

**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 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. For purposes of this document, the pronouns “s/he” and “his/her” shall be used regardless of gender.

Sec. 2—Mission of the Library. The Essex Library endeavors to serve as a *Community Center for Lifelong Learning*. This mission embraces learning in its many forms, from traditional educational materials and programs to cultural enrichment and civic engagement.

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 Board of Trustees 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—MEMBERSHIP AND PRIVILEGES

Sec. 1—Membership. Any person interested in the purposes for which the Association is organized, as specified in the statement of the Association’s mission set forth in the preamble to these Bylaws, may become a member of the Association on an annual basis by making a monetary contribution to the Essex

Library Annual Operating Appeal Fund (the “Annual Fund”) in an amount equal to or greater than the minimum amounts prescribed by the Association’s Board of Trustees or by making other monetary contributions to the Association during the course of the Association’s fiscal year in a similar amount.

The Board of Trustees shall establish the minimum annual contribution to the Annual Fund for individual memberships, family memberships, and business memberships. Individuals making the annual contribution required for membership shall be entitled to exercise one vote by being present in person at meetings of the Members. Families making the annual contribution required for membership shall be entitled to appoint up to two members of the same family or household who may each exercise one vote by being present in person at meetings of the Members. Corporations or business entities making the annual contribution required for membership shall be entitled to appoint one representative who shall be entitled to exercise one vote on behalf of such business or entity by being present in person at meetings of the Members. Votes may only be cast by a person who is eighteen years or older and whose name has been entered on the list of members prior to the record date established by the Board of Trustees before the meeting. A member may not voluntarily or involuntarily transfer his/her membership or any rights arising from his/her membership.

Sec. 2—Privileges. The privileges of holding office, entering debate, making motions, and voting shall be limited to members of the Association.

ARTICLE III—FISCAL YEAR

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

ARTICLE IV—MEETING OF MEMBERS

Sec. 1—Annual Meeting. The Annual Meeting of members of the Association shall be held on a date in October at a time and location within the Town of Essex, Connecticut, determined by the Board of Trustees, at which time yearly reports are due, the general business of the Association considered, and elections of Trustees held. If the Board of Trustees does not specify a location for the meeting, the meeting shall be held at the Essex Library. Notice of the Annual Meeting, specifying time, date, and place of the meeting, shall be given not fewer than ten days nor more than sixty days in advance.

Sec. 2—Special Meetings. Special Meetings of the members of the Association may be called at any time by the Board of Trustees or upon written request of ten (10) members of the Association directed to the Secretary. Notice of Special Meetings, specifying time, date and place of the meeting, shall be given not fewer than ten days nor more than sixty days in advance. Business transacted at all Special Meetings shall be confined to that set forth in the notice.

Sec. 3—Quorum. Those in attendance at any membership meeting shall constitute a quorum, but quorum shall not be fewer than twenty-one (21) members.

Sec. 4—Voting. Each member as designated in Article II, Section 1, shall have one vote. A simple majority of those present shall be required to decide any question, except as otherwise expressly provided herein.,

Sec. 5—Action by Written Ballot in Lieu of Meeting. Where Trustees are to be elected by the Members or any other action is to be voted upon by the Members, such elections may be conducted and such actions voted upon by mail provided that the same period for which notice would otherwise be required for a meeting is provided for the return of ballots and provided that the quorum requirement is met by the casting of sufficient votes as would constitute a quorum were those voting present at a meeting. The vote shall be determined from the total number of Members who actually vote by mail.

Sec. 6—Notices. The Association shall use reasonable good faith efforts to provide notice of meetings of the Association by posting such notice at a generally accessible place in the Library, by electronic posting on the main landing page of the Library's website or on a page accessible within one link from the main landing page of the Library's website, and/or by posting on the community bulletin board at the Essex Town Hall. Notices of meetings shall not be deemed defective as a result of a failure or interruption in third party Internet or telecommunications services related to the Library's website, failure of the press or third parties to post or publish such notices, or for any other factors beyond the reasonable control of the Association.

ARTICLE V—TRUSTEES

Sec. 1—Number. The Board of Trustees of the Association shall comprise not fewer than twelve (12) and not more than fifteen (15) persons, who shall serve without remuneration.

Sec. 2—Qualification and Elections.

- (a) **Membership Required.** A Trustee must be a member of the Association.
- (b) **Staggered Terms of Trustees.** To the extent feasible, the members of the Board of Trustees shall be divided into three (3) groups with each group containing approximately the same percentage of the total number of Trustees taking into account the variable size of the Board from year to year. Each group shall serve staggered terms, such that the term for one group of Trustees shall expire each year at the annual meeting of members. At each annual meeting at least three (3) Trustees shall be elected for terms of three (3) years. A 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.** Retiring Trustees may serve a second three-year term provided they are duly nominated and elected. Trustees serving a second consecutive term shall not for a period of one (1) year thereafter be eligible for further re-election, except as provided in Section 8 of this Article V. 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) **Exception to Term Limit.** Paragraphs (b) and (c) of this Section notwithstanding, Trustees on the Board who were elected to a four year term between October 1, 2010 and October 1, 2013 shall be eligible to serve a consecutive second term of three years' duration. At the conclusion of his or her second term said Trustee shall become subject to the one (1) year provision of paragraph (c) of this Section.
- (e) **Designated Seat for Officer of Friends.** An officer of the Friends of the Essex Library shall be a full voting member of the Library Board of Trustees, upon the recommendation of the Friends of the Essex Library. Any trustee selected shall serve during their tenure as an officer of the Friends of the Essex Library and shall be subject to the term limit requirements found in subsections (b) and (c) of this section. The Trustee seat held by the officer of the Friends shall count against the total size of the Board set forth in Section 1 of this Article.

Sec. 3--Duties of Trustees.

- (a) **Powers.** All corporate powers 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. In furtherance of the foregoing, 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; and 6) may remove from office, with or without cause, any Officer of the Board.
- (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, in June and December, of Trustee attendance.

Sec. 4--Meetings.

- (a) **Annual Meeting.** The Board of Trustees shall meet within fifteen (15) days following the annual meeting of members, 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 a regular 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, or upon written request of three (3) trustees to the Board Secretary.
- (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 Conference Telephone. Any one or more members of the Board of Trustees may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Trustees participating in the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by such means is deemed to be present in person at 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 one or more written consents 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 is the act of the Board of Trustees when one or more consents signed by all the Trustees are 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 unrevoked written consents 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 electronic means for a regular, special, or annual meeting. If by mail, it shall be mailed to the Trustee's last known address unless the Trustee shall have filed with the Board of Trustees a written request that notice be sent to some other address, in which case it shall be mailed to the address designated in such request.

- (b) Waiver. Notwithstanding any of the foregoing provisions, meetings of the Board of Trustees, except the Annual Meeting, may be held at any time, date, or place within the Town of Essex.

- (c) 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. An absolute majority 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. All other business may be effected by a simple majority of those present and constituting a quorum.

Sec. 8—Removal. Any Trustee may be removed at any time from his/her position as Trustee by vote of no less than three-fourths of those members of the Association present at any duly constituted meeting of the Association 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 an absolute majority vote of the 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 is 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 IX shall endeavor to elect and fill the vacancy within three (3) months. That person shall serve until the next annual meeting of the Association, at which time s/he shall be eligible for nomination to be elected for the remaining term of the vacant office.
- (b) Term Limit: 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 observing the 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 membership of the Association. 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 transaction effected or proposed to be effected by the Association, as defined in Section 33-1127 of the Connecticut General Statutes or is aware of a “business opportunity” as defined in Public Act 06-68, 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 Public Act 06-68. 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 VI—OFFICERS

Sec. 1—Names and Numbers. The officers of the Board of Trustees shall be the President, Vice President, Secretary, and Treasurer. All officers of the Board of Trustees shall serve without remuneration.

Sec. 2—Term. Officers shall serve for terms of one (1) year provided that no person shall serve as either President or as Vice President for more than two (2) consecutive terms in such office. Any officer, however, may be elected to another office different from their previous office upon conclusion of their term.

Sec. 3—Election. Officers duly nominated shall be elected at the annual meeting of the Board of Trustees as set forth in Article V.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. S/he shall present at the annual meeting of the Association a report of the condition of the affairs of the Association. S/he shall act in an advisory capacity to all committees and officers. S/he shall be empowered to sign checks in the absence of the Treasurer. S/he 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 his/her absence and shall perform any other duties prescribed by the Board of Trustees. S/he 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 meetings of the Board of Trustees and of the annual meeting of the members in an appropriate minute book, which shall include all acts having legal effect and/or upon which a vote was taken. S/he shall give and serve all notice of meetings pursuant to these Bylaws. S/he shall be the custodian of the records and seal of the Association. S/he shall present to the Board of Trustees at each meeting all communications received for the Association since the previous meeting of the Board. S/he shall perform any other duties prescribed by the Board of Trustees. S/he 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 members and 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 VII—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 provided 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 VIII—COMMITTEES

Sec. 1—Overall Structure.

(a) **Executive Committee.** The Executive Committee shall be composed of the incumbent officers of the Board of Trustees: the President, Vice President, Secretary, and Treasurer. 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) **Additional Committees:** The Board of Trustees is authorized to create three additional types of Committees to administer its affairs and those of the Association. They are Board Committees, Standing Advisory Committees and Special Ad Hoc Committees. All Committees shall report regularly to the Board.

Not later than 30 days after the Annual Meeting, the Board shall promulgate 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.

Sec. 2—Board Committees.

(a) **Definition.** 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. The President and Executive Committee shall appoint 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 appoint

non-voting Emeritus Trustees and/or non-voting members of the Association, based on their particular skills and experience, to Board Committees. The President and Executive Committee shall endeavor to appoint a Trustee to replace any absent or disqualified Trustee within two months of the original Trustee's absence or disqualification.

- (b) Powers. To the extent specified in writing by the Board of Trustees, each Board Committee may exercise the power of the Board, except that a committee may not (1) approve or recommend to Essex Library Association Members action that the Bylaws required 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 Corporation other than in the usual and regular course of the affairs of the Corporation, or approve a proposal to dissolve the Corporation; or (5) exercise any other authority prohibited by law.

Sec. 3—Standing Advisory Committees.

- (a) Definition. A Standing Advisory Committee shall consist of a Chairperson appointed from the Board of Trustees by the President for a term of one year. The President and Chairperson of the Advisory Committee may appoint additional committee members as needed from the members of the Board of Trustees or the Essex Library Association. Members of the Association shall be entitled to submit names of prospective Advisory Committee members. The President shall endeavor to fill any Chairmanship vacancy within two (2) months for the unexpired term.
- (b) Duties. Standing Committees have no authority to exercise the powers of the Board. Standing Committees shall perform only the tasks and duties expressly given to them by the Board, as set forth in the annual committee list.

Sec. 4—Special Ad Hoc Committees.

- (a) Definition. From time to time, the Board may wish to establish one or more Special Ad Hoc Committees to advise the Board on matters of limited duration outside the scope of the Board's routine operations. Special ad hoc committees shall be appointed by the President as necessary. A Special Ad Hoc Committee shall consist of a Chairperson appointed by the President and shall have additional members appointed by the President and the Chairperson.

- (b) Duties. Special Ad Hoc Committees shall have no authority to exercise the powers of the Board. Special Ad Hoc Committees perform only the tasks and duties expressly given to them by the Board as set forth in the annual committee list.

Article IX—Nominations

Sec. 1—Responsibility. The Nominations Committee shall have primary responsibility for identifying, screening, and recommending persons to become Trustees and Officers of the Board. The Board shall have responsibility for the nomination of candidates for Trustee and the election of Officers.

Notwithstanding the above, any four (4) Trustees acting jointly shall be entitled to submit such nominations for consideration by the Association and the Board, respectively.

Sec. 2—Process. The Nominations Committee shall endeavor to present its recommendations for Trustees and Officers at least three months 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 X—STANDING RULES

Sec. 1—Borrowing Privileges. Each member of the Essex Library Association or resident of the Town of Essex, may, upon application, be issued a card entitling that person to borrowing privileges. In addition, any person who has a valid library card from a public library in the State of Connecticut shall without discrimination be entitled to borrowing privileges. Exceptions shall be made of those who have failed to remedy any abuses defined in Section 3 below.

Sec. 2—Policies. Borrowing, reservation, and fine policies shall be set by the Board of Trustees in consultation with the Library Director.

Sec. 3—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 XI—ASSOCIATION 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 XII—AMENDMENTS

The Bylaws may be amended at any meeting of the members of the Association by a two-thirds vote of those attending. The number of members attending the meeting shall not be fewer than twenty-one (21). All members of the Association shall be notified not fewer than ten days nor more than sixty days in advance of the proposed amendment; and as to be stated in the notice, copies shall be installed in the Library or mailed to any member by the Secretary upon request of any member of the Board of Trustees. A simple majority of the Board of Trustees, present and constituting a quorum, may propose amendments to the Bylaws for consideration by the Association.

ARTICLE XIII—PARLIMENTARY AUTHORITY

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

ARTICLE XIV—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 office correct and complete books and records of the accounts, activities, and transactions of the Association; the minutes of the proceedings of the member; the Board of Trustees and any committee of the Association; and a current list of the members, 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 member, 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