

THE CONNECTICUT ASSOCIATION OF SCHOOLS, INCORPORATED
“SERVING SCHOOLS AND PRINCIPALS”
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ARTICLES OF INCORPORATION

CONSTITUTION

2001

Amended and Restated
Articles of Incorporation and Bylaws of
The Connecticut Association of Schools, Inc.

Revised 5/10/01

ARTICLE I - NAME

The name of this corporation shall be The Connecticut Association of Schools, Inc. (CAS). The Constitution of the Connecticut Association of Schools, Inc., as here amended shall be deemed the Articles of Incorporation of the Corporation.

ARTICLE II - PURPOSE

Section A. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Association shall be exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as the same may be amended from time to time, and shall include the following:

1. To advocate for and further the interests of elementary, middle level and high school education through cooperative action; *to promote strong educational leadership*; to provide leadership for member schools in the areas of curriculum, staff improvement, and student learning; to encourage and facilitate worthwhile activities and useful learning experiences for Connecticut youth and recognize and celebrate excellence among students, teachers, administrators, and schools; and, to maintain, through appropriate activities, *associations*, committees, boards of control and properly established organizations of this Association, effective supervision and uniform regulation and control of all inter-school student programs.
2. To engage in any lawful act or activity for which a corporation may be organized under the Non-Stock Corporation Act of the State of Connecticut.

Section B. The Association is non-profit and shall be a non-stock corporation under the Non-Stock Corporation Act of the State of Connecticut.

ARTICLE III - MEMBERSHIP

Section A. Classes of Membership

1. Class I Institutional Members

Any public or non-public elementary, middle level or high school which is approved by the State Board of Education for certification and tuition purposes. Upon approval of its application for membership and payment of dues and assessments established for the purpose, such school shall be admitted to general membership in the *Connecticut Association of Schools*, provided however, that membership in the Connecticut Interscholastic Athletic Conference (CIAC), while a board of control within the *Connecticut Association of Schools*, shall be considered separate, requiring an additional application and payment of additional dues and assessments levied by the *Connecticut Association of Schools* for such membership.

No school may be considered for membership in the Connecticut Interscholastic Athletic Conference (CIAC) which has not been admitted to general membership in the Connecticut Association of Schools, Inc.

Principals and assistant principals of member schools shall by virtue of such membership be eligible *for membership in one of the associations of school principals within the Connecticut Association of Schools and be eligible for* appointment to membership on boards and committees of the *Connecticut Association of Schools* except as otherwise stipulated in this Constitution.

2. Class II Members

The sole Class II member shall be the Connecticut Schools Corporation or its successor organization. The Class II member shall have the right to vote on amendments to the Constitution and on all fundamental changes of the Connecticut Association of Schools, Inc.

3. Associate Individual Member

The following shall be eligible for non-voting, associate individual membership and may be appointed to committees as non-voting consultants:

- a. Principals of non-member schools which would qualify for institutional membership under Article III, Section A.
- b. Administrative assistants, central office personnel and other professionals with interests and/or concerns with Connecticut elementary, middle level or secondary education.

- c. Members of departments of education in Connecticut colleges and universities.
- d. Members of the State Department of Education having direct involvement in elementary, middle level or secondary education.
- e. Honorary members as elected by the *Connecticut Association of Schools*
- f. *Retired principals or assistant principals.*
- g. *Aspiring principals enrolled in graduate programs in school administration and/or teachers holding administrative certification.*

4. **Life Member**

Any principal of a member school, or any associate individual member may be granted non-voting life membership upon retirement by vote of the Legislative Body or by two-thirds vote of the Board of Directors *of the Connecticut Association of Schools.*

Section B. Admission to Membership

Schools shall be admitted to membership by a majority vote of either the Board of Directors *of the Connecticut Association of Schools* or the Legislative Body.

Section C. Termination of Membership

A member school may resign from the Connecticut Association of Schools by submission to the president of written intention to do so.

Section D. Legal Action

1. **Legal Action Against the Association by a Member School**

Any institutional or associate individual member which initiates legal action to overturn, stay or enjoin the final and binding decision of the Board of Directors *of the Connecticut Association of Schools*, and is subsequently unsuccessful in seeking such an award will be liable for all costs and attorneys' fees incurred by the *Connecticut Association of Schools* in defending against such action. Further, should the *Connecticut Association of Schools* be forced to initiate legal action to collect the aforementioned costs and attorneys' fees, the institutional or individual associate member shall be additionally liable for the *Connecticut Association of Schools* costs and attorneys' fees resulting from the collection action.

2. **Legal Expenses Incurred by the Association in Due Process Proceedings**

Any institutional or individual associate member which, in the exercise of due process, employs legal counsel to initiate and/or conduct hearing procedures which then require a board of control, *an association of school principals* or the Board of Directors *of the Connecticut Association of Schools* to engage legal counsel to assist in or moderate procedures or to defend an action of a board of control, *association of school principals* or Board of Directors *of the Connecticut Association of Schools*, and is subsequently unsuccessful in its attempt to overturn, alter or stay a ruling of a board *or association*, shall be liable for all costs and attorneys' fees incurred by *an association or* board in the matter at issue. Further, should the *Connecticut Association of Schools* be forced to initiate legal action to collect the aforementioned costs and attorneys' fees, the institutional or individual associate member shall be additionally liable for the *Connecticut Association of Schools* costs and attorneys' fees resulting from the collection action. Notwithstanding other costs as otherwise described in this article, no student or legal guardian shall be assessed any legal fees or costs incurred by the Board of Directors *of the Connecticut Association of Schools*, a board of control *or an association of schools* for any appeal initiated by and processed by an individual student or individual legal guardian.

Section E. The BULLETIN the Official Organ of the Connecticut Association of Schools

The Board of Directors, through the central office of the *Connecticut Association of Schools*, shall cause to be prepared periodically through the school year and distributed to both institutional and individual associate members of the *Connecticut Association of Schools*, and to other recipients as determined by the Board *of Directors*, an official publication of the *Connecticut Association of Schools* which shall be known as THE BULLETIN, subscription to which shall be a benefit of membership.

ARTICLE IV - ORGANIZATION

Section A. Officers of the *Connecticut Association of Schools*

1. Positions

The officers of the *Connecticut Association of Schools* shall be a president, vice president, secretary, and treasurer. These officers shall be elected by the Legislative Body. Each such officer shall be the principal of an institutional member school.

2. Terms of Office

The term of office of the president and vice president shall be one year. No person shall serve as president or as vice president for more than two consecutive terms of one year each. There shall be no limitation on the number of annual terms which the other officers may serve. The terms of office shall be from July 1 through June 30 of the following year, or until their successors have been duly qualified for office.

3. Duties

President. The president shall preside at all meetings of the Legislative Body and of the Board of Directors of the *Connecticut Association of Schools*, sit ex-officio on all committees, associations and boards, call the annual and special meetings as needed, and otherwise perform the duties usually performed by presiding officers.

Vice President. The vice president shall assume the duties of the president in his/her absence, perform such duties as may be delegated by the president *and serve as chair of the CAS Principals' Center.*

Secretary. The secretary shall keep records of all meetings, conduct correspondence and prepare records as he/she may be instructed. The secretary shall assume the duties of the treasurer upon the resignation, incapacity, or death of the latter until an interim treasurer is elected by the Board of Directors of the *Connecticut Association of Schools.*

Treasurer. The treasurer of the *Connecticut Association of Schools* shall be responsible for the receipt and deposit of all Association funds and the payment of all approved *Connecticut Association of Schools* obligations. He/she shall receive all financial statements and revenues from the *association of school principals and* several boards of control and submit such audited reports as may be required of him/her by the Board of Directors of the *Connecticut Association of Schools.*

- a. An assistant treasurer may be chosen by each *association of schools and* board of control. He/she shall be responsible for the management of all income and expenses of activities approved by the Board of Directors of the *Connecticut Association of Schools* until such time as the activity has been completed. At that time a financial statement and *all funds* shall be deposited with the treasurer of the *Connecticut Association of Schools.* *The assistant treasurer is not an officer of the Connecticut Association of Schools.*
- b. Any *funds* appropriated for the use of any board of control, *association of school principals or any other committee* in carrying out its functions shall be processed in a manner determined by the Board of Directors of the *Connecticut Association of Schools.*

Section B. The Board of Directors of the *Connecticut Association of Schools*

1. Composition

- a. The voting members of the Board of Directors of the *Connecticut Association of Schools* shall consist of:
 - i. The officers of the *Connecticut Association of Schools*
 - ii. The immediate past president
 - iii. Three representatives from each of the three classes of high schools of the *Connecticut Association of High School Principals (CAHSP)*: large, medium and small. *“L” will be two in 2002-03; “M” will be two in 2001-02 and 2002-03; “S” will be two in 2001-02, 2002-03 and thereafter.* These classes shall be determined by the Board of Directors of the *Connecticut Association of Schools* based on the total enrollment of Grades 10-12, as of October 1 in the even numbered years. Each class will consist of approximately one third (1/3) of the institutional member schools so determined. Such representatives shall be principals of institutional member schools.

- iv. Representatives of middle level schools of the *Connecticut Association of Middle School Principals (CAMSP)*: *six in 1999-00, five in 2000-01, four in 2001-02, three in 2002-03 and thereafter*. Such representatives shall be principals of institutional member schools.
 - v. Representatives of elementary schools of the *Connecticut Association of Elementary School Principals (CAESP)*: *ten in 1999-00, nine in 2000-01, eight in 2001-02, seven in 2002-03 and thereafter*. Such representatives shall be principals of institutional member schools.
 - vi. At-large representatives of the assistant principals: *two in 1999-00, one in 2000-01, 2001-02, 2002-03 and thereafter* of institutional member high schools.
 - vii. One at-large representative of the assistant principals of *each level of* institutional member middle level *and* elementary *level* schools.
 - viii. The chairperson, or alternate, of each board of control sponsored by the Association. (*CIAC and SABC*)
 - ix. The president, or equivalent, of each association of schools principals (high, middle and elementary) sponsored by the Connecticut Association of Schools.
- b. Consultants without vote shall include the executive director of the Connecticut Association of Schools; the assistant executive directors of the Connecticut Association of Schools; the director of the division of Curriculum and Professional Development, State Department of Education; a representative of the Connecticut Association of Public School Superintendents; and such other consultants as the CAS Board of Directors may determine.
 - c. A majority of these directors must be directors of the Connecticut Schools Corporation. Fourteen (14) members of the Board of Directors, holding the positions hereinafter named, shall serve as directors on the Board of Directors of the Connecticut Schools Corporation: the president, the vice president, the secretary, the treasurer, one assistant principal representative, the chairs of: the Student Activities Board of Control, the *chairs* of the Connecticut Association of High School Principals, the Connecticut Association of Middle School Principals, the Connecticut Association of Elementary School Principals and the chairperson of the CIAC Board of Control; two elected high school representatives, one elected middle level school representative and one elected elementary school representative.
 - d. All directors from B.1.a.iii-vii. will be elected for two year terms. These directors shall not serve consecutively more than two terms of two years each.

2. Duties and Responsibilities

The duties of the Board of Directors *of the Connecticut Association of Schools* shall be to:

- a. Provide a clearinghouse for professional activity among the institutional and associate individual members.
- b. Have charge of the programs of all *Connecticut Association of Schools* meetings.
- c. Act as a liaison with the State Department of Education, the National Association of Secondary School Principals, National Middle School Association, National Association of Elementary School Principals, and all other national, regional, or state organizations as occasion demands.
- d. Appoint a representative to the College Entrance Examination Board for a single term of three years.
- e. Make appointments as may be needed, including standing committees.
- f. Fill, until the next election, any vacancies occurring on the *CAS* Board of Directors.
- g. Determine the fiscal year for the *Connecticut Association of Schools*.
- h. Annually cause a budget for the *Connecticut Association of Schools* to be prepared and submitted to the Legislative Body for approval, said budget to include budgets submitted by each *association of school principals*, board of control and *the Principals' Center* and approved and or amended by the *CAS* Board of Directors together with such further proposed expenditures as the *CAS* Board of Directors shall deem essential to operate the *Connecticut Association of Schools* and its office.

- I. Maintain a reserve fund sufficient to support the activities operated by *each* board of control, *association of school principals and the Principals' Center* for the ensuing year.
- j. Decide the manner of approval and payment of *Connecticut Association of Schools* bills; provide for the auditing of accounts and for the bonding of individuals in a fiduciary capacity.
- k. Receive reports and financial statements of all *Connecticut Association of schools* sponsored activities.
- l. Recommend the annual dues and assessment for all classes of members to the Legislative Body.
- m. Determine the manner by which monies appropriated from *Connecticut Association of Schools* funds for the use of any board of control, *association of school principals and the Principals' Center*, in carrying out its functions shall be processed.
- n. Make recommendation to the Legislative Body.
- o. Assume all duties, powers and responsibilities of the Legislative Body between annual meetings, subject to the approval of the Legislative Body at the annual or special meeting.
- p. Appoint the executive director, determine his/her duties, tenure of office and remuneration.
- q. Cause, when requested by a board of control, *an association, or the Principals' Center* to do so, the Legislative Body to be divided for discussion and action on proposed legislation which will have primary effect on the members so divided.
- r. Cause the several boards of control *and association of school principals* to establish *and update* by-laws covering matters under their jurisdiction.
- s. *Approve by-laws of all association of school principals and all boards of control except the CIAC Board of Control.*
- t. *Any changes in the CIAC Board of Control By-laws will be approved by the CIAC membership at the Annual Meeting of the Connecticut Association of Schools except that changes needed in the course of the year may be made by the CIAC Board of Control to be ratified by the CIAC membership at the Annual Meeting.*

Section C. Executive Director

- 1. The executive director shall act as the executive agent of the *Connecticut Association of Schools*, and shall be responsible to the *CAS* Board of Directors.
- 2. The executive director of the *Connecticut Association of Schools* shall be the same person as the executive director of the Connecticut Schools Corporation.

Section D. The Legislative Body

1. Composition

The Legislative Body shall consist of two classes of voting members as set forth in Article III of this Constitution. Class I members shall be the institutional members of the *Connecticut Association of Schools*. The sole Class II member shall be the Connecticut Schools Corporation or its successor organization. The principal shall be the sole representative of his/her school and shall have one vote. If unable to attend a meeting of the Legislative Body he/she may designate in writing that the assistant principal or other building administrator of equivalent rank will act as alternate in his/her place. No delegate or alternate shall represent more than one school unless he/she is the appointed principal of each school. The voting representative of the Class II member shall be the president of the Class II member or his/her designate.

Institutional member schools which affiliate with the Connecticut Interscholastic Athletic Conference (CIAC) through additional application and payment of additional dues shall, in any business before the *Connecticut Association of Schools*, have *four (4)* additional votes, for a total of *five (5)* votes which shall be cast by the principal or his/her alternate. Such schools shall be termed CIAC member schools.

The sole Class II member, the Connecticut Schools Corporation, shall have the right to vote only on all amendments to the Constitution and on all fundamental changes to the Connecticut Association of Schools, Inc.

2. **Duties and Powers**

The duties of the Legislative Body shall be to:

- a. Meet annually in *May or June*, at the call of the president *of the Connecticut Association of Schools*.
- b. Meet at such other times as may be ordered by the Board of Directors *of the Connecticut Association of Schools*, or upon the written request of any *association of school principals or* board of control or of five member schools to the *CAS* Board of Directors or the president. Such special meetings must be called by the president within two weeks after the request has been received.
- c. Receive reports of officers and committees, and sponsored activities.
- d. Determine the annual dues and assessment for all classes of members, which shall be due and payable on September 1 of each school year. Those not paid by October 1 shall be notified by return registered letter from the treasurer of the *Connecticut Association of Schools*. Subsequent to November 1 of that year, a school whose dues are not paid shall be termed delinquent and membership shall be automatically suspended until such dues are paid, or unless the principal certifies that the payment of dues is in process.
- e. Act upon the total annual budget recommendations as proposed by the *CAS* Board of Directors for each *association of school principals and each* board of control, *the Principals' Center* and the office of the *Connecticut Association of Schools* without respect to individual items contained therein.
- f. Elect officers *of the Connecticut Association of Schools, members of the CAS* Board of Directors, chairpersons and members of boards of control, and a nominating committee for the ensuing year.
- g. Perform such other duties not otherwise expressly delegated as may be necessary for the welfare of the *Connecticut Association of Schools*.

Section E. **Boards of Control**

1. **Purposes**

There shall be boards of control as provided in Articles V and VI, to encourage, supervise, regulate and control interscholastic activities and programs. The conduct and control of all interscholastic programs shall be vested in boards of control, the members of which shall be elected by the Legislative Body.

2. a. **Terms of Office (Except the CIAC Board of Control)**

Chairpersons and members of *the* boards of control except the CIAC Board of Control shall be elected for two-year terms. No member shall serve more than two consecutive terms of two years. The chairperson of each board of control must have served as a member of that Board of Control. In no event shall the total amount of service by one individual as member and chairperson exceed eight consecutive years, except that the past chairperson of the CIAC shall serve until succeeded.

b. **Terms of Office (CIAC Board Only)**

The chairperson and elected members of the CIAC Board of Control shall be elected for two-year terms. No elected member shall serve more than two consecutive terms of two years each except that members of the CIAC Eligibility Committee may serve three consecutive terms of two-years each. In no event shall the total amount of service by one individual elected to the Board as member and as chairperson exceed eight consecutive years, except that the past chairperson of the CIAC shall serve until succeeded. The assistant chairperson, secretary and treasurer of the CIAC Board shall be appointed by the CIAC Board of Control. The chairperson, assistant chairperson, secretary and treasurer of the CIAC Board of Control must have served as a member of the CIAC Board of Control. The assistant chairperson, secretary and treasurer and any other non-voting member appointed by the Board of Control shall serve at the pleasure of the Board.

3. **Membership**

Voting members of all boards of control shall be the principals and assistant principals of institutional member schools. Each board except the CIAC Board of Control may recommend up to two additional members to serve as elected members with voting privileges, such members to be assistant principals. The CIAC Board of Control will recommend one assistant principal at-large to serve as an elected member with full voting privileges.

4. **By-Laws**

Each board of control shall establish its own by-laws, provided they are not in conflict with this Constitution as interpreted by the Board of Directors, and such by-laws shall be made available to the member schools.

5. **Enforcement**

Each board of control shall establish procedures for the enforcement of its regulations consistent with this Constitution and for the penalties pertaining thereto.

6. **Other Duties and Responsibilities**

Each board of control shall have such duties and responsibilities not otherwise expressly provided for in the Constitution necessary to carry out its objectives.

7. **Committees**

Each board of control may establish such committees as it may deem necessary.

Section F. Associations of School Principals

1. Associations Roles and Purposes

There shall be associations of school principals to enable principals to experience a wide spectrum of professional development, to seek excellence in schools through strong, effective school leadership, to ensure educational equity for every child, to assist principals in meeting the needs of their stakeholders in a changing educational environment, to help the public understand the importance of the role of the principal, to examine educational and social issues faced by schools and to help principals in their resolution, to assure educational success for every child and to represent school principals to other agencies of the state, to the legislature and to the public.

* "Principals" as used in this section includes assistant principals.

There shall be three association of school principals, one for each educational level, elementary, middle and high school.

- Connecticut Association of Elementary School Principals (CAESP)
- Connecticut Association of Middle School Principals (CAMSP)
- Connecticut Association of High School Principals (CAHSP)

2. Membership

- a. Voting members of the associations of school principals shall be principals or assistant principals of institutional member schools.
- b. A member school may have voting membership in only one of the associations of schools principals.
- c. The associations shall have regular and special categories of membership.
 1. Regular membership shall be open to those serving as school principals and assistant principals in CAS member schools.
 2. Special non-voting membership shall be available in the following categories:
 - a) Aspiring principal membership shall be open to those enrolled in graduate programs in school administration/supervision and teachers holding administrative certification who are not eligible for regular membership, upon annual payment of individual dues as determined by the CAS Board of Directors.
 - b) Retired principal membership shall be open to former Connecticut school principals and assistant principals

who have retired, upon annual payment of individual dues as determined by the CAS Board of Directors.

3. Boards of Directors

There shall be a separate board of directors for each association of school principals:

- The Board of Directors of the Connecticut Elementary Principals Association
- The Board of Directors of the Connecticut Middle School Principals Association
- The Board of Directors of the Connecticut High School Principals Association

The officers, terms of office, members and terms of membership of each board of directors (CAESP, CAMSP and CAHSP) shall be determined by each association and included in the separate by-laws of each association.

4. Duties of the Boards of Directors

- a. Develop and approve a budget to be submitted to the CAS Board of Directors.
- b. Establish and update by-laws and other written regulations and policies as needed to regulate and govern each separate association (CAESP, CAMSP, CAHSP). Such by-laws, policies, and regulations are not to be in conflict with the CAS Constitution or Articles of Incorporation.

All such by-laws, regulations and policies require the approval of the membership of each association of school principals and the CAS Board of Directors. Each association by-laws shall be made available to the appropriate member schools.

- c. Propose public policy issues for study and propose legislation affecting association members, students and schools, to the CAS Board of Directors.
- d. Establish committees and develop guidelines for each committee to follow.
- e. Act on behalf of each association of principals membership and make appropriate policy decisions which should not be in conflict with the CAS Constitution between meetings of each association's membership.
- f. Make recommendations for professional development programs and activities to the CAS Principals' Center Advisory Committee.
- g. Recommend appointments to the CAS Nominating Committee as provided by Article IV, Section I.1. of the CAS Constitution.
- h. Perform such other duties and responsibilities as may be provided for in the by-laws of each association (CAESP, CAMSP, CAHSP).

5. Rights and Benefits

- a. Regular members of each association of principals shall be entitled to all of the rights and privileges of each association including the rights to vote and hold office.
- b. Special members of each association shall be entitled to the rights and privileges of each association as determined by its board of directors except the rights to vote and hold office.

Section G. The Connecticut Association of Schools Principals' Center

1. The Center's Roles and Purpose

There shall be a CAS Principals' Center representing the professional interests of the member principals and assistant principals of the Connecticut Association of Elementary Principals, the Connecticut Association of Middle School Principals and the Connecticut Association of High School Principals.

The Center shall provide professional development programs and activities and other professional growth experiences on behalf of the members for the three associations of school principals.

2. Principals' Center Advisory Committee

There shall be a CAS Principals' Center Advisory Committee to advise the Center staff and Connecticut Association of Schools in regard to issues regarding the Center including its goals, objectives, programs, directions, and growth. This Advisory Committee shall consist of no more than two members each as recommended from the three associations of school principals (CAESP, CAMSP, CAHSP) within the Connecticut Association of Schools.

The vice president of the Connecticut Association of Schools Board of Directors shall serve as the chairperson of the Advisory Committee.

Section H. Standing Committees

1. Membership Committee

There shall be a membership committee which shall keep records of membership, serve as liaison with the National Association of Secondary School Principals, the National Middle Schools Association and the National Association of Elementary School Principals in membership matters, and perform such other duties in this connection as may be determined by the CAS Board of Directors.

2. Legislative Committee

There shall be a legislative committee which shall serve as liaison with other educational associations in all matters pertaining to legislation, state or federal, affecting education, keep the membership informed, represent the Association at legislative hearings and perform such other duties as may be determined by the CAS Board of Directors.

3. Other Committees

Other standing committees may be authorized by the CAS Board of Directors or by the Legislative Body.

Section I. Nominating Committee

1. Composition

- a. There shall be elected at the Annual Meeting of the Legislative Body a Nominating Committee which shall prepare nominations to be presented at the next Annual Meeting.
- b. The Nominating Committee shall consist of one member from each class of high schools as established in the Constitution, two members from the middle level membership, *four* members from the elementary level membership, and three members at large from the high school membership. The chair shall be appointed from among the Committee membership by the CAS Board of Directors at its first regular meeting following the Annual Meeting of the Connecticut Association of Schools.

2. Duties and Responsibilities

The Nominating Committee shall meet at least one month before the next Annual Meeting and prepare and submit a slate of all CAS officers, chairs and/or officers and members of boards of control, and a nominating committee for the ensuing year, after receiving recommendations from the several groups concerned.

The nominations of the Nominating Committee shall be sent in writing to each institutional member of the *Connecticut Association of Schools* at least two weeks before the Annual Meeting. Other nominations may be made from the floor of the Annual Meeting by members of the Legislative Body.

Section J. Conduct of Meetings

1. Rules of Procedure

All meetings of the *Connecticut Association of Schools* and the subdivisions thereof shall be conducted in accordance with the latest edition of Robert's Rules of Order.

2. **Quorum**

- a. A quorum for the transaction of business of the Legislative Body shall be ten percent (10%) of the institutional membership; and
- b. A quorum for the transaction of business of all other meetings shall be one half (50%) of the membership of the committee or board.

3. **Voting Rights**

- a. In any business before the Annual Legislative Meeting of the *Connecticut Association of Schools*, all general member schools shall have one (1) vote.
- b. In any business before the Annual Legislative Meeting of the *Connecticut Association of Schools*, all CIAC member schools shall have *four (4)* additional votes, for a total of (5) votes.

ARTICLE V - INTERSCHOLASTIC ATHLETICS

Section A. Board of Control

1. **Composition**

The Board of Control shall consist of a chairperson, assistant chairperson, secretary, treasurer, two members from each class of senior high schools, three members of the Committee on Eligibility, one assistant principal-at-large and the immediate past chairperson of the Board of Control, all of whom shall be voting members. The Board of Control may establish such other non-voting members as it deems necessary. All members must be high school principals except for the assistant principal-at-large position.

2. **Duties and Responsibilities**

The Board of Control shall:

- a. Establish and update by-laws and other written regulations and policies as needed. Such by-laws and regulations are not to be in conflict with the CAS Constitution or Articles of Incorporation. Any change in the by-laws will be approved by the CIAC membership at the Annual Meeting of the Connecticut Association of Schools except that changes needed in the course of the year may be made by the CIAC Board of Control to be ratified by the CIAC membership at the Annual Meeting.
- b. Be responsible for the encouragement, sponsorship, operation and management of only those interscholastic athletic activities which are specified as being controlled by the CIAC. The list of CIAC controlled athletic activities will be published annually in the CIAC Code of Eligibility.
- c. Fill temporary vacancies in its membership.
- d. Be responsible for the formulation, interpretation and publication of rules of eligibility.
- e. Be the final authority in specific cases of complaint and controversy regarding eligibility, in which instance the Committee on Eligibility shall be entitled to one vote.
- f. Establish and be responsible for proper fiduciary control of all activities under its sponsorship.

Section B. Committee on Eligibility

1. **Composition**

There shall be a committee on eligibility composed of six members, one from each of the three classes who shall have a vote on the CIAC Board of Control, three appointed at-large by the CIAC Board of Control with no vote on that Board and one elected, non-voting at-large assistant principal.

2. **Duties and Responsibilities**

The Eligibility Committee shall:

- a. Receive and act upon all questions of eligibility and of interpretation of the eligibility code adopted by the Legislative

Body at its annual meeting.

- b. Establish definite grievance procedures.
- c. Recommend exceptions to the Eligibility Committee Review Board.

Section C. Eligibility Committee Review Board

1. Composition

There shall be an Eligibility Committee Review Board composed of ten member principals and two non-voting consultants. The Board shall include the past CIAC Chairman, present chairman of the Eligibility Committee, *two class L representatives, two class M representatives, and two class S representatives* who previously served on the CIAC Eligibility Committee or the CIAC Board, two members who presently serve or have served on the CIAC Eligibility Revision Committee, the present CIAC Athletic Director consultant, (non-voting), and the CIAC superintendent consultant (non-voting).

The CIAC Board of Control has the discretion to appoint a CIAC member principal to fill any vacancy whenever a position cannot be filled in accordance with the above terms.

2. Duties and Responsibilities

The Eligibility Committee Review Board shall:

- a. Render final decisions on all appeals of the CIAC Eligibility Committee, except that the CIAC Board of Control reserves the right to take only those cases which it believes involves issues of critical and conflicting opinion among the CIAC Eligibility Committee and the CIAC Review Board or which as a result of other compelling reasons deserves the attention of the CIAC Board of Control.
- b. To review and act upon all eligibility waivers/exceptions which have been recommended by the CIAC Eligibility Committee.

ARTICLE VI - STUDENT ACTIVITIES

Section A. Board of Control

1. Composition

The Board of Control shall consist of one representative from each of the three high school classifications, one representative each from the middle schools and the elementary schools and five members-at-large. *Two of the five at-large members may be assistant principals.* A principal shall serve as Chairperson.

2. Duties and Responsibilities

The Board of Control shall:

- a. *Establish and update by-laws and other written regulations and policies as needed to regulate and govern the board. Such by-laws, policies, and regulations are not to be in conflict with the CAS Constitution or Articles of Incorporation.*

All such by-laws, regulations and policies require the approve of the membership of the Connecticut Association of Schools and the CAS Board of Directors.

- b. Encourage and supervise the operation and management of all non-athletic activities which involve schools from more than two school districts.
- c. Approve regulations pertaining to the control of all non-athletic activities.

ARTICLE VII - CONTROL

Section A. General

1. Institutional members of this Association participating in any interscholastic activity or contest shall be subject to the rules and regulations established by the appropriate Board of Control for that activity or contest.
2. Only institutional members may participate in *an* interscholastic activity sponsored by the Board of Control.
3. The Board of Directors shall act as a Board of Control for any activity not already placed under the Board of Control.

Section B. Suspension and Reinstatement

1. Suspension

During any school year the Board of Directors by a two-thirds vote of the authorized voting membership may suspend a member school for a time definite after a hearing at which satisfactory evidence of failure to abide by the Constitution and By-laws of the Connecticut Association of Schools has been established.

2. Reinstatement

A school that has been suspended may be reinstated prior to the time definite at the discretion of the Board of Directors by a two-thirds vote of the authorized voting membership.

Section C. Appeals

A member school dissatisfied with a decision of a Board of Control *or Association of Schools*, with the exception of eligibility cases, may within fourteen days after distribution of the written decision, appeal in writing to the CAS Board of Directors, whose decision shall be final and binding upon all parties.

ARTICLE VIII - BENEFIT OF NET EARNINGS

No part of the net earnings of the Connecticut Association of Schools shall inure to the benefit of or be distributable to the directors, officers or other persons, except that the Connecticut Association of Schools shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Connecticut Association of Schools shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Connecticut Association of Schools shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Constitution, the Connecticut Association of Schools shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX - DISSOLUTION OR TERMINATION

Upon any dissolution or termination of the existence of the Connecticut Association of Schools, all of its assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution and termination, be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to the Connecticut Schools Corporation, so long as it is at that time an organization that qualifies as an exempt organization under Section 501(c)(3) of the Code, or if at the time of dissolution or termination of existence of the Corporation, the Connecticut Schools Corporation is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to one or more charitable, scientific or educational organizations located in the State of Connecticut and qualified as exempt organizations under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board may determine.

ARTICLE X - INDEMNIFICATION

The CAS Board of Directors is authorized, pursuant to the Non-Stock Corporation Act of the State of Connecticut, as amended, regardless of the adverse interest of any or all members of the Board, to indemnify and reimburse any person made a party to any action, suit or proceeding, whether civil, administrative or criminal, other than an action by or in right of the Corporation, by reason of the fact that he/she (or a person whose legal representative or successor he/she is), is or was a member of the Board, officer, employee or agent of the Corporation, for expenses, including attorneys' fees and such amount of any judgment, money decree, fine, penalty or settlement of any such action, suit or proceeding, or any appeal therein, provided that such person and the person whose legal representative he or she is acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, that he/she has no reasonable cause to believe his/her conduct was unlawful.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which he/she or such person whose legal representative or successor he/she is, may be otherwise entitled to at law.

ARTICLE XI - IMMUNITY OF DIRECTORS OR OFFICERS

Any person who serves as a director or officer of the Corporation and who is not compensated for such services on a salary or prorated equivalent basis shall be immune from all civil liability for damage or injury occurring on or after October 1, 1987, resulting from any act, error or omission made in the exercise of such person's policy or decision-making responsibilities if such person was acting in good faith and within the scope of such person's official functions and duties, unless such damage or injury was caused by the reckless, willful or wanton misconduct of such person.

ARTICLE XII - REFERENCES TO CODE

References to Sections of the Code shall be deemed references to the Internal Revenue Code of 1986, as the same shall be amended from time to time, and to the corresponding provisions of any further United States Internal Revenue Law.

ARTICLE XIII - AMENDMENTS

Section A. Proposal

1. An amendment may be submitted by an institutional member school through its representative to the Secretary of the *Connecticut Association of Schools* at least one month prior to the next meeting of the Legislative Body. It is mandatory that the CAS Board of Directors submit any such proposed amendments, with or without recommendation, to member schools at least two weeks before the meeting of the Legislative Body. A proposed amendment may be altered or modified on the floor of the meeting.
2. Amendments may be submitted by the CAS Board of Directors in accordance with the provisions of the previous section of this article.

Section B. Adoption

1. Adoption of amendments to this Constitution shall require a two-thirds vote of those present at any regularly called meeting of the Legislative Body.
2. Amendments shall take effect on July 1 next following approval and adoption.