

BYLAWS

FOR THE

WESTERN OHIO COMPUTER ORGANIZATION

I. AUTHORITY

Pursuant to Section 167.04 of the Ohio Revised Code, the Members of the Western Ohio Council of Governments (“WOCO”) have adopted these Bylaws by majority vote.

II. BOARD OF DIRECTORS

A. The initial Board of Directors and Officers as of July 1, 2014, shall be constituted of the same individuals, serving the same terms or remaining terms, as were duly seated on the WOCO Board prior to such date, any other provisions of these Bylaws notwithstanding.

B. Board of Directors. The Board of Directors shall be constituted as follows:

1. Up to two superintendents each from Auglaize, Champaign, Hardin, Logan, and Shelby counties that are appointed to serve as Voting Directors at their respective county superintendent’s meetings. (One of these Board members shall be the ESC superintendent for such county, if such person is willing and able to serve). Superintendents of Members outside of Auglaize, Champaign, Hardin, Logan, and Shelby Counties shall be eligible for appointment from the WOCO county to which they are most contiguous.

If, due to any merger of ESCs, a single ESC superintendent has responsibility for two or more of the original five counties (Auglaize, Champaign, Hardin, Logan, and Shelby), such individual may hold only one Directorship, in the most populous county within his or her ESC, and such other counties shall have the right to appoint another non-ESC superintendent as a second representative.

2. At least one Voting Director selected by the WOCO Board, from each of the following areas: fiscal, student services, and technology.
3. Each Voting Director shall be entitled to one (1) vote at any meeting of the Board at which such Voting Director is present.

C. Persons serving on the Board of Directors shall be elected to two (2) year terms. Any vacancy on the Board of Directors shall be filled by majority vote of the Board of Directors for the remainder of the vacated term.

D. A quorum shall consist of a majority of the Voting Directors.

E. The Board of Directors shall meet at least four (4) times a year. Additional meetings may be called by the President or a majority of the Directors. Any Member of WOCO may appear in the person of a Superintendent or Treasurer (or the designee of either) at the Board meetings and may petition to be heard.

F. Proxy voters via email may be utilized as necessary.

G. *The Directors shall not be liable for any action taken or omitted in good faith or for any action taken or omitted by any individual, firm, corporation, or other organization selected with reasonable care.*

III. OFFICERS

At the August Board meeting, the Board shall elect from among the Directors, a President, Vice-President, and Secretary. If a vacancy occurs in any office a replacement shall be chosen at the next meeting of the Board. Terms of office shall be for two years and reappointment may occur.

IV. DUTIES OF OFFICERS

A. President: The President shall preside at all meetings of the Board, shall approve the records thereof and shall sign all written contracts, deeds, mortgages, bills of sale and all other obligations of this Council upon resolution of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President may appoint a parliamentarian. The President has the authority to create, appoint the membership of, and dissolve, all committees, and shall be a member ex-officio of all committees.

B. Vice-President: The Vice-President shall perform all duties of the President in the President's absence or inability to act, and shall have such other and further powers and perform such other and further duties as may be assigned by the Board.

C. Secretary: The Secretary shall keep the minutes of all proceedings of the Board and make a proper record of them. The Secretary shall keep such books as may be required and generally perform such duties as may be assigned by the Board. The Secretary does have to be a Board member.

V. ADMINISTRATION OF WOCO

A. The Board of Directors may adopt such rules and regulations for the administration of WOCO as they deem necessary or appropriate.

B. The Board of Directors shall employ an Executive Director and such other supervisory or administrative personnel as it may deem necessary and appropriate.

C. In accordance with the Agreement and the provisions of Ohio law, the Board of Directors shall provide for the employment of a Fiscal Officer.

VI. MEETINGS

A. The Board shall meet on the first Thursday of November, February, May and August. Any meeting may be cancelled by action of the President in the event of hazardous weather conditions or other appropriate cause. Any Member may have representation at the board meetings, if they so desire.

B. Special meetings of the Board of Directors may be held at any time upon the call of the President or the majority of the Directors at any location as designated by the President.

C. Written notice of the time and place of each regular meeting shall be sent to each Board member seven (7) days prior to said meeting. Special meetings may be called by informing the Directors of the time, place and purpose of said meeting at least two (2) days prior to such meeting.

D. The quorum for all meetings of the Board of Directors shall consist of a simple majority of the Voting Directors, provided that proper notice of said meeting has been given in accordance with the law and provisions contained in these Bylaws, unless the presence of a larger number of Directors is required by law, the Agreement or these Bylaws.

E. Meetings of the Board of Directors shall be conducted in accordance with the Ohio Public Meeting Law (Ohio Revised Code Section 121.22). By contacting the President:

1. Any person may obtain information regarding the time and place of any regularly scheduled meeting, and the time, place and purpose of any special meeting;
2. Any news media representative may request advance notice of any special meeting;
3. Any person may, upon payment of a reasonable fee or upon providing a sufficient number of self-addressed, stamped envelopes, request reasonable advance notice of all meetings at which a specific type of business is to be discussed.

F. Minutes of any meeting shall be recorded, approved by the Board of Directors, maintained, and open to public inspection as required by law.

VII. COMMITTEES

The Board of Directors may create standing committees and prescribe their respective duties. The members of such committees shall be appointed by the President, with the approval of the Board. The President, with the approval of the Board, may appoint such special committees as he/she deems necessary and such committees shall serve at the pleasure of the President, unless authorized in advance by the Board. No committee has the authority to take any official action; committees make recommendations for official action to the Board. Committees may be drawn from Board, the Members, contracting organizations of WOCO, or from other sources, at the pleasure of the President and the Board.

VIII. AMENDMENTS

These Bylaws may be amended by the action of a majority of the Directors.

IN WITNESS WHEREOF, the current Members of the Western Ohio Computer Organization (WOCO), as set forth in Exhibit A hereto, and pursuant to the resolutions heretofore duly adopted or subsequently approved by their boards of education/governing boards, have signed the foregoing Agreement for the Establishment of the Western Ohio Council of Governments as a Regional Council of Governments on the date indicated below their respective signatures, for the purpose of reorganizing WOCO as a regional council of governments under Chapter 167 of the Ohio Revised Code, such reorganization to be effective July 1, 2014.

EXHIBIT A

Members of WOCO

Anna Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Auglaize County ACE	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Auglaize County ESC	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Bellefontaine City	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Benjamin Logan Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Botkins Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Christian Academy	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Fairlawn Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Ft. Loramie Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
A.B. Graham Academy	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Graham Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Hardin Community	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Hardin County ESC	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Hardin Houston Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date

Hardin Northern Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Holy Angels Elementary	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Indian Lake Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Jackson Center Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Kenton City Schools	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Lehman High School	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Logan County ESC	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Madison-Champaign ESC	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Mechanicsburg Exempted	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Minster Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
New Bremen Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
New Knoxville Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Ohio Hi-Point Career	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Ridgemont Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Riverdale Local	<hr/>	<hr/>
	Treasurer or Superintendent	Date
Riverside Local	<hr/>	<hr/>

	Treasurer or Superintendent	Date
Russia Local	_____	_____
	Treasurer or Superintendent	Date
Shelby County ESC	_____	_____
	Treasurer or Superintendent	Date
Sidney City Schools	_____	_____
	Treasurer or Superintendent	Date
Triad Local	_____	_____
	Treasurer or Superintendent	Date
Upper Scioto Valley	_____	_____
	Treasurer or Superintendent	Date
Upper Valley Career	_____	_____
	Treasurer or Superintendent	Date
Urbana City	_____	_____
	Treasurer or Superintendent	Date
Urbana Community	_____	_____
	Treasurer or Superintendent	Date
Waynesfield-Goshen	_____	_____
	Treasurer or Superintendent	Date
West Liberty-Salem	_____	_____
	Treasurer or Superintendent	Date

