

# West Central Ohio Manufacturing Consortium

## BY-LAWS

### ARTICLE I - DECLARATION

#### Section 1. Name.

This organization will be called the West Central Ohio Manufacturing Consortium (hereafter known as WCOMC).

#### Section 2. Purpose.

WCOMC was organized and will be operated exclusively for the purpose of promoting advanced manufacturing, and creating a prepared pool of qualified employees in West Central Ohio through collaboration with Rhodes State College. Activities will include, but not be limited to, promotion, certifications, training, and workforce development.

### ARTICLE II – RESPONSIBILITY FOR CONSORTIUM

#### Section 1. Board of Directors.

**(A) Interim Board:** During the formation period while membership is building within WCOMC, the originating manufacturers will be the Interim Board of Directors. Eligibility for a membership position on WCOMC's Interim Board of Directors is based upon payment of consortium membership fees. These fees must be paid between August 1, 2005 and no later than December 31<sup>st</sup> 2005. This Interim Board of Directors will be comprised of one representative from each paying manufacturing company and a representative from Rhodes State College, the fiscal agent. These Interim Board of Director members will serve until July 1, 2006. At that time, the Interim Board of Directors will terminate.

**(B) Power and Authority of Directors:** The ultimate responsibility for the formation, vision and direction of WCOMC rests with the Board of Directors. The Board will determine the overall annual goals and objectives for WCOMC. The Board is responsible for WCOMC's finances.

**(C) Number and Qualifications of Directors:** No later than July 1, 2006, the entire consortium membership will elect ten (10) senior management manufacturing company representatives who are members of WCOMC. Only one representative per company may hold a position on the Board of Directors. One representative from Rhodes State College, the fiscal agent for WCOMC, will be included in the Board of Directors. The Rhodes State College Board member will be appointed by the College President. The

total number of board members will be eleven (11). All Board members must be current with WCOMC membership fees. As the fiscal agent, Rhodes State College is exempt from paying membership fees.

**(D) Officers:** The Board of Directors will elect a chair, vice chair and secretary. The fiscal agent of WCOMC will act as treasurer. Officers may succeed themselves in office if duly elected.

All officers will have such authority and perform such duties as from time to time are determined by the Directors. The treasurer will make a report on WCOMC's financial affairs to the Board of Directors within a reasonable time period after the close of each fiscal year ending June 30<sup>th</sup>.

**(E) Term of Board of Directors:** Initially, in establishing the Board, Directors will hold office for a term of three, two, or one years, as of the current fiscal year, set by lottery and action of the Directors immediately after the adoption of these bylaws. All Directors elected to the Board, beginning July 1, 2007, and thereafter, will serve three year terms without limitation of the number of terms. In the case of a resignation or vacancy, the Board of Directors will appoint a successor, who will hold office for the remainder of the term to which assigned.

**(F) Removal or Resignation of Directors:** A Director may resign by notice in writing to the Board of Directors, or may be removed from office with or without cause at the pleasure of the Board of Directors with a vote of at least two-thirds (2/3) of the Directors present at a meeting where a quorum exists. Upon request by the Director subject to a removal action, a hearing will be held at said meeting prior to voting on the removal by the Board of Directors.

**(G) Quorum:** A quorum will consist of a simple majority of the Directors in office for the transaction of business at any meeting of the Board of Directors. A quorum must always consist of the fiscal agent's representative.

**(H) Meetings:** The Board of Directors will meet on no less than a semi-annual basis, once in order to approve the budget and goals for the upcoming fiscal year; and once to approve the closing of the financial records for the prior fiscal year within four months of the closing, and to set the fee structure for membership for the upcoming fiscal year. A joint meeting of the Board of Directors and the Steering Committee will serve to update each Board member as to the activities, accomplishments, and goals of the WCOMC.

Written notice of all meetings will be given not less than five (5) calendar days nor more than sixty (60) calendar days before the date of such meeting to each Director. Special meetings of the Board of Directors may be held upon call of the chair, vice-chair, or at the request of any two (2) members of the Board of Directors.

**(I) Compensation:** The Board of Directors will serve without compensation but are eligible for full reimbursement for direct expenses related to the work of WCOMC.

## Section 2: Steering Committee.

**(A) Appointment of Steering Committee:** The Board of Directors will appoint a Steering Committee from the body of consortium members to implement the goals and objectives of the Board of Directors and conduct the operational business of WCOMC. Members of the Steering Committee may be members of the Board of Directors.

**(B) Responsibilities of Steering Committee:** The Steering Committee will be the working body for WCOMC and will be responsible for the operations of WCOMC, including resource development and fiscal management, personnel, policy development, and coordination and assessment of consortium activities. WCOMC members play key roles in the development of curriculum, promotion of education and business linkages, staff development, job placement, career awareness and scholarship opportunities.

**(C) Number and Qualifications of Steering Committee:** The Steering Committee will consist of representation from manufacturing company membership of WCOMC. A maximum of eighteen (18) voting members of the Steering Committee will be based upon proportional representation by companies with 1-49 employees, 50-99 employees, 100-499 employees, 500-999 employees, companies with over 1000 employees, and three (3) representatives from Rhodes State College. Three additional non-voting members of the Steering Committee will be appointed, including one (1) representative each from a postsecondary education institution, a community based organization, and a secondary education institution. The West Central Ohio Manufacturing Pathway Program Coordinator (hereafter known as The Coordinator) will also be a non-voting member of the Steering Committee. This committee will reflect a geographic mix of the counties represented in the WCOMC. The Steering Committee meetings will be open to all members of WCOMC, who may place items on the agenda a minimum of five (5) working days prior to a scheduled meeting by contacting the chair or the Coordinator.

**(D) Officers:** The Steering Committee membership will elect a chair, vice chair and secretary. A WCOMC fiscal agent representative will act as treasurer. Officers may succeed themselves in office if duly elected.

All officers will have such authority and perform such duties as from time to time will be determined by the Directors. The treasurer will report to the Steering Committee on WCOMC's financial affairs on a routine basis.

**(E) Terms of Steering Committee members:** Initially, in the establishment of the committee, members will hold office for a term of three, two, or one years, as of the current fiscal year, set by lottery and action of the Directors immediately after the adoption of these bylaws. All members elected to the committee beginning July 1, 2007 and thereafter will serve three year terms without limitation of the number of terms. In the case of a resignation or vacancy, the Board of Directors will appoint a successor, who will hold office for the remainder of the term to which assigned.

Non-voting members of the Steering Committee will hold office for a term of three, two or one years, beginning in the 2007-08 fiscal year, set by lottery and action of the Directors. After serving their first term, non-voting members of the Steering Committee will serve three-year terms without limitation of the number of terms.

**(F) Removal or Resignation of Steering Committee members:** Any committee member may resign by notice in writing to the Board of Directors, or may be removed from office with or without cause at the pleasure of the Board of Directors with a simple majority vote of the Directors present at a meeting where a quorum exists. Upon request by the Steering Committee member subject to the removal action, a hearing will be held at said meeting prior to voting on the removal by the Board of Directors.

**(G) Quorum:** A quorum will consist of a simple majority of the Steering Committee in office for the transaction of business at any meeting of the Steering Committee. A quorum must always consist of a fiscal agent representative.

**(H) Meetings:** The Steering Committee will meet at a minimum on a quarterly basis or more frequently, if necessary. Quarterly or more frequent meetings will ensure effective communication and coordination of project progress; sharing of program successes; and allow for timely formative evaluation feedback.

Special meetings of the Steering Committee may be called at the request of the Chair or the Coordinator and will be held at such time and place as is set forth in the notice of the special meeting. Notice of any special meeting of the Steering Committee will be given by the person or persons calling the meeting at least five (5) calendar days previously by telephone, fax, email or written notice.

**(I) Compensation:** With the exception of the Coordinator and WCOMC staff, Steering Committee members will serve without compensation but are eligible for full reimbursement for direct expenses related to the work of the Steering Committee.

### **Section 3. Manufacturing Consortium Staff**

**(A) Responsibility of Coordinator:** The Coordinator will be responsible for coordinating WCOMC, including internal and external marketing; collecting and organizing available data and creating curricula and related certifications; establishing and coordinating fiscal needs and the consortia's budget; organizing community-based service and education providers to serve the consortia; establishing required assessment procedures; developing and maintaining records, and providing reports as required. The Coordinator will act as staff to the Steering Committee and Board of Directors and will attend all meetings of both entities.

**(B) Supervision of Coordinator:** The day-to-day supervision of the Coordinator will rest with Rhodes State College. The Steering Committee will participate with the College in employing, monitoring, and evaluating the effectiveness of the Coordinator. All

employment and evaluation procedures will be in accordance with the rules, policies and procedures of the fiscal agent. The Coordinator will be evaluated on an annual basis.

**(C) Additional Personnel:** Additional WCOMC personnel will be employed and evaluated by the fiscal agent, according to the fiscal agent's rules, policies, and procedures.

### ARTICLE III – SUBCOMMITTEES

**(A) Subcommittees Structure:** WCOMC will initially begin with three standing subcommittees: 1) Education; 2) Marketing and 3) Operations. WCOMC membership may be called upon to serve on standing and ad hoc subcommittees as deemed necessary by the Steering Committee. Subcommittees may consist of Board of Directors, Steering Committee members, general members of WCOMC, or other community members. Rhodes State College will have a representative on each standing committee.

These committees will be responsible for the planning, coordinating, and communicating of WCOMC project activities. Each committee will meet a minimum of once every six months—more often during the early stages of WCOMC development.

**(B) Standing subcommittees:** These subcommittees will perform the following functions:

The Education Subcommittee will guide the curriculum development, consortium credentialing, work with educational providers, consortium education events, insure the content of educational curriculum is updated as needed by the membership, and perform other duties as assigned by the steering committee chair.

The Marketing Subcommittee will oversee the promotional efforts of the WCOMC, membership recruitment, and perform other duties as assigned by the steering committee chair.

The Operations Subcommittee will oversee the structure of the WCOMC, insuring fiscal, organizational, personnel, and membership viability, and perform other duties as assigned by the Steering Committee chair.

**(C) Ad Hoc Subcommittees:** Ad Hoc subcommittees may be convened at the discretion of the Steering Committee chair.

### ARTICLE IV –MEMBERSHIP

**(A) Membership Structure:** Any manufacturing company within the West Central Ohio region (Allen, Auglaize, Hancock, Hardin, Logan, Mercer, Paulding, Putnam, Shelby and Van Wert Counties) may join WCOMC.

**(B) Membership Fee structure:** Membership fees will be based upon the number of employees within each organization. The annual fee structure will be based upon the following levels: 1) over 1000 employees, 2) 500-999 employees, 3) 100-499 employees, and 4) 50-99 employees, and 5) 1-49 employees.

The membership fee structure will be reviewed annually by the Steering Committee in the third quarter of the fiscal year in order to determine budget projections for the upcoming fiscal year, and be approved by the Board of Directors.

## **ARTICLE V –FISCAL PROCEDURES**

**(A) Obligation of Funds:** The fiscal agent will be responsible for all contractual procedures, fiscal accounting, and personnel actions recommended by the Steering Committee.

The project budget will be considered as the controlled spending plan for the fiscal year. The Coordinator will be authorized to make expenditures and commitments commensurate with the budget that has been approved by the Board of Directors.

All expenditures will be in strict accordance with federal, state, and local law and in accordance with the fiscal agent's policies and procedures.

The initial budget and all proposed budget revisions will be prepared by The Coordinator and presented to the Steering Committee and fiscal agent for appropriate action prior to submission to the Board of Directors.

**(B) Financial Reporting:** The fiscal agent will be responsible for requests for project funds and will submit interim and final project expenditure reports required by the funding agencies, as well as annual fiscal year reports to the Board of Directors and the Steering Committee.

## **ARTICLE VI –AMENDMENT OF BY –LAWS.**

**(A) Amendments:** These bylaws may be amended, supplemented, or repealed by the written assent of two-thirds (2/3) of the Board of Directors at a regular meeting, or by a majority vote of the Directors at a meeting called for that purpose.

## **ARTICLE VII –ASSURANCES**

**(A) Assurances:** The membership of the consortium will uphold the ethical guidelines as set forth by their respective professional organizations. The programs, projects and members of WCOMC will conduct consortium business in accordance with Federal, state of Ohio, and local laws. Rhodes State College will additionally abide by the rules and regulations of the Ohio Board of Regents.

## ACKNOWLEDGEMENT

This document is accepted and the Consortium is entered into by Rhodes State College and the regional manufacturers listed below. Any revisions or changes in these bylaws must be made in writing and accepted by all parties.

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Earl E. Keese, President, Rhodes State College

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Crown Equipment Corporation

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Gasdorf Tool and Machine Co., Inc.

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
General Dynamics Joint Systems Manufacturing

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Minster Machine Company

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Procter and Gamble

Accepted: \_\_\_\_\_ Date: \_\_\_\_\_  
Valero