

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

~~As of July 1, 2015, all “New” members of both the Association of Retired Teachers of CT, Inc. and Affiliate Retired Teacher groups will be required to pay a “Unified Dues.” Dues will be the current annual ARTC dues plus the current respective affiliate annual Dues.~~

Proposed Changes to
BY-LAWS

ARTICLE I, Section 1 - The officers of this Association shall be: President, ~~President Elect~~ ***Vice President***, ~~Public Relations Officer~~, Secretary, ~~Financial Officer~~ ***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, ~~the Auditor, the Historian~~, and the Chair of each of the standing committees: Insurance, Legislative, Membership, Newsletter, Nominating, ***Media/Communications and the chairs of Community Service Programs***, Scholarship and Social Service. ***When appropriate, additional members of the Association may be invited to attend meetings of the Board of Directors.***

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 5 - No ~~member of~~ ***position*** on the Board of Directors shall have more than one (1) vote.

ARTICLE II - DUTIES

Section 1 - President: The President shall:

G. Appoint chairman of standing and other committees subject to the approval of the Executive Committee.

~~Section 2 - President Elect~~ ***Vice President***: ~~The President Elect~~ ***Vice President*** shall ~~become President and shall assume the duties of that office upon completion of the President’s term.~~ shall assist the President in the conduct of the 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 - Public Relations Officer~~ It shall be the duty of this officer to ~~propose, promote and publicize activities, programs, and legislation that shall address the needs and concerns of members, as approved by the Board of Directors. In the absence of the President and Vice President, the Public Relations Officer shall assume the duties of the President.~~

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 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

The Board of Directors may delegate to the ~~Financial Officer~~ *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 requiring the signature of two of the following – Executive Director, President, Vice President or Treasurer*

Section 7 – Standing Committees

A. ~~The Finance Committee~~ shall consist of the President, the Treasurer, ~~the Auditor~~, and three other members to be approved by the Board of Directors,

B. *The Media/Communications Committee* shall publish the Association Newsletter, *and* coordinate *the Association’s website and social media communications.* ~~and be responsible for all matters pertaining to publicity.~~

~~B. The Nominating Committee shall submit to the Board of Directors for approval at its April meeting, in even numbered years, a slate of candidates for the positions of Association Officers and Committee Chairs. **Note: Description of the composition and responsibilities of the Nominating Committee have been moved to Article V – Elections and Vacancies**~~

G. ~~The Program Committee shall make plans and arrangements for the regular or special meetings of the Association.~~

H. ~~The Social Services Committee shall be responsible for initiating, recommending, and promoting outreach programs. The chair shall serve as liaison with the trustees of the Henry Barnard Fund.~~

Section 8 Community Service Programs

The Glen 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. The 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. 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.

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 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 ~~ONE HUNDRED (100)~~ **fifty (50)** members of the Association.

Section 3 - The Board of Directors shall hold ~~regular meetings in September, December, April, and June.~~ **a minimum of four meetings yearly.**

Section 4 - At Association meetings ~~ONE HUNDRED FIFTY (150)~~ **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 ~~THREE (3)~~ **two (2)** of whom shall be officers, shall constitute a quorum for the transaction of business.

~~Section 6 - Nominations will be allowed from the floor with prior approval from the nominees. Note: Now included in Article V~~

ARTICLE V – ELECTIONS AND VACANCIES

Section 5 – If the office of any elected member or standing committee chairman becomes vacant, the ~~Board of Directors~~ **President, with the approval of the Executive Committee**, shall have the authority 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 the positions of Association officers to be voted upon at the Association's spring meeting. Nominations will be allowed from the floor with prior approval of the nominee.***

ARTICLE VII – AUDITS

An outside auditor shall be appointed at the conclusion of the Treasurer's term of office or at other times as approved by the Executive Committee.

ARTICLE VIII – 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, in addition, 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 ~~in the call for the next regular or special meeting at which the amendment is to be voted upon~~ **at least 30 days prior to the date of the next regular or special meeting at which the amendment is to be voted upon**

