

## Sourcewell Annual Meeting of the Representative Assembly

Madden's Resort  
Brainerd, MN 56401  
Wednesday, April 23, 2025

### Agenda

- 5:00 p.m.** Registration and visiting with the honored students
- 5:25 p.m.** Call to order – Greg Zylka, Sourcewell Board Chair
- 5:30 p.m.** Annual Meeting of the Sourcewell Representative Assembly – Greg Zylka, Board Chair. The purpose is to increase the representation of our governmental agency members in the development of Sourcewell programs and services.
- a. Approval of the Minutes of the Annual Meeting held on April 17, 2024 (Enclosure #1) – Greg Zylka, Board Chair.
  - b. Open forum – Dr. Chad Coauette, CEO. Questions and Comments about your service cooperative and a review of the annual plan and evaluation report.
  - c. Input from the membership on the development of new programs and services – Representative Assembly Members. Please bring your ideas on how Sourcewell can help you meet your needs – Dr. Chad Coauette, CEO.
  - d. Matters to come before the Sourcewell Representative Assembly – Greg Zylka, Board Chair.
    - 1. By-law revision (Enclosure #2)
- When reasonably possible, any items brought before the Representative Assembly should appear in the form of a resolution and should be submitted in writing to the Chief Executive Officer no later than 15 days prior to the annual meeting. No items have been received to date. Chair Zylka calls for any resolutions.
- 5:50 p.m.** Dinner
- 6:15 p.m.** Welcome and keynote
- 6:45 p.m.** Student Recognition Program
  - a. Individual student recognition with scholarship presentations
- 8:00 p.m.** Closing remarks – Dr. Chad Coauette, CEO  
Adjournment – Greg Zylka, Board Chair

## Annual Meeting of the Representative Assembly Minutes (Enclosure #1)

Chair Greg Zylka called the meeting to order at 5:30 pm with the following present: Julia Kicker, Linda Arts, Chris Kircher, Sharon Thiel, Sara Nagel, Steve Barrows, Neal Gaalswyk, Jeff Jelinski, Mark Lunde, Michael Netland, Darrel Olson, Elizabeth Olson, John Perleberg, Jeff Peterson, John Ryan, Dan Schilling, Zach Tabatt, Andrea Haverinen, Amy Sjoblad, Kevin Boyles, Molly Gerads, Mark Gerbi, Randy Heidmann, Shyla Hess, Roger Hoplin, Dan Lawson, Laura Lee, Tommy Sablan, Chandler Trout, Barb Tumberg, Russ VanDenheuvel, Bryan Winkels, Chris Youngbauer.

Member Nagel moved, seconded by Member Thiel, to approve the minutes of the April 17, 2024, Annual Meeting of the Representative Assembly. Motion carried.

Dr. Coauette presented the Open Forum and the Annual Evaluation Report and Annual Plan. Dr. Coauette entertained input from the Membership. No input was brought forth.

Member Zylka called for matters to come before the Sourcewell Representative Assembly. No matters were brought forth.

The Annual Student Recognition Program followed.

Member Nagel moved, seconded by Member Arts to adjourn the meeting at 8:00 pm. Motion carried.

March 17, 2025

Recipient Name  
Address Line 1  
City, State, Zip

Dear Representative Assembly Member,

Some of you may recall that in 2019, Sourcewell made changes to its bylaws as part of the rebranding from National Joint Powers Alliance to Sourcewell. As part of that process, we made a commitment to review the bylaws annually to ensure compliance with Minnesota law, maintain organizational clarity, and promote continuous improvement.

At this year's annual meeting, we will be proposing a revision to the bylaws for Sourcewell to vest power in the Board of Directors to amend the bylaws of Sourcewell. For some high-level amendments (i.e., fixing the number of directors), the power to amend will remain with the Representative Assembly.

As part of our commitment to continuous improvement, it was determined that the Board of Directors would be able to operate and respond to needed changes more efficiently if the power to amend the bylaws was vested with the Board. Please note it is not uncommon for the Board of Directors of an organization such as Sourcewell to have the authority to amend the bylaws of the organization. None of the proposed changes will significantly change the organization operationally. The revised language contains a supermajority (two-thirds) requirement and still requires advanced notice to board members of proposed changes. Safeguards still remain in place with regard to changing the bylaws, but they will allow for needed changes to happen more efficiently.

Please find enclosed a summary of the proposed changes, along with a copy of the revised bylaws for your consideration. We seek your approval of the updated bylaws at the annual meeting. We hope that upon review, you will agree that the proposed revisions are appropriate and will enable Sourcewell to be a better and more effective organization. Nonetheless, do not hesitate to contact us if you have any questions, comments, or concerns.

Yours Truly,

Yours Truly,

Yours Truly,

Greg Zylka  
Sourcewell Board Chair

Dr. Chad Coquette  
Chief Executive Officer

Sam Rufer  
Chief Legal Officer

# Proposed Bylaw Revisions

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## ARTICLE XI

*Original Language:*

N/A.

*Proposed Additional Language:*

**Section 1.**        Powers of the Board.

...

- w. To the extent permitted by these bylaws, to amend the bylaws of Sourcewell.

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## ARTICLE XVI

*Original Language:*

**Section 1.**        Process for Amending Bylaws. These bylaws 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.

*Proposed Revised Language:*

**Section 1.**        Process for Amending Bylaws.

- a. Unless reserved by these bylaws to members of the Representative Assembly, these bylaws may be amended by the affirmative vote of two-thirds of the Sourcewell Board of Directors, provided that the substance of the proposed amendments shall have been submitted in writing to each Director at least ten (10) days prior to such vote.
- b. The following matters shall be reserved to members of the Representative Assembly: amendments to the bylaws which affect fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies on the Board of Directors; fixing the number of directors or their classifications, qualifications or terms of office, increasing or decreasing the vote required for a member action. Amendments which affect these enumerated matters 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.



# REGION FIVE SERVICE COOPERATIVE BYLAWS

Public Corporation and Agency Name: SOURCEWELL

## ARTICLE I

### CORPORATE ESTABLISHMENT AND CORPORATE NAME

**Section 1.**     Establishment and Name. Region Five Service Cooperative is established by law as a local government unit, public corporation and public agency pursuant to the Minnesota Constitution and enabling statutes provided for by the Minnesota Legislature in Minn. Stat. § 123A.21. The name of this local government unit, public corporation and public agency, and statutory service cooperative is Sourcewell. All exercise of statutory authority, conduct of business, establishment of policies, administration of services and programs, and execution of legal documents shall be done in the corporate name, as herein established, in accordance with law and as provided for in these bylaws from the date of final adoption.

**Section 2.**     Prior Name. Prior to adoption of these bylaws, Region Five Service Cooperative was formerly known as National Joint Powers Alliance (NJPA) and has also been historically known as Educational Cooperative Service Unit 5 and North Central Service Cooperative. All contractual and other legal obligations incurred under a prior legal name may continue in that name but shall bind Sourcewell. Any renewal of a contractual or other legal obligation shall be made in the name Sourcewell.

**Section 3.**     Existing Members. All Members defined by Article VI, whether Voting or Service Members, who joined Region Five Service Cooperative (Sourcewell, f/k/a NJPA, ECSU 5, NCSC) prior to the adoption of these bylaws shall retain membership status unless or until modified or terminated in accordance with the terms and conditions contained in these bylaws.

## ARTICLE II

### GEOGRAPHICAL BOUNDARIES AND ELECTORAL DISTRICTS

**Section 1.**     Boundaries. Pursuant to Minn. Stat. § 123A.21, Subd. 1, the geographical boundaries of Region Five Service Cooperative (Sourcewell) encompass the entirety of the Counties of Cass, Crow Wing, Morrison, Todd, and Wadena in Minnesota. Sourcewell may, in accordance with law, establish operational locations outside the

geographic boundaries of Region Five in furtherance of programs, products, services or solutions authorized by law and these bylaws.

**Section 2.**        Electoral Districts. For purposes of elections conducted pursuant to Article XII of these bylaws, the Sourcewell Board of Directors may establish electoral districts within the geographical boundaries of Region Five by majority decision. Electoral districts shall be established in a manner intended to reasonably ensure proportional representation on the Sourcewell Board of Directors. In establishing electoral districts, the Board of Directors may distinguish between elections for school board representatives and non-school board representatives. Once established, electoral districts shall be reviewed annually by the Board of Directors no later than thirty (30) days prior to the opening of nominations for election. The Board of Directors may, in its sole discretion, confirm, modify or eliminate electoral districts from time-to-time in accordance with law and these bylaws.

### **ARTICLE III**

#### **LEGAL ADDRESS AND SERVICE OF PROCESS**

**Section 1.**        Address. The legal address of Sourcewell is:

Sourcewell  
202 12<sup>th</sup> St. NE.  
P.O. Box 219  
Staples, Minnesota 56479

The primary legal offices of Sourcewell shall be located at this address.

**Section 2.**        Service of Process. Service of process shall be made in accordance with the procedural rules governing the action initiated by the pleadings or papers served. The Executive Director, or designee, may accept service of process in any manner allowed by the procedural rules governing the action initiated by the pleadings or papers served.

### **ARTICLE IV**

#### **FISCAL YEAR AND AUDITS**

**Section 1.**        Fiscal Year. The fiscal year for Sourcewell shall commence on July 1 and end on June 30 of each year.

**Section 2.**        Audits. Sourcewell shall conduct annual audits pursuant to Minnesota law and in accordance with recognized best accounting practices.

## **ARTICLE V**

### **PUBLIC PURPOSE**

**Section 1.**        Purpose. Consistent with Minn. Stat. § 123A.21, Subd. 2, the primary purpose of Sourcewell is to provide statutorily authorized programs, products, services, and solutions to assist in meeting the specific needs of members which they may not be able to provide for themselves alone. Sourcewell shall provide programs, products, services, and solutions which are determined to meet priority needs of its members and shall assist in meeting special needs which arise from fundamental constraints upon individual members. No earnings or interest of the Sourcewell may inure to the primary benefit of any individual person or private entity.

## **ARTICLE VI**

### **MEMBERSHIP AND PARTICIPATION**

**Section 1.**        Two Forms of Membership: Participation. Pursuant to Minn. Stat. § 123A.21, Subd. 2, membership in Sourcewell shall take two (2) forms: (i) Full-voting Governance members (hereinafter referred to as “Voting Members”); and (ii) Participant Service members (hereinafter referred to as “Service Members”). Additionally, pursuant to Minn. Stat. § 123A.21, Subd. 5(g) & (j) and § 471.59, Sourcewell may allow and provide for non-member Participating Entities (hereinafter “Participating Entities”).

**Section 2.**        Voting Members. Voting Members are those school districts, cities, counties, and other governmental units located within the geographic boundaries of Region Five who have chosen to initiate voting membership in Sourcewell in accordance with Section 4 of this Article for purposes of obtaining governance rights and participation in and access to programs, products, services, and solutions provided by Sourcewell.

**Section 3.**        Service Members. Service Members are school districts, cities, counties, and other governmental units, as well as nonpublic school administrative units and nonprofit agencies or organizations, regardless of geographic location, who have chosen to initiate membership in Sourcewell in accordance with Section 4 of this Article for purposes of participating in and receiving programs, products, services and solutions provided by Sourcewell. Service Members do not have governance rights, do not incur the obligations of Voting Members, do not incur any of Sourcewell’s corporate liability, and are not entitled to distribution of assets upon dissolution.

**Section 4.**        Participating Entities. A Participating Entity is any public or private agency, institution, postsecondary educational institution, nonprofit corporation, business, industry or governmental unit, as defined by Minn. Stat. § 471.59, that may not otherwise strictly qualify for membership. Participating Entities do not have governance rights, do not incur the obligations of Voting Members and do not incur any of Sourcewell's corporate liability, and are not entitled to distribution of assets upon dissolution.

**Section 5.**        Initiating Membership and Participation. Membership or participation in Sourcewell is initiated as follows:

- a. *Voting Membership.* Any qualifying potential voting member may join Sourcewell by forwarding a duly adopted resolution of its governing body to the attention of the Executive Director by hand-delivery, e-mail, or U.S. mail. Upon receipt of such resolution, and appropriate and proper verification of the same, the Executive Director of Sourcewell shall cause the resolution to be placed on the agenda of the next regular meeting of the Sourcewell Board of Directors for consideration and approval, provided that such approval shall not be unreasonably withheld. The effective date of voting membership shall be the date of approval by the Sourcewell Board of Directors of the resolution initiating membership.
- b. *Service Membership and Participation.* Any qualifying potential Service Member or Participating Entity may join Sourcewell by complying with the service membership or participation policy or policies established by majority vote of the Sourcewell Board of Directors for purposes of accessing programs, products, services and solutions provided by Sourcewell.

**Section 6.**        Membership and Participation Policies. Consistent with these bylaws, the Sourcewell Board of Directors may, by majority vote, establish policies and procedures governing terms and conditions of membership for Voting Members, Service Members, and Participating Entities. With respect to each program, product, service or solution, the Sourcewell Board of Directors may, by majority vote, establish policies and procedures regulating access to such programs, products, services and solutions, including the cost thereof. Voting Members shall be eligible to access and participate in, and may not be excluded from, any program, product, service or solution offered by Sourcewell, unless otherwise prohibited by law. With respect to Service Members and Participating Entities, the Sourcewell Board of Directors may differentiate policies on the basis of need, geography, particular

membership constituencies, or any combination thereof. Participation in programs, products, services and solutions is discretionary as to all Members and Participating Entities.

**Section 7.**        Withdrawal from Membership. Members may withdraw from membership as follows:

- a. *Voting Member Withdrawal.* A Voting Member may withdraw its membership from Sourcewell by a duly adopted resolution of its governing board and upon compliance with any Membership Agreement or applicable membership policies. The withdrawal shall be effective on June 30 following receipt of the member's withdrawal resolution by e-mail, hand-delivery, and/or U.S. mail. Any such withdrawal is subject to these bylaws, and any terms and conditions of membership established by contract or policy existing at the time of withdrawal.
- b. *Service Member and Participating Entity Withdrawal.* Service Members and Participating Entities may withdraw from Sourcewell in accordance with the policies established by the Sourcewell Board of Directors. Any such withdrawal is subject to these bylaws, and any terms and conditions established by contract or policy existing at the time of withdrawal. No withdrawing Service Member or Participating Entity is entitled to a distribution of any assets or other payment because of withdrawal.
- c. *Obligations of Voting Members Upon Withdrawal.* Upon withdrawal, a Voting Member is obligated for the share of expenses (if any) already certified to the withdrawing member for the fiscal year in which withdrawal occurs, as well as a pro-rated refund of any amounts paid toward general operations and overhead for the same fiscal year. If the certified expenses exceed the pro-rated refund, the withdrawing member is obligated to pay the difference. In no event shall a withdrawing Voting Member be entitled to a refund greater than the amount paid in for the fiscal year in which withdrawal occurs. In no event shall a withdrawing Voting Member be entitled to a refund of any amounts paid during prior fiscal years. No withdrawing Voting Member shall be entitled to a distribution of any assets.
- d. *Dissolution.* Upon dissolution, only Voting Members existing at the time of dissolution are responsible for any proportionate share of expenses and entitled asset distributions, as provided by Minn. Stat. § 123A.21, Subd. 9, and Minn. Stat. § 123A.24, Subd. 1 and 2, as may annually be allowed or assessed by Sourcewell's Board of Directors.

## ARTICLE VII

### FINANCIAL SUPPORT FROM VOTING MEMBERS

**Section 1.**        Financial Support. Financial support for operational and capital expenses and programs, products, services and solutions shall first be provided from revenue generating operations, as well as any supplementing private, state, or federal financial support as may be available. The Sourcewell Board of Directors may, in each fiscal year, for the purpose of meeting all or a portion of estimated operational and capital expenses, assess and certify to each Voting Member, their proportionate share of such projected expenses. To the extent practicable, this share shall be based upon the extent of participation by each Voting Member and shall take the form of an annual service fee. Each Voting Member shall remit its assessment to the Board of Directors as determined by the Board of Directors. Any certified and assessed fee shall not cause a Voting Member to exceed its maximum levy limitations set forth by law for the applicable fiscal year. Nothing in this section shall require the Board of Directors to certify and assess fees in any given fiscal year.

**Section 2.**        Service Contracts. Nothing in this section shall limit the ability of the Board of Directors to enter or authorize contracts for purposes of delivering services or shared services and negotiating reasonable contractual costs for the same separately with Voting Members.

## ARTICLE VIII

### RIGHTS AND OBLIGATIONS OF MEMBERS

**Section 1.**        Rights and Obligations of Voting Members. Voting Members are entitled to nominate eligible persons to serve on the Sourcewell Board of Directors. Voting Members are eligible to participate in elections for Board of Directors. Voting Members are responsible for any proportionate share of expenses and are entitled to asset distributions upon dissolution. Except as may otherwise be provided by law, at their discretion, Voting Members are entitled to participate in programs, products, services and solutions provided by Sourcewell without limitation, but subject to the terms and conditions of participation established by policy or policies of the Board of Directors.

**Section 2.**        Rights and Obligations of Service Members and Participating Entities. Service Members and Participating Entities shall not nominate anyone to serve on the Sourcewell Board of Directors. Service Members and Participating Entities may not vote in elections or on any matters of Sourcewell governance. Service Members

and Participating Entities are not responsible for any proportionate share of expenses and are not entitled to asset distributions upon dissolution. Participation in programs, products, services and solutions by Service Members and Participating Entities may be limited by the terms and conditions of applicable contracts and Sourcewell policies.

## **ARTICLE IX**

### **GOVERNANCE**

**Section 1.**        Governing Board. The care, management, and control of Sourcewell shall be vested in a Board of Directors, composed of eight (8) members elected by the Voting Members, in accordance with law and these bylaws. Six (6) directors of the Board of Directors shall be current school board members from school districts which are also Voting Members of Sourcewell located within Region Five. Two (2) directors of the Board of Directors shall be individuals from the current governing bodies of cities, counties, and other governmental units as defined in Minn. Stat. § 471.59, which are also Voting Members of Sourcewell located within Region Five.

**Section 2.**        Ex Officio Members to the Board. The Sourcewell Board of Directors may, at its discretion, appoint up to three (3) individuals to its Board of Directors as nonvoting ex officio members for purposes of advisory participation from a cross section of Voting Members. If one (1) such individual is appointed, then the individual shall be a current Superintendent from a Voting Member school district. If two (2) such members are appointed, then one (1) shall be a current Superintendent from a Voting Member school district and one (1) shall be a current Administrator of a city, county, or other governmental unit as defined in Minn. Stat. § 123A.21, which is also a current Voting Member. If three (3) such members are appointed, then two (2) shall be current Superintendents from Voting Member school districts and one (1) shall be a current Administrator of a city, county, or other governmental unit as defined in Minn. Stat. § 471.59, which is also a Voting Member. The term of any appointed ex officio, nonvoting member shall be two (2) years.

**Section 3.**        Representative Assembly. A Representative Assembly is created as provided in this section. The Sourcewell Representative Assembly purpose is to increase the representative input of Voting Members in the development of programs, products, services, and solutions offered by Sourcewell. Each Voting Member shall be entitled to select two (2) current members of its governing body to serve on the Representative Assembly. Appointment shall be made by the governing board of the Voting Member and shall be communicated to the Sourcewell Executive Director on an annual basis. Each Voting Member governing body may designate alternates

for each representative on the Representative Assembly and notify the Executive Director of the alternates. The Board of Directors Chairperson and the Clerk to the Board of Directors shall serve as chairperson and clerk to the Representative Assembly.

## **ARTICLE X**

### **THE REPRESENTATIVE ASSEMBLY MEETINGS AND ANNUAL REPORT AND PLAN**

**Section 1.**        Meetings. The Representative Assembly shall meet at least once per year. Such meetings are intended to meet the requirements of Minn. Stat. § 123A.21, Subd. 10. An agenda shall be sent to each Voting Member at least ten (10) days prior to the annual meeting. All matters to be acted thereon shall be submitted in writing to the Sourcewell Executive Director no later than fifteen (15) days prior to such meeting. To the extent practicable, matters submitted in the form of a resolution shall appear on the agenda in the form prepared and proposed. All actions of the Representative Assembly shall be final upon subsequent ratification and approval by the Sourcewell Board of Directors.

**Section 2.**        Annual Report and Plan. Consistent with Minn. Stat. § 123A.21, Subd. 5(i) and 7, the Board of Directors shall submit an annual report and plan to the Voting Members by September 1<sup>st</sup>. The report and plan should contain an evaluation of the effectiveness of programs, products, services, and solutions provided to Voting Members during the preceding fiscal year. The report and plan may identify the programs, products, services, and solutions which are recommended for implementation during the following year and may contain components of long-term planning. As often as practicable, the Annual Report shall be prepared and submitted in conjunction with a meeting of the Representative Assembly.

## **ARTICLE XI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.**        Powers of the Board. The Sourcewell Board of Directors has all powers provided for by law, including but not limited to, the authority to:

- a. Exercise all powers enumerated in Minn. Stat. § 123A.21, specifically, Minn. Stat. § 123A.21, Subd. 7;
- b. Delegate to the Sourcewell Executive Director, or his or her designee, all powers, authority, responsibilities and duties as it deems necessary and proper;



- c. Provide adequate office, service center, and administrative facilities by lease, purchase, gift, or otherwise;
- d. Establish an annual budget for each fiscal year;
- e. Approve the use of administrative fees for any purpose allowed by law;
- f. Certify and assess fees in accordance with law and these bylaws;
- g. Hire an Executive Director, set compensation and provide employment benefits to the same;
- h. Employ personnel as necessary to support general operations and the programs, products, services, and solutions offered by Sourcewell and to set compensation and provide employment benefits to the same;
- i. Make application for, accept, and expend private, state, and federal funds that are available for programs of the members;
- j. Accept gifts and donations for the benefit of the public corporation and agency, subject to limitations imposed by law;
- k. To acquire real and personal property for the benefit of this public corporation and agency and its members;
- l. To prosecute, defend or settle all actions and claims in courts of law and other legal forums;
- m. 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;
- n. To enter into contracts with school boards of local education agencies, including school districts outside of the geographic boundaries of Region Five;
- o. To enter into joint powers contracts and relationships with other qualifying entities in Minnesota and throughout the United States;
- p. 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;

- q. To establish cooperative, working relationships, and partnerships with post-secondary educational institutions, other public agencies, business, and industry and may appoint special and advisory committee representative of these partners;
- r. To procure insurance against liability of the public corporation and agency, as well as its directors, officers, employees, and agents;
- s. To join governmental, joint powers, pooled risk organizations, as provided for by Minn. Stat. § 471.59;
- t. To employ qualified professionals, including but not limited to, attorneys, accountants, and other consultants;
- u. To select advisory councils or committees to give advice and counsel to the Board of Directors comprised of representatives from public and non-public schools, cities, counties, and other governmental units, as well as representatives from strategic business partners;
- v. To the extent possible, make technical assistance for long-term planning available to Voting Member government agencies upon request and shall establish a common base for local and regional decision-making; and
- w. To the extent permitted by these bylaws, to amend the bylaws of Sourcewell.

**Section 2.**        Duties of the Board. The Board of Directors shall exercise all powers in a manner necessary to carry out all duties imposed upon it by law.

**Section 3.**        No Limitation on Authority. Article XI shall not be construed as a limitation on any authority of the Board of Directors provided by law.

**Section 4.**        Contracting Authority; Delegation. The Board of Directors is the contracting authority for Sourcewell. This authority may be delegated in accordance with Minnesota law.

## **ARTICLE XII**

### **ELECTIONS OF THE BOARD OF DIRECTORS**

**Section 1.**        Terms of Office; Vacancies. Members of the Sourcewell Board of Directors are elected to four (4) year terms. A schedule of terms of office for each director seat shall be maintained at the legal offices for Sourcewell and be available for public inspection. Members shall begin their term in February following the

election and qualification to office and shall serve until a successor is elected and qualified. A vacancy on the Board of Directors which results in an unexpired term may be filled by appointment of the Board of Directors. The duration of any such appointment shall be until the next annual election during which the seat is scheduled for election. An election, following appointment, shall be for the unexpired term of office and no vacancy filled by appointment shall cause any established term of office to be extended.

**Section 2.**        Nominations for Candidacy. Nominations for candidacy must be filed with the Sourcewell Executive Director no more than forty-five (45) days, nor less than twenty (20) days, prior to the announced election at which any director is to be elected to the Board of Directors. Each candidate shall be nominated by a petition signed by a majority of the governing body of the Voting Member. All persons nominated must be currently elected officials. The petition shall identify the Voting Member entity from which a candidate has been nominated, the name of the candidate, and a brief description of the candidate's background, experience, and qualifications.

**Section 3.**        Timing and Administration of Elections. Elections shall occur annually after the second Tuesday in November, but no later than January 15, provided that only two (2) seats shall be up for election at once. The Board of Directors shall cause the election ballots to be printed for election to the Board of Directors and cause the ballots to be delivered to Voting Members no later than ten (10) days before the election.

**Section 4.**        Election of School Board Directors. The six (6) school board directors shall be elected as follows from each of the three (3) school district electoral districts established within the geographic boundaries of region five pursuant to Article II. Every current school board member from Voting Member school districts is eligible to vote in elections occurring within their appropriate and respective electoral district.

**Section 5.**        Election of Non-School Board Directors. Each Voting Member that is a city, county, or other governmental unit as defined in Minn. Stat. § 471.59, may nominate elected officials from its governing body to serve on the Sourcewell Board of Directors. Each nomination shall be by majority vote of the governing body of the Voting Member. The governing body of every non-school board Voting Member is entitled to cast one (1) organizational vote in elections occurring within their appropriate and respective electoral district.

**Section 6.**        Qualification to Board. All voting directors shall remain publicly elected officials from within the geographic boundaries of Region Five. Should any voting director lose his or her elected position for any reason, then a vacancy shall immediately occur and shall be filled in accordance with law and these bylaws.

## **ARTICLE XIII**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.**        Organizational Meeting. Each year following elections and upon qualification of new directors to office, at the call of the Sourcewell Executive Director, the Sourcewell Board of Directors shall meet and hold an organizational meeting. At the organizational meeting, the following business shall be conducted:

- a. Canvass election results and approve election certificates;
- b. Elect a chairperson; a vice-chairperson; a clerk, and a treasurer (officers of the Board of Directors). To the extent practicable, no two (2) directors shall be from the same Voting Member governing body;
- c. Elect a chairperson; a vice-chairperson; a clerk, and a treasurer (officers of the Board of Directors). To the extent practicable, no two (2) directors shall be from the same Voting Member governing body;
- d. Make committee appointments;
- e. Appoint ex officio, nonvoting directors as provided for in Article IX, Section 2;
- f. Set board compensation, mileage reimbursement, and per diem rates;
- g. Set a schedule of regular meetings;
- h. Set any timelines required by law, these bylaws, or as the board shall deem practical and expedient;
- i. Designate official depositories;
- j. Designate the official newspaper, provided that the organizational website shall be used whenever legally permissible and sufficient;
- k. Designate a chief procurement official;
- l. Designate legal counsel;
- m. Designate an auditor;
- n. Authorize electronic, digital, or facsimile signatures;
- o. Authorize and delegate legal representative duties;
- p. Establish, confirm, review, or modify electoral districts; and

- q. The Board of Directors shall also conduct any other necessary organizational business.

The minutes of the organizational meeting may be duly approved at any subsequent regular meeting of the Board of Directors.

**Section 2.**        Meetings. The Board of Directors shall meet at the call of the chairperson or any three (3) members of the board. 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 or practical urgency not on the agenda may be considered at the time of the meeting.

- a. A quorum at any meeting with members of the board shall consist of a majority of the elected Board of Directors;
- b. The order of business at the board meetings shall be as determined by the board;
- c. The meetings of the board at which official action is taken shall be public meetings and no person shall be excluded therefrom; and
- d. To the extent practicable, 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 bylaws. Rules may be amended at any meeting by a majority vote. The order of business may be suspended at any meeting by majority decision.

**Section 3.**        Record of Proceedings. Meeting minutes of the Board of Directors shall be posted online to the Sourcewell website. The minutes of the preceding meeting shall be reviewed, corrected if necessary, and a copy of all motions and the names of the director(s) making and seconding motions shall be recorded.

## **ARTICLE XIV**

### **AUTHORITY AND DUTIES OF THE EXECUTIVE DIRECTOR**

**Section 1.**        Authority and Duties. The Sourcewell Board of Directors shall hire an Executive Director, and such number of other personnel as may be deemed necessary. The Board of Directors shall also fix the salary and conditions of employment of such officers, which may include reasonable and necessary expenses, vacation, and disability leave. The Sourcewell Executive Director shall, under the direction of the board, exercise the following responsibilities and duties:

- a. Perform and exercise all duties, responsibilities and delegated to the Executive Director by the bylaws or by separate action of the Board of Directors;
- b. Act as secretary and executive officer of the Board of Directors;
- c. Attend all regular and special meetings of the Board of Directors when so required by the board and advise the board of all questions under consideration;
- d. Serve as ex-officio member of all advisory committees or councils appointed by the Board of Directors;
- e. Provide for the keeping of minutes of the Board of Directors meetings, recording all proceedings and official actions in a manner required by law and keeping such records as may be necessary;
- f. Act as the custodian of records, reports, documents, correspondence, educational equipment and supplies, and other property and maintain inventories and indices thereof;
- g. Act as the legal representative for state and federal programs;
- h. Prepare and present the business to be acted upon at meetings of the board;
- i. Maintain supervisory custody of the funds of the board;
- j. Enter into all membership agreements and to extend annual renewals for contracts pending board consideration;
- k. Write drafts against funds only for expenditures properly approved by the board;
- l. As bonded by the board, make financial records of the board available at all times and submit them annually for audit;
- m. Prepare and submit an itemized budget for approval by the Board of Directors; and
- n. 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.

## ARTICLE XV

### CHIEF PROCUREMENT OFFICIAL

**Section 1.**        Designation. The Sourcewell Board of Directors may, through policy or resolution, designate a chief procurement official to administer a cooperative purchasing and contracting program as authorized by Minn. Stat. § 123A.21, Subd. 7(a)(23).

**Section 2.**        Powers and Duties. Upon designation, the official is hereby designated to:

- a. Competitively solicit contracts in categories called for by the Board of Directors;
- b. Award all competitively solicited contracts, without limitation;
- c. In consultation with the Sourcewell Executive Director and General Counsel, propose and implement changes to the cooperative purchasing and contracting program intended to increase efficiency, regulatory compliance, and member value; and
- d. Propose budgetary modifications necessary to meet member needs.

## ARTICLE XVI

### AMENDMENTS TO BYLAWS

**Section 1.**        Process for Amending Bylaws.

- a. Unless reserved by these bylaws to members of the Representative Assembly, these bylaws may be amended by the affirmative vote of two-thirds of the Sourcewell Board of Directors, provided that the substance of the proposed amendments shall have been submitted in writing to each Director at least ten (10) days prior to such vote.
- b. The following matters shall be reserved to members of the Representative Assembly:  
amendments to the bylaws which affect fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies on the Board of Directors; fixing the number of directors or their classifications, qualifications or terms of office, increasing or decreasing the vote required for a member action. Amendments which affect these enumerated matters 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 the Board of Directors January 12, 1978.

First Amendment approved May 29, 1990.

Second Amendment approved March 25, 1991.

Third Amendment approved April 27, 1992.

Fourth Amendment approved September 25, 1995.

Fifth Amendment approved September 28, 1998.

Sixth Amendment approved April 13, 2005.

Seventh Amendment approved April 14, 2010.

Eighth Amendment approved April 6, 2011.

Ninth Amendment approved April 10, 2013.

Tenth Amendment approved April 13, 2016.

Eleventh Amendment approved April 11, 2018.

Twelfth Amendment approved on April 11, 2019.

Thirteenth Amendment approved on April \_\_\_\_, 2025.

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Chair, Board of Directors

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Clerk, Board of Directors