

**AMENDED AND RESTATED
BYLAWS GOVERNING THE ACCESS COUNCIL**
(Amended Effective November 12, 2021)

WHEREAS, pursuant to Revised Code Chapter 167, as amended (“Council Statute”) the board of education or other governing authority or board (each a “governing body”) of each of the Members of the ACCESS Council (“Council”) approved the Agreement For Establishment of the ACCESS Council made and entered into as of June 1, 2001 (as amended or supplemented from time to time, “Council Agreement”), and the authorized representatives of the Members met and adopted the Bylaws Governing the ACCESS Council (effective July 1, 2001) pursuant to Revised Code Section 167.04 and Section 4 of the Council Agreement, and thereafter the ACCESS Council Assembly met and amended and restated such original Bylaws (as previously amended effective on or about July 1, 2008 (“Existing Bylaws”; which, as amended hereby and further supplemented or amended from time to time in accordance with Section 12 herein, are the “Bylaws”); and

WHEREAS, pursuant to Section 12 of the Existing Bylaws, on November 12, 2021 (“Effective Date”), the ACCESS Council Assembly (“Assembly”) met and by unanimous (22-0) vote of the authorized representatives of all Members present, adopted a resolution amending the Existing Bylaws, effective immediately (“Amending Resolution”), to revise the Existing Bylaw provisions governing composition of the Board of Directors in order to provide for alternate members of the Board and for related provisions necessary or desirable with respect to qualifications, quorum, voting and similar matters pertaining to such alternate members, and in such resolution authorized and directed the Board of Directors to determine and approve the wording of such amendments consistent with the Amending Resolution; and

WHEREAS, pursuant to the Amending Resolution, by a resolution adopted on December 9, 2021, the Board of Directors determined, reviewed and approved the amendments of the Existing Bylaws herein, confirmed that such amendments are consistent with the Amending Resolution and that these Amended and Restated Bylaws Governing the ACCESS Council are the Bylaws, as in effect from and after the Effective Date, and directed that a copy of these Bylaws be promptly forwarded to each of the members of the Assembly;

NOW, THEREFORE, from and after the Effective Date, the following provisions shall constitute the Bylaws of the ACCESS Council:

Section 1. Definitions

Any capitalized word or phrase used in these Bylaws and not otherwise defined herein, shall have the meaning given in the Council Agreement, as the Council Agreement may, from time to time, be amended, modified, or supplemented in accordance with Section 8 thereof.

Section 2. Assembly

The Assembly shall be the legislative body of the Council. The members of the Assembly, of any tier, shall be collectively referred to herein as “Members.”

(A) Composition.

(1) Members, Associate Members and Nonmembers.

The Assembly shall include one representative of each of the Assembly Members. Assembly Members are as follows:

Austintown Local	Beaver Local
Boardman Local	Canfield Local
Campbell City Schools	Columbiana County ESC
Columbiana County CTC	Columbiana Exempted Village
Crestview Local	East Palestine City Schools
East Liverpool City Schools	ESC of Eastern Ohio
Jackson Milton Local	Leetonia Local
Lowellville Local	Mahoning County CTC
Poland Local	Salem City Schools
Sebring Local	South Range Local
Springfield Local	Struthers City Schools
United Local	Wellsville Local
West Branch Local	Western Reserve Local
Youngstown City Schools	Youngstown Community

Representation of Assembly Members shall be determined in accordance with Section 3 of the Council Agreement. In the event that the Superintendent of any Assembly Member (if such Assembly Member is a board of education) or the executive designated by the Assembly Member's governing body (if such Assembly Member is not a board of education) is present at any meeting of the Assembly, the authority to vote and otherwise act as the representative of such Assembly Member shall be exercised solely by that official ("Designated Representative"). In the event of the vacancy, absence or other unavailability of the Designated Representative, any alternate representative of the Assembly Member appointed by the Assembly Member's board of education or other governing body pursuant to Section 3 of the Council Agreement, shall have the same authority to act on behalf of the Assembly Member (and of the Designated Representative) as was vested in its Designated Representative, including the full right to be counted towards a quorum and to represent, vote and be heard on any and all matters that come before the Assembly.

(2) ASSOCIATE MEMBERS

Associate members are k-12 public schools who are not recognized as Assembly Members but who may benefit from Membership in the Council and through access to its programs. In order to be eligible as an Associate Member, the school district must have been previously aligned with an Ohio ITC that is a member of the Ohio Educational Computer Network. Associate Members have no vote in the Assembly but may participate in the programs of the Council, may benefit from discounted fees as approved by the Assembly and may benefit from a K-12 Network Subsidy from the Ohio Department of Education and Workforce Development by virtue of its

membership. Associate Member representatives shall attend the meetings of the Assembly but shall not count towards a quorum and shall have no voting rights. Associate Member representatives shall be assigned to the Assembly in accordance with process set forth in Section 3 of the Council Agreement.

(3) NONMEMBERS

Nonmembers are non-public schools and business entities that purchase services from the Council. Nonmember representatives shall attend the meetings of the Assembly but shall not count towards a quorum and shall have no voting rights. Nonmembers shall each appoint a representative to attend the meetings of the Assembly.

(4) Ex-Officio Members. The person serving as Treasurer of the Council and the person who may be serving as Executive Director of the Council (as provided in Sections 4 and 5 of these Bylaws) each shall be an ex-officio member of the Assembly and shall attend all meetings of the Assembly but shall not count for purposes of determining the presence or absence of a quorum and shall not have a vote.

Compensation. All representatives to the Assembly (exclusive of ex-officio members) shall serve without compensation.

(B) Meetings. The Assembly shall meet at least two times each year, on dates to be established by the Board of Directors, and the Assembly may hold such additional meetings as may be requested by the Chairperson or as may be requested, in writing to the Recording Secretary, by any six or more Designated Representatives to the Assembly. Written notice of each meeting shall be provided by the Recording Secretary or designee to each Assembly representative not less than 24 hours preceding the time for meeting, and shall state the date, time and place of the meeting and subject or subjects to be considered at the meeting. Any notice to an Assembly representative required to be in writing shall be deemed given if (i) left at the office of the Designated Representative of each Member and each Program Representative, or (ii) deposited in the United States mail, postage prepaid, by first-class mail addressed to the Designated Representative of each Member and each Program Representative, or (iii) delivered through the ACCESS electronic mail system to the e-mail address of the Designated Representative of each Member and each Program Representative; provided there has been confirmation of the receipt of such electronic mail (which confirmation may be by electronic means). The requirements of and procedures for notice may be waived in writing by each representative and any representative shall be deemed conclusively to have waived such notice with respect to a meeting by his or her attendance, or the attendance of any alternate representative of that Member, at that meeting. Pursuant to Revised Code Section 121.22(F), the Assembly shall, by rule, establish a reasonable method whereby any person may determine the time, place and purpose of its meetings. All meetings of the Assembly shall be open to the public, subject to the exceptions in Revised Code Section 121.22(G). The Assembly may, but need not, adopt other rules.

The Chairperson of the Council (and in the Chairperson's absence the Vice-Chairperson of the Council), elected by the Assembly pursuant to Section 3 of these Bylaws, shall preside at Assembly meetings. The Recording Secretary elected by the Assembly pursuant to Section 3 of

these Bylaws, shall keep a record of the Assembly's proceedings, including a journal of all minutes of all meetings of the Assembly. The Recording Secretary shall also be the officer responsible for all official documents, resolutions and actions of the Assembly and the Recording Secretary or designee shall distribute a copy of the minutes of each Assembly meeting to each Assembly member. If for any reason the office of Recording Secretary is vacant, the Chairperson shall designate a member of the Board of Directors to serve as temporary Recording Secretary until a Recording Secretary is selected by the Board of Directors.

(C) Resolutions. A majority of all representatives to the Assembly eligible to vote on a matter (including as applicable, Program Representatives) shall constitute a quorum to transact business except as may be otherwise provided in the Council Agreement or these Bylaws. Each representative (including the Chairperson, Vice- Chairperson and Recording Secretary) shall have one vote; provided, however, that when a matter is to be voted upon which is of concern to only one or more but not all programs of the Council, only representatives of Members participating in those programs (and applicable Program Representatives) shall be eligible to vote on that matter and only those representatives eligible to vote shall be counted for purposes of determining whether a quorum is present. No Program Representative shall be permitted to vote, or be counted for purposes of determining whether a quorum is present, on any matter that is not within the scope of the applicable program. All legislative action of the Assembly shall be by resolution entered on its records. Except as otherwise provided in the Council Agreement, the affirmative vote of at least a majority of all of the representatives to the Assembly eligible to vote on a matter shall be required for the enactment of every resolution. Unless otherwise specifically stated in the resolution, all resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Revised Code to be made by the Treasurer or Members.

(D) Powers and Duties of Assembly.

(1) Prior to November 30 in each Fiscal Year, the Assembly shall determine, upon recommendation from the Board of Directors, the total estimated costs of operating the Council and its programs for the next Fiscal Year, separately identifying the costs of each program of the Council, and the portion of total estimated costs of operating the Council and its programs to be allocated to each Member pursuant to Section 10 hereof.

(2) Prior to November 30 in each Fiscal Year, the Assembly shall consider, upon submission by the Board of Directors, and thereafter modify, if necessary, and approve the annual appropriations of the Council for the next Fiscal Year based upon the estimate of the costs of operating the Council and its programs, determined pursuant to the preceding paragraph.

(3) Prior to May 31 in each Fiscal Year, the Assembly shall select the members of the Board of Directors for the next Fiscal Year in accordance with Section 3 hereof.

(4) The following matters shall be submitted to the Assembly and are subject to final approval by the Assembly: the total costs of operating the Council and the annual appropriations of the Council for each Fiscal Year; selection of the Board of Directors; the apportionment among the Members of the costs of operating the Council; and such other matters as the Board of Directors or the Assembly may, from time to time, determine to be matters requiring approval by the Assembly.

Section 3. Board of Directors and Officers

The Board of Directors shall be the managerial body of the Council.

(A) Composition:

(1) The Board of Directors shall be composed of:

- (a) the Superintendents of each educational service center which is an Assembly Member (each an “ESC Superintendent” and/or Treasurer”). The Superintendent or Treasurer of the ESC who is designated to serve on the Board shall do so for a two-year term, after which the respective ESC can designate its Treasurer or Superintendent, for the next two-year term, and so on. In the event that the ESC Superintendent or Treasurer holding the seat resigns or otherwise leaves the employ of the ESC, the ESC shall designate a successor for the remainder of the term, which shall be the then-current ESC Superintendent or Treasurer. The designated member shall be the only person authorized to sit on the Board for the two-year term,
- (b) two School District Superintendents from each county in which the educational service center is an Assembly Member,
- (c) one School District Treasurer from each county in which the educational service center is an Assembly Member, and
- (d) subject to Section 3(A)(3) below, one alternate representative from each county in which the educational service center is an Assembly Member (an “Alternate County Representative”).

(2) The Assembly Members in each county shall meet in caucus at the final meeting of the Assembly in each fiscal year to select members of the Board of Directors, as follows:

- (a) The Assembly Members in each county shall select, from among the Assembly Members in that county, the two School District Superintendents to represent the respective counties on the Board of Directors (each a “Superintendent Representative”). Each Superintendent Representative shall serve a two-year term.
- (b) The Assembly Members in each county shall also select one School District Treasurer from a different School District (in that county) than those from which the Superintendent Representatives were selected (each a “Treasurer Representative”). The Treasurer Representative will serve as the county’s fourth (4th) representative to the Board of Directors and shall serve a two-year term.
- (c) The Assembly Members in each county shall also select one Alternate County Representative, which Alternate County Representative shall be either a School District Superintendent or a School District Treasurer, and shall be from a different School District (in that county) than those from which the Superintendent Representatives and the Treasurer Representative were selected. Each Alternate County Representative shall serve for a one-year term.
- (d) Assembly Members in a county in which the educational service center is not an Assembly Member shall be assigned, by a majority vote of the Board of Directors, to caucus with and be represented on the Board of Directors by the representatives from a county in which the educational

service center is an Assembly Member.

(3) Each Alternate County Representative shall be entitled to attend all meetings, including executive sessions, of the Board of Directors and to be heard, upon request, in all deliberations of the Board of Directors in the same manner and to the same extent as the ESC Superintendent, Superintendent Representatives, and Treasurer Representative representing each county (collectively, a “County Board Delegation”) on the Board of Directors. In addition, in the event that any member of a County Board Delegation is absent or unavailable for purposes of counting quorum or voting on any matter coming before the Board of Directors, the Alternate County Representative for the same county shall be counted towards quorum and shall be entitled to vote on all such matters. Unless one (or more) of the members of a County Board Delegation is absent or unavailable for purposes of counting quorum or voting on any matter coming before the Board of Directors, the Alternate County Representative for the same county shall NOT be counted towards quorum and shall NOT be entitled to vote on any such matters.

(4) In the event a vacancy occurs on the Board of Directors (including with respect to an Alternate County Representative), a caucus shall be promptly held among the Assembly members from the county to which the vacancy relates for the purpose of selecting a qualified representative to fill the applicable vacancy.

(5) The Treasurer and Executive Director of the Council each shall be an ex-officio member of the Board of Directors and shall attend all meetings of the Board of Directors excepting, as determined by the Board of Directors, executive sessions, but shall not count for purposes of determining a quorum and shall not have a vote.

(B) **Officers.** At its final meeting in each fiscal year, the Board of Directors shall convene and organize for the ensuing year. At such meeting the Board of Directors shall, by majority vote of all members, elect from its membership a Chairperson, Vice-Chairperson and a Recording Secretary, each to serve a one-year term; provided, that no Alternate County Representative shall be elected to serve as Chairperson or Vice-Chairperson.

(1) **Chairperson.** The Chairperson or his/her designee shall preside at all meetings of the Board of Directors and the Assembly. The Chairperson’s duties shall also include, but not be limited to: consulting with the Executive Director in preparing agendas for each meeting of the Board of Directors and Assembly, and performing such other duties as may be commissioned by the Board of Directors.

(2) **Vice-Chairperson.** In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings of the Board of Directors and of the Assembly. The Vice-Chairperson shall assist the Chairperson in the discharge of his/her duties. Should the Chairperson not be able to complete his/her term, the Vice-Chairperson shall assume the duties of Chairperson and an election to replace the Vice-Chairperson shall be held at the next meeting of the Board of Directors.

(3) **Recording Secretary.** The Recording Secretary or designee shall provide notice to all members of the Board of Directors of all meetings of the Board in accordance with subsection D of this Section 3. Minutes of all meetings of the Board shall be kept by the Recording Secretary and distributed to each member of the Board within thirty days following each Board meeting. The Recording Secretary shall provide all members with notice of all Assembly meetings and shall keep and distribute minutes of all Assembly meetings in accordance with Section 3 herein. The Recording Secretary shall perform such other duties as the Chairperson may request. The Recording Secretary may designate another person to keep minutes of Board and Assembly meetings and provide such notices.

(C) Meetings of Board of Directors. A majority of the members of the Board of Directors included in any County Board Delegation shall constitute a quorum to transact business. Alternate County Representatives shall count towards quorum if but only if consistent with Section 3(A)(3) above. Each member of the Board of Directors (including the Chairperson, Vice-Chairperson and Recording Secretary) shall have one vote and Alternate County Representatives shall be permitted to vote if but only if consistent with Section 3(A)(3) above. Ex- officio members of the Board of Directors may attend all meetings of the Board of Directors but shall not be counted for purposes of determining a quorum and shall not have a vote. All action of the Board of Directors shall be by resolution entered on its records. The affirmative vote of at least a majority of all members of the Board of Directors included in any County Board Delegation shall be required for the enactment of every resolution. All resolutions shall be effective immediately upon enactment.

The Board of Directors shall generally meet once each calendar month, with its first meeting in each Fiscal Year to be held in July or August. The requirement for a monthly meeting may be waived by the Chairperson as long as the Board of Directors meets at least six times during the Fiscal Year. At its first meeting in each Fiscal Year, the Board of Directors shall set the dates for its regular meetings for such year. Additional meetings may be called by the Chairperson as necessary or may be called upon request to the Recording Secretary from any two or more members of the Board of Directors or from the Fiscal Agent of the Council. Notice of each such meeting shall state the date, time, and place of the meeting and subject or subjects to be considered at the meeting, and shall be provided by the Recording Secretary or designee to each member of the Board of Directors not less than 48 hours preceding the time for the meeting with the media notified 24 hours in advance. The requirements and procedures for notice may be waived, including electronic reproduction, by each member of the Board of Directors and any member of the Board of Directors shall be deemed conclusively to have waived such notice by his attendance at such meeting. Pursuant to Revised Code Section 121.22 (F), the Board of Directors shall, by rule, establish a reasonable method whereby any person may determine the time, place, and purpose of its meetings. All meetings of the Board of Directors shall be open to the public, subject to the exception in Revised Code Section 121.22 (G) for executive sessions. The Board of Directors may, but need not, adopt other rules.

(D) Powers and Duties. The Board of Directors shall have the authority to do the following:

- (1) Consider and approve Program Agreements for programs in which some or all Members may determine to participate.
- (2) Act as the managerial body for all programs of the Council.
- (3) Appoint one or more advisory committees, as provided in Section 6, if determined by the Board to be necessary or appropriate to assist the Board in the management of any program.
- (4) Appoint the Treasurer and an Executive Director for the Council, consistent with Sections 4 and 5 hereof.
- (5) Authorize the employment of employees of the Council as are determined to be needed for the operation and administration of the Council's programs and establish their salaries, benefits and work and disciplinary rules; provided that the compensation to be paid to any employee is within the budget approved by the Assembly or the Board of Directors in accordance with these Bylaws.
- (6) Consider and approve any purchase, leases or other acquisitions of equipment,

facilities or services for the Council and authorize the retention of the services of consultants or other independent contractors; provided that the cost thereof is within the budget approved by the Assembly or the Board of Directors in accordance with these Bylaws.

(7) Make recommendations to the Assembly concerning any matter relating to the Council and its programs, including but not limited to: (a) amendments to or modifications of the Council Agreement, the Bylaws and any Program Agreement, (b) appropriations of the Council, (c) each Assembly Member's share of the costs of operating the Council and its programs, (d) inclusion of additional Members in the Council, (e) disqualification of Members, and (f) the provision of services by the Council, consistent with the Council Agreement, the Bylaws and any applicable Program Agreement to other entities under contract with the Council.

(8) Determine fees and charges for special services or for supplies or equipment not included in each Assembly Member's share of the costs.

(9) Establish standards for equipment owned by Members (or other user entities) and to be connected to Council equipment to permit such Members (or other users) to utilize services provided by the Council ("Peripheral Equipment") and approve or disapprove requests from Members (or other user entities) for the acquisition of Peripheral Equipment.

(10) Direct the Treasurer concerning disbursements from the funds maintained by the Council.

(11) Amend the budget and appropriations of the Council, subject to certification by the Treasurer that the amended budget and appropriations are within the limits of the Council's resources.

(12) Make an annual report of the activities of the Council to the Members.

Section 4. Treasurer

The Treasurer shall be appointed by the Board of Directors and shall be a person who meets the qualifications under Ohio law for treasurers of boards of education and who is determined by the Board of Directors to have the skills and experience necessary to perform the duties of the Treasurer of the Council. The Board of Directors shall determine the compensation to be paid to the Treasurer, which shall be a cost of operating the Council and its programs to be approved by the Assembly pursuant to Section 10 and paid by the Assembly Members.

The Treasurer of the Council shall act as the fiscal agent for each program of the Council, unless otherwise designated by the corresponding Program Agreement. The Treasurer shall receive and disburse all funds of the Council, prepare all necessary fiscal reports for the Board of Directors and the Assembly, and undertake all other financial transactions necessary to the work of the Council.

The Treasurer shall obtain and keep in force a fidelity bond, in an amount determined by the Board of Directors and with a surety company approved by the Board of Directors, or, in lieu of a separate fidelity bond, the Board of Directors may direct the Treasurer to continue and keep in force any existing fidelity bond the Treasurer may have which the Board of Directors determines to be adequate. In either case, the Council shall be named as an insured on such bond and the amount thereof shall not be reduced without prior written consent of the Board of Directors.

In lieu of the bond described above, the Treasurer shall obtain, and keep in force, at the cost of the ACCESS Council, a fidelity and crime insurance policy. Said policy must be approved by the Board of Directors and be issued by an accredited insurance carrier or joint self-insurance pool

with a minimum of an “Alfred M. Best A-“financial rating or better. The policy, at a minimum, must cover the ACCESS Council from losses caused by fraudulent or dishonest actions of, and the failure to perform a duty prescribed by law of the Treasurer or other employee. Coverage must be equal to or greater than the amount required by the Board of Directors for a surety bond. The Treasurer shall deposit with the Chairperson of the Board a certified copy of documentation from the insurance provider that evidences proof of coverage before the Treasurer is considered qualified for the position or undertakes official duties.

Section 5. Executive Director

The Board of Directors may appoint a person to serve as Executive Director of the Council. The Executive Director shall oversee the implementation of the Board’s policies and directives with respect to the operation of the Council and its programs and perform such duties as may be determined by the Board of Directors to be the responsibility of the Executive Director. The person appointed as Executive Director shall have the educational background and prior work experience determined by the Board of Directors to be necessary to discharge the duties of the Executive Director. The Board of Directors shall determine the compensation to be paid to the Executive Director, which shall be a cost of operating the Council and its programs to be approved by the Assembly pursuant to Section 10 and paid by the Assembly Members.

Section 6. Advisory Committees

One or more advisory committees may be appointed by the Board of Directors to assist the Board of Directors in the management of any program of the Council. The members of an advisory committee shall be appointed by and shall serve at the pleasure of the Board of Directors and for such period of time as may be determined by the Board of Directors. The members of the advisory committees need not be the representatives of the Members in the Assembly; for example, advisory committees may be composed of treasurers, technology coordinators, business managers or other officials or employees of the Members, and advisory committees may include employees of the Council or consultants and other persons who are not officers or employees of the Members of the Council. At least one member of the Board of Directors shall serve as liaison to each advisory committee. Each advisory committee shall perform the duties directed by the Board of Directors.

The Board of Directors shall appoint a chairperson and vice-chairperson for each advisory committee. The committee chairperson shall preside at all committee meetings and prepare the agenda for each meeting following consultation with the Board of Directors. In the absence of the committee chairperson, the committee vice-chairperson shall preside at committee meetings. The committee vice-chairperson shall succeed to the office of the committee chairperson, should it be vacated before the end of a term, and shall assist the committee chairperson in the discharge of that chairperson’s duties.

Each advisory committee shall make recommendations to the Board of Directors concerning any matter referred to it by the Board of Directors.

Section 7. Employees and Consultants

The Council may employ persons and may contract for the services of independent contractors, consultants or experts as the Board of Directors deems necessary or appropriate for the proper operation and administration of the Council and its programs. Any staff employed by the Council shall be determined by the Board of Directors to have the educational background and work experience necessary to discharge the duties assigned to that person by the Board of Directors. The

Board of Directors shall establish the salaries, benefits, and work and disciplinary rules for the Council's staff and shall direct the hiring and discharge of that staff. Each contract of employment shall be approved by the Board of Directors and shall be signed by the Chairperson or Vice-Chairperson of the Board of Directors and by the Treasurer. The Board of Directors of the Council may designate the Executive Director to be responsible for the supervision of the Council's staff. The salaries and benefits paid to any employees of the Council and any amounts paid under contract to independent contractors, consultants or experts shall be operating costs of the Council and shall be payable solely from moneys on deposit in funds of the Council designated by the Board of Directors to be used for the payment of such costs.

Section 8. Equipment and Facilities

The Council may purchase, lease, lease with an option to purchase, or otherwise provide for supplies, materials, equipment and facilities as it deems necessary and appropriate to carry out the programs of the Council. The Council shall comply with the laws of the State governing its Members with respect to the procedures for bidding and letting of contracts for the acquisition, repair or improvement of its facilities, equipment and supplies. All contracts or leases or lease-purchase agreements or other arrangements entered into by the Council for supplies, materials, equipment or facilities of the Council shall be approved by the Board of Directors and shall be signed by the Treasurer, together with the Chairperson, the Vice-Chairperson or the Executive Director, or as otherwise authorized by the Board of Directors. In the absence or unavailability of the Treasurer, such contracts or leases may be signed by the Chairperson or Vice-Chairperson of the Council together with the Executive Director, or as otherwise authorized by the Board of Directors. In the event that it is necessary for a Member of the Council to enter into a contract, lease, lease-purchase agreement or other arrangement for the acquisition of any equipment or facilities (e.g., in order to facilitate tax-exempt financing thereof), the contract, lease, or lease-purchase arrangement shall be approved by the Board of Directors before the Member enters into such obligation on behalf of the Council and its Members.

Section 9. Council Funds

The Council's Funds shall be established and maintained by the Treasurer of the Council separate and apart from all other funds which may be under the custody of the Treasurer. A separate fund shall be established for each program of the Council. In addition, the Council shall establish a separate fund (herein referred to as the "Council Fund") for the payment of overhead costs of the Council not solely attributable to any one program. Those overhead costs may be allocated to the various programs of the Council and moneys may be transferred from the various program funds to the Council Fund in such manner as may be authorized by the Board of Directors, consistent with the budget approved by the Assembly pursuant to Section 10 of these Bylaws. The Council's Funds shall be subject to the laws of the State concerning the investment and management of public funds, particularly Revised Code Chapter 135, and shall be subject to audit and inspection by the Auditor of State. The Council's Funds shall be the responsibility of the Treasurer.

The Treasurer of the Council shall deposit in the Council Fund the contributions received from the Members or from other sources for operating costs of the Council. Any interest earned on moneys in the Council Fund shall be credited to the Council Fund. Disbursements may be made from the Council Fund by the Treasurer at the direction of the Board of Directors or the Assembly for any proper purpose of the Council, including but not limited to payment of operating costs, costs incurred in connection with the organization and meetings of the Council, costs and expenses of studies undertaken relating to new programs which may be of interest and benefit to Members of the Council, salaries of any staff employed by the Council (including the persons employed as the

Treasurer and Executive Director), fees and expenses of consultants and attorneys, and payment of other operating expenses.

The Treasurer of the Council shall maintain records which separately identify by Member all contributions from the respective Members for payment of costs of operating the Council and its programs. The Treasurer shall maintain records which account for all disbursements from the Council's Funds. The Treasurer shall make monthly reports to the Board of Directors concerning all contributions to and disbursements from the Council's Funds during the preceding calendar month.

Section 10. Estimate of Council Costs; Payments by Members

Prior to November 30 in the Fiscal Year preceding the Fiscal Year for which the following estimates are made, the Board of Directors shall: (a) submit to the Assembly a written estimate of the costs of operating the Council and its programs for the next Fiscal Year of the Council, separately itemized for each program of the Council, and (b) provide the Assembly and each Assembly Member with an estimate of each Assembly Member's share of those costs, separately itemized for each program in which that Assembly Member participates. The costs of each shall be apportioned among the Assembly Members participating in the program as provided in the respective written Program Agreement. Any costs relating to the operation of the Council and not included in the program costs shall be apportioned among the Assembly Members in the manner determined by the Board of Directors. The estimates shall be presented in enough detail so that the Assembly can determine their sufficiency.

The Assembly shall consider the estimates and accept or modify the same and thereby authorize and approve the estimated budget and appropriations for the Council. It shall then instruct the Treasurer to deliver to the Assembly Members, on or before December 15, an estimated budget of the Council for the next Fiscal Year evidencing each Assembly Member's share of that budget. Each Assembly Member board of education shall include its share of that budget in its own budget.

The estimated budget and appropriations for the Council may thereafter be amended, if necessary or appropriate, by resolution of the Assembly or, if such amendments do not increase the payments to be made by the Assembly Members, by resolution of the Board of Directors.

Each Assembly Member shall, on or before July 15 of the Fiscal Year of the Council for which that estimate was made, appropriate (pursuant to Chapter 5705 of the Revised Code) its share of the Council costs included in that estimated budget. Any Assembly Members that are not boards of education shall include their respective share of the Council's budget in whatever budget and appropriation measures they follow (by law or otherwise). Each Assembly Member shall thereafter (a) remit to the Treasurer its share of the costs of the programs in which it participates in the manner provided in the respective written Program Agreements and (b) remit to the Treasurer its share of other costs of the Council in the amounts and at the times directed by the Treasurer.

Failure by an Assembly Member to appropriate and remit any of its share of the costs of operating the Council pursuant to these Bylaws within sixty days after the same shall become due shall be deemed a withdrawal by such Assembly Member from the Council unless the Assembly Member has petitioned the Board of Directors for an extension of time for payment and the Board of Directors has, by resolution, approved an extension to a date certain and the Assembly Member has remitted its share of the those costs to the Treasurer within the time extension(s) approved by the Board of Directors.

Under no circumstances shall the Treasurer, or any other officers or persons acting on behalf of the Council, have the power to incur obligations for costs of operating the Council and its programs in an amount which exceeds the total unspent amount appropriated for those costs and remitted to the Treasurer by the governing bodies of the Assembly Members (or in the process of collection by the Treasurer from the Assembly Members or other sources), all pursuant to the Agreement, the Bylaws and the Program Agreements, except as may be permitted by law.

Section 11. Conduct of Meetings

All meetings provided for in these Bylaws shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised unless otherwise directed by these Bylaws or by resolution of the Assembly, the Board of Directors, or any advisory committee with respect to the meetings of each of those bodies. The Chairperson of the Council (and, in the case of an advisory committee, the committee chairperson) shall be the parliamentary procedure officer and his decisions with respect to matters of parliamentary procedure shall be final.

Section 12. Amendments

These Bylaws may be modified, amended or supplemented in any respect upon approval of the modification, amendment or supplement by at least two-thirds of the Assembly Members' representatives in the Assembly and the approved amendment, modification or supplement shall thereupon become binding upon the Council and on all Members.

[End of Amended and Restated Bylaws Governing the ACCESS Council]