

COSSA School Board

CEO Input
September 18, 2023

I. From Board Agenda Item #D, Information Items/Reports, f. COSSA Administration Report.

- a. Grants and COSSA Foundation Donation Status. See attached grant and donation report.
- b. CTE Survey – See attached COSSA CTE survey.
- c. JUUL settlement – On September 12, 2023 a settlement was announced for the JUUL e-cigarette litigation. COSSA Academy was awarded \$2524 in the class action lawsuit.
- d. By-law interpretation – Ms. Frahm contacted Jill Holinka of Holinka Law for an interpretation of the bylaws which was requested by the board in the August meeting. Based upon her review of the current bylaws she stated that partial membership is not permissible for several reasons. Below is her interpretation:

First, the definition of “member” is a “school district admitted as a member of this agency.” The definition does not say anything about being a partial member and there is no definition for “partial member,” which I would expect if a school district could be admitted for only specific programs. Second, Article II, Section 1 discusses admission to full membership and states that upon admission the school district is entitled to all rights and privileges of membership. While there is no definition of “full membership,” the intent of this section seems to be that a member may make application for full membership and upon approval of the agency board will be admitted to full membership. In addition, as defined in the Idaho Nonprofit Corporation Act, “membership” refers to the rights and obligations a member or members have pursuant to the corporation’s bylaws, articles of incorporation and Idaho law. There is no separate section for partial membership, which I would expect to see if the agency board contemplated members could be admitted on a partial/program basis. Third, Article II, Section 2(c) and (d) provide for withdrawal of a member and actions to be taken upon withdrawal. These sections do not discuss withdrawal from a program but instead state that a “member **may withdraw from this agency....**” (Art. II, Sec. 2(c)), emphasis added). If a partial or program withdrawal was permissible, I would expect to see a separate discussion of how to withdraw from a particular program and how that withdrawal affects sums due to the agency and liabilities of the withdrawing district. Idaho law allows the board to establish conditions for admission of members and to issue memberships, which could include allowing for partial membership. The fact that these bylaws do not mention partial membership lead me to conclude that under the bylaws as they currently exist partial memberships are not allowed.

II. From Board Agenda Item #E, a. Action Items, Old Business.

- a. Ms. Frahm requests that the board approve Policy 2425, Policy 2425P, Policy 2425F, Policy 3345, Policy 2120, Policy 2140, Form 2140F, Policy 3085, Policy 3085P and Policy 3083 on second reading.

III. From Board Agenda Item #E, Action Items, b. i, New Business,

a. Ms. Frahm requests the board approve the Policy 1300, Policy 2150, Policy 2415, Policy 2540, Policy 2605, Policy 3370P, Policy 3575, Policy 4260, Policy 5240, Policy 5290, Policy 5440, Policy 5460, Policy 5750, and Policy 7225 on first reading. The policy verbiage was changed from district to agency.

b. Ms. Frahm request the board approve the JUUL Settlement for COSSA Academy.