

NJPA BY-LAWS

Seventh Amendment Adopted on
April 14, 2010.

I.

NAME

The name of this organization shall be the National Joint Powers Alliance® (hereinafter referred to as "NJPA").

II.

ESTABLISHMENT OF THE NATIONAL JOINT POWERS ALLIANCE®.

- A. System Created. NJPA was originally established as an Educational Cooperative Service Unit by an act of the 1976 Legislature of the State of Minnesota under Minnesota Statutes § 123.58. The 1995 Legislature, under Minnesota Statutes § 123.582, revised the original statute, establishing service cooperatives. Pursuant to Minnesota Statutes § 123.582, independent school districts, cities, counties, and other governmental agencies (hereinafter called "governmental agencies") had the authority to enter into written membership agreements with NJPA. Minnesota Statutes §. 123.582 was subsequently re-codified to Minnesota Statutes § 123A.21.

The geographical boundaries of NJPA shall coincide with Region Five as identified in Governor's Executive Order 8, dated September 1, 1971, and 59, dated May 29, 1973, issued pursuant to the Regional Development Act of 1969, Minnesota Statutes, §§ 462.381 to 462.397.

NJPA shall cooperate with the Region 5 Regional Development Commission, but shall not be responsible to nor governed by that regional development commission.

B. Purpose. NJPA's primary purpose shall be to perform planning on a regional basis and to assist in meeting specific needs of clients in participating governmental units which could be better provided by NJPA than by the members themselves. NJPA shall provide those programs and services which are determined, pursuant to Article III, Section F, Subd. 13, to be priority needs of the membership and shall assist in meeting special needs which arise from fundamental constraints upon individual members.

C. Membership and Participation.

i. Full-voting Membership in NJPA shall be limited to public school districts, cities, counties, and other governmental units as defined in Minnesota Statutes § 471.59 that fall within the boundaries of Region 5 as identified in Governor's Executive Order 8, dated September 1, 1971, and 59, dated May 29, 1973, issued pursuant to the Regional Development Act of 1969, Minnesota Statutes §§ 462.381 to 462.397.

a. Full-voting Members are eligible to nominate one of their governing board members to serve on NJPA's Board of Directors.

b. Only Full-voting Members are responsible for any proportionate share of expenses and entitled asset distributions, as provided by Minnesota Statutes § 123A.21, Subdivision 9 and §123A.24, Subdivisions 1 and 2, as may annually be allowed or assessed by NJPA's Board of Directors.

c. Full-voting Members are entitled to Full-voting privileges on NJPA matters.

- d. Full-voting Members are entitled to participate in NJPA's rebate program but first must sign a Rebate Application and be accepted into NJPA's rebate program.
 - ii. Partner Membership shall be available to nonpublic school administrative units and other partnership agencies or organizations within NJPA.
 - a. Partner Members cannot nominate any of their governing board members to serve on NJPA's Board of Directors.
 - b. Partner Members are not responsible for any proportionate share of expenses or entitled to asset distributions.
 - c. Partner Members are not entitled to any voting privileges on NJPA matters.
 - d. Partner Members are not entitled to participate in NJPA's rebate program.
 - iii. Participating Membership shall be available to those entities, agencies and organizations eligible to enter into a Joint Powers Agreement with NJPA as defined by Minnesota Statutes § 471.59.
 - a. Participating Members cannot nominate any of their governing board members to serve on NJPA's Board of Directors.
 - b. Participating Members are not responsible for any proportionate share of expenses or entitled to asset distributions.
 - c. Participating Members are not entitled to any voting privileges on NJPA matters.

- d. Participating Members are not entitled to participate in NJPA's rebate program.
 - iv. A school district, city or county, or other governmental unit or nonprofit organization may belong to one or more service cooperatives. Participation in programs and services provided by NJPA shall be discretionary. Nonpublic school students and personnel are encouraged to participate in programs and services to the extent allowed by law.
- D. Initiating Membership. In order to become a member of NJPA, the potential Full-voting Member, Partner Member or Participating Member must apply for membership on their respective Membership Agreement application. The potential member must fill out the Membership Agreement application, whether that Membership Agreement is to become a Full-voting Member, Partner Member or Participating Member. The Membership Agreement must be passed by that member's governing board by resolution. NJPA reserves the right to deny membership to any potential member, for any reason. By signing the Membership Agreement the member governing board agrees to acceptance of NJPA's By-laws and if accepted as a Full-voting member, to pay membership fees as required by NJPA's Board.
- E. Dissolution of Full-voting Membership. A Full-voting member may elect to withdraw its membership from NJPA by a majority vote of its full governing board and upon compliance with its Membership Agreement with NJPA. The withdrawal shall be effective on June 30 following NJPA's written receipt of the member's withdrawal. Notwithstanding the withdrawal, the proportionate share of any expenses already certified to the

withdrawing member for NJPA shall be paid to NJPA. The terms of withdrawal from NJPA shall be governed by Minnesota Statutes § 123A.24.

III.

ORGANIZATION AND PROCEDURE OF THE BOARD

- A. Governing Board. The care, management, and control of NJPA shall be vested in a board of directors composed of eight members.
- B. Terms. Members of the board of directors are elected or named to four (4) year terms. Elections shall occur, in alternate years, on or after the second Tuesday in November but no later than December 15. Members shall begin their term on January 1 following the election and shall serve until a successor is elected and qualified. A vacancy on the board which results in an unexpired term may be filled by appointment by NJPA's board of directors until such vacancy can be filled at the next annual election.
 - i. Two members of the board of directors shall be current governing board members of cities, counties, and other governmental units as defined in Minnesota Statutes § 471.59 that are Full-voting Members of NJPA. Each Full-voting Member that is a city, county or governmental unit as defined in Minnesota Statutes § 471.59, may nominate member(s) from its governing board to represent that Full-voting Member on NJPA's board of directors. Each nomination shall be by majority vote of that Full-voting Member's governing board. Should a current NJPA board member not file for re-election to their respective governing board or be defeated in their local governing board election, that board member will be allowed to complete their term of office.

- ii. Six members of the board of directors shall be current school board members from school districts which are Full-voting Members of NJPA. Should a current NJPA board member not file for re-election to their local school board or be defeated in their local school board election, that board member will be allowed to complete their term of office.
 - a. The six members shall be elected as follows: two from each of the three school district sub-regions within Region Five described in Section II(A).
 - b. Each Full-voting school district member may nominate member(s) from its school board to represent that Full-voting Member on NJPA's board of directors. Each nomination shall be by majority vote of that Full-voting Member's school board.
 - c. School district sub-regional membership shall be reviewed and established annually by the board of directors. School district sub-regions are hereby established as electoral districts within NJPA as necessary to ensure proportional representation based on school enrollments.
- C. Elections. Nominations must be filed with NJPA's Executive Director not more than forty-five (45), nor less than twenty (20) days prior to the election at which a member is to be elected to NJPA's board of directors.
 - i. Each candidate shall be nominated by a petition signed by a majority of the Full-voting Members' school board, or a majority of the Full-voting Members' governing board of a city, county, or other governmental unit as defined in Minnesota Statutes § 471.59. The petition shall identify the school district or city, county or other governmental unit as defined in Minnesota Statutes § 471.59 from

which a candidate is to be elected, the name of the candidate, and a brief resume of the candidate's background and experiences.

- ii. NJPA's board of directors shall cause the election ballots to be printed for election to NJPA's board of directors and cause the ballots to be delivered to Full-voting Members not later than 10 days before the election.
- iii. The ballots shall be printed in a form conforming to Minnesota law concerning the election of school board members.
- iv. Election to NJPA's board of directors shall be by majority vote of all current Full-voting Member's governing board, with each member of the Full-voting Member's governing board having one vote.

D. Organization. The board of directors of the NJPA shall meet following the election each year and organize by electing a chair, a vice-chair, a clerk, and a treasurer, no two of whom when possible shall be from the same governmental agency. The board of directors shall also conduct any other necessary organizational business. NJPA's board may, at its discretion, appoint up to three members at-large to NJPA's board as ex-officio, nonvoting members of the board and shall encourage the advisory participation of a cross-section of government agency personnel within NJPA to the extent allowed by law. A member of NJPA's board shall have the same liability applicable to a member of an independent school district board or the board of a government agency.

E. Legal Address. The legal address of the Board shall be the business office of NJPA's Executive Director.

F. Duties and Powers of the Board. NJPA's board of directors shall have authority to maintain and operate NJPA. Subject to the availability of necessary resources, included among the powers and duties of this board are:

1. The board of directors shall submit at the Annual Meeting of the Representative Assembly each year to each participating member an annual evaluation report of the effectiveness of programs and services and an annual plan which describes the objectives and procedures to be implemented in assisting in resolution of the needs of NJPA's membership.
2. The board of directors shall have the authority to provide adequate office, service center and administrative facilities by lease, purchase, gift, or otherwise.
3. The board of directors is authorized to employ a central administrative staff and other personnel as shall be necessary to provide and support the agreed upon programs and services. The board may discharge staff and personnel pursuant to provisions of law applicable to independent school districts. The board shall allow NJPA staff and personnel to participate in retirement programs and any other programs available to public school staff and personnel.
4. The board of directors is hereby authorized to appoint special advisory committees composed of superintendents, central office personnel, building principals, teachers, parents, laypersons, and representatives from cities, counties and other government agencies.

5. The board of directors is authorized to employ service area personnel pursuant to licensure and certification standards developed by the appropriate state agency such as the Commissioner of Education and the State Board of Teaching.
6. The board of directors is authorized to enter into contracts with school boards of local education agencies, including school districts outside NJPA's area.
7. The board of directors is authorized to enter into contracts with other public and private agencies and institutions to provide administrative staff and other personnel as necessary to furnish and support the agreed upon programs and services.
8. The board of directors shall exercise all powers and carry out all duties delegated to it by members under provisions of NJPA's bylaws. NJPA's board of directors shall be governed, when not otherwise provided, by applicable laws of the state.
9. The board may establish cooperative, working relationships and partnerships with post-secondary educational institutions, other public agencies, business, and industry and may appoint special advisory committees representative of these partners.
10. The board of directors shall appoint an Executive Director and such number of other personnel as may be deemed necessary. The board shall also fix the salary and conditions of employment of such officers, which may include reasonable and necessary expenses, vacation and disability leave. NJPA's

Executive Director shall, under the direction of the board, exercise the following power and duties:

- a. Act as secretary and executive officer of the board.
- b. Attend all regular and special meetings of the NJPA board when so required by the board and advise the board of all questions under consideration.
- c. Serve as ex-officio member of all advisory committees or councils appointed by the board.
- d. Provide for the keeping of minutes of the regular board, recording all proceedings and official actions and keeping such records as may be necessary.
- e. Act for NJPA's board as the custodian of records, reports, documents, correspondence, educational equipment and supplies, and other property and maintain inventories and indices thereof.
- f. Prepare and present the business to be acted upon at meetings of the board. The Executive Director is authorized to enter into Bid and Proposal Contracts called for by the Board and recommended for award by the Bid Review Committee. The Executive Director is also authorized to enter into all membership agreements and to extend annual renewals for Bid Contracts pending Board consideration.
- g. Maintain supervisory custody of the funds of the board. The Executive Director shall write drafts against NJPA funds only for expenditures properly approved by the board. The Executive Director

shall be bonded by the board and make financial records of the board available at all times and submit them annually for audit. The Executive Director shall prepare and submit an itemized budget for approval by the NJPA board. The Executive Director shall endeavor to promote through meetings, conferences, and electronic communication with government agency officials, teachers, parents, and the public generally, and by hard-copy and electronic distribution of pamphlets, bulletins, newsletters and other materials, an active interest in all desirable types of public service and to suggest needed changes and improvements identified by member government agencies.

h. Act for NJPA's board as the legal representative for State and Federal Programs.

11. The Board of Directors shall meet at the call of the chair or any three (3) members of the board.

a. An electronic agenda shall be sent to each member at least five (5) days prior to the meeting of the board. Matters of emergency nature not on the agenda may be considered at the time of the meeting.

b. A quorum at any meeting of members of the board shall consist of a majority of the elected board of directors.

c. The order of business at the board meetings shall be as follows:

1. Determination of a quorum and call to order.
2. Approval of minutes of previous meeting.

3. Acceptance of treasurer's report and approval of expenditures.
4. Consent Agenda.
5. Unfinished and old business.
6. New business.
7. Personnel Items.
8. Reports of the Executive Director and any special committees or advisory councils.
9. Presentation of written communications.
10. Adjournment.

d. The meetings of the board at which official action is taken shall be public meetings and no person shall be excluded therefrom.

12. The board of directors may select advisory councils or committees to give advice and counsel to the board. The councils or committees may be composed of representatives from public and nonpublic schools, cities, counties, and other governmental units, as well as representatives from our business partners.

13. The board of directors shall submit annually a plan to the members. The plan shall identify the programs and services which are suggested by NJPA for implementation during the following year and shall contain components of long-range planning determined by NJPA. These programs and services may include, but are not limited to, the following areas:

- a. Administrative services;
- b. Curriculum development;

- c. Data processing;
- d. Distance learning and other telecommunication services;
- e. Evaluation and research;
- f. Staff development;
- g. Media and technology centers;
- h. Publication and dissemination of materials;
- i. Pupil personnel services;
- j. Planning;
- k. Secondary, post-secondary, community, adult, and adult vocational education;
- l. Teaching and learning services, including services for students with special talents and special needs;
- m. Employee personnel services;
- n. Vocational rehabilitation;
- o. Health, diagnostic, and child development services and centers;
- p. Leadership or direction in early childhood and family education;
- q. Community services;
- r. Shared time programs;
- s. Fiscal services and risk management programs;
- t. Technology planning, training, and support services;
- u. Health and safety services;
- v. Student academic challenges; and
- w. Cooperative purchasing services.

14. The Board of Directors shall, to the extent possible, make technical assistance for long-range planning available to member government agencies upon request and shall establish a common base for local and regional decision-making.
15. The board of directors may, but are not required to, establish a Rebate Program that is only available to Full-voting Members. It shall be within the board of directors' sole discretion to establish, modify or discontinue the Rebate Program at any time. If established, the Rebate Program would rebate net administrative fees earned by NJPA from sales to its Full-voting Members. If established, the Rebate Program can only be used by Full-voting Members for essential public and governmental purposes.

G. Financial Support. Financial support for NJPA programs and services shall be provided by Full-voting Members with private, state, and federal financial support supplementing as available. NJPA's board of directors may, in each year, for the purpose of paying any administrative, planning, operating, or capital expenses incurred or to be incurred, assess and certify to each Full-voting Member, their proportionate share of all expenses. This share shall be based upon the extent of participation by each Full-voting Member and shall be in the form of a service fee. Each Full-voting Member shall remit its assessment to NJPA's board as determined by NJPA's board. The assessments shall be paid within the maximum levy limitations of each Full-voting Member. No Full-voting Member shall have any additional liability for the debts or obligations of NJPA except that assessment which

has been certified as its proportionate share and any other liability the Full-voting Member assumes under these By-laws or Minnesota Statutes § 123A.24, subdivisions 1 and 2 Participating Members and Partner Members shall have no liability to NJPA. Participating Members and Partner Members' financial support to NJPA shall be limited to the Administrative Fees earned by and paid to NJPA.

- H. Ownership of Property. Any property acquired by NJPA's board is public property to be used for essential public and governmental purposes which shall be exempt from all taxes and special assessments levied by a city, county, state, or political subdivision thereof. If NJPA is dissolved, its property shall be distributed to the members at the time of dissolution.
- I. Legal Action. The board may prosecute in its name and defend or settle action brought by or against it.
- J. Public Corporation. The NJPA is a public corporation and agency and its board of directors may make application for, accept, and expend private, state, and federal funds that are available for programs of the members. As a public corporation, no earnings or interest of the NJPA may inure to the benefit of an individual or private entity.
- K. Fees. The board may make reasonable charges for its services rendered to members and non-members. The board may also receive for its benefit contributions from members, bequests, donations, gifts, and shared appropriations for any purpose of the board and ally the same to the purpose designated.
- L. Insurance. The board may procure insurance against liability of the board and of its officers and employees for damages resulting from wrongful acts and omissions of

the members, the board, and its officers and employees, whether the acts or omissions relate to governmental or proprietary functions of the board. Insofar as this insurance relates to governmental functions of the board, the policy of insurance shall contain a provision under which the insurance company agrees to waive the defense of governmental immunity up to the limits of the policy unless the board consents to the assertion of the defense.

- M. Joint Powers Act. Nothing in this act shall restrict the authority granted to member government agency boards by Minnesota Statute, Section 471.59.

IV.

MEETINGS AND MINUTES OF PROCEEDINGS

- A. Annual Meeting of the NJPA Representative Assembly.
 - i. Each Full-voting Member shall be entitled to select two (2) of its current board members to serve on NJPA's Representative Assembly. Appointment shall be made by the Full-voting Member's board and shall be communicated to NJPA's Executive Director on an annual basis.. Each Full-voting Member board may also designate alternates for each representative on NJPA's Representative Assembly and notify NJPA's Executive Director of the alternates.
 - ii. The Representative Assembly's purpose is to increase the representation of Full-voting Members in the development of NJPA programs and services.
 - iii. The Representative Assembly shall receive regular communications from NJPA's board of directors and shall meet at least one time per year. An agenda shall be sent to each Full-voting Member at least ten (10) days prior to the annual

meeting. All matters to be acted thereon shall be submitted in writing to NJPA's Executive Director no later than fifteen (15) days prior to such meeting. To the extent that the same may be reasonably possible, matters submitted in the form of a resolution shall appear on the agenda in the form prepared and proposed.

- B. NJPA board of directors meeting minutes shall be posted to NJPA's Website. The minutes of the preceding meeting shall be reviewed, corrected if necessary, and a copy of all motions and the names of the person making and seconding motions shall be recorded. There shall be a recorded vote if the vote is not unanimous.
- C. The board designates the NJPA Website as its official newspaper.

V.

RULE OF ORDER, AD HOC COMMITTEE, FISCAL YEAR

- A. The rules of parliamentary procedure in the latest edition of Robert's Revised Rules of Order shall govern the board and advisory committees and councils in their deliberations in all matters except as otherwise provided in these By-laws. Rules may be amended at any meeting by a majority vote. The order of business may be suspended at any meeting by mutual agreement or by a majority vote.
- B. The board shall authorize such Adhoc committees as are deemed necessary. An Adhoc committee shall report to the board and shall be dissolved when its report is accepted by the board.
- C. The fiscal year shall commence on July 1 and end on June 30 of each year. The board shall employ qualified accountants for the purpose of conducting an annual

post-audit upon the books and records of the board. The regulations appropriated to independent school districts shall govern audit procedures.

VI.

AMENDMENTS

- A. These By-laws may be amended by the affirmative vote of two-thirds of the members present at the Annual Meeting of the Representative Assembly or by mail ballot, provided that the substance of the proposed amendments shall have been submitted in writing to each member at least ten (10) days prior to such vote.

Officially adopted by Board of Directors January 12, 1978.

First Amendment approved on May 29, 1990
Second Amendment approved on March 25, 1991
Third Amendment approved on April 27, 1992
Fourth Amendment approved on September 25, 1995
Fifth Amendment approved on September 28, 1998
Sixth Amendment approved on April 13, 2005
Seventh Amendment approved on April 14, 2010

Chairman, Board of Directors

Clerk, Board of Directors