

**CERTIFICATE OF INCORPORATION
OF THE
GREATER BRIDGEPORT RETIRED TEACHERS
ASSOCIATION, INCORPORATED**

Article I. The name of the corporation is The Greater Bridgeport Retired Teachers Association, Incorporated.

Article II. The purposes for which said corporation is formed are the following:

To provide educational, cultural, and social activities for retired teachers; to assist those in need in every way possible for their well-being and comfort; to provide students in the Greater Bridgeport Area with scholarship assistance; to assist in the provision of community services to groups in need; to collect and solicit funds; to receive by gift, deed, bequest, or devise and otherwise to acquire money and property of every type and description; and to invest and reinvest, expend, convey, or to otherwise dispose of such funds or property in furtherance of the aforementioned purposes. In general, to do all other acts necessary, convenient, or incidental to a furtherance of the aforesaid purposes. In effecting one or all of said purposes, no officer or employee thereof shall receive any pecuniary profit from the operation thereof except reasonable compensation for services and expenses incurred or as a proper beneficiary of its welfare purposes.

Article III. All retired teachers who reside in or have taught in the Greater Bridgeport area, (which includes Bridgeport, Easton, Fairfield, Milford, Monroe, Stratford, Trumbull, and Shelton) and receive pensions from the State of Connecticut or from a local municipality in Connecticut, shall become members of this Corporation by the payment of the current annual membership fee or life membership fee. This includes pensions from the State of Connecticut under the State Teachers' Retirement Association and the State Employees' Pension Board, and pensions from Connecticut cities and towns that have their own retirement systems.

All retired teachers who have taught in or reside in the Greater Bridgeport area which includes the cities and towns set forth above in this Article III, and who do not receive pensions from the State of Connecticut or from a local municipality as described above may become associate members of this corporation by the payment of the current annual membership fee or life membership fee.

BY – LAWS
GREATER BRIDGEPORT RETIRED
TEACHERS ASSOCIATION, INC.

ARTICLE I PURPOSES

In addition to the purposes set forth in the Certificate of Incorporation, it shall be the aim of this organization to support and actively participate in local, state and national programs that promote the welfare of retired teachers.

ARTICLE II MEMBERS

SECTION 1. Active membership shall be open to all retired teachers who meet the requirements for membership as defined in the Certificate of Incorporation.

SECTION 2. Associate membership shall be available to teachers who reside in or have taught in the Greater Bridgeport Area. To qualify for Associate membership, the candidate

- a. must be teacher certified in Connecticut or another state.
- b. must have completed at least five years of full-time teaching.

Applicants who have served as long-term substitute teachers may qualify if all other requirements have been met. Teachers in private schools or on government teaching assignments may qualify if all other requirements are met.

ARTICLE III DUES

SECTION 1. The dues structure shall be proposed by the Budget Committee, established by a vote of the Executive Board and approved by the membership at the annual meeting. Dues shall be payable on July 1 of each year.

SECTION 2. All members whose dues are two years in arrears shall be withdrawn from the Membership List of the Association. Members may be reinstated upon payment of two years of back dues.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

SECTION 1. The annual meeting shall be held in the month of May on the second Thursday or on such other day in the month as the Executive Board may designate. It shall be considered desirable to have four additional meetings of the membership in the months of October, November, December, and April to implement the purposes of the organization.

Special meetings may be called when deemed necessary by the President or as requested by a majority of the Executive Board.

SECTION 2. Members shall be notified of all meetings. Fifty members of the Association shall constitute a quorum.

ARTICLE V EXECUTIVE BOARD

SECTION 1. The Executive Board shall be composed of officers elected by the general membership:

- | | |
|-----------------------|-------------------------|
| President | Recording Secretary |
| First Vice-President | Corresponding Secretary |
| Second Vice-President | Treasurer |

SECTION 2. The Executive Board shall be responsible for setting the agenda for meetings of the Board of Directors, for recommending policy for the Association and acting for the Board of Directors in extraordinary circumstances.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be responsible for the management and control of all property and funds and for the supervision of all activities of the Association.

SECTION 2. The Board of Directors shall be composed of:

- a. Members of the Executive Board
- b. The Chairman of each Standing Committee, appointed by the President

Communications	Member Services
Finance	Membership
Health Insurance	Scholarship
Investment	Social Services
Legislative	Travel
Lunches	
- c. Other members appointed by the President

Newsletter Editor	Chaplain
Publicist	Parliamentarian – non-voting member
Webmaster	

SECTION 3. Meetings of the Board of Directors shall be held at the call of the President prior to meetings of the membership. Notice of meetings shall be given to all members. A majority of members of the Board of Directors shall constitute a quorum. Voting rights on the Board are limited to the officers (with the exception of the President who may vote only to resolve or create a tied vote), the Chairman of each Standing Committee, and the other appointed members listed in Section 2- c.

SECTION 4. Members of the Board of Directors are expected to attend all meetings of the Board. Members missing two or more consecutive meetings may be asked to resign from the Board. Vacancies of committee chairmen shall be filled by the President

ARTICLE VII OFFICERS

SECTION 1. The officers of this Association shall consist of a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

SECTION 2. These officers, with the exception of the Second Vice-President, shall be elected at an annual meeting. Their term of office shall be two years, and they shall take office at the beginning of the fiscal year, July 1. The office of the Second Vice-President shall be occupied by the retiring President.

SECTION 3. No officer shall be eligible to serve for more than two terms in a particular office without a term intervening.

ARTICLE VIII DUTIES OF OFFICERS

The **PRESIDENT** shall preside at all the meetings of the membership, the Executive Board and the Board of Directors. She / He performs such other duties as customarily pertain to the office, including membership on all committees except for the Nominating Committee. The President appoints the chairman of each standing committee and all *ad hoc* committees.

The **FIRST VICE-PRESIDENT** shall assist the President in the performance of duties and has and exercises the authority of the President during the absence or disability of the President. She / He is responsible for the programs and activities of the Association.

The **SECOND VICE-PRESIDENT** shall assist the President and assumes the duties of that office in the event that both the President and First Vice-President are unable to perform. The Second Vice-President chairs the Communications Committee and archives the records of the Association.

The **RECORDING SECRETARY** shall keep an accurate record of all meetings of the Association and the Board of Directors and makes them available to members.

The **CORRESPONDING SECRETARY** shall notify Board of Directors members of meetings, distribute Board minutes to its members and facilitate correspondence with the Board.

The **TREASURER** shall be responsible for the safekeeping and proper handling of all current funds belonging to this Association. She / He receives all monies and pays all bills, maintains records of receipts and disbursements, and obtains liability insurance for the Association. The Treasurer prepares financial reports for all business meetings of the Board of Directors and the Association. In consultation with the Budget Committee, the Treasurer prepares a budget to be presented in March to the Board of Directors. The budget will then be presented to the Membership at the April meeting and submitted for approval at the May meeting. The Treasurer shall meet with the Audit Committee and provide financial records and assist in the preparation of the audit.

The Treasurer shall be responsible for the preparation and submission of financial documents as required by the State of Connecticut and the Federal Government.

ARTICLE IX STANDING COMMITTEES

Chairmen of Standing Committees shall periodically report to the Board and Membership as to the actions of the Committees.

The **Communications** Committee shall maintain the GBRTA web site, publish a newsletter and publicize the activities of the Association.

The **Finance** Committee shall oversee the activities of the Budget Committee, Audit Committee and Investment Committee.

The **Health Insurance** Committee shall keep members informed of decisions of the Teachers Retirement Board related to Health Insurance.

The **Investment** Committee shall invest GBRTA funds and keep the membership informed of the status of the investments.

The **Legislative** Committee shall keep members informed of pending legislation affecting active and retired teachers.

The **Lunch** Committee shall arrange for the meals which follow each general meeting.

The **Member Services** Committee shall send a condolence card in case of the death of a member and, at appropriate times during the year, shall send a remembrance to members who are hospitalized, homebound or in a nursing facility.

The **Membership** Committee shall secure the names of all retiring teachers in this area and invite them to join the Association. The Membership Chairman shall keep a record of all members, remind members whose dues are in arrears, receive all dues and transmit the same to the Treasurer. The Chairman of this committee will provide the Communications Chairman with a current list of members for use in mailing the newsletter.

The **Scholarship** Committee shall receive and allocate funds for scholarships presented to area high school students, contact area schools with the criteria for selection of recipients for Association scholarships and maintain records of awardees.

The **Social Services** Committee shall notify members of the needs of various community organizations and volunteer opportunities.

The **Travel** Committee shall plan trips and maintain financial records related to trips.

ARTICLE X RESPONSIBILITIES OF OTHER APPOINTEES

The **Chaplain** shall open each meeting with a prayer, poem, etc., make arrangements for the annual memorial service honoring those members who died during the year, and other duties as requested by the presiding officer.

The **Newsletter Editor** shall publish at least three newsletters annually-

The **Publicist** shall publicize the activities of the Association in local news media.

The **Webmaster** shall maintain and keep current, the GBRTA website and appropriate social media sites.

The **Parliamentarian** shall advise the President on questions of procedures of the Association.

ARTICLE XI AD HOC COMMITTEES

The **Audit** Committee shall, in collaboration with the Treasurer, prepare an annual audit of the Association's funds. The Committee, appointed by the President, shall consist of two members of the Board of Directors, and one other member of the Association. At the conclusion of the Treasurer's term of office, the Committee shall submit their findings to an outside auditor for review.

The **Budget** Committee shall assist the Treasurer in the preparation of the Association's annual budget. The Budget Committee, appointed by the President, shall consist of two members of the Board of Directors and one other member of the Association.

The **Nominating** Committee shall prepare and present, in writing, a slate of candidates for all elective offices. The Committee, appointed by the President, shall consist of two members of the Board of Directors and one other member of the Association. The slate shall be submitted to the Board of Directors prior to the April general meeting of the Association and voted on at the May general meeting. Members of the Nominating Committee may not be candidates for elective office.

ARTICLE XII LIABILITY AND INDEMNIFICATION:

SECTION I. Indemnification of Directors, Officers and Others

The Association shall indemnify Directors, Officers and other representatives of the Association for amounts paid in settlement and reasonable expenses, including attorney's fees, incurred as a result of an action or proceeding, or any appeal, if he/she acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Association and, in criminal actions or proceedings in addition, had no reasonable cause to believe that his/her conduct was unlawful.

SECTION 2. Insurance

The Board of Directors will purchase and maintain insurance

1. to indemnify the Association for any obligation which it incurs as a result of the indemnification of Directors, Officers and others acting as representatives of the Association
2. to indemnify Directors, Officers and others acting as representatives of the Association in instances in which they may be indemnified by the Association.

ARTICLE XIII AMENDMENTS

These By-Laws may be amended at any general meeting of the Association by a three-fourths vote of the members present and voting, provided notice of such amendment has been given at the preceding general meeting

Revised and Approved May 14, 2015

By-Laws Committee:

- Greta Stanford, Chairman**
- Sandra Petrucelli-Carbone**
- Robert Pitzschler**
- Helen Scinto**
- Barbara Kmetz, GBRTA President**