

Licking Area Computer Association

Constitution

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CONSTITUTION
FOR
LICKING AREA COMPUTER ASSOCIATION

WHEREAS, Section 3313.92 of the Revised Code provides that the boards of education of any two or more school districts may, subject to the approval of the State Superintendent of Public Instruction, enter into agreements for the joint or cooperative construction, acquisition or improvement of any building, structure or facility benefiting the parties thereto, including, without limitation, schools and classrooms for the purpose of Chapter 3323. of the Revised Code, and for the management, operation, occupancy, use, maintenance or repair thereof, or for the joint or cooperative participation in programs, projects, activities or services in connection with such buildings, structures or facilities, including participation in the Ohio Education Computer Network (OECN) established by Section 3301.075 of the Revised Code; and

WHEREAS, those school districts forth on the membership roster hereof have heretofore entered into an Agreement regarding the Licking Area Computer Association; and

NOW, THEREFORE, it is agreed by and among the participating districts, on behalf of which their Superintendents have executed in accordance with the authorizing provisions of each resolution adopted by each of the boards of education of the respective Participating districts, that:

Article I. Name, Fiscal Agent, and Site.

- A. The name of this cooperative group shall be Licking Area Computer Association, hereinafter referred to as "LACA".
- B. The Fiscal Agent shall be the Career and Technology Education Centers of Licking County unless changed by two-thirds (2/3rds) vote of the membership.
- C. The Information Technology Center shall be the Licking Area Computer Association.

Article II. Purpose.

- A. The purpose of LACA is to develop and employ technology services efficiently and effectively for the needs of the member boards of education.
- B. The areas into which the technology services will be deployed shall be by approval of the membership as set forth in the Constitution but shall include as a minimum the core services as defined in OAC 3301-3-01(B)(5).
- C. All data acquired on behalf of user entities shall be held in trust for that entity and no transfer or release of a user entity's data shall occur without prior written authorization from that user entity.

Article III. Membership.

- A. Membership into the Licking Area Computer Association shall be open to any user entity as defined in OAC 3301-3-01(B)(22) approved by the Ohio Department of Education.
- B. Those districts subscribing to three of the five core service (internet, student, EMIS, financial and library) as defined in OAC 3301-3-01(B)(5) shall become members upon resolution of their board of education and either a majority vote of the Governing Board or a unanimous vote of the Governing Board if the district withdrew membership from LACA within the previous five (5) years. See ATTACHMENT A.
- C. Any new members admitted after LACA becomes operational, who were eligible to be charter members but chose not to subscribe, shall be assessed a fee as determined by the Governing Board. The Governing Board shall review the fee on an annual basis or as needed. The minimum fee shall be at least equal to any cost incurred by the member districts.
- D. A member may be disqualified of membership by a two-thirds (2/3rds) vote of the Governing Board and such disqualification from membership and the benefits furnished by the association shall be effective within 180 days after the notification. A disqualified member shall be liable for all obligations incurred during the period unless the disqualified members elect to have the disqualification effective sooner.
- E. Any member may withdraw from the Association's membership by serving the Fiscal Agent Board of Education or the Chairperson of the Governing Board a certified copy of a duly adopted Resolution of the member's Board of Education or Governing Board declaring its intent to withdraw and can only be given after two full years of membership with the Licking Area Computer Association. Such withdrawal shall be effective on the second 30th day of June subsequent to the receipt of this Resolution. All financial commitments of the member district shall be met or secured prior to the effective date of the withdrawal.
- F. The Fiscal Agent Board of Education, at the direction of the Governing Board, shall hold in trust for Association members all non-network related equipment and fixtures purchased for and by LACA; shall hold in trust for the MCOECN all network-related equipment and fixtures purchased for and by LACA; employ independent contractors and services; shall perform all duties necessary to implement the functions of the Association; and shall ultimately be the Fiscal Agent for the receipt of funds and the expenditure of funds.

Article IV. Amendment of Constitution.

At any meeting of the Governing Board, provided there is a notice of at least seven (7) days in writing, the Constitution may be amended by a two-thirds (2/3rds) majority of all members. For a quorum at such a meeting at least two-thirds (2/3rds) majority of all members must be present. Resolutions for such amendments and changes shall be presented in writing to the Chairperson of the Governing Board at least forty-five (45) days before such a meeting is held and the Chairperson shall circulate same to all Governing Board members at least thirty (30) days prior to the meeting.

Article V. Governing Board.

A. Membership. The Governing Board shall consist of the participating state funded Consortium Member Superintendent or their designees.

B. Powers and Duties of the Governing Board.

1. Approve new cooperative ventures and areas into which the computer system will be deployed.
2. Approve the annual LACA budget and all amendments thereto.
3. Approve fees and assessments to be charged for services, development expenses and purchases of equipment.
4. Amend the Constitution as provided in Article IV.
5. Approve the employment of an Administrator to oversee and supervise the overall operation.
6. Authorize attendance to the Governing Board meetings by representatives of Advisory Committees on a non-voting basis.
7. Authorize standing and Ad Hoc subcommittees as deemed necessary.
8. Approve contracts of employment with the cooperative.
9. Establish employee compensation and benefits.
10. Approve all policies concerning business continuity, security, data retention and reporting, and the level of bonding required for center personnel for the faithful performance of duties.

C. Quorum. A majority of the Governing Board membership shall constitute a quorum. Superintendents may authorize in writing a designee for voting purposes at any meeting.

D. Meetings.

1. The Governing Board shall meet in February, May, September and December. Additional meetings may be called or unnecessary meetings canceled by the Chairperson or by a majority of the membership of the Governing Board.

E. Officers and Staff.

1. Chairperson. The Governing Board, in May, shall elect one of its members as Chairperson of that body to serve for a term of one fiscal year. The Chairperson shall:
 - a. Preside at all meetings.
 - b. See that agendas for the meetings are prepared.
 - c. Provide liaison between the Governing Board and Advisory Committees concerning operations of the computer center in the interim between board meetings.
 - d. Appoint members to standing and Ad Hoc Committees.
2. Vice Chairperson. The Governing Board, in May, shall elect one of its members as Vice Chairperson of that body to serve a term of one fiscal year. The Vice Chairperson shall:
 - a. Preside in the absence of the Chairperson.
 - b. Succeed to the office of Chairperson, should it be vacated before the end of the term.
 - c. Assist the Chairperson in the discharge of his/her duties.
 - d. In the event of death, resignation, or removal from the position as Superintendent or designee, or upon assuming the position as Chairperson, the Governing Board shall appoint another Superintendent or designee from its membership as Vice Chairperson for the remainder of the term.
3. Secretary. The LACA Administrator shall serve as Secretary. The Secretary shall:
 - a. Keep and distribute to all members of the Association a full and accurate record of proceedings and transactions of meetings of the Governing Board and Advisory Committees.
 - b. Perform other duties assigned by the Chairperson of the Governing Board and Advisory Committees.
4. Controller (Staff Position). Since Section 3313.92 of the Ohio Revised Code made 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. The Controller shall:

- a. Receive and disburse funds in accordance with the budget as approved by the Assembly. No expenditure or commitment of funds beyond the approved budget shall be undertaken by the Fiscal Agent Treasurer or any other member without the approving vote of the Governing Board.
- b. Undertake all other financial transactions necessary to the work of the Association.
- c. Prepare all necessary fiscal reports for the Governing Board and the Association.

Article VI. Advisory Committees.

- A. There shall be in place two Advisory Committees: one to provide input on fiscal services and applications, and one to provide input on technology services and applications.
- B. Membership. Each Advisory Committee shall consist of:
 1. The fiscal representative shall be the Consortium Member Treasurer. The technology representative shall be an individual designated by the Consortium Member Superintendent. The Fiscal Advisory Committee shall also appoint a representative to the Technology Advisory Committee.
 2. LACA Director or Designee.
- C. Quorum. A quorum shall consist of a majority of the Advisory Committee members.
- D. Meetings.
 1. The Fiscal and Technology Advisory Committees shall meet at least once each quarter. Additional meetings may be called as necessary by the Chairperson, the Fiscal Agent, the Governing Board, or by the majority of the Committee members. Any member of the Association may attend the Committee meetings. A Member of the Committee may designate an alternate to represent him/her at the meeting upon written certification to the Chairperson.
 2. Each non-member entity receiving fiscal services shall designate one non-voting individual for representation at the Fiscal Advisory meetings. Each non-member entity receiving technology services will designate one non-voting individual for representation at the Technology Advisory meetings.
- E. Powers and Duties.

1. To promote publicity.
2. To make recommendations to the Governing Board on the following:
 - a. Amendments to the Constitution.
 - b. Budgets.
 - c. Expansion of facilities, services to be rendered, or promotion of new ventures in computer assistance to boards.
 - d. Fees, assessments, and charges to members or contracting agencies for services, expansion of services, purchases of new equipment.
 - e. Disqualification of members for not cooperating in the programs, not abiding by the rules and regulations of the Governing Board, Advisory Committees, or of not meeting financial obligations as incurred.
 - f. Operating policies and procedures.
3. The Committees shall have the authority to request a meeting of the Governing Board as it sees a need.
4. To do as directed by the Governing Board as shown in its minutes.

F. Officers and Staff.

1. Chairperson. The Advisory Committee shall elect, no later than October, one of its members as Chairperson of that body to serve for a term of one school year. The Chairperson shall:
 - a. Preside at all meetings.
 - b. See that agenda for the meetings are prepared.
 - c. Provide liaison between the Governing Board and the Advisory committees concerning operations of the computer center in the interim between board meetings.
2. Vice Chairperson. The Advisory Committees shall elect one of its members as Vice Chairperson of that body to serve a term of one school year. The Vice Chairperson shall:
 - a. Preside 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 discharge of his/her duties.
 - d. In the event of death, resignation, or removal from the position which qualifies the Vice Chairperson for membership on an Advisory Committee or upon assuming the office of Chairperson, the Advisory Committee shall select a replacement for the Vice Chairperson for the remainder of the term.
3. Secretary. The LACA Administrator or designee shall serve as Secretary. The Secretary shall:
- a. Keep and distribute to all members of the association a full and accurate record of proceedings and transactions of meetings of the Governing Board and Advisory Committees.
 - b. Perform other duties assigned by the Chairperson of the Governing Board and Advisory Committees.

Article VII. Fiscal Ownership and Rules of Meetings.

- A. Fiscal Year. The fiscal year of the Association shall be July 1 through June 30.
- B. Ownership. Title to any and all non-network related equipment, buildings, furniture, and other goods purchased for LACA shall be held in trust for the member districts by the Association's 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 members will share in net obligations or asset liquidation's in a ratio proportionate to their last twelve (12) months' financial contributions and likewise shall participate in proceeds from the sale of assets upon liquidation.
- C. Rules of Meetings. All meetings provided for in the Constitution shall be conducted in accordance with the latest addition of Robert's Rules for conducting meetings at the time of the meetings unless specifically amended or abridged by the Constitution or by resolution or any entity as described in the Constitution. The Chairperson shall be the parliamentary procedure officer and his/her decisions shall be final when rendered.
- D. Membership Obligations. All districts upon being made members shall enter into an agreement for services and therein obligate themselves to the following:
 - 1. Pay all fees, charges and assessments, as charged.
 - 2. Assume on behalf of and save the Fiscal Agent harmless for any and all claims by agents, students, employees, and

anyone seeking claim through a member for damages resulting from the use of the computer services, as well as defend the Fiscal Agent on any claim.

3. Cooperate with the Fiscal Agent on settling or litigating any such claims.
4. Promptly, efficiently, and effectively cooperate in the implementation of a program which a member elects to join and assist in the operation of said program.

Article VIII. Change of Fiscal Agent / Indemnification.

In the event that a majority of the Governing Board requests 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 Governing Board with the consent of the board of education of the Participating District designated as the new Fiscal Agent. (For purposes of this section only, a majority of the Governing Board shall be more than 60% of the total number of Governing Board members, excluding from such totals the appointees of the Fiscal Agent to be relieved of its duties and the Participating District to be appointed the new Fiscal Agent.)

The Licking Area Computer Association shall hold the Fiscal Agent harmless for any liabilities, obligations, claims, damages, penalties, causes of action, attorney's fees, costs or expenses relating to the operation and activities of the Licking Area Computer Association which shall be apportioned among all member districts in accordance with the number of students (ADM) in each member district to the extent permitted by law.

Article IX. Dissolution of the Cooperative.

A dissolution of the organization shall occur when the members, at a regular Governing Board meeting or one specifically for such purpose, vote by a two-thirds (2/3rds) favorable vote of all Governing Board members to dissolve this Association.

Adopted: 10/20/81
Revised: 10/29/82
Effective: 01/03/83
Adopted: 10/20/85
Revised: 02/13/86
Revised: 01/11/90
Revised: 01/10/91
Revised: 03/11/93
Revised: 08/10/95
Revised: 05/08/97
Revised: 08/07/02
Revised: 01/12/06
Revised: 05/08/08
Revised: 08/13/09
Revised: 12/10/15

ATTACHMENT A
LICKING AREA COMPUTER ASSOCIATION
RESOLUTION OF COMMITMENT
=====

BE IT RESOLVED that the **Sample District** Board of Education does hereby accept active membership in the LACA for purposes of utilizing the Uniform Accounting System, DASL student services package, library automation, EMIS and internet services; and hereby recognizes the Licking Area Computer Association as an Information Technology Center, and authorizes the Career and Technology Centers of Licking County as Fiscal Agent for LACA to apply for and receive funds from the Ohio Department of Education in behalf of the **Sample Local** School District. The **Sample Local** School District shall abide by the Association Constitution, shall accept responsibility for provision of acceptable Consortium Member hardware, and does hereby give evidence of willingness to share in excess costs for operations of the Association as determined by the Governing Board. The **Sample** School District takes this action with the understanding that the authorized funding shall be used by the Fiscal Agent to support approved programs of the Licking Area Computer Association. The computer services may be expanded to include additional services, as approved by the established governing board.

Sample School District

President, Board of Education

Treasurer, Board of Education

Date

ATTACHMENT B

MEMBERSHIP ROSTER

Licking County Educational Service Center
Career and Technology Education Centers of Licking County
Heath City Board of Education
Granville Exempted Village Board of Education
Lakewood Local Board of Education
Northridge Local Board of Education
Licking Heights Local Board of Education
North Fork Local Board of Education
West Muskingum Local Board of Education
Maysville Local Board of Education
Southwest Licking Local Board of Education
Newark City Board of Education
Tri-Valley Local Board of Education
Mount Vernon Board of Education
East Muskingum Board of Education
Crooksville Exempted Village Board of Education
Lancaster City Board of Education
Medina City Board of Education
Johnstown-Monroe Local Board of Education