

BYLAWS
(As amended October 15, 1996)

AREA SPECIAL EDUCATION COOPERATIVE
1505 Central Avenue NW
East Grand Forks, MN 56721

ARTICLE I
GOVERNING BOARD MEMBERSHIP

Each member district shall be entitled, but shall not be required, to appoint one person to the Governing Board of the Cooperative. Such person must be either the Superintendent of Schools or a member of the Board of Education of the district appointing such person. A member district wishing to appoint a person to the Governing Board shall submit the name of such person, in writing, to the office of the Cooperative, indicating whether that person is the Superintendent or a member of the Board of Education of that district. Such information shall be submitted no later than twenty (20) days prior to the first meeting at which the person appointed shall act. Each director shall serve on the Board for a term of three (3) years and be eligible for reappointment. In the event that a member district appoints a person to the Governing Board whose appointment is to be effective between annual meetings, the term of the person so appointed shall be deemed to have commenced at the immediately preceding annual meeting, for the purpose of determining the normal expiration date of the term of the person so appointed. A director shall, however, continue to serve on the Governing Board until his or her successor shall be appointed and shall have qualified. However, in the event that a member district shall withdraw from the Cooperative during the term of the director appointed by such member district, the director appointed by the withdrawing district shall be deemed to have resigned as of the effective date of such withdrawal. The number of directors shall be the number appointed, from time to time, by the procedure set forth herein, but shall in no event be fewer than the number required by Minnesota Law.

An active or unexpired director's position is vacated by the resignation or death of a director. Vacancy also occurs if the director severs his local school district as a superintendent or a member of its Board of Education, or if the director's school district ceases to be a member of the Cooperative. Vacancies occurring for reasons other than the withdrawal of a member district from the Cooperative shall be filled by the appointment of a successor by the member district which had appointed the director whose position has been vacated. The term of a director so appointed shall be the remainder of the unexpired term of his or her predecessor. Vacancies occurring by reason of withdrawal of a member school district from the Cooperative shall not be filled.

ARTICLE II
PLACE OF MEETINGS OF DIRECTORS

Meetings of the Governing Board may be held at such place as a majority of the members of the board from time to time appoint.

ARTICLE III
CALLING AND NOTICE OF MEETING OF DIRECTORS

The annual meeting of the Governing Board (directors) shall be on the third Tuesday of July of each calendar year, at 10:30 o'clock a.m. at such place as a majority of the members of the board may direct, or, failing such direction, at such place as the Executive Director shall determine. The officers of the Cooperative for the ensuing year shall be elected at the annual meeting, which may also consider any other business regularly coming before it. The Executive Director shall cause written notice of the time and place of such annual meeting to be sent to each member school district at least twenty (20) days prior to the annual meeting.

The Governing Board shall meet at least monthly as scheduled by the Executive Director and the Governing Board Chairman excluding the month of August, unless it is deemed by the Executive Director and the Governing Board Chairman that there is sufficient business to require a meeting during August. Notice in writing shall be given to each director of the time and place of each meeting of the Board by serving personally or mailing such notice at least ten (10) days before the time of meeting. Such notice need not specify the purpose of the meeting except that no change of bylaws shall be considered at any meeting, regular or special, unless notice that such matter is to be considered and is placed on the agenda for a specified meeting and is mailed to each member at least ten (10) days prior to said meeting. The directors may, in writing either before or after the meeting, waive notice thereof and without notice, any director by his attendance be deemed to have waived notice. In case of the mailing of notice of meetings to a director, the same shall be directed to the address of the school at which he serves as superintendent, or member of the Board of Education.

ARTICLE IV QUORUM

A majority of the Governing Board shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Governing Board.

ARTICLE V VOTING

Each Director has one vote on the Governing Board and he must be present to cast said vote. Voting by proxy is not allowed.

ARTICLE VI OFFICERS

Section 1. **Election and Appointment:** The Governing Board shall elect from their number a Chairman, a Vice Chairman, a Secretary and a Treasurer, and may appoint such other officers and agents as they may deem necessary. Each officer shall be so elected or appointed for a term expiring at the next annual meeting of the member districts but the officer shall hold office for the term for which elected or appointed until a successor is elected or appointed and has qualified unless the officer is sooner removed from office. Any officer or agent so elected or appointed may be removed by the Governing Board with or without cause.

Section 2. **Chairman:** The Chairman shall preside at all meetings of the Cooperative and of the Governing Board. The Chairman may sign and execute all authorized contracts, deeds, mortgages, conveyances, notes, bonds, and other instruments in writing in the name of the cooperative provided; however, that all said instruments must also be cosigned by another officer of the Cooperative. The Chairman shall have such other authority and perform such other duties in the management of the business of the Cooperative as may from time to time be assigned to him or determined by the Governing Board.

Section 3. **Vice Chairman:** The Vice Chairman shall possess all the powers and may perform the duties of the Chairman in his/her absence or disability. The Vice Chairman shall have such other authority and perform such other duties in the management of the business of the Cooperative as may from time to time be assigned or determined by the Governing Board.

- Section 4. **Secretary:** The secretary shall keep the minutes of all proceedings of the Cooperative and the Governing Board in books provided for this purpose. The Secretary's signature shall appear on all minutes. If requested to do so by the Executive Director, the Secretary shall attend to the giving and serving of all notices of meetings of the Cooperative and the Governing Board. The Secretary may attest to the execution in the name of the Cooperative of all authorized contracts, deeds, mortgages, conveyances, notes, bonds, and other instruments in writing. He/she shall in general perform all the duties incident to the office of Secretary. The Secretary shall have such other authority and perform such other duties in the management of the business of the Cooperative as may from time to time be assigned or determined by the Governing Board.
- Section 5. **Treasurer:** The Treasurer shall keep the financial books of the Cooperative. The Treasurer shall in general perform all the duties incident to the office of Treasurer. The Treasurer shall have such other authority and perform such other duties in the management of business of the Cooperative as may from time to time be assigned or determined by the Governing Board.
- Section 6. **Executive Director:** The Executive Director shall administer and supervise the affairs of the Cooperative under the general direction of the Governing Board. The Executive Director, working together with the Chairman, shall prepare the agenda for the regular meetings of the Governing Board. Such agenda shall be mailed to each director at least ten (10) days prior to each regular meeting. The Executive Director shall prepare and mail to the Superintendents of Schools of each member district a copy of the minutes of any Governing Board and General Membership meetings.

***ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS***

Each director and officer of the Cooperative whether or not then in office shall be indemnified by the Cooperative on account of the reasonable costs and expenses (including counsel fees) incurred in connection with any action, suit or proceedings in which he/she may be made a party by reason of his/her being or having been a director or officer of the Cooperative except in relation to matters as to which shall finally be adjudged in such action, suit or proceedings to have been derelict in the performance of duties as such director or officer and the foregoing right of indemnification shall not be exclusive of other rights which are entitled as a matter of law.

***ARTICLE VIII
AMENDMENT OF BYLAWS***

The Governing Board may amend these Bylaws or any of them by a two-thirds (2/3) majority vote of the directors present at any regular meeting or any special meeting called for that purpose. Said Bylaws must be consistent with the provisions of the Cooperative Agreement and not contrary to law or regulation.

**ARTICLE IX
POWERS OF THE GOVERNING BOARD**

The Governing Board, not inconsistent with the authority of the Cooperative Agreement, Bylaws, laws and regulations, shall be empowered generally to:

1. Act in the interest of the member districts;
2. Take and hold by purchase, lease, grant or assignment property for the use of the Cooperative and dispose of same when the need for it is ended;
3. Make all contracts necessary for the exercise of the powers delegated to it hereby;
4. Employ professional and other skilled or unskilled personnel as and when the need arises, either on the basis of permanent employment through contractual agreements or in a temporary or consultative capacity, but only to the extent that funds have been made available to it for that purpose;
5. Organize and establish such educational programs for the member districts as shall be approved by the members;
6. Do what is reasonably necessary to achieve the purpose of the Cooperative Agreement to the extent such action is within the intent and purpose of said Agreement, these bylaws, existing laws and regulations;
7. Approve all disbursements of funds within the framework of the budget adopted by the members; and
8. Do such other matters as would enhance the functions of the Cooperative.

**ARTICLE X
ADMINISTRATION**

The Governing Board shall establish and adopt policy and guidelines for the operation of each of the educational enterprises in which it engages. Among other things, such policy and guidelines shall contain:

1. the eligibility requirement of its enrollees;
2. the method by which such enterprises are to be funded;
3. the method by which the member districts pro rata cost is to be administered;
4. the method by which a nonmember is to be assessed for any of its enrollees participating in one or more of the programs of the Cooperative; and
5. the name of the office assigned to the direct supervision of the enterprise.

The Governing Board shall be responsible for the management of the fiscal affairs related to the operation of the Cooperative, and in such capacity shall pay all bills, issue all payroll checks, and receive all monies for the Cooperative. The Executive Director, working together with the directors or supervisors of the individual cooperative programs, shall prepare a tentative annual operating budget. Such budget shall be presented to the Governing Board at its meeting prior to the Annual Meeting. The Governing Board shall submit a tentative operating budget to the General Membership at the Annual Meeting. The final budget shall be presented to the Governing Board at its meeting prior to Fall Meeting. The Governing Board shall submit the final budget to the General Membership at the Fall Meeting.

***ARTICLE XI
EMPLOYEES***

All of the employees of the Cooperative shall be subject to the following:

1. All employees shall be employed under the terms and conditions of employment including salary and fringe benefits as are promulgated in the administrative manual of the Cooperative. A copy of the manual shall be disbursed to the Governing Board and a copy will be placed on file in the Cooperative office.
2. All noncertified personnel shall be employed by action of the Governing Board and subject to yearly review for approval.

The assistance of the supervisors and directors employed by the Cooperative shall be available to all members of the Cooperative in the matter of administration and supervision including the preparation and filing of reports in such areas as such supervisors and directors may qualify and the Governing Board shall direct.