

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

CONSTITUTION

2020-2021

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

Last revised 5/22/20

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 three membership levels (elementary, middle, and high) within the Connecticut Association of Schools as well as the CAS Center for Leadership and Innovation and shall 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 concerned primarily 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. Associate Institutional Members

Any public or non-public elementary, middle or high school which is approved by the state board of education for certification and tuition purposes shall be eligible for non-voting associate institutional membership. Upon approval of its application for membership and payment of dues and assessments established for the purpose, such school shall be admitted to limited membership in the Connecticut Association of Schools. Participation for principals, assistant principals and teachers from Associate Institutional Member Schools shall be limited to:

- CAS professional development workshops, conferences and seminars at member rates;
- CAS committee appointments.

5. 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 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 or the 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 or a board of control 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. Governance Structure

The Connecticut Association of Schools shall be comprised of three divisions: Division of Student Services, Division of Administrative Services, and Division of Professional Services. Each division shall be comprised of various boards, committees and/or associations which perform those duties and responsibilities necessary to carry out the objectives of the division. These divisions shall be governed by boards of control which, in turn, shall be governed by the Board of Directors of the Connecticut Association of Schools.

1. Division of Student Services

a. Purpose

The Division of Students Services shall be responsible for all programs and activities which directly serve and/or further the interests of member school students. Such programs and activities include, among others, interscholastic athletics, non-athletic student activities, leadership and educational programs, and recognition programs.

b. Composition

The Division of Student Services shall be comprised of the Connecticut Interscholastic Athletic Conference and the Connecticut Student Activities Conference which, in turn, shall be comprised of and work in conjunction with various boards, committees and/or associations which perform those duties and responsibilities necessary to carry out the objectives of the division.

2. Division of Administrative Services

a. Purpose

The Division of Administrative Services shall encompass all those activities and services which are necessary for the overall operation of the Connecticut Association of Schools but which do not directly relate to student or professional development services. Such activities and services shall include, among others, communications and publications; internal operations; financial development; and governance and legislative activities.

b. Composition

The Division of Administrative Services shall include Communication and Information Services; Finance and Internal Operations; the Financial Development Committee; the Legislative Committee; and the various governance committees of the Association.

3. Division of Professional Services

a. Purpose

The Division of Professional Services shall encompass all those activities and services which are designed for the specific purpose of meeting the professional needs of school principals, assistant principals and aspiring administrators.

b. Composition

The Division of Professional Services shall be comprised of the Center for Leadership and Innovation Advisory Board and the elementary, middle and high school boards of control which, in turn, shall be comprised of and work in conjunctions with various boards, committees and/or associations which perform those duties and responsibilities necessary to carry out the objectives of the division.

Section B. Officers of the Connecticut Association of Schools

1. Positions

The officers of the Connecticut Association of Schools shall be as follows:

- President
- Vice President Representing Elementary Schools
- President-Elect
- Vice President Representing Middle Schools
- Secretary-Treasurer
- Vice President Representing High Schools

These officers shall be recommended by the Nominating Committee and 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, president-elect and vice presidents shall be one year. No person shall serve as president or president-elect for more than two consecutive terms of one year each. In no event shall the total amount of service by one individual serving as a vice president exceed ten consecutive years. 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. The term of office for the position of CAS Secretary-Treasurer shall be two (2) years. The individual serving as Secretary-Treasurer is eligible to serve three consecutive two-year terms.

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 and boards, call the annual and special meetings as needed, and otherwise perform the duties usually performed by presiding officers.

President-Elect. The president-elect shall assume the duties of the president in his/her absence and perform such duties as may be delegated by the president.

Secretary-Treasurer. The secretary-treasurer shall keep records of all meetings, conduct correspondence and prepare records as he/she may be instructed. The secretary-treasurer shall also 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 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 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 or committee in carrying out its functions shall be processed in a manner determined by the board of directors of the Connecticut Association of Schools.

Vice President. The vice presidents, along with each of the other officers, shall serve as members of the executive committee of the Connecticut Association of Schools. As such, they shall make annual budget recommendations to the CAS Board of Directors which will be based upon careful consideration of the operational and organizational needs of the Connecticut Association of Schools as well as each board of control. Members of the executive committee shall also be responsible for working with the executive director to establish goals and objectives and to set financial and programmatic priorities at the beginning of each school year. A vice president shall assume the duties of the treasurer and/or president-elect upon the resignation, incapacity, or death of either or both until an interim treasurer and/or president-elect is/are elected by the board of directors of the Connecticut Association of Schools.

Section C. 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. One representative from each of the three classes of high schools that comprise the high school membership: large, medium and small. These classes shall be determined by the board of directors of the Connecticut Association of Schools based on the total enrollment of Grades 9-12 based upon the schools reported enrollment of October 1 of the previous school year. 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. Two representatives of middle level schools that comprise the middle school membership. Such representatives shall be principals of institutional member schools.
 - v. Five representatives of elementary schools that comprise the elementary school membership. Such representatives shall be principals of institutional member schools.
 - vi. One assistant principal representing any of the three membership levels (elementary, middle or high).
 - vii. The chairperson, or alternate, of each board of control/advisory board sponsored by the Association (CIAC, CSAC, High School, Middle School, Elementary School, and The Center for Leadership and Innovation).
- b. Consultants without vote shall include the executive director of the Connecticut Association of Schools; the associate and 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 members must be directors of the Connecticut Schools Corporation. Seventeen (17) 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 president-elect; the vice presidents; the secretary-treasurer; one assistant principal representative; two elected high school representatives, one elected middle school representative; one elected elementary school representative; and the chairs of each board of control sponsored by the Association (CIAC, CSAC, High School, Middle School, Elementary School, and The Center for Leadership and Innovation).
 - d. All members from A.1.a.iii-vi. will be elected for two year terms. These directors shall not serve consecutively more than two terms of two years each. If an individual serving on the board changes jobs mid-year and is no longer eligible to fill the position for which he/she was initially elected or appointed, he/she will be allowed to serve out the remainder of the school year. However, he/she will not be allowed to continue to serve the following year even if his/her term has not yet expired.
2. Executive Committee
 - a. Committee Composition. The officers of the Connecticut Association of Schools, and the chair and treasurer of the Connecticut Interscholastic Athletic Conference Board. The Executive Director of the Association shall serve as a non-voting consultant.
 - b. Committee's Duties and Powers. The Executive Committee shall: have general supervision of the affairs of the Association between the meetings of the Board of Directors; fix the hour and place of meetings; make annual budget recommendations to the CAS Board of Directors which will be based upon careful consideration of the operational and organizational needs of the Connecticut Association of Schools as well as each board of control ; be responsible for working with the executive director to establish goals and objectives and to set financial and programmatic priorities at the beginning of each school year; and, perform other duties as are specified in these bylaws. None of its acts shall be in conflict with action taken by the Board of Directors.
 - c. Meetings of the Executive Committee will be called by the president of the Association.
3. 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 board of control 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 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 in carrying out its functions shall be processed.
- n. Make recommendations 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, 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 boards of control to establish and update by-laws covering matters under their jurisdiction.
- s. Approve by-laws of 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 D. 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 E. 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 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 board of control 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 F. Boards of Control/Advisory Boards

1. Purposes

- a. CSAC and CIAC: 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.
- b. High School, Middle School and Elementary School: There shall be one board of control for each educational level - elementary, middle and high school - 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.
- c. The Center for Leadership and Innovation: There shall be a CAS Center for Leadership and Innovation Advisory Board to advise and govern the Center in regards to its goals, objectives, programs, directions, and growth. This board shall work in conjunction with the elementary, middle and high school boards to provide professional development programs and activities and other professional growth experiences on behalf of the members of the three membership levels. This board shall consist of no more than two members each as recommended from the three membership levels within the Connecticut Association of Schools.

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 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. Duties and Responsibilities

Boards of control shall have such duties and responsibilities as outlined in their respective bylaws. They shall also have duties and responsibilities not otherwise expressly provided for in their bylaws if those duties and responsibilities are necessary to carry out their objectives.

7. Committees

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

Section G. Standing Committees

1. There shall be standing and special committees based upon the needs of the Association. The executive director is authorized to appoint chairs and members of these committees.

Section H. 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 Nominating Committee shall make every effort to ensure that the composition of the association's boards proportionately reflects the diversity of its membership with respect to factors such as race, gender, region and district demographics.

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.

3. Terms of Office

The chair and elected members shall be elected for two-year terms. No member shall serve more than two consecutive terms except that the chair may serve beyond the first four years and is limited to two terms as chair beyond other service.

Section I. Awards and Recognition Committee

1. Composition

- a. There shall be elected at the Annual Meeting of the Legislative Body an Awards and Recognition Committee that shall be granted the authority to oversee all awards and recognition programs.
- b. The Awards and Recognition Committee shall consist of a chair and one of each of the following: active assistant principal, active elementary principal, active middle level principal, active high school principal, retired assistant principal, retired elementary principal, retired middle level principal, and retired high school principal. The board is allowed a minimum of two (2) and a maximum (4) at-large representatives. At-large representatives must be active administrators and the additional two at-large positions should only be filled when it is necessary to preserve a majority of active members. The chair shall be an active administrator and shall be appointed by the CAS Nominating Committee.

2. Duties and Responsibilities

The Awards and Recognition Committee shall be responsible for overseeing all awards and recognition programs. The committee shall be charged with approving all awards programs, including their selection criteria and nominating procedures, to ensure that all recognition programs are in line with the association's mission and purpose.

The Awards and Recognition Committee shall, annually, select the recipients of the following awards: CAS/NASSP High School Principal of the Year, CAS/NASSP Middle School Principal of the Year, CAS Assistant Principals of the Year (Elementary, Middle and High), Distinguished Friends of Education, Citations, and Letters of Commendations.

The Awards and Recognition Committee has the authority to assign responsibility for the selection of all other award recipients to any appropriate board, committee, or body.

3. Terms of Office

The chair and elected members shall be elected for two-year terms. No member shall serve more than two consecutive terms except that the chair may serve beyond the first four years and is limited to two terms as chair beyond other service.

Section J. Conduct of Meetings

1. Rules of Procedure

All meetings of the Connecticut Association of Schools and its boards of control 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.

4. In-person Meetings versus Tele-conferencing, Emailing and/or Virtual Meetings to Conduct Committee, Board and

Legislative Business

- a. When deemed necessary or advantageous by a staff member or a committee or board, business may be conducted electronically via tele-, web- or video-conference, email or the Internet.
- b. By order of the CAS Board of Directors, the annual meeting may be conducted using web- or video-conferencing and/or secure electronic ballots. In such instances, all proposals requiring action by the membership shall be posted online and/or distributed electronically to members no less than two weeks prior to the date of the annual meeting. All voting must be completed online within ten (10) days after the annual meeting. A majority of the electronic votes cast shall be required for the passage of any proposal.

ARTICLE V - INTERSCHOLASTIC ATHLETICS

Section A. CIAC 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, the seven 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, three elected at-large, and one elected at-large assistant principal, all of whom shall have a vote on the CIAC Board of Control.

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/or assistant principals and two consultants. The Board shall include the following voting members: the past CIAC Chairman; the 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; and the CIAC superintendent consultant.

The CIAC Board of Control has the discretion to appoint a CIAC member principal or assistant 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. CSAC Board of Control

1. Composition

The CSAC Board of Control shall consist of one representative from each of the three high school classifications, two representatives 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 approval 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, 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.