

**AREA COOPERATIVE EDUCATIONAL SERVICES (ACES)
HEALTH BENEFITS COLLABORATIVE
BYLAWS FOR BOARD OF DIRECTORS**

I. Transaction of Business

- A. The Board of Directors for the Area Cooperative Educational Services (ACES) Health Benefits Collaborative (the “Board”) shall transact all business at a legal meeting of the Board.
- B. The Board shall act as a whole entity, except that a committee created in accordance with these bylaws may act on matters before it in conformity with the committee’s purpose or charge.
- C. Individual Directors shall make no commitments for the Board or issue orders for the Board, except when executing an assignment delegated by the Board.

II. Time, Place and Notice of Meetings

A. Regular Meetings

- 1. The Board shall set a calendar of regular meetings for the ensuing calendar year by no later than the first regular meeting in November.
- 2. The Chairperson or Secretary of the Board shall post this calendar on the ACES website, if available, no later than January 31 of each year.
- 3. If at any point in a meeting the Board should not maintain a quorum, then the Chairperson of the Board will adjourn the meeting and declare the time and place of the resumption of the meeting, which shall be reflected in a written order of adjournment. A copy of the written order of adjournment will be posted on or near the door of the place where the meeting was held within twenty-four hours after the time of adjournment.

B. Special Meetings

- 1. Special meetings may be held when determined by the Board, when so called by the Chairperson, or upon written request of two Directors.
- 2. No special meeting shall be held unless a notice stating the time, place and purpose of the meeting has been given to each Director, and has been posted

on the ACES website, if available, twenty-four (24) hours before the time stated for the meeting to convene.

3. When a majority of the Directors agree that an emergency exists which has made a regular notice impossible, such a meeting may be called at a time or place which may be most convenient. In case of such emergency meeting, a copy of the minutes setting forth the nature of the emergency and the proceedings occurring at such meeting shall be posted on the ACES website and filed at the school no later than seventy-two (72) hours following the holding of such a meeting.

C. Meeting Time and Place

1. All regular meetings of the Board shall begin at 2:00 p.m. or as soon thereafter as a quorum is present and shall adjourn no later than 3:00 p.m. unless extended to a time certain by a two-thirds vote of the Directors present. All regular meetings of the Board shall be held at the ACES Central Administration building located at 350 State Street, North Haven, CT 06473, unless otherwise determined by the Board.
2. Special Meetings (non-emergency): The time and place for such meetings shall be determined and announced in advance of the meeting.

III. Construction and Posting of Agenda

A. Construction of Agenda

1. The Executive Director of ACES or designee, in cooperation with the Chairperson of the Board, shall prepare an agenda for each meeting.
2. Any Director may contact the Chairperson of the Board or the Executive Director of ACES or designee and request that an item be placed on the agenda.
 - a) Any such request must be made no later than seventy-two (72) hours prior to the legally required public posting of the agenda.
 - b) At least two Directors must join in the request that the additional agenda item be added before it will be placed on the agenda.
3. Posting of Agenda

- a) At least twenty-four (24) hours prior to the time of the regular or special meeting, an agenda will be constructed and posted by the Executive Director of ACES or designee.
- b) The agenda will be posted at the Administrative Offices of ACES.
- c) The Board may add items to the agenda of any regular meeting by a two-thirds vote of those Directors present and voting.

IV. Public Meetings and Executive Session

A. Public Meetings

1. All meetings of the Board for the official transaction of business shall be open to the public except that the Board may, by the affirmative vote of two-thirds of the Directors present and voting, meet in executive session for the purposes specified in Conn. Gen. Stat. §1-225.
2. As defined by statute, the term "meeting" shall not include: any meeting of a personnel search committee for executive level employment candidates; any chance meeting, or a social meeting neither planned nor intended for the purpose of discussing matters relating to official business; strategy or negotiations with respect to collective bargaining; a caucus of members of a single political party notwithstanding that such members also constitute a quorum of a public agency; an administrative or staff meeting of a single-member public agency; and communication limited to notice of meetings of any public agency or the agendas thereof. The term "caucus" means a convening or assembly of the enrolled members of a single political party who are members of a public agency within the state or a political subdivision.

B. Executive Sessions

1. The public may be excluded from meetings of the Board which are declared to be executive sessions.
2. Executive sessions may be held on a two-thirds vote of the Directors present and voting taken at a public meeting stating the reasons for such executive session. Executive sessions may be held for any reasons permissible under the provisions of the Freedom of Information Act, as it may be amended from time to time, including one or more of the following purposes:
 - a) Discussion concerning the appointment, employment, performance, evaluation, health or dismissal of a public officer or employee, provided

that such individual may require that discussion be held at an open (public) meeting.

- b) Strategy and negotiations with respect to pending claims and litigation to which the Board or a Director, because of his or her conduct as a Director, is a party until such claims or litigation have been finally adjudicated or otherwise settled.
- c) Matters concerning security strategy or the deployment of security personnel, or devices affecting public security.
- d) Discussion of the selection of a site or the lease, sale or purchase of real estate when publicity regarding such site, lease, sale, purchase or construction would cause a likelihood of increased price until such time as all of the property has been acquired or all proceedings or transactions concerning same have been terminated or abandoned.
- e) Discussion of any matter which would result in the disclosure of public records or the information contained therein described in Conn. Gen. Stat. §1-210(b).

V. Meeting Conduct

A. Meeting Conduct

- 1. Meetings of the Board shall be conducted by the Chairperson in a manner consistent with the provisions of the Connecticut Freedom of Information Act and the adopted bylaws of the Board.
 - a) All Board meetings shall commence at, or as close as practicable to, the stated time, provided there is a quorum.
 - b) All regular and special Board meetings shall be guided by an agenda which will have been prepared and delivered in advance to all Directors and other designated persons.
 - c) Robert's Rules of Order shall govern the proceedings of the Board except as otherwise provided by these bylaws.

B. Procedures for Telephonic Participation

- 1. Directors may participate in meetings telephonically under the conditions set forth herein. When such conditions are met, any Director participating

telephonically shall be counted for the purpose of constituting a quorum. Conditions for participation are as follows:

- a) The facility that is made available to the public that wishes to attend the meeting must be located where the greatest number of Directors are located;
 - b) Any physical or demonstrable material that is used in the course of the proceedings must be present in the place where the public is located; and
 - c) All those in attendance at the meeting, at whatever location, must be able to hear and identify all participants in the proceeding, including their individual remarks and votes.
2. When a Director is participating in a meeting telephonically, the Chairperson shall take the necessary steps to ensure that the three conditions enumerated above are met. In addition, the Chairperson shall take the necessary steps to ensure that a Director participating telephonically has adequate opportunity to express himself/herself in Board discussion, including the opportunity to take the floor and make motions.

C. Public Comments

1. A portion of each meeting shall be reserved for public comments.
2. The Board may permit any individual or group to address the Board concerning any subject that lies within its jurisdiction during a portion of the Board's regular meetings so designated for such purpose.
 - a) Three (3) minutes may be allotted to each speaker and a maximum of thirty (30) minutes to each subject matter. The Board may modify these limitations at the beginning of a meeting if the number of persons wishing to speak makes it advisable to do so.
 - b) A Director shall be appointed by the Chairperson prior to the meeting to act as timekeeper for the meeting, if deemed necessary by the Chairperson.
 - c) No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the Chairperson, of that person's privilege of address.
 - d) All speakers must identify themselves by name and address.

VI. Quorum and Voting Procedures

A. Quorum:

1. The quorum requirement for the Bylaws are the same quorum requirements that are set forth in the Collaborative Agreement.

B. Voting Procedures:

1. No Director can vote on a question in which he/she has a direct personal or pecuniary interest.
2. Directors may vote for themselves for any office or other position.
3. While it is the duty of every Director who has an opinion on a question to express it by vote, he/she cannot be compelled to do so.
4. A Director may abstain from voting (with the knowledge that the effect is the same as if he/she had voted on the prevailing side).
5. The votes of each upon any issue before the Board shall be recorded in the minutes of the session at which taken.
6. Any Director shall have the opportunity to explain his/her vote for recording in the minutes.

VII. Minutes

- A. In compliance with legal requirements, a complete and accurate set of minutes of each meeting shall be kept.
- B. Minutes shall be maintained at the Administrative Offices of ACES in an official record book designated for said purpose.
- C. The minutes shall constitute the official records of proceedings of the Board and shall be open to public inspection at all reasonable times.
- D. The minutes shall include the following:
 1. The time, place and date of each meeting.
 2. The names of those Directors in attendance.

3. The disposition of all matters on which action was recommended.
 4. All motions and resolutions and their disposition, listing all votes, abstentions and absentees.
 5. All decisions concerning future meetings and agendas.
 6. By request, a brief statement of a Director may be included.
- E. A record of votes taken at each meeting shall be reduced to writing and made available for public inspection within forty-eight hours of the conclusion of the meeting at which the votes were taken. Votes taken shall also be reflected in the minutes of each meeting, and the minutes shall be made available for public inspection and posted on the ACES website, if available, not later than seven days of the date of the meeting to which they refer, however, the Board shall not be required by law to post such minutes on an Internet website. Should the Board decide to make minutes available on the ACES website, it shall do so at the sole discretion of the Board.

VIII. Committees

- A. The Board shall act as a committee of the whole on all matters coming before it except that special committees for the consideration or investigation of certain problems, or for the performance of certain Board functions, may be created by vote of the Board.
1. Such special committees shall submit their reports at such regular meetings of the Board as may be determined, and when such reports have been submitted and accepted by the Board, shall be discharged.
 2. All special committee reports affecting Board policy shall be submitted in writing.
 3. A special committee's only authority is to make recommendations to the Board regarding matters that that have been referred to it, unless the Board specifically authorizes otherwise.
- B. Meetings of committees shall be posted in accordance with the Connecticut Freedom of Information Act. A record shall be maintained by the chairperson of each committee of each meeting, which shall include the names of committee members in attendance, listing of topics discussed and committee recommendations.

- C. The Executive Director of ACES or designee shall notify all Directors of committee meetings.

IX. Code of Conduct for Directors

- A. It is the policy of the Board that a Director will:
 - 1. adhere to all Board bylaws, policies, rules and regulations;
 - 2. conduct himself or herself in a fair and impartial manner;
 - 3. refrain from interfering with the implementation of a Board policy decision by the administration;
 - 4. refrain from divulging to anyone any aspect of matters considered and discussed in executive session.
- B. Each Director shall act in complete accordance with the provisions and tenor of this bylaw. Should any Director fail to so act, such failure shall constitute cause for censure or other such action as deemed appropriate by the Board.

C. Procedures for Censure:

The following procedure shall apply with respect to the censure of any Director for cause:

- 1. The Board may review the performance and/or conduct of the Director in open or executive session (as determined by the Board and the Director) prior to taking any formal action;
- 2. If the Board determines that formal action is necessary, the Director shall be provided with reasonable notice of the Board's intent to consider possible censure (such notice to be given in writing after being authorized by Board vote at a prior meeting of the Board);
- 3. The Board shall provide the Director with an informal opportunity to be heard concerning the possible censure of the Director.
- 4. A vote to censure a Director shall only take place at a regular meeting or a special meeting called for that purpose;
- 5. Such censure may be enacted for cause by a majority vote of the total number of Directors on the Board.

X. Formulation, Adoption, Amendment or Deletion of Bylaws

- A. Bylaw proposals and suggested amendments to, revisions of, or deletions of existing bylaws shall normally be submitted to all members of the Board by the Chairperson of the Board prior to a regular Board meeting in which such proposed bylaws, amendments, revisions or deletions thereof shall be read and discussed.
- B. Except for emergency situations, bylaws will be adopted, amended, or deleted after consideration at two regular meetings of the Board. The agenda shall be marked to indicate such matters.
- C. When a bylaw is placed on the agenda for the second consecutive meeting, a motion either to adopt or not to adopt the proposed bylaw changes is necessary for discussion. If the discussion results in a suggestion for change, such changes will be included in the second reading of the bylaw prior to adoption.
- D. Any bylaw of the Board may be adopted, amended or deleted at any regular meeting by a majority vote of all members of the Board provided that such proposal shall have been given to the Board at the previous regular meeting.

XI. Suspension of Policies or Bylaws

- A. Policies and bylaws of the Board shall be subject to suspension for a specified purpose and limited time by:
 - 1. A majority vote of all members of the Board in attendance at a meeting, and
 - 2. Provided that prior notification of such a proposed suspension has been described in writing in the call of the meeting.
- B. Policies of the Board shall be subject to suspension for a specified purpose and limited time upon a majority vote of all members of the Board when no such written notice has been given.
- C. Bylaws of the Board shall be subject to suspension for a specified purpose and limited time upon a two-thirds votes of all members of the Board when no such written notice has been given.

XII. No Compensation for Directors

- A. Directors shall receive no compensation for carrying out Board services; nor shall Directors be reimbursed by the Board for any expenses they incur relating to such service.

XIII. Terms of the Collaborative Agreement Shall Govern.

- A. In the event that there is any inconsistency between the terms of the Collaborative Agreement and these Bylaws, the terms of the Collaborative Agreement shall govern in lieu of the items of these Bylaws.