

CAPITAL AREA INTERMEDIATE UNIT BY-LAWS

ARTICLE I

1.1 Definitions. The following words shall have the meanings given below when used in these By-Laws:

- (a) "School Code" shall mean the Pennsylvania Public School Code, 24 P.S. §1-101 et seq., as now or hereafter amended.
- (b) "Intermediate Unit" shall mean the Capital Area Intermediate Unit established pursuant to Section 952 of the School Code.
- (c) "Board" shall mean the board of directors of the Intermediate Unit.

1.2 Name. The name of the Intermediate Unit shall be the Capital Area Intermediate Unit.

Effective Date and Approval of By-Laws. These By-Laws shall become effective upon approval thereof by the Board.

ARTICLE II

2.1 Office. The principal office of the Intermediate Unit shall be located at 55 Miller Street, Enola, Pennsylvania 17025-1640. The Intermediate Unit may establish and maintain such other offices as the Board may approve.

2.2 Seal. The corporate seal of the Intermediate Unit shall have the name of the Intermediate Unit inscribed thereon.

ARTICLE III

3.1 Governing Body. The Intermediate Unit shall be governed by the Board. There shall be nineteen (19) members of the Board.

3.2 Qualifications of Board Members. Each member of the Board shall be a member of a board of school directors of a school district included within the Intermediate Unit. A school district within Intermediate Unit may have only one member of its board elected or appointed as a member of the Board.

3.3 Term of Office. The term of office of each member of the Board shall be for a term of three (3) years commencing on July 1 and expiring three (3) years thereafter. The terms of office shall be staggered so that seven (7) members are elected every third year and six (6) members are elected each other year. A member of the Board may succeed himself/herself without limitation as to the number of terms.

3.4 Nomination for Election. In order to be eligible for election as a member of the Board (or for appointment to fill a vacancy on the Board), the school director shall first be nominated by majority vote of the board of school directors of the school district in which he/she is a school director. A record of such vote shall become part of the minutes of the school district and shall be transmitted to the Intermediate Unit prior to such school director's election or appointment as a member of the Board.

3.5 Election. The members of the Board shall be elected by the school directors of each school district included within the Intermediate Unit. The election shall be by proportionate ballot (the number of votes allotted to each school director who is entitled to vote is determined annually by the Secretary of Education in accordance with Section 960(a) of the School Code). The election shall occur between February 1 and June 30 of each year and may be conducted by mail ballot or at a convention. If the Board chooses to elect members by mail ballot, the Board prior to January 1 shall give notice thereof to the secretary of the board of school directors of each school district included in the Intermediate Unit.

3.6 Vacancies. A vacancy shall occur upon the death, resignation, or removal of a member of the Board, or when he/she no longer holds office as a school director. Any vacancy on the Board shall be filled by majority vote of the remaining members of the Board. A school director appointed to fill a vacancy shall serve until the annual election, at which time he/she shall be voted upon for election to serve the unexpired portion of the term to which he/she was appointed.

Upon learning of a vacancy, the President shall request the board of school directors which had nominated the director who has ceased to be a member of the Board to nominate a replacement. In the event vacancies exist or occur in all members of the Board, a special convention, called by the Secretary of Education, shall be held of school directors of the school districts included within the Intermediate Unit for the purpose of electing directors to fill the vacancies.

A member of the Board who plans to resign from the Board should, when possible, give written notice thereof to the Secretary sixty (60) days prior to the date of his/her resignation. The letter should specify the date of resignation.

3.7 Removal. A member of the Board may be removed in the same manner and for the same causes as provided by law for removal of a member of a board of school directors.

3.8 Organizational Meeting. The organizational meeting of the Board (which may be a regular meeting) shall be held during July of each year. Public notice of the organizational meeting shall be given not less than five (5) days in advance of the meeting. At the organizational meeting, the Board shall elect officers, shall adopt a schedule of regular meetings for the fiscal year beginning July 1, and shall transact such other business as may come before it.

3.9 Nominating Committee. Prior to the organizational meeting, the Board may, at its discretion, direct the President to appoint a nominating committee from among members of the Board. The President may appoint himself or herself as a member of the nominating committee. If the President is a member of the nominating committee, the nominating committee may not recommend the President for reelection as President.

3.10 Location and Schedule for Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall direct. The Board, at its organizational meeting, shall determine and fix the locations, dates and times for its regular meetings. Special meetings shall be held upon the call of the President of the Board; provided, however, upon request of three (3) members of the Board, the President or Secretary shall call a special meeting. Should they fail to do so, a special meeting may be called by a majority of the members of the Board. Public notice of all regular or special meetings shall be given as required by the Sunshine Act or other applicable law. Subject to policies adopted by the Board, Board members may attend and participate in meetings via teleconferencing or videoconferencing.

3.11 Regular Meetings. At each regular meeting, the Board shall consider and/or act on items presented by the Executive Director, members of the Board, members of the boards of school directors which are included within the Intermediate Unit, or other persons who reside within, who have a place of business within, who are taxpayers within or who otherwise have a legitimate interest in the actions of the Intermediate Unit. The Executive Director shall be responsible for the final preparation of the agenda. The agenda shall be mailed to Board members at least five (5) days prior to the meeting or sent by electronic means to Board members at least two (2) days prior to the meeting. Changes in the agenda will be permitted if approved by the President or by a majority of the members of the Board.

3.12 Special Meetings. At each special meeting, the matters to be considered shall be limited to consideration and action related to the matter(s) specified in the notice of the meeting unless the notice of the meeting states that the Board may also consider and act upon other matters which may be brought before the meeting.

3.13 Voting; Transaction of Business. Each member of the Board shall have one (1) vote. A majority of the members of the Board (ten (10) members) shall constitute a quorum of the Board for the purpose of organizing and conducting business and for all other purposes. Actions of the Board which under the School Code require approval by a two-thirds majority of the members of the Board (for example, dismissal of a tenured professional employee, hiring a professional employee who was a former member of the Board, etc.) shall be effective if approved by affirmative vote of thirteen (13) members of the Board. Adoption of Intermediate Unit policies, and actions of the Board which under Section 508 of the School Code require approval by a majority of the members of the Board, shall be effective if approved by affirmative vote of ten (10) members of the Board. All other actions of the Board may be taken by vote of a majority of the members present (so long as a quorum is present) unless in any case these By-Laws, the School Code or applicable law shall require a larger number. Roll call votes will be taken when required by the School Code. Roll call votes may be taken in rotating alphabetical order.

Each member of the Board shall at all times comply with his/her obligations under the Ethics Act, including abstaining from voting in all situations where there may be a conflict of interest. Any member of the Board who abstains from voting shall furnish the Secretary with a written statement of the reason for his/her abstention. An abstention shall have the same effect as a vote against the motion being considered.

3.14. Procedure; Robert's Rules of Order. The Board shall have full power and authority to adopt, amend and repeal policies, rules and regulations governing the number in which the business of the Intermediate Unit may be conducted. Except as otherwise required by the School Code or by policies, rules and regulations adopted by the Board, meetings will be conducted in accordance with Parliamentary Procedure based upon Robert's Rules of Order. Decisions by the President as to any matter pertaining to Parliamentary Procedure or the procedure for the conduct of meetings are final.

3.15. Public Meetings. Except for meetings (or portions of meetings) which lawfully may be closed to the public, all meetings of the Board and of any committee of the Board shall be open to the public. Only Board members and persons invited by the Board may attend those meetings (or portions of meetings) which are lawfully closed to the public.

3.16. Public Participation in Meetings. The agenda for each regular or special meeting shall include an item at the beginning of the meeting for comments by any resident or taxpayer who wishes to comment upon matters of concern, official action or deliberation which are, or may come, before the Board. Unless extended by the chair, the agenda item for public comment will be limited to one hour. In addition to public comment at the beginning of the meeting, whenever any matter is included on the agenda for a regular or special meeting and prior to any action, the chair may inquire as to whether there is present any resident or taxpayer who wishes to make any comment about the matter under consideration.

Any resident or taxpayer who desires to comment during the public comment period at the beginning of the meeting (or who, in response to the chair's inquiry, desires to comment about a matter under consideration) shall secure the recognition of the chair and thereafter may comment. A resident or taxpayer shall, prior to any comment, state his/her name and residence address. Comments shall be limited to matters of concern, official action or deliberation which may come before the Board.

The resident or taxpayer shall limit his/her comment to not more than five (5) minutes. The chair may permit comment in excess of five (5) minutes. The chair may limit repetitive comments.

Although a resident's or taxpayer's right to comment is for purposes of addressing the Board, such comments may include, questions about matters of concern, official action or deliberation which are or may come before the Board. In order to maintain an orderly process for responding to questions and in order to provide accurate answers to any questions, the chair may request Board members or persons employed by the Intermediate Unit to defer responding to questions to a future time. In responding to questions, members of the Board and persons employed by the Intermediate Unit will not engage in argument or debate with persons who ask questions at the public meeting.

The President reserves the right to rule out of order any person who engages in inappropriate conduct. The President will rule out of order any person who (a) comments about matters which are not properly discussed at a public meeting (for example, comments about confidential personnel matters); or (b) uses vulgar, abusive, obscene or profane language.

Although employees of the Intermediate Unit have the same rights as any other citizen to comment, the proper forum for complaints by employees is through the contracted grievance procedure or through the "meet and discuss" process. All other forms or use of Board business meetings for personal or group grievances are inappropriate and unprofessional. The President reserves the right to rule out of order any employee who disregards the appropriate process.

3.17. Meeting Cancellation. In the event that a regularly scheduled meeting of the Board is cancelled, the Executive Director is authorized to:

- (a) Proceed with payment of bills properly due under contracts or policies, or properly due by reason of other actions or transactions, approved by the Board;
- (b) Implement the personnel transactions listed on the agenda for the cancelled meeting, including employment, resignation, retirement and changes of status; and
- (c) Implement, after consultation with the President, any proposed action deemed to be essential to the on-going conduct of Intermediate Unit business.

Any action described above shall not be taken upon a request of any member of the Board received by the Secretary or any member of the Executive Cabinet (i.e., Executive Director, Assistant Executive Director, Director of Business and Operations, Director of Technology Services, , Director of Curriculum Services, Director of Student Services, Director of Human Resources and Communications, or Board Treasurer) by 3:00 p.m. on the next business day following the cancelled meeting. All actions implemented under this provision shall be subject to ratification and approval by the Board at its next meeting.

3.18. Minutes. The Board and each committee of the Board shall maintain minutes of all public meetings. The minutes shall include:

- (a) The date, time and place of the meeting.
- (b) The names of members present
- (c) The substance of all official actions and a record by individual member of the roll call votes taken.
- (d) The names of all citizens who appeared officially and the subject of their testimony.
- (e) Any other matters required by law to be included in such minutes.

3.19. Actions by Individual Members of the Board. Members of the Board have authority only when acting as the Board legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual member of the Board except when such statement or action is in pursuance of specific instructions from the Board.

3.20. No Compensation of Board Members. A member of the Board shall receive no compensation for his/her service as a Board member, but the Intermediate Unit may (to the extent permitted by law) reimburse a Board member for his/her reasonable and necessary costs and expenses of attending meetings.

3.21. Conferences. Any member of the Board who attends a conference as a representative of the Board is expected to provide a summary report to the Board, including an evaluation of the conference. A Board member who desires reimbursement for expenses including attending a conference shall comply with the following procedures:

- (a) Attendance at the conference shall have prior approval by the President. In an emergency or under other circumstances where such approval is not practical, attendance is subject to review after the fact by the President and/or Board which has the right to reject the request for reimbursement.
- (b) A member attending a conference will be reimbursed only for expenses reasonably and necessarily incurred. Expenses shall be documented by receipts and/or by other documentation requested by the Director of Business and

Operations. Reimbursement for gratuities shall not exceed 15% of total amount paid for the particular service.

ARTICLE IV

4.1 Committees. The Board organization shall include an Executive Committee and such other committees as the Board may from time to time designate. Each committee shall consider and make recommendations with respect to those matters which are properly brought before the committee. The Executive Committee shall consist of the President, Vice President, Secretary (if a member of the Board), Assistant Secretary (if a member of the Board), Treasurer (if a member of the Board), and Assistant Treasurer (if a member of the Board). The President shall annually designate the members of the Board who shall serve on all other committees. The President will consider committee assignments to enable full Board participation.

All members of the Board shall serve on at least one committee.

All committees shall have a chair appointed by the President.

The President shall be an ex officio member of every committee except the nominating committee.

4.2 Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business. Each committee shall make provision for notice of committee meetings. Such notice shall be given in accordance with the requirements of the Sunshine Act.

ARTICLE V

5.1 Officers. The officers of the Intermediate Unit shall be elected by the Board at the organizational meeting and shall consist of a President, Vice President, Secretary and Treasurer. The Board may also choose such other officers (e.g., Assistant Secretary, Assistant Treasurer, Director of Business and Operations, etc.) and agents as it shall deem necessary. The President and Vice President shall be members of the Board. The other officers of the Board may be, but need not be, members of the Board. The Treasurer may be any corporation duly qualified and legally authorized to transact a fiduciary business in the Commonwealth. Before entering upon his/her duties, the Treasurer shall finish a bond in an amount and with surety or sureties as the Board shall approve, conditioned upon the faithful performance of his duties. The amount of the bond shall be in an amount which the Board determines to be adequate to protect the Intermediate Unit from loss. The cost of the bond shall be paid for by the Intermediate Unit. No bond shall be required where a bank or trust company serves as Treasurer.

5.2 Term of Office. Each officer shall be elected for a term of one (1) year which shall commence on the date of election and shall continue until his/her successor in office shall be elected. Any officer may be re-elected without limitation to successive terms of office. Any officer may be removed for cause in accordance with law.

5.3 Compensation. The salaries and compensation (if any) of the officers and agents of the Intermediate Unit shall be fixed by the Board, provided, that members of the Board shall not receive any salary or compensation from the Intermediate Unit.

5.4 President. The President shall be the chief executive officer of the Board. The President shall preside at all meetings of the Board and shall otherwise have such duties and responsibilities as specified in Article IV of the School Code and/or as may be prescribed by the Board.

5.5 Vice President. The Vice President shall act in the absence of the President; and in the absence of the President, the Vice President shall exercise all duties and powers of the President.

5.6 Secretary. The Secretary shall have such duties and responsibilities as specified in Article IV of the School Code and/or as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall have such duties and responsibilities as specified in Article IV of the School Code and/or as may be prescribed by the Board.

5.8 Executive Director. The Board shall appoint an Executive Director. Such appointment shall be carried forth in accordance with Section 963 of the School Code. The Executive Director shall be the chief administrative officer of the Intermediate Unit and shall carry forth such policies, transactions and activities as are approved by the Board. The Executive Director may attend all meetings of the Board (and of committees of the Board) excepting only those meetings which are lawfully closed to the public and from which the Executive Director has been excused. The Executive Director shall have the right to speak, but not to vote, on all matters considered at any meeting which he/she attends. The Executive Director shall have the power and his/her duty shall be:

- (a) To administer the Intermediate Unit program of services.
- (b) To appoint professional staff subject to the approval of the Board.
- (c) To employ nonprofessional staff in accordance with employment policies of the Board.
- (d) To prepare the budgets for adoption by the Board.
- (e) To direct expenditures of funds within the budget or other authorizations of the Board.

- (f) To appoint such advisory groups as will assist the Intermediate Unit staff in providing programs of services for school districts.
- (g) To provide the Secretary of Education and his/her designees with information, reports and services as required.
- (h) To perform such other duties as may be required by the Board and the regulations of the State Board of Education.

5.9 Board Solicitor. The solicitor shall be appointed for a one (1) year term at the organizational meeting. The solicitor shall serve at the pleasure of the Board and may be removed by the Board at any time with or without prior notice and with or without cause.

5.10 Vacancies. If any office becomes vacant for any reason, the Board may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI

6.1 Indemnification of Directors and Officers. In accordance with and subject to the provisions of the Political Subdivision Tort Claims Act, the Intermediate Unit shall defend, indemnify and hold harmless each officer and each member of the Board from all claims arising by reason of, or related to, his/her actions or omissions as an officer or member of the Board.

ARTICLE VII

7.1 Suspension of By-Laws. Except as prohibited by applicable governmental requirements, the Board may without prior notice, by a two-thirds vote of all members, suspend all or any portion of these By-Laws or all or any portion of the Intermediate Unit's policies and procedures.

7.2 Amendment of By-Laws. These By-Laws may be amended by the Board upon the affirmative vote of a majority of all members of the Board; provided, however, that a proposed amendment shall not be approved unless presented for discussion at a regular or special meeting of the Board which is held at least ten (10) days prior to the meeting when the proposed amendment is voted upon.