



High AIMS Consortium

By-Laws

Approved August 11, 2000.

Amended Oct. 27, 2010; Amended May 16, 2012; Amended May 16, 2014. Amended June 14, 2018. [Amended November 2018](#)

Article 1: Name

The name of the organization shall be: High AIMS Consortium.

Article 2: Vision and Mission

- 2.1 Vision: To create a consortium of educational leaders that inspires students and educators to be engaged, high performing learners. This network of public school districts, community, and business and industry professionals, embraces a global scope; grapples with real world problems; confidently collaborates; creates a joyful and meaningful learning culture; and celebrates personalized learning.
- 2.2 Mission: The mission of the High AIMS Consortium is to support learning environments in which all students and educators engage in rigorous learning that results in exemplary levels of achievement and in which graduates are prepared for college and careers. We participate in collaborative partnerships and networks, apply research, design high quality professional opportunities, and create and implement outstanding programs that support and enhance the work of educators and students.
- 2.3 The Consortium is organized exclusively for educational purpose including for such purpose of the making of distributions to organizations that qualify as exempt organizations under Section (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code.
- 2.4 The Consortium members won't participate or empower the Executive Director to participate in or intervene in any political campaign for or against a candidate for

public office.

Article 3: Membership

- 3.1 All membership decisions will be made by the Management Council of High AIMS.
- 3.2 Districts seeking to become members of the Consortium may request membership by submitting a letter from the district superintendent to the Consortium Chair expressing the desire to become a member of the Consortium. New memberships must be approved by a 75% majority vote of the Management Council.

Article 4: Officers

- 4.1 **Required Officers.** The Consortium shall retain as officers the Consortium Executive Director, Management Council Chairperson, and the Immediate Past Chairperson.
- 4.2 Other officers may be appointed, as necessary, upon the recommendation of the Executive Director and approval of the Council. A simple majority of the Council shall be required to approve any recommendation of the Executive Director.
- 4.3 All required officers should be elected by the voting members of the Management Council annually.
- 4.3.1 In April of each year, the Executive Director shall appoint a nominating committee with the advice of the Management Council to select candidates for required officer positions for the following year. The nominating committee shall present a slate of candidates for election at the May or June Business Meeting. The foregoing may be dispensed with in the event of a renewal of any required officer, which may be accomplished by a majority vote of the Management Council at any regularly scheduled meeting between March and June.
- 4.4 The term of each required officer should be one year. Officers may succeed themselves if re-elected or renewed at the annual officer election. Other officers shall serve one-year terms, which may be renewed by a simple majority of the Council.
- 4.5 Required officers may only be employees of member Districts, with the exception of the executive director, hired pursuant to Ohio Revised Code Section 3319.02 (Administrators), 3319.03 (Business Managers) or 3313.22 (Treasurers).
- 4.6 **Vacancies.** Whenever any elected office is vacated for any reason before the term of that officer has been completed, the Executive Director shall, on advice from the Management Council, appoint a temporary replacement until new elections are held. This replacement shall assume the full duties and responsibilities of that office immediately upon appointment. Should the position

of Executive Director become vacant, the Management Council shall, by majority vote, elect an individual to complete the term of the Executive Director.

Article 5: Duties and Responsibilities of the Officers

5.1 The Executive Director (Job Description in Amendment 1):

- A. Shall be responsible for the general administration of the Consortium and for ensuring that these Bylaws are followed.
- B. Shall appoint a Secretary for the purpose of recording and distributing the minutes of Management Council to the membership in addition to any other meetings as designated by the Executive Director. The Secretary shall also perform other such functions as are made a part of the job description for that position.
- C. Shall chair all meetings of the Management Council and at the Annual Business Meeting and shall prepare the agenda for such meetings.
- D. Shall act as parliamentarian or shall appoint a member to serve in that role for each meeting.
- E. Shall make recommendations to the Council in regards to hiring and appointment.
- F. Shall be responsible for creating the job descriptions for all Consortium independent contractors or may assign such responsibility to a designee.
- G. Shall appoint ad hoc committees as needed. Unless otherwise specified in these Bylaws, the Executive Director of the Consortium shall appoint persons, to chair committees or to carry out other work of the Consortium.
- H. Shall create the annual budget or shall assign such task to a qualified designee. Annual Budget shall be submitted to the Management Council and approved by June 30th.
- H.I. Shall ensure that required federal and state fiscal reports are filed annually as prescribed for organizations that qualify as exempt under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- I.J. Shall perform other such duties as are subsequently made part of the job description for that post.

5.3 **The Treasurer / Fiscal Agent:**

- A. The Treasurer/Fiscal Agent for the consortium shall be approved by a 75% majority vote of the Management Council no later than the October meeting preceding the next fiscal year. Initially, the Treasurer/Fiscal Agent will be contracted for a 3-year period after which the Management Council may renew the contract in 2-year increments. Action on the contract will be taken no later than the October meeting of the year preceding the final year of the contract.
- B. The Treasurer/Fiscal Agent shall be responsible for managing and reporting on the financial accounts of the Consortium and the safe keeping of all financial documents of the Consortium.
- C. The Treasurer/Fiscal Agent shall have the responsibility to ensure that all assets, including money collected via dues, are allocated and spent in ways and in a timely manner to fulfill authorized commitments, to pay fees to the Consortium, to pay debts and to enhance and promote the Consortium, its purposes, goals and objectives.

5.4 Management Council Chairperson:

- A. Works closely with the Executive Director in overseeing the work of the Management Council.
- B. The Management Council Chairperson also serves as the Chairperson of the Executive Committee.

5.5 Immediate Past Management Council Chairperson:

- A. Serves as an advisor to the Management Council Chairperson.
- B. Assists with the oversight of the Management Council duties as necessary upon request by the Chairperson or Executive Director.

Article 6: Management Council

- 6.1 Management Council membership is comprised of the superintendent of each member district, and the Consortium executive director (nonvoting member). Only superintendents are eligible to vote on the business of the Consortium.
- 6.2 Members of the Management Council must be present to cast a vote; votes by proxy are not permitted

Article 7: Management Council Duties

- 7.1. The Management Council shall:

- A. Approve the annual budget.
- B. Approve the Membership of the Management Council.
- C. Amend the By-Laws.
- D. Approve policies recommended by the Planning Committee.
- E. Conduct the business of the Consortium, including support for funding requests.
- F. Approve the hiring and termination of all independent contractors.

Article 8: Planning Committee

- 8.1 A Planning Committee shall be established by the Management Council to meet on a regular basis to plan, implement and evaluate the activities of the Consortium.
 - 8.1.1 A chairperson of the Planning Committee shall be elected annually by the members of the Planning Committee. Term of office shall be from August 1 through July 31.
- 8.2 Membership of the Planning Committee shall include:
 - A. The Chairperson of the Management Council who may attend Planning Committee meetings and will vote as a member of the Planning Committee only as a tiebreaker.
 - B. One voting representative from each member district, appointed annually by the district superintendent, to serve on the Planning Committee.
 - C. The High AIMS Consortium Executive Director (non-voting).

Article 9: Planning Committee Duties

- 9.1 The Planning Committee should develop and recommend to the Management Council:
 - 1. Strategic plan and related strategies for the Consortium.
 - 2. Professional development programs for staff members of Consortium districts.
 - 3. Other pertinent issues and policy matters of the Consortium.

Article 10: Executive Committee

- 10.1 An Executive Committee shall be established by the Management Council to meet on a regular basis to:
1. Preview and recommend the budget
 2. Conduct searches and recommend candidates
 3. Review the Executive Director's performance
 4. Set the vision for the year
 5. Recommend PD events
- 10.2 Executive Committee members will be selected by the Management Council at the May or June meeting.

Article 11: Meetings

- 11.1 The Management Council shall meet a minimum of five times per year August through June. A regular meeting day will be established. Other meetings may be held as necessary.
- 11.2 Either the May or June meeting of the Management Council shall serve as an annual review of the Consortium's progress and a presentation of the plans for the coming year.
- 11.3 The Executive Committee shall meet a minimum of three times per year August through June. A regular meeting schedule will be established.
- 11.4 The Planning Committee shall meet a minimum of six times per year August through June. A regular meeting schedule will be established.

Article 12: Quorum and Voting Powers

- 12.1 A Quorum must be present for any binding vote to take place. A majority of voting members present at any meeting shall constitute a quorum.
- 12.2 Each district has one vote on the Management Council.
- 12.3 Only the district superintendent may vote.

Article 13: Hiring and Contractual Agreements

- 13.1. To be considered for work with the Consortium; all independent contractors shall submit letters of interest.

- 13.2. Independent Contractors shall submit to fingerprinting and criminal background checks upon request.
- 13.3. Compensation for independent contractors shall be recommended by either the Executive Director or the Executive Committee, subject to final approval of the Management Council. The Council shall have final approval of any increase or decrease in compensation. The Council shall have final approval of any expenses submitted for reimbursement by a Consortium officer or independent contractor.
- 13.4. The Consortium shall vigorously abide by and enforce a policy of non-discrimination in hiring practices. Additionally, the Consortium prohibits discrimination in employment, educational programs, and activities on the basis of race, national origin, color, creed, religion, sex, age, disability, and sexual orientation.

Article 14: Dues

- 14.1. Dues shall be established by the Management Council.
- 14.2. Increases in dues may only occur once annually and must be approved by the Management Council at the May or June Business Meeting. Any approved dues increase shall go into effect immediately.

Article 15: Annual Budget/Fiscal Year

- 15.1. The Fiscal Year for the Consortium shall be from July 1 to June 30.
- 15.2. The Executive Director or designee shall submit an annual budget for the following fiscal year to the Management Council no later than May 31 of the current fiscal year.

Article 16: Fiscal Matters/Handling of Assets

- 16.1. The Management Council shall adopt an annual operating budget no later than the June 30.
- 16.2. All expenditures of Consortium funds that have not been appropriated in the annual budget or that exceed the appropriated amount in the annual budget shall be subject to approval of the Management Council.
- 16.3. The Management Council may set a standing maximum amount for the expenditure of Consortium funds for items such as office supplies and other expendables, refreshments or awards where applicable, and other small expenditures necessary for the daily operation of the Consortium. The Executive Director and Treasurer/Fiscal Agent shall jointly be responsible for giving final consent to commit Consortium funds up to the amount approved.

Article 17: Insurance and Liability

- 17.1. Insurance coverage for liability and asset protection shall be maintained at appropriate levels as approved by the Council.
- 17.2. The Consortium shall indemnify its officers, council members, Executive Director and Assistant to the Executive from liability arising out of negligence performed within the course and scope of employment or capacity as such an officer, council member or independent. The Consortium shall not be liable for and shall not defend against liabilities on behalf of its officers, council members and independent contractors for acts that are willful, reckless or malicious within or without the course and scope of employment.

Article 18: Amendment of the By-Laws

- 18.1. These By-Laws may be amended by a majority vote of the Management Council at the May or June Business Meeting, or any other time by unanimous written consent of the Management Council.
- 18.2. Any Consortium officer, Management Council and / or Planning Committee member may make suggestions for amendments. Any such suggestions shall be submitted to the Executive Director who may recommend such suggestions to the Council for approval.

Article 19: Termination/Dissolution and Withdrawal from the Consortium

- 19.1. Should it be decided that the Consortium is no longer meeting the needs and serving the purposes for which it was founded, the Consortium shall be voluntarily discontinued by a majority vote of the members at a Management Council Meeting. All Members must be present at the meeting in which the vote to dissolve is to take place. A message of the results of this vote shall be sent in writing to the Consortium membership, and any affected clients, districts, businesses, partners, working with or receiving services from the Consortium.
- 19.2. Any member District may withdraw from the Consortium upon written notice to the Executive Director. The withdrawing District shall be responsible for any unpaid dues up to the time of withdrawal.
- 19.3. No part of the net earnings of the Consortium shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Consortium 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 article 2.3 hereof. No substantial part of the activities of the Consortium shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Consortium shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Consortium shall not carry on any other activities not permitted to be carried on

(a) by a consortium exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a consortium, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 19.4 Upon the dissolution of the Consortium, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Consortium 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.

AMENDMENT 1

High AIMS Executive Director Job Description

The position of High AIMS Executive Director has been established to oversee, lead, and facilitate dialogue among consortia school districts in southwest Ohio focused on improving student achievement.

QUALIFICATIONS: Set by Management Council

TERMS OF EMPLOYMENT: 100-150 Work Days, Contract established by Management Council

REPORTS TO: Chairperson of Management Council and Management Council

FLSA STATUS: Exempt

PERFORMANCE RESPONSIBILITIES:

Membership

- a. Encourage participation in consortium programs by 100% of the districts.
- b. Solicit member district input regarding consortium programs and overall operation.
- c. Maintain district membership at a level sufficient to support the program and overall operation of the consortium.
- d. Reach out to districts in the region to recruit those who are not members but who are interested in the work of the consortium.
- e. Stress the importance of district superintendent leadership and participation in the work of the consortium.
- f. Communicate effectively and efficiently with High AIMS superintendents regarding the work of the consortium in order to keep them supportive and engaged.

Professional Development

- a. Develop and implement quality professional development that reflects the wants/needs of the membership and is consistent with the mission and vision of the consortium.
- b. Listen to district members regarding professional development most valuable to their teachers/principals/district administrators through a process of quarterly discussions.
- c. Keep current regarding emerging professional development activities and providers in the areas consistent with the work of the consortium.
- d. Seek and secure grants that support the activities and professional development of High Aims.
- e. Review and evaluate the results of program activities.
- f. Allocate resources for greater program effectiveness and efficiency, while developing organizational and administrative policies and program objectives for consideration by member districts/management council.
- g. Ensure that continuing contractual or grant obligations are being fulfilled.
- h. Understand and communicate world-class standards in literacy, mathematics, science, social studies, fine arts and practical arts, problem-based learning, 21st Century Skills/college readiness skills, instructional strategies and assessment practices to guide member districts in their pursuit of excellence.

Financial

- a. Develop, manage, maintain and implement the annual budget
- b. Work closely with the fiscal agent.
- c. Secure sufficient revenue through:
 - i. Annual district membership fees
 - ii. Workshop registration fees
 - iii. Finding/acquiring outside grant and revenue sources.
- d. Manage costs within the constraints of the budget.
- e. Solicit business donations to support the work of the consortium.

Networking

- a. Facilitate dialogue among superintendents in executive council.
- b. Continually explore and implement opportunities for district members to network with one another in areas of common interest.

- c. Engage area universities in the work of the consortium.
- d. Engage area businesses in ways that are meaningful for businesses and for the High AIMS districts.
- e. Work with the Ohio Department of Education as a ready resource and partner in the southwestern Ohio region.
- f. Develop and maintain a high regional profile in southwestern Ohio.

Consortium Management

- a. Keep superintendents engaged through the Management Council.
- b. Work closely with the Management Council Executive Committee in areas such as budgeting and staffing.
- c. Lead and support the work of the Planning Committee as they plot the course of professional development.

Personnel

- a. See that the various High Aims staff positions are staffed with professionals:
 - i. Knowledgeable in curricula;
 - ii. Knowledgeable regarding current and emerging technology supporting classroom instruction in mathematics and science;
 - iii. Accomplished in collegial collaboration and communication.
- b. Encourage and support High AIMS professional staff members to be creative, collaborative and forward-thinking as they plan, organize and implement high quality professional development.
- c. Provide quarterly summaries of Executive Director and support personnel activities to Executive Committee.
- d. Oversee the workings of the Planning Committee by:
 - i. Exploring programs for professional development.
 - ii. Evaluating current programs
 - iii. Involving the committee in securing business and Higher Ed partners.

Innovation & Vision

- a. Pursue partnerships and networks with businesses such as Procter and Gamble and General Electric and higher education institutions such as UC, Miami, etc. related to the work of the school.
- b. Work with the respective universities to create specific areas of focus,

EVALUATION: Completed annually by High AIMS Chair and Executive Committee.