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BY-LAWS OF EASTCONN

ARTICLE I

OFFICES

The principal office of EASTCONN (Regional Education Service Center, RESC) is located at 376 Hartford Turnpike, Hampton, Connecticut 06247. EASTCONN may have such other offices within the State of Connecticut, as the Executive Board may from time to time determine.

ARTICLE II

DISTRICT MEMBERSHIP

Section One: Qualifications

The total membership of the EASTCONN Board of Directors shall consist of those district Boards of Education within the State of Connecticut which elect to be members; provided, however, that membership shall be consistent with State Statutes.

Section Two: Election of Member Districts

Any Board of Education interested in becoming a member of EASTCONN shall submit a written, duly authorized and signed application, on a form approved by the Executive Board, to the Secretary to The Executive Board. Boards of education within EASTCONN's regional state planning area designated in accordance with Section 16a-4a of the Connecticut General Statutes, will be accepted as members upon application. Boards of Education outside the area will be accepted as members upon approval of a majority of Boards which are members of EASTCONN. In no case shall EASTCONN accept as a member a board of education that is a member of another Regional Educational Service Center (RESC).

Section Three: Resignation of Member District

Any local district board may resign by filing a written resignation duly executed by the member board with the Executive Board's Chair and Secretary. Notice must be filed by January 1st and the Board shall, at its regularly scheduled March meeting, consider the resignation. Termination of membership will take place at the conclusion of the fiscal year. Upon resignation, a member board shall forfeit any rights to use or ownership of any assets of EASTCONN unless specifically otherwise provided for in the grant of a gift to EASTCONN.

Section Four: Member District Representation

The term office of each Board Member, as appointed by the Board of Education of member districts, shall correspond to each board Member's term (s) of office on their local Board of Education or until such time Board members chooses not to serve on the EASTCONN Board of Directors, or the local Board of Education changes the designated member. Each member district may designate in writing, on or before April 1st of each year its representative and an alternate.

Section Five: Voting Rights

Any elected member of a member board of education may attend any EASTCONN meeting. Voting privileges lie with the members of the Executive Board

ARTICLE III

EXECUTIVE BOARD

Section One: Composition of Executive Board

- A. Number.** There shall be a total of twelve (12) members of the Executive Board.
- B. Membership.** For the purpose of membership, every effort will be made to maintain Executive Board members representative of all areas within the EASTCONN service region.
- C. Term.** The term of office of each Board member, as appointed by the Board of Education of member districts, may correspond to each Board Member's term(s) of office on their local Board of Education or until such time Board members choose not to serve on the EASTCONN Board of Directors, or the local Board of Education changes the designated member. Each member district may designate in writing, on or before April 1st of each year its representative and alternate.
- D. Filling Vacant Seats:** If a seat becomes vacant on the Executive Board; the Chairperson will appoint a three-member committee to nominate a district member from the Board of Directors to fill the seat.
- E. Time of Appointment.** The appointments shall be made at the annual meeting of the Board of Directors.
- F. Suspension of Voting Rights**
- In the event an Executive Board member fails to be represented at three or more consecutively scheduled regular meetings of the Board, such member's voting rights may be suspended. Suspension shall be by a majority vote of the total membership, provided

that a statement providing notice of such vote shall have been mailed to the membership at least five days before final action is taken thereon.

Suspension of voting rights shall apply to any vote before the membership, its Board or any committee authorized by the Board during the term of the suspension. Upon written request, the Board's Executive Board, by the affirmative vote of a majority of the members of the Executive Board, may reinstate the voting rights of any member whose voting rights have been suspended in accordance with Article III, Section One.

Section Two: Election of Officers

The following officers of the Board shall be elected at the Annual Meeting for a term of three (3) years. If an election is not held by the prescribed date, officers will continue in office until an election is held. If an election was held before the prescribed date, officers will continue in office until an election is held at the Annual Meeting that corresponds with the expiration of their three-year term. Officers may be re-elected at the conclusion of each term served.

- A.** A Chairperson who shall preside over all regular and special meetings of the Board, and who shall call special emergency meetings of the Board at his/her own discretion or upon petition as set forth in these By-laws.
- B.** A Vice-Chairperson who shall assist the Chairperson in the performance of his/her duties. The Vice-Chairperson shall, in the event of the temporary absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson. In the event that the Chairperson is unable to complete his/her term, the Vice-Chairperson shall assume his/her duties for the remainder of the Chairperson's term of office and a new Vice-Chairperson elected.

C. A Secretary/Treasurer or designee shall cause minutes to be kept of each meeting of the Board and of any action taken by the Board. Such person shall file such records in the minute book and shall send copies thereof to the members of the Board, Superintendents and the Executive Director. The Secretary/Treasurer or designee shall cause to be kept accurate books of account of the Board's transactions which shall be the property of the Board and shall be subject at all times to the inspection and control of the Board of Directors.

Section Three: Meetings

A. Meeting Schedules / Structures. Meeting dates for any year will be set at the Annual Meeting.

B. Electronic/Telephonic Participation in Meetings

A Board member may participate in a meeting through electronic communication means, only when a quorum of the Board is physically assembled at the meeting, from a remote location that is not open to the public:

if, on the day of a meeting, the Board member notifies the Board Chairperson that he or she is unable to attend the meeting due to an emergency and identifies with specificity the nature of the emergency, and the Board (1) approves the member's participation by a majority vote of the members present and (2) records in its minutes the specific nature of the emergency and the remote location from which the member participated.

Such participation by a Board member shall be limited each calendar year to two meetings or 25 percent of the meetings of the School Board, whichever is fewer; or if a Board member notifies the Chairperson of the Board that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance and the Board records this fact and the remote location from which the member participated in its Minutes.

A board member may participate in a meeting by electronic means pursuant to this section only when:

- a quorum of the Board is physically assembled at the meeting location; and

- the Board makes arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

Legal Reference: Connecticut General Statutes
1-200 (2) Definitions. "Meeting"
1-206 Denial of access to public records or meetings.
1-225 Meetings of government agencies to be public, as amended by June 11 Special Session, PA 08-3
1-227 Mailing of notice of meetings to persons filing written request.
1-228 Adjournment of meetings. Notice.
1-229 Continued hearings. Notice.
1-230 Regular meetings to be held pursuant to regulation, ordinance or resolution.
10-218 Officers. Meetings

C. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Executive Director and/or Chairperson or upon the written petition of at least one-third of the voting membership of the Board, such special meeting to be scheduled within one week of receipt of the petition by the Chairperson.

D. Annual Meeting

The Board shall have an annual meeting in May.

E. Quorum. Seven members of the Executive Board shall constitute a quorum at any meeting of said Executive Board; but if less than a one-third of the directors are present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section Four: Operating Procedures:

A. Chairman of the Executive Board, upon the recommendation of a nominating committee appointed by the chairman, shall have and may exercise all powers of the Board including borrowing as found in Article V (under General Authority).

B. Removal of Officers

Officers may be removed by a majority vote of the Board with or without cause.

C. Executive Director

The affairs of EASTCONN shall be managed and governed by its Executive Board through the Executive Director. The Executive Director shall develop operating procedures addressing the following areas:

1. Fund management
2. Fiscal policies
3. Personnel
4. Compensation, fringe benefits and other administrative employee programs

The procedures referenced above will be shared with the Board of Directors upon request.

ARTICLE IV

AMENDMENT OF BY-LAWS

These By-laws may be altered, amended, or repealed, and new By-laws may be adopted by an affirmative vote of a majority of the members of the Executive Board present at any regular meeting or at any special meeting, if written notice of intention to alter, amend, or repeal or to adopt new By-laws is given at least thirty days in advance to all districts' Boards.

ARTICLE V

GENERAL AUTHORITY

- A.** Representatives of the member districts shall constitute the Executive Board of EASTCONN. The EASTCONN Executive Board shall adopt the estimated annual budget plan and shall be responsible for the hiring and discharge of the Executive Director.
- B.** Shall evaluate the EASTCONN Executive Director annually using an agreed upon procedure by the Board's Executive Board and the Executive Director.
- C.** The EASTCONN Executive Board will evaluate itself annually.
- D.** The purpose of EASTCONN shall be to furnish programs and services to the participating Boards of Education. To fulfill said purpose, EASTCONN, with the Executive Director acting as its sole agent, shall have the following powers:

1. To apply for, receive directly and expend on behalf of the member Boards of Education, which hereby designate EASTCONN agent for said purposes, any State or Federal grants, including but not limited to direct state reimbursement as provided in Section 10-66g of the Connecticut General Statutes, which may be allocated to school districts for specified programs, the supervision of which has been delegated to EASTCONN.
2. To receive and disburse funds appropriated to the use of EASTCONN by the member Boards of Education, the State or the United States, or given to EASTCONN by individuals or private corporations.
3. To buy, sell, lease, exchange or accept by gift or bequest real or personal property.
4. To employ personnel and to retain the services of attorneys, appraisers and other consultants.
5. To enter in contracts
6. To borrow money in anticipation of any payments to be made by any Board of Education or state or federal agency but not yet received.
7. To issue bonds, notes or other obligations (collectively, the "Bonds") and notwithstanding any other provision of this agreement, levy, assess and pledge any one or more specific, or all of EASTCONN's real or personal property, grants, receipts, service fees or any other revenue or property of EASTCONN to pay for the debt service requirements of such Bonds, and to pay for agreements providing for or entered into in connection with

their issuance (including those set forth in section (iv) and to secure the payment thereof.

8. To establish, fund, and maintain reserves, sinking or other funds and to pledge such funds to the payment of Bonds, agreements providing or entered into in connection with the issuance of Bonds, including trust indentures, agreements concerning the operation and maintenance of the facility financed agreements, including those described in section 7-369b of the general statutes, necessary or appropriate to issue bonds the interest paid pursuant to which is excluded from federal income taxation in accordance with federal law as the same may be amended, agreements concerning continuing disclosure as set forth in Public Act 95-270 of the Connecticut General Assembly and as applied to EASTCONN or such other purpose determined to be advantageous or convenient to enhance the marketability of the Bonds or the proposed purpose to be financed;
9. To maintain a working capital line of credit which is intended to meet working capital shortfalls, grant anticipation notes and other borrowing not intended as long term permanent financing shall be authorized by the approval of a majority of those voting at a Board meeting;

I. Bonds which do not meet the requirements outlined above, shall be authorized at a Board meeting;

II. Resolution authorizing the issuance of the Bonds may delegate to the EASTCONN Executive Director or his/her designee the authority to determine the specific revenue or property to access,

levy and pledge to secure the Bonds, the terms of indenture of trust or other agreements entered into in connection with their issuance, the interest rate or discount or manner of determination thereof, their amortization, all other terms, details and particulars pertaining to the issuance, sale, security for payment thereof and all other matters, whether or not enumerated herein, which are necessary, convenient or desirable to secure the Bonds or enhance their marketability, and to enter into and sign contracts on behalf of EASTCONN in respect thereof.

III. Unless otherwise provided in the authorizing resolution the terms, conditions and details of the issuance, including those set forth in this section, shall be determined by a majority of the Chairman of the Board, Vice Chairman of the Board, the Executive Director, and The EASTCONN Chief Fiscal Officer and/or his/her designee.

IV. No resolution authorizing the issuance of Bonds shall be adopted except upon notice of a meeting mailed to each representative (or alternate) not less than five (5) days prior to the Board meeting at which the resolution is to be enacted, provided that representatives (or alternates) who were not provided notice in accordance herewith may sign a waiver of notice. If all representatives (or alternates) who were not provided notice executive such waiver, the foregoing notice provisions shall not

apply and the bonds may be authorized and issued without such five (5) day notice;

- 10.** The provisions of this section shall be effective immediately upon adoption. Any Bonds authorized, issues, or agreement entered into, in accordance with the procedures contained in this section, including any agreement constituting a pledge or lien on property or revenue of EASTCONN shall be valid and binding obligations of EASTCONN enforceable against it in accordance with the terms of such Bonds and agreements.

Approved: April 24, 2018

Revised:

References: