

**NORTHERN MICHIGAN ELECTRONIC  
CONSORTIUM  
BOARD OF DIRECTORS  
BYLAWS**

***Article I – Establishment***

The Consortium was established among the following entities: Crawford AuSable School District; Fairview Area Schools; Houghton Lake Community Schools; Gerrish-Higgins School District; Mio AuSable School District; West Branch-Rose City Area Schools; COOR Intermediate School District; Kirtland Community College; AMA Educational Service District; Alpena Public Schools; Alcona Community Schools; Hillman Community Schools.

***Article II – Purpose***

The purpose is to provide for interactive voice/video/data interconnections and services required for, or useful in, the instruction and training of students and other persons utilizing the participants services, the conducting of research, or the administrative operations of the participants and to enable the participants to cooperatively share their resources for the ownership, financing, installation, administration and operation of the network.

***Article III – Definitions***

For the purpose of these bylaws, the terms defined shall have the meaning given them by this article.

- Section 1. "Consortium" means the organization created to include the members outlined in Article 1.
- Section 2. The "NMEC Board of Directors" means the governing body of the parties to the Consortium Agreement.
- Section 3. "Member Board" means the governing body of the parties to the Consortium Agreement.
- Section 4. "Directors" means the appointed person of each member entity or his/her designee.
- Section 5. "Executive Committee" means the committee consisting of the officers (Chairperson, Vice Chairperson, Secretary, Fiscal Agent) of the consortium.
- Section 6. "Party" means a school district or other agency, which has entered into the Consortium Agreement.

Section 7. "NMEC Network" means any communication system including, but not limited to, cable, microwave, satellite, telephone or other telecommunication systems which may be developed and implemented to assist the consortium in carrying out its educational and management purposes.

#### ***Article IV- Parties***

Section 1 Original Parties - Those listed in Article I of the Bylaws.

Section 2 Additional Parties - Any other school district or agency may become a full member upon the approval of the Board of Directors based on such terms as the Board may set and payment of entry fees as the Board may establish.

Section 3 Partnerships – NMEC may enter into limited partnerships with other school districts or public agencies in order to meet the stated purposes of Article II.

Section 4 Bylaws – The bylaws of limited partnerships will be a separate addendum to NMEC bylaws and reviewed/updated annually or on an as needed basis within a given year.

#### ***Article V - Effective Date***

This document becomes effective on the date on which it is approved by a simple majority of the appointed Directors at a duly called and held meeting of the Board of Directors.

#### ***Article VI - Board of Directors***

Section 1. General Powers - A Governing Board (the "Board") shall be established consisting of the designated persons of each entity, or his/her designee. The Board shall have control and authority over the configuration of High-Speed Internet Backbone, shall be responsible for schedule coordination among the participants as may be necessary for the efficient operation of NMEC, and shall be responsible for determination of the services to be provided by NMEC and the establishment of a service fees structure.

Section 2. Qualifications/Appointments/Notices - Each party shall be entitled to one (1) Director. Each Director may appoint a Designee to serve when that Director is absent. The appointed person of each entity shall furnish the Secretary of the Board of Directors the names and mailing addresses of the Director and

any Designee upon joining the consortium and at any time that the Designee might change.

Section 3. Bylaws - At the first meeting, or as soon thereafter as it may reasonably be done, the Board of Directors shall adopt these Bylaws governing its procedures and the procedures of the Executive Committee including the time, place, and frequency of meetings. The Board of Directors may amend the Bylaws from time to time providing that no bylaw amendment is contrary to the originally adopted NMEC Consortium Agreement of the Parties. Bylaws may be amended by either of the following methods:

A. A proposed Bylaw amendment may be submitted by a Director at any regular meeting. It should then be referred to the Executive Committee for a recommendation. The recommendation shall be submitted to the Board of Directors at a regular meeting and voted upon at that or a subsequent meeting of the Board; or

B. A proposed Bylaw amendment may be submitted by a Director by giving written notice thereof to all other Directors at least fourteen (14) days prior to a regular meeting at which it is to be acted upon. The Executive Committee shall form a recommendation for presentation to the consortium at the next regular or subsequent meeting of the Board of Directors.

Section 4. Officers Selection - At the first meeting of the Board of Directors and at each annual meeting thereafter the Board of Directors shall elect the officers from its Directors.

Section 5. Compensation - Directors shall serve without compensation from the Consortium.

Section 6. Voting - Proxy votes will be allowed. Each Director shall have one (1) vote. Votes must be cast during a consortium meeting; electronic meetings (cell phone, video, etc.) are allowable.

Section 7. Vacancies - A vacancy on the Board of Directors created by any cause shall be filled by the agency board of the Party whose Director position on the Board of Directors is vacant.

Section 8. Quorum and Manner of Action - A majority of the Directors shall constitute a quorum of the Board of Directors and the act of a majority of the Directors shall be the act of the Board of Directors. Present shall be defined as being on-site at the

meeting or participating electronically. At least seven (7) members present constitute a quorum. Furthermore, all seven (7) must vote in the affirmative for a motion or resolution to pass. In the absence of a quorum, reports will be given and information shared, but no action will be taken.

- Section 9. Annual and Regular Meetings - After the initial organization of the Board, monthly meetings (including electronic meetings) of the Board of Directors shall be held for transaction of any business, as needed. The Annual Meeting of the Board of Directors shall be the first meeting of the new school year. Actions by the Board shall be by majority vote of the Board of Directors, except as may be provided in the Consortium Agreement.
- Section 10. Special Meetings - Special meetings may be called by the Chairperson of the Board of Directors or by a majority of the Board of Directors upon not less than twenty-four (24) hours to Board members. Actions by the Board shall be by majority vote of the appointed Directors, except as may be provided in the Consortium Agreement. Only matters set forth in the agenda shall be considered at a special meeting.
- Section 11. Notices - Notices of regular and annual meetings of the Board of Directors shall be given to the directors by the Secretary at least Ten (10) days in advance and the agenda for such meetings shall accompany the notice.
- Section 12. Notices Excused - Any meeting of the Board of Directors shall be a proper meeting without any notice thereof having been given to the Directors if all of the Directors are present at the meeting or waive notice in writing before, at or after the meeting.

## **Article VII – Officers**

- Section 1. Member/Election/Qualifications - The officers of the Consortium shall consist of a Chairperson, Vice Chairperson, Secretary, and Director appointed by the Fiscal Agent. The four officers Chairperson, Vice Chairperson, Secretary and Fiscal Agent shall be elected at the annual meeting of the Board and shall hold office until the next annual election. All officers shall be Directors. New officers shall take office at the annual meeting of the Board at which they were elected. Any officer who ceases to be a Director shall at the same time cease to be an officer.

- Section 2. Resignation - Any officer may resign as an officer at any time by giving written notice of his/her resignation to the Board of Directors, to the Chairperson, or to the Secretary. The resignation shall take effect at the time, if any, specified therein, or, if no time is specified therein, upon receipt thereof said Board, Chairperson, or Secretary. The acceptance of a resignation shall not be necessary to make it effective.
- Section 3. Removal - Any officer may be removed, with or without cause, by an affirmative vote of three quarters (3/4) of the total number of Directors at any meeting of the Board of Directors, provided the purpose of removal is stated in the notice of waiver of the notice of the meeting.
- Section 4. Vacancies - A vacancy in any office because of disqualification, death, resignation, or removal shall be filled for the unexpired portion of the term in the manner prescribed herein for election to that office.
- Section 5. Chairperson and Vice Chairperson - The Chairperson shall preside at all meetings for the Board and shall perform such other tasks assigned by the Board. The Vice Chairperson shall act as Chairperson in the absence of the Chairperson.
- Section 6. Secretary - The Secretary shall be responsible for overseeing and keeping a record of all proceedings of the Board of Directors and the sending of written notice and material pertaining to agenda items to each Director and shall be responsible for such other matters as shall be delegated to the Secretary by the Board of Directors.
- Section 7. Fiscal Agent - The Fiscal Agent shall be responsible for overseeing the keeping of financial records and annual audits by the consortium fiscal agent. The Fiscal Agent shall be responsible for such other matters as shall be delegated by the Board of Directors.
- Section 8. Committees - The Board of Directors may appoint such committees, as it deems necessary or desirable to accomplish its purposes. An appointed committee shall be given a specific charge.
- Section 9. Technical Committee - A Technical Committee shall be appointed with one representative from each party.

Section 10.        Programming and Scheduling Committee -A Programming and Scheduling Committee shall be appointed with one representative from party.

***Article VIII - Executive Committee***

Section 1.        Members - The Executive Committee shall consist of the four (4) officers.

Section 2.        Authority - The Executive Committee shall have the authority to manage the property, affairs, and business of the Consortium between Board meetings, being cognizant at all times, of the duties and responsibilities of the fiscal agent as set out in Article X of the Consortium Agreement.

Section 3.        Meetings - Meetings of the Executive Committee shall be held at a date, time, and place to be determined by the Executive Committee. Special meetings may be called by the Chairperson or the Executive Committee or by any two (2) members of the Executive Committee. The date, time, and place of a special meeting shall be fixed by the persons calling the meeting. At least forty-eight (48) hours advance written notice shall be given to all members of the Executive Committee by the person or persons calling the meeting. The notice shall state the matters to be considered at the meeting.

***Article IX- Fiscal Agent***

The COOR ISD shall serve as fiscal agent of the Consortium and have the duties and responsibilities as stated in the Consortium Agreement adopted by parties or as established by the Board. The Fiscal Agent shall provide sixty (60) days notice that it will no longer serve as Fiscal Agent.