

**ARTICLES OF ASSOCIATION AND AMENDED BY-LAWS  
OF  
CANYON-OWYHEE SCHOOL SERVICE AGENCY**

*Revised and Adopted  
June 18, 2012  
by its Board of Trustees*

*Pursuant to Idaho Code Section 33-315 through 33-318 inclusive and 67-2326 through 67-2333 inclusive, the school districts of the State of Idaho hereinafter named having heretofore established the Canyon-Owyhee School Service Agency do hereby confirm the establishment thereof and do hereby adopt these amended By-Laws.*

*MISSION STATEMENT: The mission of the Canyon-Owyhee School Service Agency is to provide educational services for all eligible children and to develop cooperative efforts that enhance the effectiveness of the individual districts.*

**DEFINITIONS**

*When used herein, the terms following shall have the meanings following:*

- *"agency" means Canyon-Owyhee School Service Agency*
- *"school district" means a school district organized and existing under the laws of the State of Idaho*
- *"member" means a school district admitted as a member of this agency*
- *"agency board" means the board of trustees of the agency*
- *"district board" means the board of trustees of a member*
- *"agency trustee" means the trustee of the district board of a member designated as the agency trustee by the district board of such member*
- *"district superintendent" means the superintendent of a member*
- *"net assets" means all of the assets of this agency remaining after payment of all liabilities of the agency*

## **ARTICLE I - NAME AND ADDRESS**

*The name of this cooperative service agency shall be "Canyon-Owyhee School Service Agency." The location and post office address of its registered office is 109 Penny Lane, Wilder, Idaho 83676. The agency board may at any time, or from time to time, change the location of the principal office from one location to another.*

## **ARTICLE II - MEMBERSHIP**

*Section 1. Admission to Full Membership. Membership in this agency shall be limited to school districts. Admission to full membership shall be made upon the written application of a school district desiring admission and shall require the unanimous approval of the agency board. Upon admission to membership in this agency, such school district shall be entitled to all rights and privileges of membership.*

*Section 2. Provision of Membership. School districts Notus #135, Parma #137, Marsing #363, and Homedale #370, having been charter members and having maintained membership in the agency, have preserved their share of the net assets. School district Wilder #133, having been a charter member, but having forfeited any and all claims to agency assets upon withdrawing from the agency, has been readmitted to membership in this agency as of March 4, 1981, and shall have no claim to the net assets of the agency acquired prior to that date, but shall have the right to share in the net assets of the agency acquired after that date subject to the provisions of Article VII of these By-Laws.*

- a. Each member shall annually contract with the agency to assume, as set forth in the annual contract, its share of the operational expenses of the agency as well as its share of any agency indebtedness.*
- b. Each member shall be entitled to enroll its students in all the programs offered by this agency.*
- c. A member may withdraw from this agency by filing a written notice of intent to withdraw with the agency board no later than the February board meeting, to be effective the following June 30. All sums due to the agency from the withdrawing member for the current year's program must be paid in full by June 30. Failure to submit a letter of intent to withdraw as provided in this paragraph shall be interpreted by the agency board to mean the member desires continued membership, and the membership of such member shall be automatically renewed as set forth in the annual contract.*
- d. Upon withdrawal, such member shall have no claim to any assets of the agency. The withdrawing member shall pay its share of liabilities that may have been incurred by the agency during the withdrawing member's term of membership in the same manner as the remaining members pay their share of all such liabilities.*

Section 3. Duties of Membership. Each member has each affirmative duty following:

- a. To pay all sums due from such member to this agency when due. (Note: the primary vehicle for securing sums due shall be the Memorandum of Agreement. See Appendix A for a copy of this document.)
- b. To fully implement all decisions, orders, and resolutions from time to time adopted by the agency board.
- c. To reasonably cooperate with the agency board, the officers of this agency, and each of the other members, and as in Section 4 of this Article, the consultant-mediator, to accomplish the purposes for which this agency is formed.

Section 4. Resolution of Questions of Legal Authority. In order to ensure that the agency board is fully informed on matters of legal authority wherever legal authority is necessary for the rendering of a decision by the agency board, the agency director will have made available to the agency board, no later than 48 hours prior to the agency board meeting, such authority in writing.

Should any agency trustee, or in the absence of the trustee, the agency representative of such member, question the legal authority presented in writing or question the legal authority of any decision about to be made by the agency board, the following procedures shall be followed:

- a. The decision on the matter in question will be postponed until the next regular agency board meeting.
- b. Within five (5) working days, the agency director will create a list of a minimum of three (3) legal consultants or mediators willing to provide the agency board with a professional opinion regarding the legal authority in question. The agency director shall then present the list to the agency trustee or the agency representative of such member within three (3) working days of the creation of the list.
- c. The agency trustee or the agency representative of such member questioning the legal authority and the agency director shall select one of the consultants or mediators that is acceptable to both.
- d. The mutually chosen consultant or mediator will consider the matter and render his or her opinion in writing no later than the next regular meeting of the agency board. Such opinion shall be the final legal authority of the agency board.

Should any agency trustee, or in the absence of the agency trustee the agency representative of such member, refuse to comply with the final legal authority as specified in d. above, the agency board may, by a majority vote of the members present, elect to sanction the member refusing to comply. Such sanction may include

monetary penalty not to exceed \$5,000, including the fees of the consultant or mediator who rendered the opinion on the matter in question before the agency board. Sanction may also include termination of the member's membership as defined in Section 5 of this Article.

Section 5. Termination of a Member's Membership. The agency shall have the right to terminate the membership of a member in this agency by a majority vote of the full agency board after a hearing thereon and a finding by the agency board that such member has violated one or more than one of the duties of membership set forth in Section 4 above.

- a. Any member may call for a hearing on the termination of any other member's membership in this agency by filing with the agency board a written complaint stating with reasonable particularity the grounds alleged as the basis for such termination.
- b. The member whose membership is sought to be terminated shall be served with a written notice of the time, date, and place of the hearing on such complaint not less than 28 days before the date of such hearing, together with a copy of such complaint.
- c. Such hearing shall be a public hearing; shall be recorded by an appropriate sound recorder; and shall be held by the agency board, which shall hear the evidence and arguments offered in support of and the evidence and arguments offered in defense of the termination of such member's membership in this agency.
- d. The agency board may have a hearing officer selected by the agency board conduct such a hearing.
- e. The agency board, without the participation of the member which filed such complaint for termination, shall decide the issues relating to the termination of such member's membership in this agency and shall, within 28 days after such hearing, issue a written decision containing its findings of fact and conclusions of law either dismissing such complaint for termination of such member's membership in the agency or terminating such member's membership in the agency.
- f. If a decision of the agency board is to dismiss such complaint, then such member's membership in the agency shall continue.
- g. If the agency board's decision is to terminate such member's membership in the agency, then (i) such member's membership in the agency shall terminate on the next 30th day of June; (ii) such member shall remain liable for and shall pay its share of all liabilities that have been incurred by the agency during such member's term of membership in the same manner as the remaining members

pay their share of all such liabilities, and (iii) such member shall have no claim to any assets of the agency except as provided in Article VIII of these By-Laws.

### **ARTICLE III - MEETINGS**

Section 1. Annual Meeting. The annual meeting of the agency board shall be held on the third Monday of July, following the July meetings of the members, to insure that newly-elected trustees of the district board of each member are included in the organization of the agency board. Said meeting shall be at the time and place fixed by the agency board.

Section 2. Regular Meetings. Regular meetings of the agency board shall be held monthly on the third Monday of each month at the time and place fixed by the agency board.

Section 3. Special Meetings. Special meetings of the agency board may be called at any time by the chairman of the agency board. Notice of each special meeting shall be given to all members of the agency board and posted 24 hours prior to the time set for such meetings, pursuant to Idaho Code Section 33-510.

Section 4. Quorum. A quorum for any meeting of the agency board shall require at least one representative from a majority of the membership districts.

### **ARTICLE IV - LIABILITY AND PROPERTY RIGHTS OF THE MEMBERS**

No member shall be liable to the creditors of this agency for any indebtedness or liability except that each member shall be liable for its proportionate share of any sums which may be assessed by the agency board under the provision of the law. This agency shall not represent the members for services or materials other than those provided by these By-Laws or those provided for in a contract between this agency and the member.

### **ARTICLE V - PURPOSES**

The purposes of this agency are as follows:

- a. To give practical effect to the intent of the Legislature of the State of Idaho regarding cooperation between school districts as provided for in Idaho Code Sections 33-315 through 33-318 inclusive, and 67-2326 through 67-2333 inclusive.
- b. To collectively and cooperatively provide educational programs and services which otherwise the members would individually be unable to offer, or which can be provided more economically or more efficiently in combination. Programs and services may include but are not limited to: vocational education, adult evening education, post-secondary vocational education, vocational special needs, special education, Limited English Proficiency plans Chapter I-A and I-C,

*secondary electives, grant programs, teacher in-service, ancillary services, and transportation.*

- c. To provide a vocational education administrative office which may serve members and to provide adult and post-secondary classes in coordination with local community and 4-year colleges; and to provide coordination of the vocational programs of the members, assist in promoting vocational programs, and serve as a source of information for the members and communities concerning vocational education.*
- d. To provide a special education administrative office which may serve members, and to provide special education classes and ancillary services; to conduct child-find activities and to serve as a liaison between the schools and other community agencies; to promote special education; and to serve as a source of information for the members and communities regarding special services for the handicapped.*
- e. To provide, from time to time, administration of other programs and services that the agency board has determined could be more effectively or efficiently provided through this agency.*
- f. To purchase materials, books, supplies, and educational facilities for the joint and cooperative use of this agency and its members.*
- g. To receive and disburse local, state, and federal funds.*
- h. To study problems of mutual concern, and to develop policies and procedures to effectively implement cooperative programs and services.*

#### **ARTICLE VI - AGENCY BOARD**

*Section 1. Agency Trustees. The agency board shall consist of one trustee from the district board of each member, who shall be designated as the agency trustee by the district board of such member.*

*Section 2. Agency Representatives. The district board of each member shall designate an agency representative who shall be either its superintendent or a person who resides within that member's school district.*

*Section 3. Voting. Each member shall have one vote on each question brought before the agency board for decision, which vote shall be cast by the agency trustee representing such member, or if such agency trustee is absent, then by the agency representative of such member. The vote of an agency trustee or in the absence of the agency trustee, then the vote of the agency representative of a member shall be binding upon that member for all purposes; provided that if notice of the questions called up for a vote was not given to a member at least 48 hours before the last meeting of the*

*district board of such member, then the agency trustee, or in the absence of the agency trustee, the agency representative of such member shall have the right to defer the vote on such question to the next regular meeting of the agency board to enable such agency trustee or such agency representative to confer with and receive instructions from the district board of such member.*

*Section 4. Term of Office. Each agency trustee shall hold office for a period of one year and until a successor is selected by the district board of the member.*

*Section 5. Powers of Trustees. Subject to the provisions of the law, or as herein set forth, all corporate powers of this agency shall be exercised by or under the authority of, and the business and affairs of this agency shall be controlled by, the agency board; without limiting the generality of the foregoing, the agency board shall have the powers following:*

- a. To establish or change the principal office for the transaction of business for this agency from one location to another; to fix and locate from time to time one or more subsidiary offices of this agency.*
- b. To employ from time to time, and upon such terms and for such compensation as in their sound judgment is appropriate and necessary, such persons, firms, or corporations as the agency board deems appropriate for the purposes of this agency or for carrying out the business of the agency, and allow or provide for sick leave, medical insurance, retirement, and other benefits to the same extent as for employees of a school district.*
- c. To issue teaching contracts in the same manner as contracts are issued by a school district.*
- d. To buy, own, and sell real and personal property necessary to accomplish the purposes of this agency.*
- e. In general, to perform all acts necessary, convenient, and appropriate to carry out the purposes of this agency and as may be authorized now or hereafter by law.*
- f. To receive and disburse federal, state, and local funds to the same extent as a school district.*
- g. To determine the general and special programs to be sponsored by this agency.*
- h. To determine the proportionate share of all costs of approved special programs for each participating member.*
- i. To determine the proportionate share of all general expenses or obligations for each member.*

- j. To determine the amount, if any, that a school district applying to become a member of this agency shall assume as its proportionate share of any existing indebtedness or assets of this agency.*
- k. To establish a budget for the operation of this agency.*
- l. To contract with any school district or this agency.*
- m. To establish policies for the operation of this agency.*

*Section 6. Vacancies. Each vacancy in the agency board resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise shall be filled within 30 days by the district board of the member no longer represented by reason of such vacancy. If such district board of such member fails within 30 days after receiving notice of such vacancy to make an appointment, the agency board may appoint, in its discretion, a resident of such member's school district to fill the unexpired term created by such vacancy.*

*Section 7. Compensation. Agency trustees shall receive no compensation for their services as such.*

#### **ARTICLE VII - OFFICERS**

*Section 1. Officers. The officers of this agency shall be a chairman, vice-chairman, a clerk, and a treasurer and such other officers as the agency board may appoint. When the duties do not conflict, one person other than the chairman and vice-chairman may hold more than one of these offices. Officers other than the chairman and vice-chairman need not be members of the agency board.*

*Section 2. Election. The agency board shall elect all officers of this agency to serve for a term of one year and until their successors are elected and qualified.*

*Section 3. Vacancies. A vacancy in any office because of the death or resignation, removal, disqualification, or otherwise shall be filled by the agency board.*

*Section 4. Advisory Council. The appointed or acting superintendent of each member or other person designated by a member shall constitute the advisory council.*

*Section 5. Executive Officer. The agency board may employ a director to serve as executive officer or select a Superintendent of a member, or member of the agency board, to serve as the executive officer. This executive officer shall have the general supervision, direction, and control of the affairs of the agency.*

*Section 6. Clerk. The clerk shall keep a full and complete record of the proceedings of the agency board, and shall keep the seal of the agency and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise the keeping of the books of the agency; and shall discharge such other duties as pertain to the office or as prescribed by the agency board.*

*Section 7. Treasurer. The treasurer shall receive and safely keep all funds of this agency and deposit the same in such bank or banks as may be designated by the agency board. Such funds shall be paid out only on the check of this agency signed by the chairman or vice-chairman and the treasurer or by such officers as may be designated by the agency board as authorized to sign the same. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the agency board.*

#### **ARTICLE VIII - DISSOLUTION**

*This agency shall be dissolved on the affirmative vote of a majority of its members and the net assets of the agency shall be disposed of or distributed as provided in the resolution dissolving this agency.*

#### **ARTICLE IX - AMENDMENT OF BY-LAWS**

*These By-Laws may be amended or repealed and new By-Laws adopted by a unanimous vote of the members of the agency board at any meeting of the agency board except that a By-Law fixing or changing the number of Trustees on the agency board or changing the rights, privileges, or duties of the members may be adopted, amended, or repealed by the vote or written consent of only a majority of the members.*