



MARION OFFICE
100 Executive Drive
Marion, OH 43302
P: 740 389 4798
F: 740 389 4517

COLUMBUS OFFICE
2100 Citygate Drive
Columbus, OH 43219
P: 614 473 8300
F: 614 473 8324

CONSTITUTION OF META

I. Name of Association. The name of the group composed of all Members and formerly known as the "Tri-Rivers Educational Computer Association" ("TRECA") henceforth shall be META (herein also referred to as "the Association").

II. Purpose & Powers

- A. META is a product of the merger of TRECA, MEC, SEOVEC and MDECA, as described in the Merger Agreement entered into between TRECA, MEC, SEOVEC and MDECA ("Merger Agreement") and the Asset Purchase Agreement entered into with SCOCA. META subsumes and integrates in a single entity the formerly-distinct functions, membership, and personnel of MEC, TRECA, SEOVEC, SCOCA and MDECA.
- B. META has a number of core purposes, among which is the establishment and operation of an efficient, economic computer system that serves the needs of its Members. In this regard, META operates as, and has all the powers of, a Data Acquisition Site/Information Technology Center pursuant to applicable provisions of the Ohio Revised Code, including but not limited to Section 3301.075, and applicable provisions of the Ohio Administrative Code, including but not limited to 3301-3-02, 3301-3-06, and 3301-3-07.
- C. META is also a Regional Council of Governments pursuant to Chapter 167 of the Ohio Revised Code. In this capacity, META seeks to identify, develop, and provide to Members and non-members innovative educational and technological services and products, as well as expanded opportunities for cooperative purchasing. As a Regional Council of Governments, META has the power to:
1. Study such area governmental problems common to two or more Members of META as it deems appropriate, including but not limited to matters affecting health, safety, welfare, education, economic conditions, and regional development;
 2. Promote cooperative arrangements and coordinate action among its Members, and between its Members and other agencies of local or state governments, whether or not within Ohio, and the federal government;
 3. Make recommendations for review and action to the Members and other public agencies that perform functions within the region;
 4. Promote cooperative agreements and contracts among its Members or other governmental agencies and private persons, corporations, or agencies;
 5. Perform planning directly by META personnel, or under contracts between META and other public or private planning agencies;
 6. Review, evaluate, comment upon, and make recommendations, relative to the planning and programming, and the location, financing, and scheduling of public facility projects within the region and affecting the development of the area;
 7. Act as an area wide agency to perform comprehensive planning for the programming, locating, financing, and scheduling of public facility projects within the region and affecting the development of the area and for other proposed land

- development or uses, which projects or uses have public metropolitan wide or interjurisdictional significance;
8. Act as an agency for coordinating, based on metropolitan wide comprehensive planning and programming, local public policies, and activities affecting the development of the region or area;
 9. By appropriate action of the governing bodies of the Members, perform such other functions and duties as are performed or capable of performance by the Members and necessary or desirable for dealing with problems of mutual concern;
 10. Contract with the appropriate officials, authorities, boards, or bodies of counties, municipal corporations, townships, special districts, school districts, or other political subdivisions to provide any service or to receive any service from such entities. Such contracts may also authorize META to perform any function or render any service in behalf of such counties, municipal corporations, townships, special districts, school districts, or other political subdivisions, which such counties, municipal corporations, townships, special districts, school districts, or other political subdivisions may perform or render;
 11. Acquire, construct, and otherwise improve real and personal property to be used by or for the benefit of META or one or more of its Members. The acquisition, construction, and improvement may be financed by cash, installment payments with or without a mortgage, lease-purchase agreements, leases with an option to purchase, or securities issued pursuant to section 167.101 of the Revised Code.
- D. META additionally has all other powers permitted by law and authorized by its Board of Directors.

III. Membership

- A. Classification of Membership. There shall be two classifications of Membership: Full Membership and Associate Membership.
- B. Qualifications for Full Membership
 1. A Full Member is a city, county, exempted village, local, joint vocational, or cooperative education school district or educational service center that meets the qualifications set forth in this section.
 2. Conditions of Full Membership. Full Members shall meet the following conditions:
 - a. have executed a resolution on the part of the board of education or equivalent governing body accepting this Constitution and applicable By-Laws;
 - b. have executed an agreement for, and/or otherwise subscribed to
 - i. both fiscal services and state-mandated data reporting services (EMIS) offered by META, or
 - ii. at least two of the three Core Services (as defined in section 3301-3-01 of the Ohio Administrative Code) offered by META;

- c. have received a majority vote of acceptance from META's Board of Directors, except that such vote of acceptance shall not be required for any entity that was, immediately prior to the "merger date" specified in the Merger Agreement, or according to Section 2, Paragraph 2.3 specified in the Asset Purchase Agreement, an "active member" or "associate member" of META, as defined in the META constitution in effect at such time;
- d. hold the appropriate permit as defined in paragraph (B) of Ohio Administrative Code 3301-3-03;
- e. receive funding from the Ohio Department of Education for the type of services META is to provide to the Full Member. A Full Member shall be provisionally admitted contingent on approval of the Ohio Department of Education for such funding; and
- f. have currently paid all dues, assessments, and fees, both initial and as applicable, as established by META's Board of Directors, except that no current or former TRECA, MEC, SEOVEC, SCOCA or MDECA member shall be required to pay any dues, assessments, or other fees of META that duplicate (i.e., are for the same purpose as) dues, assessments, or other fees assessed by, and paid by the Full Member to, MEC.

C. Qualifications for Associate Membership

1. An Associate Member is a school district that does not meet the definition of Full Member or a community school, charter school, parochial school or any other educationally related entity or other political subdivision, and any other intragovernmental agencies including counties, municipal corporations, townships, or special districts, of this state, to the extent that such laws of the other state permit, approved and accepted by the META Board of Directors, that meets the qualifications set forth in this section.
2. Conditions of Associate Membership. Associate Members shall meet the following conditions:
 - a. have executed a resolution on the part of the board of directors or equivalent governing body accepting this Constitution and applicable By-Laws;
 - b. have executed an agreement for, and/or otherwise subscribed to, services offered by META, as well as agreed to pay all dues, assessments and the like, both initial and reoccurring as applicable, as established by META's Board of Directors, except that no current or former TRECA, MEC, SEOVEC, SCOCA or MDECA member shall be required to pay any dues, assessments, or other fees of META that duplicate (i.e., are for the same purpose as) dues, assessments, or other fees assessed by, and paid by the Member to, TRECA, MEC, SEOVEC, SCOCA and MDECA; and
 - c. have received a majority vote of acceptance from META's Board of Directors, except that such vote of acceptance shall not be required for any entity that was, immediately prior to the "merger date" specified in the Merger Agreement, or according to Section 2, Paragraph 2.3 specified in the Asset Purchase Agreement, an "affiliate" of MEC, as defined in the MEC constitution in effect at such time.
 - d. Associate Members which are not political subdivisions shall have contractual rights under their respective service agreements but shall not be deemed to be constituent members of META within the meaning of Chapter 167 of the Ohio Revised Code, relating to regional councils of governments; provided,

however, that those Associate Members which are receiving Core Services from META shall have the rights of participation in governance as set forth in Article IV of this Constitution. Associate Members shall otherwise be subject to all provisions of the META Constitution and By-Laws relating to members, unless specifically excluded therefrom.

D. **Withdrawal of Membership**

1. A member school district may withdraw effective June 30, of a year, if written notice of intent to withdraw is provided to the Board of Directors by July 1, of the year prior to the intended effective date. This date and twelve-month time period is set to ensure continuity of programs and fiscal responsibility. The financial obligation during the 12-month period prior to the withdrawal date shall be the normal charges, per the current Basic Fee Schedule, assuming usual district utilization of services throughout the entire withdrawal period. In the absence of normal district utilization of services throughout the entire withdrawal period, the financial obligation shall be based upon utilization during the last 12-month period of actual normal district utilization per the current Basic Fee Schedule and policy of the Board of Directors. A withdrawing district shall also be responsible for any prorata portion of long-term debt previously incurred by the Association on behalf of the district, as determined by the Board of Directors.
2. The META Board of Directors, in its sole discretion, may grant an expedited withdraw and/or waive the notification requirements for a withdrawing Member so long as said Member is not delinquent in its payments of any and all dues, assessments and the like through the term of its membership.
3. Any decision to withdraw from META must be made by duly adopted resolution of the board of education or equivalent governing body of the Member.

E. **Disqualification.** A Member may be disqualified from Membership if two-thirds of the Board of Directors votes in favor of such disqualification. The services and benefits furnished by META shall be withdrawn at any time within 180 days following notification of such disqualification at the discretion of the Board. Upon disqualification, the disqualified Member shall be liable for all dues, assessments and the like incurred through the Board determined disqualification date.

F. **Effect of Withdraw or Disqualification.** A Member that withdraws or is disqualified must return to META any equipment furnished to the Member by TRECA, MEC, SEOVEC, SCOCA, MDECA or the Association but not owned by the Member in as good a condition as when received by the Member, less normal wear. Such Member shall be liable for all obligations incurred by the Member.

G. A member that withdraws or is disqualified will be liable for all costs and obligations of any other outstanding contractual agreements, i.e. VOIP, wireless connectivity.

IV. General Assembly

A. **Purpose and Powers**

1. The General Assembly shall be established from the Full Members and those Associate Members receiving Core Services of the for the purpose of serving as a deliberative and advisory body of the Association.
2. The sole authority of the General Assembly is to discuss and may make recommendations to the Board of Directors regarding the following subjects:
 - a. services rendered by the Association;
 - b. a Basic Fee Schedule;

- c. new Association ventures;
 - d. the election of officers as provided in the By-Laws;
 - e. the annual estimate and apportionment of Association Costs;
 - f. the annual Association budget; and
 - g. other matters referred to the General Assembly by the Board of Directors or Chief Executive Officer.
- B. Delegates. Each Member described in Section A.1 of this Article shall be entitled to one delegate in the General Assembly. In every instance, the Member's superintendent (or equivalent official) or his/her designee shall serve as the Member's Delegate to the Assembly.
- C. Meetings. The General Assembly shall be convened to meet and discuss the business and operations of the Association on an annual basis at a time and place as determined by META's Board of Directors. Member's Delegates will receive advance notice of the date, time and place of meetings of the General Assembly.
- V. **Board of Directors.** The Board of Directors shall be the governing body of META.
- A. The Board of Directors shall consist of thirteen (13) voting Directors, each a superintendent or business official (treasurer, technology officer or business manager) representing a different Full Member of META. Thereafter, the voting members of the Board of Directors shall be the superintendents or business officials of thirteen (13) Full Members of META that constitute a representative sampling of Full Members and are committed to the ideals embodied by the Association, selected pursuant to methods determined by the Board of Directors. All five regions (Athens, Columbus, Dayton, Marion and Piketon) may be represented on the Board with two members for each region and three at-large members.
1. The Board of Directors shall fill any vacancies on the Board through a majority member vote.
 2. The Board of Directors shall be limited to terms of five consecutive years.
 3. The Board of Directors shall also include such non-voting ex-officio Directors as are provided for in the Constitution and Bylaws.
 4. Subject to the limitations expressed in paragraph (B) below, the composition of the Board of Directors may be expanded by the Board of Directors.
- B. Only the superintendent or business officials of the board of education of a Full Member is eligible to serve as a voting Director of the Board of Directors. All persons serving as voting Directors of the Board of Directors shall serve without compensation. Only voting Directors of the Board of Directors have the right to present motions or cast votes on issues coming before the Board of Directors.
- C. Each December, the Board of Directors shall elect new officers to serve for the upcoming calendar year.
- D. The President shall be elected by the Board of Directors and shall serve as President of the Board of Directors. The Vice-President shall be elected by the Board of Directors and shall serve as Vice-President of the Board of Directors.
- E. The Chief Executive Officer shall serve as a non-voting ex-officio member of the Board of Directors.
- F. Except as provided herein, a quorum of a meeting of the Board of Directors shall consist of a majority of the voting Directors of the Board of Directors. Except as otherwise provided herein, any action of the Board of Directors provided for in this

Constitution or the By-Laws may be taken upon a majority vote of the Directors voting at any meeting of the Board of Directors at which a quorum is present.

- G. If a vacancy occurs on the Board of Directors, the remaining voting Directors, upon the recommendation of the Chief Executive Officer, shall choose and appoint a replacement voting Director to fill the vacancy.
- H. The Board of Directors shall
 1. approve new Association ventures;
 2. approve and amend the annual Association budget;
 3. approve a Basic Fee Schedule;
 4. approve the annual estimate and apportionment of Association Costs;
 5. elect officers as provided in the By-Laws;
 6. amend the Association Constitution;
 7. call the General Assembly together as needed; and/or
 8. act on any other matter related to the business of the Association.
- H. Each new Board Member shall participate in a training program to be trained in the services provided by META and their duties as a Board Member.
- I. Officers
 1. President. The President shall:
 - a. preside at all meetings of the Board of Directors;
 - b. work with the Chief Executive Officer to see that an annual report is prepared on activities of the Association's ventures, present it to the Board of Directors and distribute it to the Members; and
 - c. provide liaison between Members and the Board of Directors concerning operations of the Association in the interim between board meetings.
 2. Vice-President. The Vice President shall:
 - a. preside in the absence of the President;
 - b. serve as Vice-President of the Board of Directors; and
 - c. succeed to the office of President, should it be vacated before the end of the term.

VI. Dues and Assessments. The Board of Directors shall establish Membership dues and other assessments, including but not limited to the Association costs.

VII. Amendments to the Constitution

- A. The Chief Executive Officer shall notify General Assembly Delegates of any proposed amendment to this Constitution at least five days before the vote of the Board of Directors on said amendment.
- B. The Board of Directors shall have the authority to approve, revise, or reject any amendment to this Constitution presented to the General Assembly Delegates in accordance with the preceding paragraph. The approval of two-thirds (2/3) of the total number of voting Directors of the Board of Directors shall be required for the adoption of an amendment as submitted or revised

VIII. By-Laws. The Board of Directors shall have the authority to approve, revise, or reject any amendment to the By-Laws by a majority vote of the Directors voting at any meeting of the Board of Directors at which a quorum is present, provided all Directors have been given a written copy of any such proposed change at least three (3) days prior to the meeting.

IX. Fiscal Operations

A. Fiscal Officer

1. The Fiscal Officer of META is the Chief Financial Officer (CFO). The Chief Financial Officer shall be appointed by the Board of Directors and shall report to the Board of Directors. The CFO shall perform those duties:
 - a. of a fiscal officer of a Regional Council of Governments, as set forth in the Ohio Revised Code, Section 167.04;
 - b. of a fiscal agent of an ITC, as set forth in the Ohio Administrative Code Section 3301-3-07(B)(1)(a)(ii), as applicable; and
 - c. described in the Job Description for this position.

The Chief Financial Officer shall have appropriate experience as deemed by the board of directors. The Board of Directors shall obtain appropriate Employee Theft Coverage that includes coverage for the CFO.

2. Performance of Duties. The Fiscal Officer shall perform all fiscal functions for META. When performing fiscal operations for META, the Fiscal Officer shall be responsible for any or all financial transactions or other activities associated with META, shall maintain financial accounting records of data acquisition site/information technology center activities separately in a manner capable of being audited, and shall hold, in the name of META, title to equipment owned by META. All financial transactions and accounting procedures shall be performed in compliance with all applicable provisions of the Ohio Revised Code, Chapter 3301-3 of the Ohio Administrative Code and requirements of the Auditor of State.

B. Change of Fiscal Officer

1. In the event of the Fiscal Officer's resignation, incapacitation or discharge, the Board of Directors shall appoint by a majority vote, a qualified replacement; or
2. In the event that the Board of Directors determines that the fiscal agent duties should be transferred from the Chief Financial Officer to a Full Member board of education, to be thereby designated by the Board of Directors as the custodian of funds for the Association, a Fiscal Agent shall be appointed by a majority vote of the Directors with the consent of the board of education of the Full Member to be designated as the new Fiscal Agent. The Full Member to be appointed the new Fiscal Agent shall be represented by its superintendent as one (1) of the voting Directors.

C. Indemnity

1. The Association may purchase a policy or policies of insurance insuring board, or members of Board of Directors, officers, administrators, teachers or any other group of employees employed by the Association against liability on account of damages or injury to persons and property resulting from any act or omission of such board or entity, or such individual in his official capacity as a member or employee of the Association resulting solely out of his membership on, or employment by the Board of Directors.
2. The Association shall, except for findings for recovery in an audit report pursuant to section 117.28 of the Revised Code, indemnify, defend, and hold harmless any person included in division (1) of this section against all civil demands, claims, suits, and legal proceedings, whether threatened or instituted, and defend such person against any criminal legal proceedings, whether threatened or instituted, that arise from the acts or omissions of such person while acting within

the scope of the person's employment by the Association and in the good faith belief that such conduct was lawful and in the best interests of the Association, except that expenditures and obligations under this division shall not exceed the amounts appropriated for such purposes.

- D. Fiscal year. The fiscal year of META shall begin on the first day of July and shall end on the thirtieth day of June of the following year.
 - E. Ownership. All equipment, buildings, furniture and other goods acquired by META shall be held by META (or by an entity appointed to be the fiscal agent for META, if any) in trust for the Full Members, but acquisition, replacement, operation, use and disposition shall be subject to the applicable provisions of this Constitution. Any Member withdrawing or disqualified from the Association forfeit any claim to the Association's assets. In the event of dissolution of META, all then-current Full Members shall share in the net (i.e., after Association debts are satisfied) assets liquidation in a ratio proportionate to their last twelve months financial contributions and obligations to the Association, and they shall likewise participate in proceeds from the sale of assets upon liquidation.
- X. **Savings Clause.** In the event that any part of this Constitution, or the By-laws laws adopted pursuant to this Constitution is judged to be inconsistent with law by any agency of the state, inoperative by a court of competent jurisdiction, or is invalidated by a change in the law of the State of Ohio, the remaining portion of the Constitution and By-laws will remain in full force and affect.
- XI. **Future Mergers.** All future mergers of META shall go through full financial and organizational vetting conducted in conjunction with an outside accounting firm with prior merger expertise. Mergers shall occur when the Directors, at a regular meeting of the Board of Directors, or one called for such purpose, vote by majority vote of the total number of voting Directors of the Board of Directors.
- XII. **Dissolution.** A dissolution of META shall occur when the Directors, at a regular meeting of the Board of Directors, or one called for such purpose, vote by majority vote of the total number of voting Directors of the Board of Directors to dissolve META.

EXHIBIT B

META BYLAWS

[on following pages]



MARION OFFICE
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BY-LAWS OF META

I. Membership of the General Assembly

- A. Delegates to the General Assembly shall be the superintendent (or equivalent official) or designee from each Full Member and Associate Member receiving Core ITC services from META.
- B. Each Member shall make best efforts to provide by June 1 of each year a roster of official Delegates.

II. Officers of the General Assembly. The Officers of the General Assembly shall be the President and Vice President of the Board of Directors and such other Officers as the Board of Directors may from time to time designate.

III. Administrative Organization

- A. Chief Executive Officer. The Chief Executive Officer is the chief administrative officer of the META and, as such, is directly responsible to the Board of Directors for the administration of META's policies, rules, and regulations. Subject to the approval of the Board of Directors and pursuant to the procedures contained in these By-Laws, the Chief Executive Officer shall exercise the authority conferred upon META as a Data Acquisition Site/Information Technology Center and as a Regional Council of Governments in accordance with applicable provisions of the Ohio Revised Code and the Ohio Administrative Code. The CEO shall have the power to employ, remove and suspend all and employees, not appointed by the Board of Directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.
 - 1. Qualifications of the Chief Executive Officer. The qualifications shall conform to the criteria determined by the Board of Directors and stated in the Job Description.
 - 2. Preparation of Agendas. It is the desire of the Board of Directors that the agenda for an official meeting be prepared by the Chief Executive Officer and be received at least 48 hours prior to the meeting.
 - 3. Minutes of Meetings. The Chief Executive Officer or his designee shall keep official minutes of every meeting of the General Assembly, the Board of Directors, and any committee. The President or the Chief Executive Officer shall report the minutes of any of the foregoing to the next meeting of such body as well as to the next meeting of the Board of Directors.
- B. Chief Operating Officer. The Executive Director of the Metropolitan Educational Council ("MEC") immediately prior to MEC's merger with META shall serve as the Chief Operating Officer of META for such period of time, and with such duties and responsibilities, as determined by the Board of Directors. The Chief Operations Officer shall report to the Board of Directors.

IV. Committees

- A. Ad Hoc Committees. The Board of Directors must authorize all Ad Hoc Committees.
 - 1. The President shall appoint all Ad Hoc Committees with the counsel of the Chief Executive Officer.
 - 2. Ad Hoc Committees shall serve only until the task or reason for their establishment has been performed or fulfilled or until terminated by action of the Board of Directors.

- B. Authority of Committees. No committee has the authority to take any official action. Committees make recommendations for consideration by the General Assembly or for official action by the Board of Directors.

V. Fiscal Policies

- A. Financial Reporting
 - 1. No later than the May meeting of the Board of Directors each year, the Chief Executive Officer and Treasurer shall submit a three-year projection and a proposed budget/appropriation for the next fiscal year. The budget/appropriation will show the estimated receipts and expenses of the Association and will list how much money is projected to be needed in each category.
 - 2. The Chief Executive Officer is authorized to make expenditures and commitments according to the Constitution and By-Laws and in harmony with administrative and operative plans as approved by the Board of Directors as specified in the budget. Expenditures shall not exceed income on an annual basis from any fund without prior approval of the Board of Directors.
 - 3. The Treasurer shall also report in writing on an at least quarterly basis the following information by fund:
 - a. A list of all bills and salaries, the amount, to whom paid and for what purpose shall be supplied to the Board of Directors.
 - b. A financial report showing all month-to-date and year-to-date receipts and expenditures including the beginning and closing balances shall be supplied to the General Assembly.
 - 4. Following the May meeting of the Board of Directors each year, the Members shall be supplied with the three-year projection described in Section 1, Paragraph A of this Article.

- B. Facilities. META shall provide such facilities as the Board of Directors deems necessary and appropriate. When the Board of Directors determines to undertake to build, repair, enlarge, improve or demolish facilities, such activity shall be undertaken for META's Full Members, under and in conformance with:
 - 1. Ohio Rev. Code § 3313.46, as applicable to META's city, local, and exempted village school district Members;
 - 2. the agreement establishing META, pursuant to Ohio Rev. Code § 167.01 (META's Constitution); and
 - 3. other pertinent delegations of authority to META, if any, by META's Members.

VI. Notice of Meetings

- A. **Public Meetings.** All meetings of the Board of Directors and any committees appointed by the Board of Directors are open to the public as required by Ohio law. Executive Sessions may be called in accordance with Ohio law. Due notice of all meetings of the Board or Board-appointed committees will be given to the press and the public. Such notice may be given by any method reasonably calculated to provide notice of the meetings, such as providing written notice to the press for publication, posting notices on the META website and/or in areas accessible to the public, and/or providing notice by regular U.S. mail or e-mail to those persons who have requested such notice pursuant to these Bylaws.
1. **Regular Meetings.** A notice of the time and place of regularly scheduled meetings will be established at the organizational meeting each year. Any change in time or place of a regular meeting will be given to the media and those persons requesting advance personal notice pursuant to these By-laws at least twenty-four hours prior to the meeting.
 2. **Special Meetings.** Special meetings shall not be held unless at least twenty-four hours advance notice of the time, place, and purpose of the special meeting is given to any news media that have requested notification, except in the event of an emergency requiring immediate official action. In the event of such an emergency, the person calling the meeting shall notify the news media that have requested notification immediately of the time, place, and purpose of the meeting.
- B. **Contact.** By contacting the Chief Executive Officer at 100 Executive Drive, Marion, Ohio 43302, (740) 389-4798:
1. Any person may obtain the time and place of any regular meeting and the time, place and purpose of any special meeting,
 2. Any news media representative may request advance notice of any special meeting, and
 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.