

**AMENDED AND RESTATED BYLAWS
OF
THE ESSEX LIBRARY ASSOCIATION, INC.**

33 West Avenue
Essex, Connecticut 06426

PREAMBLE

Sec. 1—Purpose of Bylaws. These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the “Certificate of Incorporation”) of The Essex Library Association, Inc. (the “Association”), a nonprofit, nonstock corporation formed under the laws of the State of Connecticut. The Association owns the Essex Library (sometimes referred to herein as the “Library”), situated at 33 West Avenue, Essex Connecticut and oversees its affairs. In the event of any conflict between the purposes set forth in these Bylaws and those set forth in the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail.

Sec. 2—Mission of the Library. The Association’s mission is to establish and maintain a public library in and for the Town of Essex, Connecticut. The Library is a center for free, reliable information, stimulating curiosity, nurturing creativity and enabling discovery to serve as a window into the world.

ARTICLE I—OFFICES

The principal office of the Association shall be at the Essex Library, 33 West Avenue, in the Town of Essex, State of Connecticut or at such other place as the Association’s Board of Trustees (the “Board of Trustees” or the “Board”) shall designate. The Association shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Trustees.

ARTICLE II—FISCAL YEAR

The Association shall have a fiscal year beginning July 1 of one year and ending June 30 of the following year.

ARTICLE III—TRUSTEES

Sec. 1—Number. The Board of Trustees of the Association shall comprise not fewer than eleven (11) and not more than fifteen (15) persons, who shall serve without remuneration.

Sec. 2—Qualification and Elections.

- (a) A Trustee must have a current Essex Library Association card and donate annually to the Essex Library to be elected to the Board of Trustees.
- (b) Staggered Terms of Trustees. To the extent feasible, at each annual meeting at least three (3) Trustees shall be elected for terms of three (3) years. Each Trustee's term shall commence on the date of the annual meeting at which the Trustee is elected and shall conclude upon the election of new Trustees at the third annual meeting thereafter. The Board shall maintain a list of Trustees and their terms and dates of service, and shall endeavor to assure that appropriate leadership is maintained for the Association.
- (c) Term Limit. Trustees shall serve no more than two (2) consecutive three (3) year terms. A Trustee who has served two (2) consecutive three (3) year terms shall not be eligible for further service as a Trustee for a period of one (1) year thereafter, following which such individual shall be eligible for further re-election. Term limits for Trustees appointed to fill a vacancy are set forth in Section 9 of this Article III. In the event of any revisions to these Bylaws, the term limits that were in effect when a Trustee was elected to office shall govern both the length and number of terms for that Trustee.
- (d) Designated Seat for Officer of Friends. The Friends of the Essex Library shall have the right to recommend one of its officers for election as a full voting member of the Board of Trustees. In the event that the Board of Trustees elects such officer as a Trustee, that individual will continue to serve as a Trustee for so long as such Trustee continues to serve as an officer of the Friends of the Essex Library or until such Trustee's resignation as a Trustee, whichever occurs first. The Trustee seat held by the officer of the Friends shall be included in the computation of the number of Trustees for purposes of Section 1 of this Article. Designees of the Friends of the Essex Library shall not be subject to the term limit or eligibility standards that apply to other Trustees.

Sec. 3—Duties of Trustees.

- (a) Powers. All corporate powers of the Association shall be exercised by or under the authority of, and the activities, properties, and affairs of the Association shall be managed by or under the direction of, the Board of Trustees. Accordingly, the Board, among other matters, shall: 1) have control and supervision of all the affairs and property of the Association, including but not limited to: final

jurisdiction over finances, investments, projects, programs, fund-raising activities, and grants; 2) exercise such control and supervision consistent with the mission of the Association; 3) appoint a Director to manage the day to day operations of the Library; 4) authorize all contracts of the Association and supervise the allocation of all its funds and property; 5) fill all vacancies among the Officers of the Board of Trustees; and 6) may remove from office, with or without cause, any Officer of the Board of Trustees.

- (b) Policy and Governance. The Board of Trustees shall be responsible for the general policies and governance of the affairs and business of the Association. Except as hereinafter provided, the Trustees shall regularly convene, and may adopt such rules and regulations for the conduct of their meetings, as they may deem proper and consistent with these Bylaws and the laws of the State of Connecticut.
- (c) Attendance Requirement. Each Trustee is expected each year to attend no less than two-thirds of the regular monthly meetings of the Trustees and all meetings of the Association. Such attendance may be in person or via teleconference. The Secretary will provide the Board with a report of attendance, when requested and not more frequently than quarterly.
- (d) Duties. Each Trustee is expected to support the Library's mission and fundraising priorities by contributing to the Library's annual appeal, participating in special library events, and cultivating donors and volunteers.

Sec. 4—Meetings.

- (a) Annual Meeting. The Board of Trustees shall hold an annual meeting within the Town of Essex, at a time, date, and place to be designated in the notice thereof, for the purpose of electing officers and any other business that may be transacted by the Trustees at an annual meeting.
- (b) Regular Meetings. Regular meetings of the Board of Trustees shall be held at least once every three (3) months at such times, dates, and places within the Town of Essex as the Board of Trustees may determine.
- (c) Special Meetings. Special meetings of the Board of Trustees may be held at any time, date, and place within the Town of Essex as the Board of Trustees may determine, or upon written request of three (3) Trustees to the Board Secretary.
- (d) Meetings by Remote Communication. The Board may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting if the board has implemented

reasonable measures: (A) to verify that each person participating remotely as a Trustee is a Trustee; and (B) to provide the Trustees a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Trustees and on which the Trustees are entitled to vote, including an opportunity to communicate, and to read or hear the proceedings of the meeting, concurrently with the proceedings. The notice to Trustees entitled to vote at a meeting to be held pursuant to this section shall describe the means of accessing the meeting.

- (e) Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by a written consent (which may be signed in separate counterparts) describing the action taken, shall be signed by each Trustee, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4(e) is the act of the Board of Trustees when a consent signed by all the Trustees is delivered to the Association. The consent may specify the time at which the action taken thereunder is to be effective. A Trustee's consent may be withdrawn by a revocation signed by the Trustee and delivered to the Association prior to delivery to the Association of an unrevoked written consent signed by all the Trustees. Consents submitted by electronic means to the Board Secretary or person acting on his/her behalf will be considered valid for completing any transaction of business of the Association, as long as the transmission can be identified as having been sent by the Trustee and includes reference to the matter voted upon.

Sec. 5—Notice of Meetings.

- (a) How Given. Notice of all meetings of the Board of Trustees shall be given to each Trustee at least five (5) days prior to the day designated, if for a regular or annual meeting, and on the same day as a designated meeting, if for a special meeting. Notice may be given either personally, by mail, by phone, or by other electronic means (e.g. e-mail or text) for a regular, special, or annual meeting. If by mail or e-mail, it shall be mailed to the Trustee's last known mail or e-mail address unless the Trustee shall have filed with the Board of Trustees a written request that notice be sent to some other mail or e-mail address, in which case it shall be mailed to the mail or e-mail address designated in such request. In addition, notices to Trustees for a meeting to be held via remote communications pursuant to Section 4(d) of these Bylaws shall describe the means of accessing the meeting, provide a separate phone number to report and resolve communication problems in real-time and include the agenda for the meeting, including the issues upon which a vote will take place.

- (b) Adjournment. Whenever any meeting of the Board of Trustees shall have been duly organized and then adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting.

Sec. 6—Quorum. A majority of all Trustees shall constitute a quorum for the transaction of business.

Sec. 7—Voting. The approval of a majority of the entire Board of Trustees shall be required to effect: any financial transaction or expenditure having a value of \$10,000 or more; the creation or amendment of library policies; and personnel matters involving the Director of the Library. All other business may be affected by a majority of those present and constituting a quorum.

Sec. 8—Removal. Any Trustee may be removed at any time from the position as Trustee by vote of no less than three-fourths of those members of the Board of Trustees present at any duly constituted meeting of the Board of Trustees called for that purpose. Notwithstanding the foregoing, a Trustee who fails to satisfy the Attendance Requirement set forth in Section 3 of this Article may be removed by a majority vote of the entire Board of Trustees at a Trustee meeting with this agenda item provided with required pre-meeting notice. Prior to such vote, the Trustee failing to meet the Attendance Requirement may provide a written statement or may speak at such meeting to describe any special circumstances regarding the failure to meet the Attendance Requirement and whether such Trustee will be able to be present for subsequent meetings of the Board of Trustees and the Association.

Sec. 9—Vacancies.

- (a) Process. If the position of any Trustee shall become vacant, the Board of Trustees, with nominations pursuant to Article VII shall endeavor to elect and fill the vacancy within three (3) months. That person shall be eligible for nomination to be elected for the remaining term of the vacancy.
- (b) Term Limits. A Trustee filling less than half the remaining term of a vacancy shall, if duly nominated, be eligible subsequently to serve two (2) full three-year consecutive terms as set forth in section 2(c) of this Article. A Trustee filling more than half the remaining term of a vacancy shall, if duly nominated, be eligible to serve a further single three-year consecutive term, provided, however, that such a Trustee shall be eligible for further re- election, if duly nominated, after the expiration of the one (1) year waiting period set forth in section 2(c) of this Article, applicable to all Trustees.

Sec. 10—Honorary Trustees. In exceptional circumstances the Nominating Committee of the Board of Trustees may nominate, and the Board of Trustees may approve, the selection of Honorary Trustees. Honorary Trustees shall be individuals who have made major contributions to the success of the Association. The selection of Honorary Trustees shall be ratified by the

Board of Trustees. Honorary Trustees shall serve solely at the pleasure of the Board of Trustees, and they shall have no voting or other rights as members of the Board of Trustees.

Sec. 11—Compensation of Trustees. The Association shall not pay any compensation to Trustees for services rendered to the Association as Trustees, except that Trustees may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board.

Sec. 12—Conflicting Interest Transactions and Business Opportunities. If any Trustee of the Association has a “conflicting interest” with respect to a proposed “director’s conflicting interest transaction”, as defined in Section 33-1127 of the Connecticut General Statutes or is aware of a “business opportunity” as contemplated by Section 33-1131 of the Connecticut General Statutes, that Trustee and the Association may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to directors’ conflicting interest transactions or effect such business opportunity as set forth in Section 33-1131 of the Connecticut General Statutes. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Trustee or the Association only to the extent such transaction does not constitute an act of self-dealing, as defined in Section 4941 of the Internal Revenue Code Association and does not constitute a transaction that would result in the denial of the tax exemption under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they may hereafter be amended.

ARTICLE IV—OFFICERS

Sec. 1—Names and Numbers. The officers of the Board of Trustees shall be the President, Vice President, Secretary, and Treasurer. An officer of the board of Trustees can only serve in one position at a time. All officers of the Board of Trustees shall serve without remuneration.

Sec. 2—Term. Officers shall serve for terms of one (1) year, or until a successor is duly elected and qualified.

Sec. 3—Election. Officers duly nominated shall be elected at the annual meeting of the Board of Trustees as set forth in Article III.4 (a) and shall assume their duties immediately.

Sec. 4—Duties.

- (a) **President.** The President shall preside at all meetings of the Association and of the Board of Trustees. The President shall present at the annual meeting of the Association a report of the condition of the affairs of the Association. The President

shall act in an advisory capacity to all committees and officers. The President shall be empowered to sign checks in the absence of the Treasurer. The President shall perform all duties as from time to time may be required by the Board of Trustees.

(b) Vice President. The Vice President shall perform the duties of President in the event of the President's absence and shall perform any other duties prescribed by the Board of Trustees. The Vice President may be empowered by a resolution of the Trustees to sign checks in the absence of the Treasurer.

(c) Secretary. The Secretary shall keep the minutes of the regular meetings and annual meetings of the Board of Trustees, which shall include all acts having legal effect and/or upon which a vote was taken. The Secretary shall give and serve all notice of meetings pursuant to these Bylaws. The Secretary shall be the custodian of the records and seal of the Association. The Secretary shall present to the Board of Trustees at each meeting all communications received for the Association since the previous meeting of the Board. The Secretary shall perform any other duties prescribed by the Board of Trustees. The Secretary may be empowered by a resolution of the Trustees to sign checks in the absence of the Treasurer.

(d) Treasurer. The Treasurer shall be responsible for all of the funds of the Association and shall deposit all such funds in the name of the Association in such banks and other investment vehicles as the Board of Trustees shall designate. The Treasurer shall keep an accurate record of receipts and expenditures and shall make available at all reasonable times the books and accounts to members of the Board of Trustees. The Treasurer shall render a statement of the condition of finances of the Association at meetings of the Board of Trustees and at other times as may be required of the Treasurer. The Treasurer, in conjunction with the Library Director, shall chair the preparation of a budget for approval by the Board of Trustees. The Treasurer shall, at the direction of the Finance Committee, invest and re-invest the funds of the Association, and shall buy and sell stocks, bonds, and other investment instruments. To the extent permitted by law, the Treasurer and the Finance Committee shall be authorized to delegate investment decisions to professional investment advisors consistent with guidelines recommended by the Finance Committee and approved by the Board. The Treasurer shall perform the duties of the President in the absence of the President and Vice President. The Treasurer shall perform any other duties prescribed by the Board of Trustees.

(e) The Treasurer and the President shall be signers for the Association accounts. The Vice President, Secretary, or any other disbursing agent appointed by the Board of Trustees may also be signers for the Association.

Sec. 5—Bonding. The Trustees shall ensure that a fidelity bond of a reasonable amount be obtained and kept in force covering officers and such employees as may be appropriate.

Sec. 6—Vacancy. In the event of a vacant position of any officer, for whatever reason, the Board shall endeavor to fill the vacancy for the unexpired term within two (2) months by a majority vote based on nominations.

ARTICLE V—IMMUNITY FROM SUIT; INDEMNITY OF OFFICERS AND TRUSTEES

Any Trustee or other person who performs services for the Association at the request of the Association and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the extent permitted by applicable law.

Each Trustee or officer of the Association shall discharge his or her respective duties in compliance with the standards of the law of the State of Connecticut, including, without limitation:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances;
- (c) with respect to his or her official capacity in a manner such Trustee or officer reasonably believes to be in the best interests of the Association; and
- (d) in all other cases, that his or her conduct was at least not opposed to the best interests of the Association.

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer, or former Trustee or officer against liability (including but not limited to judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses) incurred in the performance of such duties or service, or incurred while acting in such capacity or arising out of his or her status as such, provided that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, as determined by the Association pursuant to Section 33-1121 of the Connecticut General Statutes, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. The Association shall also indemnify directors, officers, employees and agents as required pursuant to applicable law.

The Association shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action, or proceeding to which this indemnification applies.

ARTICLE VI—BOARD COMMITTEES

Sec. 1—Overall Structure.

Composition. A committee comprised of Trustees and appointed by the Board under these Bylaws shall be referred to as a “Committee” or a “Board Committee.” A Board Committee shall consist of a Chairperson appointed from the Board of Trustees by the President and Executive Committee for a term of one year and approved by a majority of the Board. The President and Executive Committee shall appoint and a majority of the Board members then in office shall approve additional Trustees to Board Committees. Each Board Committee shall have a minimum of five voting members. The President and Executive Committee may at their discretion and with the approval of a majority of the Board members then in office, appoint non-voting Committee members, based on their particular skills and experience, to Board Committees. The President and Executive Committee shall endeavor to appoint and a majority of the Board members then in office shall approve a Trustee to replace any absent or disqualified Trustee within two months of the original Trustee’s absence or disqualification.

List of Committees. Not later than 30 days after the Annual Meeting, the Board shall promulgate announce a list of the committees it has established for the ensuing year. The Board is authorized to amend the committee list during the course of the year, if in its judgment, the circumstances so warrant.

Powers. Each Committee will have the powers specified in writing by the Board of Trustees, provided that a committee may not (1) approve action that the Bylaws require be approved by the Board of Trustees; (2) fill vacancies on the Board of Trustees or, except as provided in this section, on any of its Committees; (3) adopt, amend, or repeal these Bylaws; (4) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Association other than in the usual and regular course of the affairs of the Association, or approve a proposal to dissolve the Association; or (5) exercise any other authority prohibited by law.

Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

Sec. 2—Executive Committee.

(a) Definition. The Board shall have an Executive Committee at all times. The Executive Committee shall be composed of the officers of the Board of Trustees: the President, Vice President, Secretary, and Treasurer. It serves as a smaller leadership group within the full Board. The Executive Committee shall exercise the powers of the Board of Trustees between its meetings, as necessary. Actions taken by the Executive Committee shall be reported at the next meeting of the full Board of Trustees.

(b) Duties.

- Act as the governing core of the Board, chaired by the Board President.
- Serve as liaison between the Board and the Library Director.
 - Monitor and evaluate the performance of the Board and Library Director.
- Handle time-sensitive or emergency decisions when the full Board is not in session.
- Report all decisions/actions to the full Board at the next Board meeting.
- Co-ordinate and conduct the Executive Director's performance evaluation.
- Work with the Director on key planning, staffing or crisis issues before they go to the full Board.
- Provide succession planning for Committees and Library Director.
- Facilitate and conduct Board self-assessment.
- Ensure all Trustees understand legal duties.

(c) Limitations.

The Executive Committee shall not:

- Approve or amend the annual budget.
- Hire or terminate the Library Director.
- Approve or amend the bylaws.
- Approve major financial commitments, capital expenditures, or policy changes unless pre-authorized by the full Board.

Sec. 3—Additional Board Committees. The Board of Trustees is authorized to create additional Committees from time to time, including a Nominating Committee, a Finance Committee, a Development Committee, and a Building and Grounds Committee. The following provisions shall apply to the aforementioned committees while they are in existence.

(a) Nominating Committee.

Definition.

This committee helps ensure strong, sustainable leadership by:

- Recruiting qualified board candidates
- Recommending a slate of officers
- Overseeing trustee onboarding and training
- Proposing updates to governance documents (e.g., bylaws, board policies)

Duties.

- Identify and evaluate potential trustee candidates in alignment with board needs, diversity goals and strategic priorities.

- Ensure potential trustees candidates meet the qualifications for election under Article III Sec. 2
- Inform potential candidates of the financial and time commitments associated with becoming a trustee
- Recommend a slate of new trustees and officers to the Board at least one month prior to the annual meeting or as needed to fulfill vacancies.
- Oversee orientation of new trustees and recommend training or development opportunities.
- Periodically call for a review to the Board's governance policies, bylaws and practices as needed.
- Facilitate Board exit interviews and recommend steps to improve Board performance and engagement.
- Keep a Board matrix (skills, demographics, terms) to guide recruitment.
- Develop a new trustee orientation packet and annual Board calendar.

(b) Finance Committee.

Definition. The Finance Committee will have general supervision over the financial affairs of the Association. The Treasurer will serve as chairman of the Finance Committee.

Duties. The Finance Committee will meet regularly to monitor the Association's financial policies, budget, investment advisors, investments and endowment.

(c) Development Committee.

Definition. The Development Committee is responsible for designing and recommending fundraising strategies that will increase overall giving to the Library and support its mission.

Duties.

- Coordinate with the Library director and committee members to plan and execute fundraising activities.
- Assume a leadership role within the Board to:
 - Increase awareness of the Library's importance to our community and strengthen financial support
 - Build relationships with community organizations, government officials, town residents and the library community to advocate for the Library

(d) Building and Grounds Committee.

Definition. The Buildings and Grounds Committee is responsible for overseeing maintenance, repairs, and improvements to the library's facilities and infrastructure.

Duties.

- Recommend renovation and improvement projects to the Board.
- Assist the Executive Director in identifying necessary repairs or improvements.
- Budget for yearly operating costs and capital improvements and repairs/replacements.
- Oversee technology/IT equipment and infrastructure.
- Oversee routine maintenance and repairs.
- Oversee capital improvements and repairs

(e) Additional Committees: Ad Hoc Committees.

Definition. The Board may establish one or more additional Committees, including Ad Hoc Committees, to advise the Board. Additional Committees, including Ad Hoc Committees, shall be appointed by the President and approved by a majority of the Board members then in office, as necessary.

Duties. Ad Hoc Committees shall have no authority to exercise the powers of the Board. Ad Hoc Committees perform only the tasks and duties expressly given to them by the Board as set forth in the annual committee list or when appointed.

Article VII—Nominations

Sec. 1—Responsibility. The Nominating Committee shall have primary responsibility for identifying, screening, and nominating persons to become Trustees and Officers of the Board. The Board shall have responsibility for determining whether to approve nominated candidates for Trustee and Officers.

However, any four (4) Trustees acting jointly may submit such nominations for consideration by the Board.

Sec. 2—Process. The Nominating Committee shall endeavor to present its recommendations for Trustees and Officers at least one month prior to the beginning of the year in which the Trustees and Officers are expected to assume their positions. The nominations process shall be subject to such guidelines as the Board may from time to time adopt.

ARTICLE VIII—STANDING RULES

Sec. 1—Policies. Borrowing, reservation, and fine policies shall be set by the Board of Trustees in consultation with the Library Director.

Sec. 2—Revocation of Privileges. Borrowers, who have abused their privileges as defined by the Board of Trustees in consultation with the Library Director, shall be subject to revocation of their privileges.

ARTICLE IX—ASSOCIATION SEAL

The Association may, at its option, maintain an official seal. The official seal of the Association shall have inscribed thereon the name of the Association and the year and state of incorporation. Such seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, or otherwise reproduced.

ARTICLE X—AMENDMENTS

The Bylaws may be amended by the Board of Trustees based on the following procedure:

- (1) Preliminary Approval: A proposed amendment to the Bylaws must be presented for preliminary approval (“Preliminary Approval”) at a Meeting of the Board of Trustees and approved by a majority of the entire Board of Trustees.
- (2) Final Approval: If the amendment received Preliminary Approval the proposed amendment is then presented for final approval (“Final Approval”) at the next Meeting of the Board of Trustees. Such meeting must be at least 21 days after the Preliminary Approval was received. A two-thirds majority of the members of the Board of Trustees is required for Final Approval.

ARTICLE XI—PARLIAMENTARY AUTHORITY

The current version of Roberts Rules of Order shall govern at all meetings of the Board of Trustees of this Association except where such Rules are inconsistent with these Bylaws, in which case the Bylaws shall prevail.

ARTICLE XII—MISCELLANEOUS

Sec. 1—Checks, Notes, and Contracts. The Board of Trustees shall determine who shall be authorized from time to time on the Association’s behalf to sign checks, drafts, or other orders

for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Sec. 2—Books and Records. The Association shall keep at its principal office (i) the Certificate of Incorporation, and all amendments thereto currently in effect; (ii) a copy of these Bylaws, and all amendments thereto currently in effect; (iii) the financial statements prepared for the past three years; (iv) its most recent annual report delivered to the Secretary of the State of Connecticut (v) correct and complete books and records of all accounts, all activities, and transactions of the Association; (vi) the minutes of the proceedings of the Board of Trustees and any committee of the Association; and (vi) a current list of the Trustees and officers of the Association and their business addresses. Any of the books, minutes, and records of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time.

Sec. 3—Exempt Activities. Notwithstanding any other provision of these Bylaws, no Trustee, officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Codes and Regulations as they now exist or as they may hereafter be amended.

Sec. 4—References. Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

Revision History

October 12, 1983
October 8, 1992—Revised
October 12, 1993—Revised
April 13, 1999—Revised
October 28, 2003—Revised
October 28, 2004—Revised
October 25, 2005—Revised
[October 17, 2006]— [Amended and Restated]
October 18, 2011—Revised
October 15, 2012—Revised
October 16, 2013—Revised
October 15, 2014—Revised
October 27, 2025—Revised