the effective date of withdraw from membership. No action by the Governing Council shall be required to permit

a member county board to withdraw from membership. A member county board may not avoid any existing liability to the Cooperative by withdrawing from membership in the Cooperative.

Section 4 – Removal from Membership. A member county board may be removed from membership in the Cooperative for any reason, or for no reason, by a majority vote of the statutory members of the Governing Council after the member county board has been given thirty (30) days notice, in writing, of the proposed removal from membership.

#### ARTICLE 4 – GOVERNING COUNCIL

Section 1 – Exclusive Control. The direction and control of this Cooperative shall be vested exclusively in a Governing Council.

Section 2 – Membership. The membership of the Governing Council shall be as provided in West Virginia Code § 18-5-13c(c) and shall consist of statutory members and discretionary members.

a. Statutory Members. The membership of the Governing Council shall include the following persons named in West Virginia Code § 18-5-13c(1)-(2), herein referred to as the “statutory members,”:

i. The county superintendent of each county participating in the Cooperative; and

ii. A member of the board of education from each county participating in the Cooperative, elected by the county board of education in the month of January of each year, who shall serve for a term of one (1) year or until his or her successor is elected.

b. Discretionary Members. The Administrator may nominate one or more of the following persons for membership on the Governing Council, herein referred to as “discretionary members”:

i. Representatives of institutions of higher education and community and technical colleges serving the geographical area covered by the Cooperative;

ii. One non-superintendent chief instructional leader employed by a member county board;

iii. One school principal employed by a member county board;

iv. One teacher employed by a member county board; and

v. Additional members representing business and industry, or other appropriate entities, as the Governing Council determines fit to meet its responsibilities.

A. Approval. Nominees for discretionary members of the Governing Council will become voting members of the Governing Council upon a majority vote of the statutory members of the Governing Council.

B. Participation Rights. Discretionary members of the Governing Council shall have the right to participate as full members of the Governing Council in all aspects except where specific approval of the statutory members is required for certain actions as specified by these bylaws.

C. Removal. Discretionary members of the Governing Council may be removed by a majority vote of the Governing Council.

### Section 3 – Meetings.

a. A quorum for all meetings of the Governing Council shall consist of a majority of the members of the Governing Council.

b. Regular meetings of the Governing Council shall be held [*Specify the date of the regular meetings*], or at such other times as may be established by the Governing Council.

c. Special meetings of the Governing Council may be called by the president or by any three members of the Governing Council, provided that all members of the Governing Council are notified of such special meeting not less than two days prior to the date of such special meeting.

d. Any member of the Governing Council may be represented by his or her designee at any meeting of the Governing Council. Any designee appearing at a meeting of the Governing Council on behalf of a member of the Governing Council shall have the right to participate in the meeting of the Governing Council in the same manner as the member on whose behalf the designee has appeared, provided only that if the president is represented by a designee, the meeting shall be chaired by the vice president and not the president's designee.

Section 4 – Vacancies. Vacancies among any of the statutory members of the Governing Council shall be filled by the respective member county board in the same manner provided for the regular election of statutory members. Vacancies among any discretionary members of the Governing Council may be filled by the Governing Council from among nominees proposed by the Administrator.

## ARTICLE V – OFFICERS AND STAFF

Section 1 – Officers. The officers of the Cooperative shall be a president, a vice president, and a secretary. The officers shall be elected from among the members of the Governing Council by majority vote of the Governing Council at the [*insert time of election*]

meeting of the Governing Council each year and shall serve a term of one (1) year or until their successors are elected.

Section 2 – Vacancies. All vacancies in the office of vice president or secretary of the Cooperative shall be filled by the Governing Council from among the members of the Governing Council for the remainder of the unexpired term. Any vacancy in the office of president of the Cooperative shall be filled by the vice president for the remainder of the unexpired term.

Section 3 – Administrative Officers and Staff.

a. Administrator. The Governing Council shall appoint an individual to serve as the Cooperative administrator (“Administrator”) who shall serve at the will and pleasure of the Governing Council and shall implement the policies of the Governing Council.

b. Additional Staff. The Governing Council may employ regular full-time and part-time staff, as necessary, after a majority of the Governing Council, by vote, verifies that such employment is necessary for effective provision of services and to perform services or other projects that may require staff and support services for effective implementation.

c. Periodic Evaluation. The Governing Council shall establish a procedure for the periodic evaluation of the Administrator and other staff of the Cooperative.

ARTICLE VI – TASK FORCES AND STUDY GROUPS

The Governing Council may, at its discretion, appoint such task forces and study groups as it believes to be required to effectively accomplish the object and purposes of the Cooperative. *[The Governing Council may appoint individuals other than those members of the Governing Council to serve on such task forces and study groups.]*

ARTICLE VII – PARLIAMENTARY AUTHORITY

All meetings of the Governing Council shall be conducted according to the rules contained in the most recent edition of *Robert’s Rules of Order Newly Revised* except where those rules are inconsistent with applicable law or special rules of order adopted by the Governing Council.

ARTICLE VIII – DISSOLUTION

Upon dissolution of this Cooperative, all assets of the Cooperative shall be *[liquidated and the proceeds divided equally among all the member county boards.]*

## ARTICLE IX – AMENDMENT

These bylaws may be amended by a two-thirds vote of the [*statutory*] members of the Governing Council, provided that all statutory members have received written notice of the proposed amendment not less than thirty (30) days prior to the meeting at which the proposed change is to be considered.

## ARTICLE X – NON-DISCRIMINATION POLICY

This Cooperative does not and shall not discriminate on the basis of race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.