

**CLASSICAL ASSOCIATION OF CONNECTICUT, INC.**  
**BYLAWS**  
(As Revised October 1, 2005)

**Article I. Purposes**

The purposes of the corporation as stated in its certificate of incorporation are:

- (a) To foster excellence in the teaching of classical languages and civilizations within the schools, colleges and universities of the State of Connecticut;
- (b) To advance the study of classical languages and civilizations and research therein, the diffusion of knowledge thereof, and the continuing education of teachers of such subjects; and
- (c) To sponsor student activities pertaining to classical languages and civilizations.

**Article II. Membership**

Section 1. Classes. The corporation shall have three classes of members. The qualifications of the members of each class and the manner of their admission shall be as follows:

- (a) Regular Members. Any person who is desirous of promoting the purposes of the corporation may become a Regular Member upon application and payment of dues as hereinafter provided.
- (b) Retired Members. Any person who is desirous of promoting the purposes of the corporation and who has retired may become a Retired Member upon application and payment of dues as hereinafter provided.
- (c) Student Members. Any person who is a full-time undergraduate or graduate student and who is desirous of promoting the purposes of the corporation may become a Student Member upon application and payment of dues as hereinafter provided.

Section 2. Rights and Privileges. Each member in good standing, regardless of class, shall have the right to cast one vote on each matter submitted to members for action, to elect officers and directors, to hold office and committee memberships, to receive notices and reports issued by the corporation and, in general, to participate in the work of the corporation.

Section 3. Annual Dues. The Board of Directors may determine from time to time the amount of the annual dues payable to the corporation by members of each class.

Section 4. Membership Year. The membership year of the corporation shall be the same as the fiscal year (See Article X, section 4).

Section 5. Retention of Membership. Each member, regardless of class, may retain membership in the corporation by payment of the annual dues which shall be payable on or before the day of the annual meeting of members.

Section 6. Termination of Membership. Membership in any class may be terminated by resignation or by nonpayment of the annual dues. Any member whose annual dues remain unpaid after the annual meeting shall be dropped from membership, but payment of dues shall entitle such person to reinstatement for that fiscal/membership year.

Section 7. Benefits of Membership.

- 1) participation in a network of persons ready to help and support Classics programs in Connecticut and the nation.
- 2) receipt of the ClassConn newsletter and calendar of Classical events.
- 3) notification of all ClassConn sponsored events.
- 4) participation in all ClassConn sponsored events for adults without the additional \$10.00 surcharge required of non-members.
- 5) support of Classical programs, continuing education, and student opportunities in the state of Connecticut.
- 6) eligibility for ClassConn grants and John Carter Williams Endowment Grants.
- 7) right to hold office and serve on committees in the corporation.

### **Article III. Meetings of Members**

Section 1. Annual Meeting. The Board of Directors shall fix the time and place of the annual meeting of the members, which shall be held in the fall of each year, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors, or twenty or more of the members. The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof, and no other business shall be transacted at the meeting.

Section 3. Notice of Meetings. Notice of any meeting of members shall be mailed by the Secretary to each member not less than seven days nor more than fifty days before the date of the meeting. Such notice shall state the place, day and hour of the meeting.

Section 4. Voting/Membership List. The Board of Directors shall assign an officer of the corporation to make, or cause to be made, at least five days before each meeting of members of which at least seven days notice is given, a complete list or other equivalent record of the members entitled to vote at such meeting, arranged in alphabetical order, with the address of each. Such list or other equivalent record shall, for a period of five days prior to such meeting, be kept on file at the principal office of the corporation.

Section 5. Quorum. The members present in person at any annual or special meeting of members shall constitute a quorum for such meeting.

Section 6. Proxies. No member may vote by proxy.

#### **Article IV. Board of Directors**

Section 1. General Powers. The activities, property and affairs of the corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of its Board of Directors, except that the Board shall have no authority to amend, alter or repeal any bylaws of the corporation or to adopt new bylaws.

Section 2. Number and Composition. The number of directorships shall be not less than twelve nor more than eighteen, which number shall be fixed by the Board of Directors. The seats shall be occupied by persons who are the President, the Vice President, the Secretary, the Treasurer, the immediate past president, the State Representative to CANE, and by no fewer than six Directors at Large. Officers shall serve for terms provided in Article VI. The immediate past president shall serve for a term of one year. The State Representative to CANE shall serve for a term of three years, and may succeed herself for one term. Directors at Large shall serve for terms provided in Section 4 of this Article.

Section 3. Qualifications and Voting Rights. Directors shall be members of the corporation. Each director shall have one vote on each matter submitted to the Board of Directors for action and shall be counted in determining the presence of a quorum at meetings of the Board. No person who is disqualified under the provisions of the certificate of incorporation shall be a director.

Section 4. Directors at Large. The Directors at Large shall be divided into three classes of approximately equal number of members each, with the term of one class ending at the conclusion of the annual meeting of members each year. Any person who has been elected a Director at Large to fill a seat which has been declared vacant shall be elected for the unexpired term of the person normally occupying the vacated seat. At each annual meeting the successors to the class whose term then ends shall be elected for a term of three years and until their successors are elected. Directors at Large may succeed themselves for one term, but shall not be eligible for another term until the lapse of one year.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without other notice than by this bylaw, immediately after and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of the Directors may be called by or at the request of the President or three or more directors. The person or persons calling a special meeting may fix any place, either within or without the State of Connecticut, as the place for holding such meeting. Notice of any special meeting shall be given at least seven days previously thereto by written notice or at least two days previously thereto by notice delivered in person or by telephone.

Section 7. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Action without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, provided that a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 10. Resignation and Removal. Any director may resign and fix the effective date of such resignation by submitting written notice to the President. The unexcused absence of any director from three consecutive meetings of the Board of Directors shall be deemed to be the resignation of such director, effective at the pleasure of the Board of Directors, and the Board may accept the resignation and fix its effective date. Any director may be removed from office, with or without cause, by a majority of the members voting at any special meeting called for the purpose of considering such removal.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors. A person so elected shall be elected for the unexpired term of his/her predecessor in office. Any vacancy filled by the Board of Directors, whether for a full or partial term, shall count as a full term in office.

Section 12. Compensation. Directors shall not receive any compensation for their services as Directors or be reimbursed for their expenses of attendance at meetings of the Board.

## **Article V. Elections**

By the final meeting of the Board in the school year, the Board of Directors shall appoint a special committee on nominations, consisting of three members, which shall be chaired by the immediate past president of the corporation. At the first meeting of the school year and prior to the annual meeting, the committee shall submit a slate of candidates to succeed those directors and officers whose terms are due to expire. At the annual meeting, additional nominations may be made from the floor. In case of contest, the

members shall select tellers for the election and vote by ballot. The person receiving a plurality of the votes cast for each office shall be declared elected.

## **Article VI. Officers**

Section 1. Officers. The officers of the corporation shall be a President, a **Vice-President**, a Secretary and a Treasurer, who shall be elected by the members at their annual meeting.

Section 2. Qualifications and Term of Office. The President and the Vice-President shall serve terms of one year, provided that the President shall continue as a Director for a term of one year. The Secretary and the Treasurer shall serve terms of three years. The President and the Vice-President may not succeed themselves and shall not be eligible for another term until the lapse of three years. The Secretary and Treasurer may succeed themselves for two terms but thereafter shall not be eligible for another term until the lapse of six years. Officers shall hold office until the conclusion of the annual meeting of members in which their terms expire and until their successors are elected. Any officer who ceases to qualify as a director shall cease being an officer of the corporation.

Section 3. Vacancies. The Board of Directors may at any meeting fill for the unexpired term any vacancy which occurs in any office.

Section 4. President. The President shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. S/he shall preside at all meetings of members and of the Board of Directors and may attend meetings of all committees, except of those committees from which s/he is expressly excluded in the resolutions designating such committees. S/he may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation.

Section 5. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Secretary. The Secretary shall keep minutes of the meetings of the members, the Board of Directors and any board committees in books provided for that purpose. S/he shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. S/he shall be custodian of the corporate records and see that any reports, statements or other documents required by law are filed on time and properly kept. The secretary shall maintain, in a separate book known as the Policy Book, the motions adopted by the Board of Directors and the members which govern the corporation.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; deposit all moneys and other valuable effects of the corporation in the name of and to the credit of the corporation in such banks or other depositories as may be designated by the Board of Directors; and disburse the funds of corporation as may be ordered by the Board of Directors, taking proper vouchers and receipts for such disbursements. S/he shall keep full and accurate accounts of the assets, liabilities, receipts and disbursements of the corporation in books belonging to the corporation; prepare an annual financial report as required by law; and be responsible for the preparation and filing of any information report which the Internal Revenue Service may require that the corporation file. S/he shall keep a register of membership payments, category of membership, membership expiration year, the addresses of each member and any pertinent information. S/he shall render to the Board of Directors at each regular meeting accounts of his/her transactions and of the financial condition of the corporation and furnish such other information as may be requested by the Board from time to time.

Section 8. Additional Powers and Duties. The officers shall have such additional power and authority and shall perform such other duties as usually attach to their respective offices or as the Board of Directors may from time to time assign and direct.

Section 9. Assistants to Officers. The Board of Directors may appoint assistants to any officer of the corporation, who shall have such authority and perform such duties as the Board may from time to time determine.

Section 10. Bonding. At the direction of the Board of Directors, the Treasurer and any other officer or agent of the corporation shall be bonded, the premium for which shall be paid by the corporation.

## **Article VII. Committees**

Section 1. Board Committees. The Board of Directors may designate three or more directors to constitute an executive committee or other committees which shall have and exercise the authority delegated by the Board of Directors in the management of the corporation. Each member of a board committee shall continue as such until the next regular annual meeting of the Board of Directors and until his/her successor is selected, unless the committee is sooner discharged. Any member of a board committee who ceases to be a director shall cease forthwith to be a member of such committee. Any director may attend meetings of any board committee, but shall have no vote unless s/he is a member thereof. The designation and appointment of any such committee and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees. Other standing and special committees may be formed by the Board of Directors. Unless otherwise provided by the Board of Directors, the President shall, with the approval of the Board, appoint the members and chairpersons of such committees, which shall be members of the corporation, but need not be directors.

One member of each committee shall be appointed chair by the person or persons authorized to appoint members thereof.

Section 3. Term of Office. The Board of Directors shall fix the number of members and their terms of office. The members of a special committee shall serve until the committee submits its final report or is sooner discharged.

Section 4. Removal. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in his/her or their judgment the best interests of the corporation shall be served by such removal.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Manner of Acting. Unless otherwise provided by the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Action without Meeting. No committee may act or ballot by mail, telephone, or otherwise, except as the Board of Directors may set forth or may from time to time direct.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 9. Committee Membership. All committee members must be members of the corporation.

## **Article VIII. Affiliations**

Section 1. Affiliate Organizations. Subject to the pleasure of the Board of Directors, the corporation shall have and continuously maintain an affiliation with each of the following organizations in such manner and on such conditions as are hereinafter set forth:

(a) CANE. The corporation shall hold a seat on the executive committee of the Classical Association of New England, which shall be filled by the State Representative to CANE, as provided in Article IV.

(b) COLT. The corporation shall be an Organizational Member of the Connecticut Council of Language Teachers, Inc., and as such shall hold a seat on its board of directors, which shall be filled by a director or other member of the corporation as the Board of Directors may designate.

(c) ACL. The corporation shall hold a seat on the Council of the American Classical League, which shall be filled by the Vice-President or such alternate member of the corporation as the Board of Directors may from time to time designate.

Section 2. Duties of Representatives. The representatives shall act as conduits for the interchange of information between the corporation and its affiliate organizations. Unless so authorized by the Board of Directors, no representative shall take any action which binds the corporation by any contract or engagement or pledges its credit or renders it liable pecuniarily to any other organization or individual for any general or specific purpose. Any act of a representative on behalf of an affiliate organization shall be an act of that person as an agent of such organization and not as an agent of the corporation.

Section 3. Notification. The Secretary shall notify annually each affiliate organization of the name, address (es) and telephone number of the person duly authorized to represent the corporation, and each such notice shall be accompanied by a copy of this article.

Section 4. Compensation. Representatives shall not receive any compensation for their services. They may be reimbursed, as the Board of Directors may from time to time direct, for expenses incurred in connection with the performance of their duties.

Section 5. Resignation. The Board of Directors may, by resolution adopted by a majority of the directors in office, terminate relations with any affiliate organization. Such termination shall constitute formal resignation from the organization, effective as of the date of said resolution, and the corporation shall cease forthwith to do business with such organization.

Section 6. Indemnification. The corporation shall not reimburse or indemnify any affiliate organization for any costs against any action taken by such organization, or omitted to be taken, which has resulted in an entry of final judgment against the affiliate organization or in a settlement involving such organization even though the duly authorized representative of the corporation may have voted in favor of said action, or may have taken or omitted to have taken said action.

#### **Article IX. Indemnification**

The corporation shall be bound by and comply with the provisions of section 33454a of the General Statutes of the State of Connecticut (or any amendments thereto), pertaining to indemnification of corporate members, directors, officers and agents.

#### **Article X. General Corporate Matters**

Section 1. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money shall be signed by such officer or officers of the corporation as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President and/or the Secretary.

Section 3. Contracts. The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or member shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of August and end on the last day of July of the following year.

Section 5. Annual Report. At intervals of not more than twelve months, the Treasurer shall prepare a balance sheet showing the financial condition of the corporation as of a date not more than four months prior thereto and a statement of receipts and disbursements for the twelve months preceding such date. The balance sheet and statement shall be deposited at the principal office of the corporation and kept for at least ten years from such date.

Section 6. Insurance. The corporation shall procure such insurance and other types of indemnification in such amounts and in such manner as the Board of Directors may from time to time deem to be prudent and advisable.

Section 7. Compensation. No member, officer or director of the corporation shall receive any compensation whatever for services rendered, but any member, officer or director may be reimbursed for expenses incurred in connection with the activities of the corporation, except such expenses as these bylaws specifically exclude.

#### **Article XI. Books and Records**

The corporation shall maintain correct and complete books and records of account and shall keep minutes of the proceedings of its incorporators, members, directors and committees of directors. All books and records of the corporation may be inspected, and copies and extracts made thereof, by any member for any proper purpose at any reasonable time.

#### **Article XII. Principal Office**

The principal office of the corporation shall be located at the place of business of the statutory agent for service within the State of Connecticut.

### **Article XIII. Prohibited Activities**

Notwithstanding any other provision in these bylaws, the corporation shall not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

### **Article XIV. Non-Discriminatory Policy**

The affairs and activities of the corporation shall be conducted without regard to race, color, creed, age, sex, national or ethnic origin, or state of disability and without preference to level of teaching or place of employment.

### **Article XV. Waiver of Notice**

Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required to be given to any person by law or under the provisions of these bylaws, a written waiver of notice signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be entered upon the records of the corporation or, in the case of a waiver of notice of a meeting, the records of the meeting. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such person of notice of such meeting.

### **Article XVI. Parliamentary Authority**

The current edition of Robert's Rules of Order Revised governs the corporation in all parliamentary situations that are not provided for by law or in its certificate of incorporation, bylaws or adopted rules.

### **Article XVII. Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of **two-thirds of the members** voting at any annual or special meeting, provided that notice of each proposed amendment, stating its substance, shall have been given at least fourteen days prior to such meeting.