

**Great North West Education Cooperative
Joint Powers Agreement
Bylaws**

ARTICLE I

Name

The name of the Joint Powers Agreement is Great North West Education Cooperative, also known as the GNWEC JPA.

ARTICLE II

Offices

Principal Office. The location of the principal office of the JPA is in Williston, North Dakota. The JPA may establish other offices within the state of North Dakota, as the Governing Board (hereinafter Board) may designate.

ARTICLE III

Membership

1. Any school district or other political subdivision may join this JPA as a Member by obtaining authority from its governing body and signing this JPA. Those not part of this JPA initially may become part of it in the same manner, with the concurrence of all the current Members (or 80% where full consensus cannot be reached).

2. Entities that are not school districts or political subdivisions, who have an interest in supporting the purpose and mission of the GNWEC JPA, may be invited, by consensus of the GNWEC JPA Governing Board, to become a cooperating party. Cooperating Parties will be governed by all general and specific sections of the GNWEC JPA Agreement, By Laws and Policies.

ARTICLE IV

Governing Board

1. Management. A Governing Board shall manage the affairs of the GNWEC by consensus (unanimous agreement) of a quorum of Board members

present at any regularly scheduled or special meeting called as provided in these bylaws.

2. Numbers and Selection of Members and Cooperating Parties. A member of the Governing Board is appointed by each member and cooperating party of the JPA (hereinafter referred to as appointing authority). Governing Board members appointed by school districts must be elected members of the school boards.

3. Term of Members. The appointing authority sets the term of each member of the Governing Board. The term of each initial Governing Board member begins on the date of signing the JPA.

4. Meetings. The Governing Board may provide for holding regular meetings at such times and places as designated by the Governing Board or by the Chair. Special meetings of the Governing Board may be called by the Chair or upon the written request of any member or cooperating party to the Chair and will be held at such place as the Governing Board may determine.

5. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, will be delivered, not less than three days before the date of that meeting, either personally or by mail or email, by or at the direction of the Chair or member or cooperating party calling the meeting, to each school district administrator, Governing Board representative and Cooperating Party representative, unless notice is waived by a writing or by attendance. If mailed or emailed, the notice is deemed to be delivered when deposited in the United States mail/emailed, addressed to the member and cooperating party at the school district administrator's, Governing Board representative's or cooperating party's representative's address/email address as it appears on the books of the JPA. Public notice of meetings will be provided consistent with North Dakota statutes.

6. Quorum and Decision-Making Process. The Governing Board members that are present at the regularly scheduled meeting constitutes a quorum for the transaction of business at any meeting. Each Great Northwest Education Cooperative member district shall have one vote. Consequently, prior to every GNWEC governing board meeting, a GNWEC governing board member can designate another GNWEC governing board member as its vote casting member. GNWEC members may include or exclude ("opt in" or "opt out") their school district from participating in any specific project approved by the Governing Board.

7. Executive and Other Committees. The Governing Board may designate from among its members an executive committee and other

committees, each committee serving at the pleasure of the Governing Board. The Governing Board may appoint non-members/cooperating parties to committees for designated terms.

8. Reimbursement. A member or cooperating party may not receive compensation for services, but may receive reimbursement of expenses incurred in connection with performance of duties assigned by and pre-approved by the Governing Board.

9. Removal. If a member or cooperating party, through action or inaction, jeopardizes the legal requirements relative to the GNWEC JPA, such member or cooperating party may be removed from the GNWEC JPA after 30 days notice with a consensus of a quorum of the other members (or 80% of a quorum where a consensus can not be reached).

ARTICLE V

Officers

1. Officers. The officers of the GNWEC JPA shall consist of a Chair, Vice-Chair and Secretary/Treasurer. The officers of the GNWEC JPA will be nominated and elected biennially by the Governing Board from among the members. The term of office consists of the two fiscal years following election. The election will be held at a Governing Board meeting following the start of the fiscal year in the even-number year and before the beginning of the next calendar year. Each elected officer holds office until that officer's successor has been duly elected and qualified.

2. Removal. Any officer elected by the Board may be removed by consensus of a quorum of the other members (or 80% of a quorum where full consensus cannot be reached), after a thirty-day notice is given to all members of such intended action.

3. Vacancy. The Governing Board may fill any vacancy in any office resulting from death, resignation, removal, disqualification, or other cause, for the unexpired portion of the term.

4. Powers and Duties. The officers have such powers and will perform such duties as may, from time to time, be specified by the Governing Board. In the absence of such specifications, each officer has the powers and authority, and may perform and discharge the duties, of officers serving the same or similar general purposes and objectives as a school board officer in North Dakota.

ARTICLE VI

Authorization

1. Authority. The Governing Board will be responsible for the review and approval of an annual operating budget and will grant authority for the daily operation of the GNWEC JPA to the Lead Administrator. In addition, the Governing Board may appoint or employ any officer or agent of the GNWEC JPA and authorize any officer or agent to enter into any contract or execute and deliver any instrument, or provide any service or implement any program, in the name of and on behalf of the GNWEC JPA.

2. Banking. All checks, drafts, or orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the GNWEC JPA must be signed by such officer or agent of the GNWEC JPA and in such manner, as from time to time, may be determined by resolution of the Governing Board. In the absence of a determination by the Governing Board, these instruments must be signed by the secretary/treasurer and counter-signed by the Chair or Vice-Chair of the Governing Board.

3. Depositories. All funds of the GNWEC JPA will be deposited from time to time to the credit of the GNWEC JPA in such banks, trust companies, and other depositories as the fiscal agent of the Governing Board may select.

4. Acceptance of Gifts. The Governing Board may accept, on behalf of the GNWEC JPA, any contribution, gift, bequest, or devise for any purpose of the GNWEC JPA.

ARTICLE VII

Records

1. Books and Records. The GNWEC JPA will keep correct and complete books and records of accounts and minutes of the proceedings of its meetings including any audits as may be required by law. These records will be kept at the principal office of the GNWEC JPA.

2. Member and Cooperating Party Names. The names and addresses of the members and cooperating parties must be made available to the public at the principal office of the GNWEC JPA.

ARTICLE VIII

Fiscal Year

Fiscal Year. The fiscal year of the GNWEC JPA is July 1 to June 30.

ARTICLE VIII

Amendments to the Bylaws

Amendments. The Governing Board may amend or repeal these bylaws after a 30-day notice to its members and by a consensus of the quorum of members present (or 80% of a quorum where full consensus cannot be reached).

Approved by resolution of the Governing Board-----, 2005.

Attested: _____
Governing Board Chair

Attested: _____
Governing Board Secretary/Treasurer