

## **Southwest West Central Service Cooperative Bylaws**

### **I. NAME**

The name of this organization shall be Southwest West Central Service Cooperative (hereinafter referred to as SWWC).

### **II. ESTABLISHMENT**

**A. System Created.** The SWWC is a public agency established by an act of the 1976 and 1995 Legislature of the State of Minnesota. These bylaws conform to Minnesota Statute 123A.21 to form an organizational structure of the organization. The geographical boundaries of the SWWC shall coincide with Region Six (6) and Region Eight (8) as identified originally in Governor's Executive Order 8 dated September 1, 1971 and modified by M.S. 123A.21.

**B. Purpose.** The general purpose of the SWWC is to make general and uniform educational opportunities available to all children in the state. In striving toward this equalizing of educational opportunity, the SWWC encourages cooperative efforts which make available to all members of SWWC those programs and services which may most efficiently and economically be provided by a consortium effort.

Further, the purpose of the SWWC shall be consistent with enabling legislation providing for its creation (M.S. 123A.21). The primary purpose of designation as a service cooperative shall be to perform planning on a regional basis and to assist in meeting specific needs of members which could be better provided by a cooperative effort. SWWC shall provide those programs and services which are determined to be priority needs of its region and shall assist in meeting special needs which arise from fundamental constraints upon individual members.

SWWC shall, to the extent possible, make technical assistance for long-range planning available to school districts upon request and shall establish a common database for local and regional decision making.

### **III. ORGANIZATION AND PROCEDURE OF THE BOARD OF DIRECTORS**

**A. Governing Board.** The care, management, and control of a service cooperative shall be composed of not less than six nor more than fifteen members, which number shall be determined by the board of directors. A majority of the members of the board of directors shall be current members of school boards of school districts in full membership. The SWWC board of directors shall be comprised of ten (10) members elected by the full membership of SWWC. Eight (8) members shall be current school board members representing school districts of full membership. Election to the board of directors shall be by vote of all school board members of full membership school districts with each school board member having one vote. The two (2) remaining board members shall be appointed by the board of directors representing full membership cities, counties, and other governmental units as defined in Minnesota statutes. All members of the board of directors shall be publicly elected officials from full membership schools, cities, counties, or other governmental units. Should any board member lose their elected position for any reason, a vacancy shall immediately occur and result in an unexpired term. Any unexpired term shall be filled by appointment by the board of directors until such vacancy can be filled at the next board of director's election.

Members shall be elected to serve a term of four years beginning on January 1 following the election. Elections shall occur after the first Tuesday in November, but not later than December 15, beginning in 1997, and thereafter during odd numbered years.

- i. Election Calendar. Prior to November 1 of each odd numbered year, the board of directors shall adopt an official election calendar, detailing filing timelines, election timelines, terms up for election, and all other pertinent information.
  - ii. Nomination Paper. Nomination papers on behalf of a candidate for member of the board of directors of the SWWC shall be filed with the executive director in accordance with the election calendar as approved by the board of directors. Each candidate shall be nominated by a petition signed by a majority of school board members of a district holding full membership. Such petition shall identify the district from which a candidate is to be elected, the name of the candidate, that the candidate is a current school board member, and a brief resume of the candidate's background and experiences.
  - iii. Ballots. The board of directors of the SWWC shall cause to be printed the ballots for election of members of such board of directors, and not later than 25 days before the election shall deliver to the superintendents of the member school districts a sufficient number of ballots for use by the school board members in the district. The ballots shall be printed in a form conforming to state laws concerning election of school board members.
- B. Organization.** The board of directors shall hold an organizational meeting on the first meeting date scheduled in January of each year. At this meeting, the board of directors shall choose its officers, establish its meeting dates for the year, and conduct any other necessary organizational business. The board of directors may, at its organizational meeting, appoint board members from member schools, cities, counties, and other governmental agencies as voting board members, at the discretion of the board of directors. The board of directors may, at its discretion, appoint up to three members at large to the board of directors as ex-officio, non-voting members of the board of directors, and shall encourage the advisory participation of a cross-section of school and agency personnel within the SWWC to the extent allowed by law. The officers of the board of directors shall be chairperson, vice-chairperson, clerk, and treasurer, no two of whom, when possible, shall be from the same agency. A member of the board of directors shall have the same liability applicable to a member of an independent school board or other elected government official.
- C. Legal Address.** The legal address of the board of directors shall be the business office of the executive director.
- D. Duties and Powers of the Board.** The board of directors shall have authority to maintain and operate the SWWC. Subject to the availability of necessary resources, included among the powers and duties of this board of directors are:
- i. The board of directors shall submit by June 1 of each year to each participating member an annual plan which describes the objectives and procedures to be implemented in assisting in resolution of the needs of the service cooperative.
  - ii. The board of directors shall have the authority to provide adequate office, service center, and administrative facilities by lease, purchase, gift, or otherwise.
  - iii. The board of directors may appoint special advisory committees composed of superintendents, central office personnel, building principals, teachers, parents, lay persons, and representatives from cities, counties, and other governmental agencies.
  - iv. The board of directors is authorized to employ a central administrative staff and such other personnel as necessary to provide and support the agreed upon programs and services. The board of directors may discharge staff and personnel pursuant to applicable provisions of law. SWWC staff and personnel may participate in retirement programs and any other programs available to public school staff and personnel.

- v. The board of directors may employ service area personnel pursuant to licensure and certification standards developed by the appropriate state agency, such as the commissioner and state board of teaching.
- vi. The board of directors may enter into contracts, including leases and subleases of building space, with school boards of local districts, including school districts outside the SWWC area.
- vii. The board of directors may enter into contracts with other public and private agencies and institutions to provide administrative staff and other personnel as necessary to furnish and support the agreed upon programs and services.
- viii. The board of directors shall exercise all powers and perform all duties delegated to it by members under provisions of the SWWC bylaws. The board of directors shall be governed, when not otherwise provided, by applicable laws of the state.
- ix. The board of directors shall submit an annual evaluation report of effectiveness of programs and services to the members within the SWWC by September 1 of each year following the previous June 30 in which the programs and services were provided.
- x. The board of directors is encouraged to establish cooperative, working relationships and partnerships with post-secondary educational institutions, other public agencies, business, and industry.
- xi. The board of directors has the full authority and discretion to determine the number of directors who shall compose the board of directors, the specific manner of election or appointment of board members, adoption of an election calendar, and all other matters relating to the election or appointment of board members, except as specifically limited by provisions of applicable law and the terms of these bylaws.
- xii. The board of directors shall appoint an executive director and such number of project supervisors as may be deemed necessary. The board of directors shall also fix the salary and conditions of employment of such officers, which may include reasonable and necessary expenses, vacation, and sick leave. The board of directors may designate one project supervisor as assistant director during the absence or disability of the executive director and to act as interim director during any vacancy in the office of executive director. The executive director shall, under the direction of the board of directors, exercise the following power and duties:
  1. Act as executive officer of the board of directors.
  2. Attend all regular and special meetings of the board of directors, when so required by the board of directors and advise the board of directors on all questions under consideration.
  3. Serve as ex-officio member on all advisory committees or councils appointed by the board of directors.
  4. Provide for the keeping of minutes of all meetings of the regular board of directors, recording all proceedings and official actions and keeping such other records as may be necessary for complete information regarding members.
  5. Act for the board of directors as the custodian of records, reports, documents, correspondence, equipment and supplies, and other property and maintain inventories and indices thereof.
  6. Prepare and present the business to be acted upon at meetings of the board of directors.
  7. Prepare an annual report and evaluations as required by these bylaws and M.S. 123A.21.
  8. Maintain custody of the funds of the board of directors. The executive director shall write drafts against SWWC funds only for expenditures properly approved by the board of directors. The executive director shall be bonded by the board of directors and make financial records of the board of directors available at all times and submit them annually for audit.
  9. Prepare and submit an itemized budget for approval by the board of directors.
  10. Endeavor to promote the establishment of cooperative, working relationships and

partnerships with post-secondary educational institutions, other public agencies, business and industry.

- xiii. The board of directors shall meet at the call of the chairperson or any three members of the board of directors.
  1. An agenda shall be sent to each member at least five (5) days prior to the meeting of the board of directors. Matters of an emergency nature not on the agenda may be considered at the time of the meeting.
  2. A quorum at any meeting of members of the board of directors shall consist of a majority of the elected board of directors.
  3. The meetings of the board of directors at which official action is taken shall be public meetings and no person shall be excluded therefrom.

**E. Initiating Membership.** Full membership in a service cooperative shall be limited to public school districts, cities, counties, and other governmental units as defined in Minnesota Statutes 471.59, but non-voting memberships shall be available to non-public school administrative units and other partnership agencies or organizations within the SWWC. A school district, city, county, or other governmental unit or non-profit organization may belong to one or more service cooperatives. Participation in programs and services provided by the SWWC shall be discretionary. No school district, city, county, or other governmental unit shall be compelled to participate in these services under authority of this section. Non- public school students and personnel are encouraged to participate in programs and services to the extent allowed by law.

- i. **Full Membership.** Full membership in SWWC is open to all public school districts, cities, counties, and other governmental agencies as defined in Minnesota Statute (M.S. 471.59) and are within the SWWC region. In addition, full members agree to pay the membership fee as determined by the Board of Directors. Full members have full participation and voting rights and privileges. Full members electing to subscribe to special programs and services shall pay a fee proportionate to the extent of their participation in that special program or service.
- ii. **Associate Membership.** Associate membership is open to (a) nonpublic school administrative units, partnership agencies, or nonprofit organizations within the SWWC region, and to (b) schools - public and nonpublic, cities, counties, partnership agencies, nonprofit organizations, and other governmental agencies outside the SWWC region. In addition, associate members agree to pay the membership fee as determined by the Board of Directors. Associate members cannot vote, nor can they hold elective offices in the SWWC. Associate members electing to subscribe in special programs and services and shall pay a fee proportionate to the extent of their participation in that special program or service.

**F. Withdrawal from Membership.** A full or associate member may elect to withdraw from participation in the SWWC by a majority vote of its full board membership and upon compliance with M.S. 123A.21 and the following withdrawal provisions:

- i. Provide written notice to the board of directors of the pending withdrawal on or before March 1<sup>st</sup> of the year of the intended date of withdrawal. The notice shall be accompanied by a certified copy of a resolution of its full board membership directing the withdrawal.
- ii. Make payment for all accrued support and service fees. All withdrawals shall be effective on June 30 provided effective notice was delivered on or before March 1<sup>st</sup> of the same calendar year and further provided all obligations due as of the date of withdrawal have been paid in full. Upon effective withdrawal the member shall continue to be responsible for its proportionate share of all obligations incurred by SWWC including, but not limited to the cost of lease payments made pursuant to leases or subleases for building space that are not fully satisfied

or paid at the time of withdrawal, essential maintenance, and insurance of all fixed assets except motor vehicles. Any member withdrawing from membership shall forfeit any and all claims to any and all assets of SWWC except those members whose withdrawal:

1. is the result of the dissolution of SWWC, except a dissolution as described in Article X, Section A(iii), or
2. is effective within the 12-month period immediately preceding the date of dissolution shall share in the dissolution rights and responsibilities as described in Article X of these bylaws. Notwithstanding the withdrawal, the proportionate share of any expenses already certified to the withdrawing member for SWWC shall be paid to the board of directors.

**G. Legal Action.** The board of directors may prosecute in its name and defend or settle action brought by or against it.

**H. Financial Support.** Financial support for SWWC programs and services shall be provided by participating members, with private, state, and federal financial support supplementing as available. The SWWC shall establish a fee structure for members which reflects administrative, planning, operating, or capital expenses incurred or to be incurred, and assessed and certified to each member as a proportionate share of any and all expenses. Expenses to be assessed and certified to members shall include the cost of lease payments made pursuant to leases or subleases for building space. In addition, the board of directors shall establish a contract fee structure for all programs and services which shall be assessed only to members desiring to contract for said services on a proportionate basis.

Each participating school district, non-public school administrative unit, city, county, or other governmental unit shall remit its assessment to the board of directors as provided in the SWWC bylaws. The assessments shall be paid within the maximum levy limitations of each participating member. No participating member shall have any additional liability for the debts or obligations of the SWWC except that assessment which has been certified as its proportionate share or any other liability the member assumes under section 123A.24, Subdivisions 1 & 2.

Any property acquired by the Board of Directors is public property to be used for essential public and governmental purposes which shall be exempt from all taxes and special assessments levied by a city, county, state, or political subdivision thereof. If the SWWC is dissolved, its property shall be distributed to the full members at the time of dissolution in a manner determined by the Board of Directors.

The SWWC is a public corporation and agency, and its board of directors may make application for, accept, and expend private, state, and federal funds that are available for programs of the members.

**I. Insurance.** The board of directors may procure insurance against liability of the board of directors and of its officers and employees for damages resulting from wrongful acts and omissions of the members, the board of directors, and its officers and employees, whether the acts or omissions relate to governmental or proprietary functions of the board of directors. Insofar as this insurance relates to governmental functions of the board of directors, the policy of insurance shall contain a provision under which the insurance company agrees to waive the defense of governmental immunity up to the limits of the policy unless the board of directors' consents to the assertion of the defense.

#### IV. MEETING OF MEMBERS

- A. **Annual Meeting.** An annual meeting shall be held on such date and at such place as the board of directors shall designate.
- B. **Special Meetings.** Special meetings of members may be called by the board of directors or any five (5) members. The call for the special meeting must state the business to be transacted and no business shall be transacted other than that specified in the call.
- C. **Notice.** Notice of the annual or special meetings shall be given to each member at least five (5) days before such meeting.

#### V. MINUTES OF PROCEEDINGS

Minutes of proceedings of the board of directors shall be made available to the members. A copy of all motions and the names of the persons making and seconding motions shall be recorded. There shall be a recorded vote if the vote is not unanimous.

#### VI. RULE OF ORDER

The rules of parliamentary procedure in the latest edition of Robert's Revised Rules of Order shall govern the board of directors and advisory committees and councils in their deliberations in all matters except as otherwise provided in these bylaws. Rules may be amended at any meeting by majority vote. The order of business may be suspended at any meeting by mutual agreement or by a majority vote.

#### VII. COMMITTEES

The chair of the board of directors may appoint such special committees as are deemed appropriate. There may be advisory councils selected to give advice and counsel to the board of directors. The councils may be composed of representatives from public and non-public schools, cities, counties, and other governmental units.

#### VIII. FISCAL YEAR

The fiscal year shall commence on July 1 and end on June 30 of each year. The board of directors shall employ qualified accountants for the purpose of conducting an annual post-audit upon the books and records of the board of directors. Regulations appropriate to independent school districts shall govern audit procedures.

#### IX. TRANSFER

The board of directors may transfer selected programs and services, along with their assets and liabilities, to other agencies, corporations, or school districts.

#### X. DISSOLUTION

- A. The SWWC shall be dissolved upon the occurrence of any of the following events:
  - i. There shall be fewer than three members: or
  - ii. The board of directors recommends dissolution and a majority of the full members in good standing cast an affirmative vote to dissolve the organization at a regularly scheduled annual meeting; or
  - iii. The board of directors recommends transfer of the SWWC to a successor organization, and a majority of the full members in good standing cast an affirmative vote to affect such

transfer. In this event, all assets and liabilities of the SWWC shall transfer to the successor organization and paragraphs "c" and "d" below shall be ineffective.

- B. The board of directors shall determine the necessary actions to affect dissolution and shall implement such actions. In the course of dissolution, the board of directors shall make provision for payment for all its legal obligations and debts and shall make provisions of the resolution of any other liabilities.
- C. Notwithstanding any law to the contrary, any assets remaining after effective dissolution shall be distributed by the board of directors among those who were full members at the time of dissolution and those whose withdrawal was effective within the 12-month period immediately preceding the date of dissolution.
- D. Any liabilities remaining after effective dissolution shall be delegated by the board of directors among those school districts who were full members at the time of dissolution and those whose withdrawal was effective within the 12-month period immediately preceding the date of dissolution.
- E. For purposes of the dissolution of the SWWC, the assets and liabilities of the health insurance pools shall not be included, as the ownership of these assets and liabilities are governed by the health and benefits program joint powers agreement and are accounted for separately from SVI/WC funds.
- F. The Board of Directors shall determine the necessary action to affect the dissolution or discontinuance of individual programs or services.

**XI. AMENDMENTS**

These bylaws may be amended by the affirmative vote of a majority (50% plus one) of the full members of SWWC who are present and voting at the annual meeting or special meeting, provided that the substance of the proposed amendments shall have been submitted in writing to each member at least ten (10) days prior to such vote.

Don Bruzman  
Clerk

8-23-2023  
Date

Cliff Conrad  
Executive Director

8/28/2023  
Date