

CONSTITUTION OF COOPERATIVE EDUCATIONAL SERVICES

ARTICLE I NAME

The name of the organization shall be "Cooperative Educational Services" (hereinafter referred to as "C.E.S.").

ARTICLE II ENABLING STATUTE AND PURPOSE

This organization shall be established and operated as a Regional Education Service Center in accordance with Section 10-66a et. seq. of the General Statutes of Connecticut, as amended.

The mission of C.E.S. is to enhance the quality of education in the region by providing, through collaborative services, solutions to the identified needs of local educational agencies (LEA's), which would not or could not be accomplished as effectively or efficiently independently.

The Representative Council shall determine the programs and services to be provided by C.E.S., employ the Executive Director, and shall adopt necessary by-laws and policies to carry out its duties to: employ personnel, manage its fiscal affairs, operate its programs and services, and for any other purpose authorized by law.

ARTICLE III MEMBERSHIP

1. The organization shall consist of those Boards of Education within the County which elect to be members and which have paid their C.E.S. dues in accordance with Article IX.

2. Membership entitles a Board of Education with a student enrollment of less than 9,000, to one vote at Representative Council meetings. Those member Boards of Education, having a student enrollment of 9,000 or more are entitled to representation by two board members, each with one vote. Student enrollment will be the count as of October 1st, of that year and as reported to the State Department of Education.

3. Each Board of Education shall designate in writing to the Executive Director of C.E.S. by January 1st the name(s) of the board member(s) who will serve as its representative(s) for the ensuing term. Other members of said Boards of Education may substitute for the duly appointed representative(s), provided the Executive Director of C.E.S. has been so notified prior to that meeting.

4. In the event of a vacancy on the Representative Council, whether by a representative's election defeat, or otherwise, the member Board of Education whose position is then vacant shall promptly appoint a replacement from its board membership for the remainder of the term.

5. Members of the Representative Council shall receive no compensation for services as such but may be reimbursed for necessary expenses in the course of their duties.

6. Boards of Education which wish to become members of C.E.S., and which are otherwise eligible, may do so by paying the full amount of dues set by C.E.S. for its fiscal year.

7. Should a Board of Education interrupt its membership for a portion of a year or more, it may rejoin C.E.S. by paying an additional 15% dues based upon the per pupil assessment by C.E.S. for that year.

ARTICLE IV MEETINGS

1. The Representative Council shall set dates for monthly meetings for each calendar year prior to January 1st of that year. Additional meetings may be called by the President of the Representative Council upon at least three days' notice to all members, or by petition of three voting members of the Council. Meetings held in response to a petition must be preceded by thirty (30) days written notice of such meeting to each member board.

2. Any meeting of the Representative Council at which voting action will be taken regarding bonding and/or borrowing any sum in excess of One Million (\$1,000,000) Dollars, must be preceded by thirty (30) days written notice of such meeting to each member Board.

3. The annual meeting of the Representative Council shall be held during January.

ARTICLE V QUORUM

1. At least seven (7) days prior to each regularly scheduled meeting of the Representative Council, each Council member shall be sent by US Mail, email, or by courier, an agenda of the meeting, outlining the issues to be discussed and the subject matter of actions taken at the meeting. At any such meeting of the Representative Council, a quorum shall exist when at least one third (1/3) of the member districts who have appointed a Representative Council member entitled to vote are represented. In the event a matter arises at the meeting without such prior notice, but which requires immediate action, the

requirement for a quorum shall be met only when a majority of the member districts are represented by a member entitled to vote.

2. A majority vote of those present and voting shall be necessary to carry a motion, except in the case of bonding and/or borrowing which shall require a 2/3 affirmative vote.

3. Any motion carried or any business conducted at a meeting of the Representative Council, held in accordance with Article IV and this Article V, and any action of the Executive Committee pursuant to Article VI, Section 3, shall be binding upon all member Boards of Education of this Regional Education Service Center.

ARTICLE VI OFFICERS

1. At the annual meeting in January, members of the Representative Council shall choose a President, Vice President and Secretary from among the members of the Representative Council.

2. Each officer shall serve until the next annual meeting or until a successor has been elected for the balance of the term by members of the Representative Council.

3. Such officers shall constitute the Executive Committee of this Regional Education Service Center and shall have such powers as the Representative Council may delegate and which are consistent with the enabling statute including, without limitation, the power to make such decisions as may require Council approval by simple majority vote but which, by their nature, cannot be delayed until the next regularly scheduled meeting of the Representative Council.

ARTICLE VII COMMITTEES

1. Nominating Committee

At the annual meeting in January a nominating committee consisting of three members of the Representative Council, appointed by the President and approved by the Council members **in November** shall place in nomination the names of those individuals to serve as officers of the Council, and shall nominate candidates for office positions should a vacancy occur. Nominations of persons to serve as officers will also be accepted from the floor.

2. The Finance Committee will be a standing committee. (Standing committee will be the Finance Committee.)
3. Other committees may be created by the President with the approval of the Representative Council.

ARTICLE VIII AMENDMENTS

This Constitution may be amended at any meeting of the Representative Council by affirmative vote of two-thirds of the member Boards of the Representative Council, provided written notice of the proposed amendment has been made thirty (30) days prior to the meeting.

ARTICLE IX DUES AND ADMINISTRATION EXPENSES

Dues, and/or other administrative fees of the organization, shall be set prior to December 1st of each calendar year. Dues changes shall take effect on July 1st of the following year. Any necessary administrative and overhead expenditures as determined by the Representative council shall be shared jointly by the participating Boards of Education.

ARTICLE X EFFECTIVE DATE

This Constitution shall take effect upon ratification by affirmative vote of two-thirds of the members of the existing Representative Council of the organization as previously organized under Section 10-158b,c of the General Statutes of Connecticut, provided written notice of the proposed Constitution has been made thirty (30) days prior to the Council action.

ARTICLE XI EXECUTIVE DIRECTOR

1. The affairs of this Regional Education Service Center shall be managed by an Executive Director, as executive agent of the Representative Council. The Executive Director shall be appointed by the Representative Council for a term not to exceed three years. The Executive Director shall recommend for Council consideration and action on all policies (appointments) and programs of the Regional Education Service Center. (Ref. Policy 2.002 Formalization of Hiring Authority.)

2. The Executive Committee shall serve as an advisory committee to the Executive Director.

ARTICLE XII RULES

The organization is governed by all applicable state and federal statutes. The operation and authority of the Representative Council shall be governed by the Constitution and such by-laws as the Council may adopt from time to time.

ARTICLE XIII DISSOLUTION AND TERMINATION OF PROGRAMS

1. The organization shall be completely dissolved when the number of participating Boards of Education drops below four. Dissolution shall be effective at the end of the fiscal year following a drop in membership below four. Any member may withdraw from membership at the end of a fiscal year upon 6-month's written notice prior to July 1st. The organization may also be dissolved at any time upon the unanimous vote of all member Boards of Education. At the time of complete dissolution, all assets owned by the organization shall be liquidated in an expeditious manner at the discretion of the membership and in accordance with the then current and applicable Internal Revenue codes. The resulting monies, plus operating, surplus and reserve funds shall be used to pay outstanding indebtedness. The remainder shall be distributed on an equal basis among the organization's members at the time of dissolution. Indebtedness remaining at the date of dissolution shall be divided into the following categories: (1) indebtedness related to administrative and overhead expenses, and (2) indebtedness related to individual programs of the organization. The first category of indebtedness shall be shared jointly by the participating Boards of Education and each shall pay an equal share to discharge such indebtedness. The second category of indebtedness shall be further broken down by program and any participating Board of Education and any non-member or non-public school shall be required to pay a pro-rated share of the indebtedness of any program or service to which it subscribes or subscribed.

2. Apart from a complete dissolution of the organization, any of the organization's programs may be dissolved by action of the Representative Council. All outstanding program indebtedness, including any resulting claims, shall be met when possible by profits of other organization programs. After all outstanding indebtedness of a program has been paid, remaining funds shall accrue to the organization. If profits to pay indebtedness are unavailable from other organization programs, indebtedness remaining at the date of a program's dissolution shall be paid by member program participants and non-member participants on a pro-rated program participation basis.

**ARTICLE XIV
SUPERINTENDENTS' PARTICIPATION**

Superintendents of Schools of member districts shall be notified of all Representative Council meetings via email, and shall be encouraged to participate on a non-voting basis in all Representative Council deliberations.

**ARTICLE XV
FINANCES AND BUDGET**

1. The fiscal year of the Organization shall commence on July 1st of each year and end on the following June 30th.

2. The Executive Director shall submit budgets for Representative Council consideration and approval on an ongoing basis in accord with established policy. Operating budgets shall be given effect for no more than one year. They may be approved for either:

- (a) The remainder of fiscal year of adoption; or
- (b) The fiscal year next following.

3. Capital development project budgets may extend for more than one fiscal year when appropriate for the project and consistent with applicable regulations of the Connecticut State Department of Education.

APPROVED:

March 20, 1990

REVISED:

November 1, 2007

C.E.S. Representative Council

REVISED:

October 1, 2009

C.E.S. Representative Council

REIVSED: October 7, 2010

C.E.S. Representative Council

Revised 5/3/12 C.E.S. Rep Council