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Certificate of Incorporation of the ASSOCIATION OF RETIRED TEACHERS OF CONNECTICUT, INC.

As amended and adopted October 12, 2017

ARTICLE I

Name: The name of this non-profit corporation shall be the "Association of Retired Teachers of Connecticut, Incorporated" (hereafter known as ARTC). The term "teacher" shall be defined according to the State of Connecticut statutes.

ARTICLE II

Purpose: The ARTC is organized to provide concerted and cooperative means for promoting the welfare and professional and social well-being of retired teachers. In addition the ARTC shall:

1. Assemble and distribute information of interest to its members;
2. Create a spirit of cooperation with appropriate professional and educational organizations;
and
3. Encourage and promote the participation of retirees in service to their communities and their state.

Accordingly, the corporation may act as trustee of any trust fund committed to it for the carrying out of the aforementioned purposes or engage in any other action not otherwise prohibited by law.

ARTICLE III

Dissolution: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, distribute the assets of the Corporation to the "Henry Barnard Memorial Fund, Incorporated," a Connecticut non-stock corporation, or in the event "The Henry Barnard Memorial Fund, Incorporated" shall not be then in existence or shall not then have an exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as it may from time to time be amended, then the said assets shall be distributed by the Board of Directors (as the said Board of Directors may decide by majority vote) to any organization that does then qualify as an exempt organization under Section 501 of the said Internal Revenue Code as it may from time to time be amended, and when possible, preference shall be given to any organization

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that does advance or promote the interests and welfare of retired teachers in Connecticut.

ARTICLE IV

Distribution of Income: No part of the assets and/or the net earnings of the Corporation shall inure to the benefit of any member, director, trustee, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, and the Corporation shall not have or issue shares of stock or pay dividends.

ARTICLE V

Membership: There shall be the following types of memberships:

- A. *Annual*: Any retired teacher who receives a pension from the State of Connecticut or who receives a pension from a Connecticut municipality which has its own retirement system may become an active member upon payment of annual dues. Any other retired teacher who subscribes to our purposes may become a member upon approval of the Membership Committee and upon payment of dues. Dues of an annual member may be waived at the discretion of the Board of Directors.
- B. *Life*: Life members prior to July 1, 2014, shall continue as active paid-up members. As of July 1, 2014, Life Membership is discontinued as a membership type.
- C. *Honorary*: Any member or nonmember who has made a noteworthy contribution to education and the purposes of ARTC, upon recommendation of the Board of Directors and a two-thirds vote of the active members present and voting at a general meeting shall become an honorary member of the Association. Honorary members shall not be liable for dues.
- D. *Associate*: Any active teacher, spouse, widow or widower of a member of this Association may become an Associate Member upon payment of the annual dues. An associate member is entitled to all the privileges of an active member except the right to vote and hold office.
- E. *Affiliate*: Associations of retired teachers in Connecticut may become affiliate members upon fulfilling the following requirements:
 - 1. File with the Board of Directors a copy of their Constitution and By-Laws which shall not contain provisions inconsistent with the Constitution and Bylaws of the ARTC.
 - 2. Be approved by the Board of Directors of the Association; and
 - 3. Pay annual dues to the Association in the amount fixed by the Board of Directors.

ARTICLE VI

Amendments: This Certificate of Incorporation may be amended at any regular or special meeting by a vote of two-thirds (2/3) of ARTC members duly notified, present and entitled to vote.

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BY-LAWS

As amended and adopted October 12, 2017

ARTICLE I - OFFICERS AND BOARD OF DIRECTORS

Section 1 - The officers of this Association shall be: President, Vice President, Secretary, Treasurer, and Immediate Past President, all of whom shall be active members.

Section 2 - The Board of Directors shall be the officers of the Association, the Presidents of the Affiliates, and the Chair of each of the following standing committees: Insurance, Legislative, Membership, Media/Communications and the chairs of Community Service Programs.

Unless excused by the President, an officer or chairman of a standing committee may be removed from his/her position if he/she fails to attend five of eight meetings of the Executive Committee and Board of Directors during the fiscal year, July 1 – June 30, or fails to meet the responsibilities of his/her position. Vacancies shall be filled in accord with Article V, Section 5.

Section 3 - The Executive Committee shall consist of the officers of the Association and the Chairs of the Insurance, Legislative, Media/Communications and Membership Committees. This committee will meet at the call of the President.

Section 4 - Upon invitation by the Board of Directors, representatives of related organizations may serve on the Board of Directors as ex-officio, non-voting members.

Section 5 – No position on the Board of Directors shall have more than one (1) vote.

ARTICLE II - DUTIES

Section 1 – President The President shall:

- A. call and preside at all meetings of the Association, the Board of Directors, and the Executive Committee;
- B. enforce the By-Laws;
- C. serve as an ex-officio member of all committees while not required to participate in the proceedings of the committees;
- D. have the right to appoint a delegate to a meeting, who will report directly to the President;
- E. present an annual report to the general membership at the Spring Meeting;
- F. be the official spokesperson to other organizations and the general public and
- G. appoint chairman of standing and other committees subject to the approval of the Executive Committee.

Section 2 - Vice President The Vice President shall assist the President in the conduct of the

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President's office. In the absence of the President, the Vice President shall assume the duties of the President. The Vice President shall be the liaison with Affiliate organizations and shall coordinate arrangements for the Fall and Spring meetings of the Association.

Section 3 - Secretary All resolutions, minutes, and proceedings of meetings, whether of the Association, Board of Directors or the Executive Committee shall be recorded by the Secretary. The Secretary shall issue notices of all scheduled Board of Directors and Executive Committee meetings. In the absence of the President and Vice President, the Secretary shall assume the duties of the President.

Section 4 - Treasurer The Treasurer shall supervise the finances of the Association and shall serve as the chair of the Finance Committee. The Treasurer shall make a written quarterly report to the Board of Directors and an annual written report to the Association at the Fall Meeting.

Section 5 – Historian It shall be the duty of the Historian, in conjunction with the Executive Director, to keep a file of information and pictures pertaining to all aspects of work and accomplishments of the Association and to prepare and submit periodic updates to the State Archives.

Section 6 - Board of Directors It shall be the duty of the Board of Directors to determine the policies and financial affairs of the Association. No contract, debt or obligation shall be binding unless authorized by the Board of Directors. The Directors act as a Board. Individual Directors shall have no power as such.

The Board of Directors may delegate to the Executive Director, without prior approval, authority to make or direct payment of the following: (1) any regular expenses and disbursements, (2) any disbursements that are less than the amount set by the Board of Directors, and any disbursements above the amount set by the Board of Directors and which require the signature of two of the following – Executive Director, President, Vice President or Treasurer and (3) any disbursement relating to the Harriet S. Huntley Fund or any other similar fund under the control and custody of the Association.

Receipts of all monies, accounts of investments, payment of salaries and the associated expenses, filing of all necessary tax forms and any required financial information shall be the responsibility of the Executive Director or designee.

Section 7 - Standing Committees The Chairs of the Standing Committees shall appoint the members of their respective committees. Each Standing Committee will meet at least four times annually. Each affiliate shall be afforded the opportunity to send a representative to each Standing Committee, with the exception of the Finance Committee. Each chair shall submit an annual written report to the President prior to the Spring Meeting of the Board of Directors.

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- A. **The Finance Committee** shall consist of the President, the Treasurer and three other members to be approved by the Board of Directors, providing geographical distribution wherever possible. When and if the need arises, the Board shall select one of these members to assume the responsibilities of the Treasurer. All investments or disbursements must be referred to the Board of Directors for discussion and disposition.
 - 1. It shall be the duty of the Finance Committee to submit for approval an annual budget at the June meeting and give financial advice to the Board of Directors.
 - 2. The Finance Committee shall have the care and custody of the funds of the Association. The Finance Committee shall direct the Executive Director to make payment of all bills authorized by the Board of Directors.

- B. The **Insurance Committee** shall have the responsibility of collecting and distributing information on insurance and related issues, including choices available to members.
 - 1. The Insurance Committee shall actively communicate with local affiliates to update insurance information.
 - 2. The Insurance Committee shall make specific recommendations to the Board of Directors for their consideration and/or action.

- C. The **Legislative Committee** shall:
 - 1. Initiate and, upon approval of the Board of Directors, promote legislation for the economic and social well-being of the membership of the Association;
 - 2. Organize and conduct programs that support legislative concerns of the Association.

- D. The **Membership Committee** shall recruit new members, retain existing members, and maintain a membership list to be made available through the Executive Director.

- E. The **Media/Communications Committee** shall publish the Association Newsletter and coordinate the Association's website and social media communications

Section 8 - Community Service Programs

The **Glenn Moon Scholarship Committee** shall be responsible for the promulgation of the scholarships and the screening of candidates to award scholarships to graduating high school students who attend college with the goal of entering the teaching profession. It shall be made up of representatives from each Affiliate. Committee members will actively promote the raising, investment and handling of funds to provide these scholarships. A report from the Scholarship Committee will be given to the ARTC Board of Directors annually.

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ARTICLE III - AFFILIATE CHAPTERS

Each Affiliate Chapter shall be represented by its President or designee at every meeting of the Board of Directors. ARTC will support Affiliate Chapters by providing resources where feasible and appropriate and will encourage shared commitment to the end of increasing membership and participation in the activities of both ARTC and the Affiliates.

ARTICLE IV - MEETINGS AND QUORUMS

Section 1 - Regular meetings of the Association shall be held in October (Fall Meeting) and in May (Spring Meeting) of each year. The Spring Meeting shall be the regular, annual, business meeting. A parliamentarian may be appointed by the Board of Directors for any regular or special meetings of the Association.

Section 2 - Special meetings of the Association may be called by the President at the request of a majority of the Board of Directors or upon the written request of fifty (50) members of the Association.

Section 3 - The Board of Directors shall hold a minimum of four meetings yearly.

Section 4 - At Association meetings seventy-five (75) members shall constitute a quorum for the transaction of business.

Section 5 - At Board of Directors' meetings, fifty-one percent (51%) of its members, at least two (2) of whom shall be officers, shall constitute a quorum for the transaction of business.

Section 6 - The vote of the majority present at any Association or Board meeting shall be decisive on all questions, except amendments to the Certificate of Incorporation and Bylaws of the Association.

ARTICLE V - ELECTIONS AND VACANCIES

Section 1 - All officers shall be elected each even-numbered year at the Spring Meeting of the Association.

Section 2 - All officers shall be elected for a two-year term.

Section 3 - The President may serve for no more than two complete, successive terms.

Section 4 - All newly elected officers and committee chairs shall assume office at the beginning of the fiscal year, July 1, following their election. They shall attend, ex-officio, the June meeting of the outgoing Board of Directors.

Section 5 - If the office of any elected member becomes vacant, the Board of Directors shall have the power to fill the position until the next election.

Section 6 - The Nominating Committee, consisting of two members of the Board of Directors and one non-Board member, will be appointed by the Executive Committee. The Nominating Committee shall submit to the Board of Directors at its April meeting in even-numbered years, a slate of candidates for

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the positions of Association officers to be voted upon at the Association's spring meeting. At this meeting, nominations will be allowed from the floor with prior approval of the nominee. Nominations will be allowed from the floor with prior approval from the nominees.

ARTICLE VI - FISCAL YEAR

The fiscal year shall be from July 1 through June 30 of the following year.

ARTICLE VII – INDEMNIFICATION

Section 1 – The Association shall indemnify Directors and Officers of the Association for amounts paid in settlement and reasonable expenses, including attorneys' fees incurred as a result of an action or proceeding or any appeal, if he/she acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Association and, in criminal actions or proceedings, when he/she had no reasonable cause to believe that the conduct was unlawful.

Section 2 – Insurance – The Board of Directors will purchase and maintain insurance:

1. to indemnify the Association for any obligation which it incurs as a result of the indemnification of Directors and Officers, and
2. to indemnify Directors and Officers in instances in which they may be indemnified by the Association.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Association by a majority of the active members present and voting, provided the proposed amendments have been submitted to the membership in writing at least 30 days prior to the date of the next regular or special meeting at which the amendment is to be voted upon.

ARTICLE IX - RULES OF ORDER

Robert's Rules of Order, Latest Revision, shall be the parliamentary authority for this Association and its Board of Directors.

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