

**BYLAWS  
OF  
COOPERATIVE EDUCATIONAL SERVICES (C.E.S.) FOUNDATION, INC.**

**ARTICLE I  
Purposes and Powers**

**Mission Statement:** To enhance learning opportunities for students of C.E.S. educational programs including enrichment grants to C.E.S. educators.

**Purposes:** The Foundation is organized and shall be operated to promote, aid and encourage educational and charitable purposes, activities and endeavors of every kind and description, of and for, or connected with Cooperative Educational Services (“C.E.S.”), its administrators, teachers, and pupils alone or in cooperation with governmental or other private bodies or agencies, and to conduct and engage in any and all such activities and endeavors, and shall in its operation seek:

- a. To promote the advancement and further the aims and purposes of C.E.S., through the development and application of financial resources to the programs of C.E.S. and through such other activities as are suited to that end;
- b. To further the enhancement of educational opportunities for students of C.E.S.;
- c. To promote and encourage innovative educational projects, including support for existing programs;
- d. To accept, administer, apply, and use money, property and services acquired by gift, grant, devise, bequest, or otherwise in accordance with any of the purposes and objects of this Foundation that may be specified by the donor of any such property;
- e. The particular business and objects of the Foundation are exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organization(s) that qualify as exempt organizations under Section 501(c)(3) of the Code;
- f. To do all things requisite, necessary and expedient to the administration and attainment of its purpose that a non-profit corporation may lawfully do and to have and exercise, in the furtherance of the above purposes, all of the powers now or hereafter conferred upon non-stock corporations by the laws of the State of Connecticut.

**Powers:** In order to carry out its purposes the Foundation shall have the following powers:

Adopted 6/8/07 by C.E.S. Foundation Board of Directors  
Amended 10/26/07 by C.E.S. Foundation Board of Directors  
Amended 1/11/08 by C.E.S. Foundation Board of Directors  
Amended 5/9/08 by C.E.S. Foundation Board of Directors  
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- a. To provide grants to teachers, administrators, consultants, or groups of same within Cooperative Educational Services to enhance learning opportunities for students;
- b. To provide grants and contributions to groups within C.E.S. for programs involving parents and families of students served by C.E.S.;
- c. To solicit funds from corporations, foundations, trusts, and the general public to carry on its activities;
- d. To engage in any lawful act or activity reasonable related to the foregoing purposes of the Foundation, for which a foundation may be organized under the Act, and in this connection the judgment of the Board of Directors of the Foundation shall be conclusive.

## ARTICLE II Offices

The principal office of the Foundation shall be located at such place, within or without the State of Connecticut, as the Board of Directors shall from time to time designate.

## ARTICLE III Board of Directors

Section 3.1 ***General Powers.*** The business and affairs of the foundation shall be managed by its Board of Directors. The Board of Directors shall exercise all the powers of a corporation and delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, the Connecticut Revised Non-Stock corporation Act, and Section 501(c)(3) of the Internal Revenue code of 1986, as amended.

Section 3.2 ***Number, Term, and Qualifications.*** The number of Directors shall be no less than three (3) nor more than fifteen (15) which may be fixed, changed, and re-established by the Board of Directors from time to time but each of whom shall be an individual who is active and diligent in meeting the obligations of a Director and each of whom has an interest in the work of the Foundation. Beginning with the first annual membership meeting, the terms of the Elected Directors shall be staggered. Elected Directors shall be divided in two approximately equal classes, and the term of the first class shall expire at the second annual membership meeting following their appointment and the term of the second class shall expire at the third annual membership meeting following their appointment. Thereafter, all directors shall be elected for a term of two (2) years.

Section 3.3 ***Election of Directors.*** The initial Directors shall be appointed by the Foundation's Incorporator. Thereafter the members of the Board of Directors shall be

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elected by the Board of Directors from a slate of nominations provided by the nominating committee of the Foundation in a voice vote, or in the absence of a nominating committee or its failure to act, by the Incorporator of the Foundation. The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. In addition to the elected directors, the Executive Director of C.E.S. shall serve as an *Ex Officio* Director.

Section 3.4 ***Removal of Directors.*** Any director may be removed at any time with or without cause by the vote of a majority of the directors present, except for the Incorporator, at a meeting of the Board of Directors at which a quorum is present

Section 3.5 ***Resignation.*** Any Director may resign at any time by delivering written notice to the Board of Directors or the President of the Board or Secretary of the Foundation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a late effective date.

Section 3.6 ***Newly-Created Directorships and Vacancies.*** Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3.7 ***Compensation.*** Directors shall serve without compensation for their services as Directors, but may be reimbursed by the foundation for their reasonable expenses and disbursements on behalf of the foundation.

#### ARTICLE IV Meetings of Directors

Section 4.1 ***Place of Meetings.*** The Directors may hold their meetings at Cooperative Educational Services or at such place or places that are reasonably convenient to the majority of the Directors.

Section 4.2 ***Meetings of the Board of Directors.*** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors for the election of officers and for the transaction of such other business as may properly come before the meeting.

Section 4.3 ***Regular and Special Meetings.*** Regular meetings of the Board of Directors shall be held at such dates, times and places as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Directors.

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Section 4.4 ***Notice of Meetings.*** At least five (5) days notice by email shall be given for both regular and special meetings; however, every attempt will be made to schedule meetings giving ample advance notice.

Section 4.5 ***Waiver of Notice.*** Notice of any meeting of the Board may be waived in writing by all the Directors and, if any Director present at a meeting of the Board of Directors does not protest prior to or at the commencement of the meeting the lack of proper notice, he or she shall be deemed to have waived notice of such meeting.

Section 4.6 ***Participation by Electronic Means.*** The members of the Board may participate in a meeting of the Board by means of video conferencing, telephone, conference telephone on similar communications equipment affording all persons participating in the meeting the ability to hear one another, and such participation in the meeting by means of such equipment shall constitute presence in person at such meeting.

Section 4.7 ***Quorum and Vote Required for Action.*** One-third of the number of the Directors at the time shall constitute a quorum for the transaction of business at all meetings of the Board except adjournment of the meeting. Each Director shall have one vote. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the act of a greater number is required by these Bylaws or by law.

Section 4.8 ***Action without a Meeting.*** If all of the members of the Board with voting rights severally or collectively consent in writing to any action taken or to be taken by the Foundation, the action shall be valid as though it had been authorized at a meeting of the Board and such written consent or consents, shall be filed in the corporate minute book of the Corporation.

Section 4.9 ***Amendments to Certificate of Incorporation and Bylaws.*** Any amendment to the Certificate of Incorporation or the Bylaws shall require the affirmative vote of a least a majority of the Directors then serving provided that notice of the general nature of such amendment(s) has be sent to the Directors at least five (5) days preceding the meeting at which such amendments are to be acted upon. The Certificate of Incorporation or the Bylaws shall not be amended to permit the foundation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986.

## ARTICLE V Committees

Section 5.1 ***Committees.*** The Board of Directors may establish or abolish any standing or special committees of the Board as it deems proper from time to time. Unless provided by the Bylaws or by action of the Board, the President shall appoint members to all committees of the Board. Appointments shall be made at or following the annual meeting of the Board or at any time after creation of such committee.

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Section 5.2 ***Alternate Members.*** The President may designate or provide for the designation of one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of such committee.

Section 5.3 ***Quorum and Vote Required for Action.*** The act of a majority of the members of any committee present at a meeting at which a quorum is present at the time of the act shall be the act of such committee, unless the act of a greater number is required by these Bylaws, by resolution of the Board of directors or by law.

Section 5.3 ***Executive Committee.*** The Executive Committee shall consist of the President, the Secretary, the Treasurer, and the Executive Director of Cooperative Educational Services who serves *ex-officio*. The Executive Committee shall exercise all powers and authority of the Board with respect to any matters if such Committee determines it is in the best interest of the Foundation that action be taken before the next scheduled meeting of the Board and that the convening of a special meeting of the Board to consider such action is not reasonably practical. Any action of the Executive Committee may be ratified or reversed by the Board at a subsequent meeting, but any actions taken by any officer of the Foundation or third parties prior to any such Board reversal shall be fully authorized by and binding on the Foundation.

Section 5.4 ***Nominating Committee.*** There shall be a Nominating Committee consisting of at least three Directors appointed by the President. The Nominating Committee shall submit reports to the Board recommending to the Board persons for election as Directors and Officers of the Corporation. In making nominations, the committee shall select individuals who are broadly representative and reflective of the interests served by the Foundation.

Section 5.5 ***Development Committee.*** There shall be a Development Committee consisting of at least three members not all of whom shall be required to be a Director. The Development Committee shall be responsible for managing the solicitation of funds from corporations, foundations, trusts and the general public to carry out the purposes and activities of the Foundation and for overseeing any endowments or reserves for future activities.

Section 5.6 ***Finance Committee.*** There shall be a Finance Committee consisting of at least three members not all of whom shall be required to be a Director. The Finance Committee shall be responsible for supervision of the management of the income, investments and expenditures of the foundation, the proper reporting of the financial results of the Foundation, reviewing annual budgets of the Foundation and the establishment and maintenance of an adequate system of internal controls to protect the Foundation's assets and income.

## ARTICLE VI

### Officers

Section 6.1 **Officers.** The Board of Directors shall elect a President, Secretary, Treasurer, and such other officers as determined by the Board of Directors. The same individual may simultaneously hold more than one office, except that the President and Secretary of the Foundation shall be different individuals and no officer may act in more than one capacity where action of two or more officers is required. Any officer may serve simultaneously as a Director of the Foundation.

Section 6.2 **Elections, Term of Office and Vacancies.** The officers of the Foundation shall be elected bi-annually by the Board of Directors and shall hold office until the next bi-annual meeting or until others have been chosen in their stead. Officers may serve multiple bi-annual terms. Vacancies or new offices may be filled at any meeting of the Board of Directors. During the interim, the President may appoint a Director to serve until the next scheduled Board of Directors' meeting.

Section 6.3 **Removal.** Any Officer may be removed by a majority vote of the Board of Directors present at a meeting called for such purpose, if in the Board's judgment; the best interests of the Foundation shall be served by so doing.

Section 6.4 **Resignations.** Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.

#### Section 6.5 **Powers and Duties of Officers.**

- A. **President.** The President shall serve as the chief executive officer of the Foundation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Foundation in accordance with the Bylaws, policies and directives approved by the Board of Directors.
- B. **Secretary.** The Secretary shall keep, or cause to be kept, minutes of the proceedings of the Board of Directors; shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws or as required by law; and shall be custodian of the corporate records. The Secretary shall be responsible for maintaining a record of the names and addresses of all directors of the Foundation, and in general shall perform such duties as the Board of Directors or the President

may from time to time assign to the Secretary. The Secretary shall also perform the duties of the President in the event of the President's absence or disability.

- C. *Treasurer.* The Treasurer shall have supervision over the receipt and custody of the Foundation funds, shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Foundation, shall deposit all monies and other valuable property of the Foundation in the name and to the credit of the Foundation in such banks or other depositories as the Treasurer may designate, subject to approval of the Board of Directors, exhibit the books and accounts to any officer or Director of the Corporation, and in general shall perform such duties as the Board of directors or the President may from time to time assign to the Treasurer.

## ARTICLE VII Miscellaneous

Section 7.1 *Fiscal Year.* The fiscal year of the Foundation shall end on June 30 each year unless the Board of Directors shall determine otherwise.

Section 7.2 *Checks, Drafts and Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Foundation's behalf to sign checks, drafts, or other orders for payment of money; to enter into contracts; or to execute and deliver other documents and instruments. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the President of the Foundation.

Section 7.3 *Deposits.* All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such depositories as the Board of Directors may select.

Section 7.4 *Gifts.* The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest or device for the general purpose or for any special purposes of the Foundation.

Section 7.5 *Books and Records.* The Foundation shall keep correct and complete books and records of the accounts, activities and transactions of the Foundation, the minutes of the proceedings of the Board of Directors and any committee of the Foundation, and a current list of the Directors and officers of the Foundation and their business and home addresses. Any of the books, minutes and records of the Foundation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 7.6 *Amendments to Bylaws.*** These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board at which a quorum is present, provided that notice of the intention or proposal to make, amend or repeal the Bylaws previously shall have been given to each member of the Board.

**Section 7.7 *Distribution upon Dissolution.*** Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation, in such proportion as it may decide, by gift to **Cooperative Educational Services**, which is a governmental entity and agency, or to such one or more organizations organized and operated exclusively for educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

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