

Agreement to Form the [Name] Educational Services Cooperative

This Agreement to form the [Name] Educational Services Cooperative (“Agreement”), effective as of the ____ day of _____, 20____, is made by and among the boards of education for the counties of [County 1], [County 2], and [County 3] (*Two or more counties may join to form an ESC. The minimum size for an ESC would be two counties, and there is no maximum size.*), in the State of West Virginia, hereinafter the “member county boards.”

WHEREAS, West Virginia Code § 18-5-13c *et seq.* authorizes county boards of education to form educational services cooperatives (“ESC”) for the purposes outlined therein, including, but not limited to, (1) employing full-time and part-time staff, as necessary, to perform services or other projects that may require staff and support services for effective implementation; (2) purchasing, holding, encumbering, and disposing of real property, (3) operating as a Local Educational Agency (LEA) for financial purposes, including grants and cooperative purchasing, (4) receiving, expending, and disbursing funds from the state and federal governments, from member counties, or from gifts and grants, (5) upon the request of one or more county boards of education, or by the state board as permitted or contracted, assuming responsibility for one or more functions otherwise performed by one or more county boards of education, (6) offering technical assistance, including targeted comprehensive staff development, (7) serving as a repository for research-based teaching and learning practices, (8) developing and implementing other programs or services as directed by law or the Governing Council, (9) [*Any other specific purposes unique to this cooperative*], and (10) doing any such other activities as the Governing Council may deem appropriate to provide for high quality, cost effective lifelong education programs and services to students, schools, school systems, and communities; and

WHEREAS, The member county boards have determined that formation of an ESC is in the best interest of each member county board and the member county boards collectively; and

WHEREAS, The member county boards desire to enter into this Agreement for the purpose of initially forming an ESC and its initial Governing Council as provided in West Virginia Code § 18-5-13c(c); and

WHEREAS, The member county boards desire to provide a mechanism for the orderly formation of the ESC and the selection of those members of its Governing Council;

NOW, THEREFORE, the member county boards agree as follows:

1. ESC Formation. The member county boards agree to form the *[Name]* Educational Services Cooperative, hereinafter the “Cooperative,” as of the effective date of this Agreement.

2. Initial Governing Council. The member county boards acknowledge that the Cooperative will be under the direction and control of a governing council as provided in West Virginia Code § 18-5-13c(c), herein referred to as the “Governing Council,” and that after formation of the Cooperative pursuant to this Agreement, the affairs of the Cooperative will be controlled by the Governing Council and not by the member county boards.

a. Appointment of Initial Members. By no later than *[date to be determined]*, each member county board will select one (1) of its elected members to be a member of the initial Governing Council of the Cooperative.

b. Initial Meeting. The members of the initial Governing Council selected by the member county boards and the superintendent of schools for each member county board will meet as the initial Governing Council on *[date of initial meeting]* at *[place and time of initial meeting]* for the purpose of adopting the bylaws of the Cooperative and for such other purposes as the Governing Council may then determine.

c. Terms of Initial Governing Council Members. All initial members of the Governing Council shall serve until the time of the regularly scheduled election of members of the Governing Council provided for in the bylaws for the Cooperative as adopted by the initial Governing Council.

d. Interim Officers and Organization. The member county boards hereby designate *[Name of Interim President]* as the interim president of the Cooperative for the purpose of organizing the initial meeting of the Governing Council. The interim president will call the initial meeting of the Governing Council to order at the place and time specified in Section (b) and proceed immediately to consideration of the draft bylaws for the Cooperative

(Attached as Exhibit 1). Upon adoption of bylaws, the Governing Council shall proceed immediately to the election of permanent officers of the Cooperative who shall be elected pursuant to the procedures provided in the Cooperative bylaws and serve until their successors are elected pursuant to the Cooperative bylaws.

3. Future Relationship Between Cooperative and Member County Boards. Upon adoption of the bylaws for the Cooperative by the Governing Council, the governing document for the Cooperative will be the bylaws adopted by the Governing Council and applicable provisions of law. To the extent this Agreement is in conflict with any provision of the bylaws, either as adopted by the initial Governing Council or as later amended, the bylaws shall be the controlling authority for all matters of Cooperative governance.

WITNESS the following signatures:

President, Board of Education of *[Name]* County

President, Board of Education of *[Name]* County

President, Board of Education of *[Name]* County