

**CONSIDERATION OF APPROVAL OF
AGREEMENT TO CREATE A REGIONAL COUNCIL OF GOVERNMENTS
CONSISTING OF COMMUNITY, STATE COMMUNITY, AND TECHNICAL
COLLEGES**

R-2009-13

WHEREAS: *North Central State College is a member college of the Ohio Association of Community Colleges and a party to the Ohio Association of Community Colleges' founding document – Agreement to Create a Regional Council of Governments Consisting of Community, State Community, and Technical Colleges (AGREEMENT), and*

WHEREAS: *the AGREEMENT may be amended upon the written consent of three quarters of the member college boards of trustees, and*

WHEREAS: *the Governing Board of the Ohio Association of Community Colleges at its October 24, 2008 meeting reviewed and, based upon its determination that the proposed amendments to the AGREEMENT were in the best interest of the Association, voted to endorse such proposed amendments and to recommend that the boards of trustees of the member colleges formally approve the proposed amendments to the AGREEMENT by the Association's 2009 annual meeting scheduled for May 14 and 15, 2009, and*

WHEREAS: *the Board of Trustees of North Central State College has reviewed the proposed amendments to the AGREEMENT that were endorsed by the Governing Board of the Ohio Association of Community Colleges;*

NOW, THEREFORE BE IT RESOLVED: *that the Board of Trustees of North Central State College hereby consents to the proposed amendments to the Ohio Association of Community Colleges' Agreement to Create a Regional Council of Governments as endorsed by the Ohio Association of Community Colleges' Governing Board.*

Resolution of the Governing Board of the Ohio Association of Community Colleges

Whereas, the Governing Board feels that it is in the best interest of the Association to grant the authority over Association personnel to the President of the Association;

Whereas, the Association's Agreement to Create a Regional Council of Governments specifies specifically that the Association's Bylaws contain the following provision: "The Governing Board may, pursuant to Ohio Revised Code Section 167.05, employ or contract with such personnel as it deems necessary to carry out the activities undertaken pursuant to this Agreement";

Whereas, this provision has been interpreted to prohibit the Association of delegating this authority through its Bylaws;

And whereas, the Governing Board has determined that it is the best interest of Association to permit the expansion of the number of Association Officers, and the language of the Agreement to Create is vague on this issue;

Now therefore be it resolved, the Governing Board of the Ohio Association of Community Colleges hereby endorses the amended Agreement to Create proposed October 24, 2008; and recommends that the Boards of Trustees of Ohio's 23 Community and Technical Colleges formally approve the amended Agreement to Create by the Association's 2009 Annual meeting, scheduled to be held May 14 – 15, 2009.

Approved: October 24, 2008

**Approval Recommended by the OACC Governing Board
October 24, 2008**

**$\frac{3}{4}$ of college boards of trustees must approve to become
official**

Substantive changes are underlined if new language; stricken if deleted language

**AGREEMENT TO CREATE
A REGIONAL COUNCIL OF GOVERNMENTS
CONSISTING OF COMMUNITY, STATE COMMUNITY,
AND TECHNICAL COLLEGES**

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**AGREEMENT TO CREATE
A REGIONAL COUNCIL OF GOVERNMENTS
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AND TECHNICAL COLLEGES**

I. PARTIES

This AGREEMENT TO CREATE A REGIONAL COUNCIL OF GOVERNMENTS CONSISTING OF COMMUNITY, STATE COMMUNITY, AND TECHNICAL COLLEGES (hereafter "AGREEMENT") is entered into by and between the boards of trustees of the signatory colleges, pursuant to Ohio Revised Code Chapter 167. The parties are all political subdivisions and are either community college districts existing and operating under Ohio Revised Code Chapter 3354, technical college districts existing and operating under Ohio Revised Code Chapter 3357, or state community college districts existing and operating under Ohio Revised Code Chapter 3358, and membership in the council of governments shall be limited to those college districts.

II. NAME

The name of the regional council of governments established by this AGREEMENT shall be the Ohio Association of Community Colleges (hereafter "ASSOCIATION").

III. PURPOSE

The purpose of the ASSOCIATION is to establish a cooperative working arrangement among the trustees and presidents of the colleges to assist them in carrying out their official duties and responsibilities in furtherance of the legitimate public purposes of the colleges, as follows:

1. To disseminate and exchange information regarding and affecting state-assisted community, state community, and technical colleges in the State of Ohio;
2. To promote action for the common good of the colleges of all member colleges;
3. To provide and/or promote opportunities for leadership development and the continuing education of the trustees of the member college boards of trustees;
4. To promote within Ohio the goals, objectives and related activities of the ASSOCIATION created herein;
5. To promote public understanding of the role of Ohio's state-assisted community, state community, and technical colleges; and

Said organization is organized exclusively for charitable, religious, education, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under subsection 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under subsection 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

IV. ORGANIZATION/GOVERNING BOARD

The ASSOCIATION shall consist only of community college districts existing and operating under Ohio Revised Code Chapter 3354, technical college districts existing and operating under Ohio Revised Code Chapter 3357, and/or state community college districts existing and operating under Ohio Revised Code Chapter 3358.

The ASSOCIATION shall be governed by a Governing Board made up of one trustee designated by each college board of trustees which is a party to this AGREEMENT to serve as a delegate, and the president of each such college.

Each college board of trustees shall also designate a trustee to serve as an alternate member of the Governing Board. Both the delegate and the alternate shall have the right to attend and fully participate in meetings of the Governing Board. However, only the delegate shall be counted for purposes of determining the quorum, and only the delegate have the right to vote at a meeting, unless the delegate is not present at the meeting, in which case the alternate shall have the right to vote.

Each delegate trustee and each college president shall have one vote on any matter which comes before the Governing Board. In the absence of a delegate trustee, the appropriate alternate trustee shall have one vote.

The trustee of each college board of trustees who are to serve as member of the Governing Board, as either delegate or alternates, shall be appointed annually, as prescribed in the bylaws, by resolution of the respective boards.

The Governing Board shall meet at a time and manner as prescribed by the bylaws.

Those members of the college boards of trustees of the college districts which are parties to this AGREEMENT and who are not members of the Governing Board shall be members of the ASSOCIATION. They shall be entitled to attend all meetings of the Governing Board, but shall not be entitled to vote at such meetings. At least one of the meetings of the Governing Board held each year shall be designed and intended to include all members of the ASSOCIATION.

Annually, as prescribed by the bylaws, the Governing Board shall establish a budget for the ensuing fiscal year and, as set forth in Section V, below, assess dues for each party to pay to support the activities undertaken pursuant to this AGREEMENT in the ensuing fiscal year.

Pursuant to Ohio Revised Code Section 167.04 the Governing Board shall adopt by-laws designating the officers of the ASSOCIATION and their method of selection. The officers shall include a Chairperson, Vice-Chairperson, Secretary and Treasurer and any additional officers as specified in the bylaws.

Guided by this AGREEMENT and the specifications herein, the Governing Board shall adopt by-laws to further describe its organization and procedures. which shall include the following terms:

~~Pursuant to Ohio Revised Code Section 167.04(B), the Governing Board shall appoint a fiscal officer, who shall receive, deposit, invest, and disburse the funds of the council.~~

~~The Governing Board may, pursuant to the Ohio Revised Code Section 167.05, employ or contract with such personnel as it deems necessary to carry out the activities undertaken pursuant to this AGREEMENT.~~

~~Such additional terms as the Governing Board deems necessary to further describe its organization and procedures.~~

V. FUNDING AND DUES

The primary source of funding which will be used to carry out the purposes of this AGREEMENT shall be dues from each of the parties. The dues of each party shall be established annually, for each upcoming fiscal year, based upon the budget established by the Governing Board. The method for establishing dues shall be set forth in the bylaws adopted by the Governing Board.

By entering into this AGREEMENT, each party agrees to pay the dues established for it by the Governing Board, subject to its right to withdraw, set forth in Section VII, below. The dues from each party shall be paid to the fiscal officer serving in accordance with Section V.C., below or such other person as the Governing Board may designate. Dues shall be paid at a time and manner as prescribed by the bylaws, unless other arrangements have been approved by the Executive Committee of the Governing Board.

In carrying out activities pursuant to this AGREEMENT the Governing Board may require the parties of any persons who may participate in a particular activity to pay additional amounts to cover some or all of the expenses associated with a particular activity. Any such additional amounts shall be paid to the fiscal officer serving in accordance with Section VI, below.

The expenditure funds by the Association shall be limited to items or services which assist the college trustees and college presidents in carrying out their official duties and responsibilities in furtherance of the legitimate public purposes of the colleges.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of subsection 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI. ASSOCIATION PERSONNEL

Pursuant to the Ohio Revised Code Section 167.04(B), the Governing Board shall appoint a fiscal officer, who shall receive, deposit, invest, and disburse the funds of the council.

Pursuant to the Ohio Revised Code Section 167.05 the Governing Board may employ or contract with such personnel as it deems necessary to carry out the activities undertaken pursuant to this AGREEMENT. Through adopted bylaws, the Governing Board may establish the position of Association President, who shall serve as the chief executive officer of the Association, and the Governing Board may delegate additional authority – including, but not limited to, the authority to employ or contract with personnel – to the Association President through bylaws or through resolution of the board.

~~— This fiscal officer and any other personnel and Association President appointed by the Governing Board may be hired as employees or serve under personnel service contract. In either event, they shall serve at the pleasure of the Governing Board.~~

VII. MISCELLANEOUS TERMS

The majority of the Board of Trustees will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and such compensation decisions will be made by the Board.

The Ohio Attorney General is statutory counsel to each of the colleges which is a party to this AGREEMENT and shall provide all legal advice and representation to the ASSOCIATION and to the trustees, presidents, and any other college officers or employees in connection with their activities for or with the ASSOCIATION.

The records of the ASSOCIATION shall be considered to be records of all the colleges which are, or were at the time the records were created, parties to this AGREEMENT. These records shall be available to all parties.

VIII. APPROVAL, AMENDMENT OR WITHDRAWAL FROM THIS AGREEMENT

The AGREEMENT shall be approved by resolution of the board of trustees of each college which desires to become a party prior to its execution by the president of each such college. This AGREEMENT may be amended upon the written consent of three quarters of the college boards of trustees. The Governing Board does not have the authority to amend this AGREEMENT, except to agree to add as a member a community, state community, or technical college. Any proposed amendment to

this AGREEMENT shall first be presented to the Governing Board for its recommendation prior to the execution of the amendment.

Any party may withdraw from this AGREEMENT by giving thirty (30) days written notice to the Chairperson of the Governing Board. A party's withdrawal shall not entitle it to a refund of any dues or payments already made pursuant to this AGREEMENT.

The AGREEMENT shall take effect upon the approval and signing by the chairpersons of twelve college boards of trustees. It shall continue in effect as long as a majority of college boards of trustees remain as parties to the AGREEMENT.

Agreement to Create Revisions _proposed 10.24.08