BYLAWS OF THE

STATE EDUCATION RESOURCE CENTER

Adopted February 2015

Amended:
December 2024
August 2025

ARTICLE I

DEFINITIONS

1.1 Unless the context shall otherwise require, the following words and terms shall have the following meanings:

"Act" shall mean Public Act No. 14-212 entitled "An Act Concerning the State Education Resource Center" as amended from time to time, and any and all regulations adopted thereunder.

"Board" means the Board of Directors constituted pursuant to the Act.

"Chairperson" or "Chair" shall mean the Chairperson of the Board appointed pursuant to the Act and referenced under these Bylaws.

"Executive Director" shall mean the Chief Executive Officer appointed pursuant to the Act and referenced under these Bylaws.

"SERC" shall mean the State Education Resource Center, a body politic and corporate, constituting a public instrumentality and political subdivision of the State of Connecticut, established and created by the Act as a public educational authority acting on behalf of the State of Connecticut. SERC shall not be construed to be a department, institution, or agency of the state.

"Governor" shall mean the Governor of the State of Connecticut.

"C.G.S." or "general statutes" shall mean the Connecticut General Statutes.

ARTICLE II

NAME, SEAL, AND PLACE OF BUSINESS

2.1 Name. In accordance with the Act, the name of the corporation shall be the State Education Resource Center (SERC).

2.2 Seal. SERC may adopt an official seal and alter the same if desired. It shall not be necessary that any instrument, document, or other writing be executed or delivered under seal, and any such instrument, document, or other writing shall be of the same force and effect and binding on SERC whether or not executed and delivered under such seal.

2.3 Offices. SERC offices shall be maintained at such place or places as it may designate within the State of Connecticut.

ARTICLE III

BOARD OF DIRECTORS

3.1 Powers. SERC shall be governed by a Board of thirteen members. The Board may exercise all such authority and powers, and do all such lawful acts and things as are necessary, as authorized or permitted by the Act including, but not limited to, establishing committees for the operation of the Board.

The members of the SERC Board shall adopt written procedures, in accordance with the provisions of section 1-121 of the general statutes, for: (1) Adopting an annual budget and plan of operations, including a requirement of board approval before the budget or plan may take effect; (2) Hiring, dismissing, promoting and compensating employees of the center, including an affirmative action policy and a requirement of board approval before a position may be created or a vacancy filled; (3) Acquiring real and personal property and personal services, including a requirement of board approval for any non-budgeted expenditure in excess of an amount to be determined by the board; and (4) Contracting for financial, legal, consulting and other professional services, including a requirement that the center solicit proposals at least once every three years for each such service which it uses.

3.2 Appointment. The Board shall consist of the following members: (A) Four appointed by the Governor, with the advice and consent of both houses of the General Assembly; (B) two appointed by the State Board of Education, with the advice and consent of both houses of the General Assembly; (C) one appointed by the president pro tempore of the Senate; (D) one appointed by the majority leader of the Senate; (E) one appointed by the minority leader of the Senate; (F) one appointed by the speaker of the House of Representatives; (G) one appointed by the majority leader of the House of Representatives; (H) one appointed by the minority leader of the House of Representatives; and (I) the Commissioner of Education, or the commissioner's designee.

Each member appointed by the Governor or the State Board of Education shall serve at the pleasure of the Governor, but not longer than the term of office of the Governor or until the member's successor is appointed and qualified, whichever term is longer. Each member appointed by a member of the General Assembly shall serve in accordance with the provisions of section 4-1a of the general statutes.

Any appointed member who fails to attend fifty per cent of all meetings of the Board held during any calendar year shall be deemed to have resigned from the Board.

The Governor shall appoint the Chairperson of the Board from among the members of such Board with the advice and consent of both houses of the General Assembly. Such Chairperson shall serve at the pleasure of the Governor.

3.2.1 Vice Chair

The Board shall elect from its members a Vice Chair for a term of 2 years or until a replacement is duly elected. The Vice Chair shall serve at the pleasure of the Board. Except as otherwise prohibited by law, the Vice Chair shall perform the duties imposed by the Act, these

Bylaws, and by resolution of the Board. In the absence or incapacity of the Chair, the Vice Chair shall perform all the duties and responsibilities of the Chair. In the absence or incapacity of the Vice Chair, or in case of his or her resignation, the Board shall elect from its members an Acting Vice Chair during the time of such absence or incapacity or until such time as the Board shall elect a new Vice Chair.

3.2.2 Officers

The board of directors shall assign to one of the directors responsibility for preparing the minutes of the directors' and members' meetings and for maintaining and authenticating the records of the corporation required to be kept under subsections (a) and (e) of section CGS 33-1235.

3.3 Executive Director

The Chairperson shall, with the approval of the members of the Board, appoint an Executive Director of SERC who shall be a SERC employee and be paid a salary prescribed by the Board. The Board shall establish procedures for the performance evaluation of the Executive Director. The Executive Director shall supervise the administrative affairs and technical activities of SERC in accordance with the directives of the Board. The Executive Director is accountable to the Board and will report to the Board on a regular basis.

The Board grants the Executive Director authority regarding the day-to-day operation of SERC. This includes (but is not limited to): managing and directing staff; developing operations, budget, and program plans; making the best use of SERC resources; and raising the organization's profile and profitability. The Executive Director will work to ensure that SERC has access to adequate financial resources and prepare an annual budget recommendation.

3.4 Compensation

Members shall receive no compensation for their services but shall be entitled to reimbursement for such members' actual and necessary expenses incurred during the performance of such members' official duties. Members may engage in private employment, or in a profession or business, subject to any applicable laws, rules, and regulations of the state regarding official ethics or conflict of interest. It shall not constitute a conflict of interest for a trustee, director, partner, or officer of any person, firm, or corporation, or any individual having a financial interest in a person, firm, or corporation, to serve as a member of the Board, provided such trustee, director, partner, officer, or individual shall comply with all applicable provisions of chapter 10 of the general statutes.

3.5 Meeting Quorum

A majority of the appointed members of the Board shall constitute a quorum for the transaction of any business or the exercise of any power of SERC. For the transaction of any business or the exercise of any power of SERC, and except as otherwise provided in the Act, SERC may act by a majority of the members present at any meeting at which a quorum is in attendance.

3.6 Regular Meetings

Regular meetings shall be held a minimum of six (6) times each year at times and dates as determined by the Board. The agenda of the regular meetings of SERC shall be available to the public and filed at SERC's regular office or place of business not less than twenty-four hours

before the meeting to which the agenda refers. Additional items may be placed on the agenda of the regular meeting and may be considered and acted upon at such meeting upon the affirmative votes of two-thirds of the Board present and voting.

3.7 Special Meetings

The Chairperson may call a special meeting of the Board for the purpose of transacting any business designated in the notice of such meeting. The agenda of the special meeting shall be available to the public and filed at SERC's regular office or place of business not less than twenty-four hours before the meeting to which the agenda refers. At such emergency meetings only matters specified in the notice may be considered and acted upon by the Board.

3.8 Agendas

The agenda for any Board meeting shall be prepared by the Chairperson and/or Executive Director. The Chairperson or Executive Director shall include in any such agenda any matter which the Board has previously voted to include therein, and any item requested by a Board member in writing and delivered to the Chairperson or Executive Director not less than ten (10) calendar days prior to the date of any such meeting.

3.9 Passage of a Resolution

Any action taken by the Board may be authorized by resolution and shall take effect immediately unless otherwise provided in the resolution.

3.10 Manner of Voting

The voting on all questions at all meetings shall be by voice vote and the yeas and nays shall be entered upon the minutes of such meeting. In the event that any Board member shall abstain from voting on any question, such abstention and the reason shall be entered upon the minutes of such meeting.

3.10.1 Action without Meeting

In accordance with the requirements of CGS 33-1064 any action that may be taken at any meeting of members may be taken without a meeting if the corporation delivers notice that includes a ballot to every member entitled to vote on the matter. A ballot shall: (1) Be in writing; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director, if any; and (4) provide an opportunity to vote for or against each other proposed action.

Approval by ballot pursuant to this section of action other than election of directors is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A ballot signed under this section shall have the same force and effect as a vote of the member who signed it at a meeting duly held, and may be stated as such in any certificate or document filed under sections CGS 33-1000 to 33-1290, inclusive.

Any solicitation for votes by ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter

other than election of directors, and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

3.11 Adjournment

Any meeting of SERC may be adjourned in the manner provided in C.G.S. sec. 1-228. Less than a quorum may so adjourn from time to time. The notice requirements in C.G.S. sec. 1-225 shall apply and such notice of the adjournment shall specify the time and place to which the meeting is to be adjourned.

ARTICLE IV

INDEMNIFICATION

SERC shall indemnify, protect, and save harmless Board members, officers, agents, and employees to the extent allowed by and in accordance with indemnification provisions applicable to Connecticut quasi-public agencies. SERC shall, except to the extent prohibited by law, indemnify any Board member, officer, agent, or employee of SERC who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative (other than an action by or in the right of SERC) by reason of the fact that such person is or was a Board member, officer, agent, or employee of SERC, or is or was serving at the request of SERC as a director, officer, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding consistent with the standards set forth in C.G.S. section 1-125 and other sections, as appropriate.

In accordance with the foregoing, SERC may enter into indemnification agreements for Board members, officers, agents, and employees and may purchase liability insurance to cover any related contingencies.

ARTICLE V

AMENDMENT

The Board shall have the power, from time to time, to ratify, adopt, amend, and repeal bylaws for the conduct of its affairs upon the affirmative vote of two-thirds of the Board members then in office.

ARTICLE VI

CONFLICTS OF INTEREST

Public confidence in the recommendations and other actions of the Board and any Committees

requires that members avoid both actual conflicts of interest and the appearance of a conflict of interest. Some Board members may have outside business or professional interests relating to SERC's statutory mission. It is not intended that such outside business or professional interests be considered a conflict of interest, provided that a Board member shall not participate in any deliberation or vote, and shall not take other affirmative action as a member or committee member, with respect to a matter in which such Board member has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership of the Board or such Committee.

The determination of whether a Board member has an interest which is in substantial conflict with the duties and responsibilities of membership on the Board or a Committee shall be made in the manner provided in C.G.S. section 1-85 for conflicting interests of public officials. The existence and nature of any potential conflict of interest shall be promptly disclosed to the Chair and/or to the Vice-Chair, and otherwise as may be required by C.G.S. section 1-86.

With respect to potential conflicts of interest, as defined in C.G.S. section 1-86(a) and pursuant to Regulations of Connecticut State Agencies section 1-81-30(c), the member shall either: (1) excuse himself or herself from participating in any deliberation or vote on the matter and may not otherwise take any of affirmative action on the matter; or (2) shall prepare a written statement under penalty of false statement describing the matter requiring action and the nature of the potential conflict and explaining why, despite the potential conflict, such a Board member is able to vote and otherwise participate fairly, objectively, and in the public interest, and shall deliver a copy of such statement to the Office of State Ethics and shall enter a copy of the statement in the minutes of the Board or Committee, as applicable.

In addition to the steps above, a conflicted or potentially conflicted Board member:

(1) Is strongly encouraged to leave the room during discussion and during any vote on the matter at hand;
(2) Shall not participate in such discussion and vote;
(3) Shall not have access to non-public confidential information regarding the matter at hand; and
(4) The record shall reflect the member(s) recusal from discussion and any vote.

APPENDIX

A. SERC PURPOSES AND PROGRAMS (CGS 10-357b)

1. (a) The purposes of the State Education Resource Center, established pursuant to section 10-357a, shall be to assist the State Board of Education in the provision of programs and activities that will promote educational equity and excellence. Such activities shall be limited to: Training, technical assistance and professional development for local and regional boards of education, school leaders, teachers, families and community partners in the form of seminars, publications, site visits, on-line content and other appropriate means; maintaining a state education resource center library; publication of technical materials; research and evaluation; writing, managing, administering and coordinating grants for the purposes described in this subsection; and any other related activities directly related to the purposes described in this subsection. The center shall support local educational agencies serving the needs of families, communities and service providers. The center shall support programs and activities concerning early childhood education, in collaboration with the Office of Early Childhood, improving school and district academic performance, and closing opportunity gaps between socio-economic subgroups, and other related programs and activities. The center shall support and collaborate with other state agencies for the purposes described in this subsection. For such purposes the center is authorized and empowered to:

(1) Have perpetual succession as a body politic and corporate and to adopt bylaws for the regulation of its affairs and the conduct of its business;

(2) Adopt an official seal and alter the same at pleasure;

(3) Maintain an office at such place or places as it may designate;

(4) Sue and be sued in its own name and plead and be impleaded;

(5) (A) Employ such assistants, agents and other employees as may be necessary or desirable who shall not be employees, as defined in subsection (b) of section 5-270; (B) establish all necessary or appropriate personnel practices and policies, including those relating to hiring, promotion, compensation, retirement and collective bargaining, which need not be in accordance with chapter 68, and the center shall not be an employer as defined in subsection (a) of section 5-270; and (C) engage consultants, attorneys and appraisers as may be necessary or desirable to carry out its purposes in accordance with this section and sections 10-357a, 10-357c and 10-357d;

(6) Receive and accept aid or contributions from any source of money, property, labor or other things of value, to be held, used and applied to carry out the purposes of this section and sections 10-357a, 10-357c and 10-357d, subject to such conditions upon

which such grants and contributions may be made, including, but not limited to, gifts or grants from any department, agency or instrumentality of the United States or this state for any purpose consistent with this section and sections 10-357a, 10-357c and 10-357d;

(7) Make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers under this section and sections 10-357a, 10-357c and 10-357d, including contracts and agreements for such professional services as the center deems necessary, including, but not limited to, those services provided by financial consultants, underwriters and technical specialists;

(8) Acquire, lease, purchase, own, manage, hold and dispose of personal property, and lease, convey or deal in or enter into agreements with respect to such property on any terms necessary or incidental to the carrying out of these purposes;

(9) Invest in, acquire, purchase, own, manage, hold and dispose of real property and convey or deal in or enter into agreements with respect to such property on any terms necessary or incidental to carrying out the purposes of this section and sections 10-357a, 10-357c and 10-357d;

(10) Lease real property on any terms necessary or incidental to carrying out the purposes of this section and sections 10-357a, 10-357c and 10-357d;

(11) Procure insurance against any liability or loss in connection with its property and other assets, in such amounts and from such insurers as it deems desirable and to procure insurance for employees;

(12) Account for and audit funds of the center and funds of any recipients of funds from the center;

(13) Hold patents, copyrights, trademarks, marketing rights, licenses, or any other evidences of protection or exclusivity as to any products as defined in this section and sections 10-357a, 10-357c and 10-357d, issued under the laws of the United States or any state or any nation;

(14) Establish advisory committees to assist in accomplishing its duties under this section and sections 10-357a, 10-357c and 10-357d, which may include one or more members of the board of directors and persons other than members; and

(15) Do all acts and things necessary or convenient to carry out the purposes of this section and sections 10-357a, 10-357c and 10-357d, and the powers expressly granted by this section and sections 10-357a, 10-357c and 10-357d.

2. (b) The State Education Resource Center shall establish a Connecticut School Reform Resource Center either within the State Education Resource Center or by contract through a regional educational service center, established pursuant to section 10-66a.

The Connecticut School Reform Resource Center shall operate year-round and shall focus on serving the needs of all public schools. The Connecticut School Reform Resource Center shall (1) publish and distribute reports on the most effective practices for improving student achievement by successful schools; (2) provide a program of professional development activities for (A) school leaders, including curriculum coordinators, principals, superintendents and board of education members, and (B) teachers to educate students that includes research-based child development and reading instruction tools and practices; (3) provide information on successful models for evaluating student performance and managing student data; (4) develop strategies for assisting such students who are in danger of failing; (5) develop culturally relevant methods for educating students whose primary language is not English; and (6) provide other programs and materials to assist in the improvement of public schools.

3. (c) The State Education Resource Center shall be subject to audit by the Auditors of Public Accounts under chapter 12 and section 2-90.

4. **(CGS Sec. 10-4q.)**The Commissioner of Education, with the assistance of SERC, may provide grants to local and regional boards of education for school districts designated as alliance districts pursuant to C.G.S. section 10-262u. Such grants shall be for the creation and acquisition of new curricula, training in the use of such curricula, and related supporting textbooks and other materials. Such local and regional boards of education may use such grants only for curricula, training, and related textbooks and materials that have been authorized by the Commissioner. Such local and regional boards of education shall apply for grants pursuant to this subsection at such time and in such manner as the commissioner prescribes and the Commissioner shall determine the amount of the grant awards.

5. **(CGS §10-357e)**The Commissioner of Education may allocate funds to allow SERC to provide professional development services, technical assistance and evaluation activities, policy analysis and other forms of assistance to local and regional boards of education, the Department of Education, state and local charter schools as defined in section 10-66aa of the general statutes, the technical high school system established pursuant to section 10-95 of the general statutes, providers of school readiness programs as defined in section 10-16p of the general statutes, and other educational entities and providers. SERC shall expend such funds in accordance with procedures and conditions prescribed by the Commissioner.

6. **(CGS §10-76n)** SERC shall maintain the Special Education Resource Center with federal funds granted to the state for the maintenance of said center under the provisions of the federal Education for the Handicapped Act, for purposes consistent with the provisions of said act as it may from time to time be amended. The Commissioner of Education is authorized to accept any federal funds allotted to the state for such purposes and shall administer such funds in accordance with federal law.

7. **(CGS 10-222i.)** (a) The Department of Education, in consultation with the State

Education Resource Center, established pursuant to section 10-357a, the Governor's Prevention Partnership, the Commission on Women, Children, Seniors, Equity and Opportunity and the Connecticut Coalition Against Domestic Violence, shall establish, within available appropriations, a state-wide safe school climate resource network for the identification, prevention and education of school bullying and teen dating violence in the state. Such state-wide safe school climate resource network shall make available to all schools information, training opportunities and resource materials to improve the school climate to diminish bullying and teen dating violence.
(b) The department may seek federal, state and municipal funding and may accept private donations for the administration of the state-wide safe school climate resource network.

B. FISCAL YEAR, BUDGET, BANK DEPOSITS, AND CHECKS

1. Fiscal Year (CGS§ 10-357d)

The SERC fiscal year shall commence on July 1 of each year and conclude June 30 of the following calendar year.

2. Budget (CGS§ 10-357d)

For the fiscal year ending June 30, 2015, and each fiscal year thereafter, SERC shall annually submit a yearly budget, projected revenue statement and financial audit to the State Board of Education and the joint standing committee of the General Assembly having cognizance of matters relating to education, in accordance with the provisions of section 11-4a of the general statutes.

At least ninety (90) days prior to the close of the fiscal year, the Executive Director shall submit for approval an annual budget for the ensuing fiscal year to the Board, Finance Committee, or any other designated Committee or Subcommittee. The Board shall establish an annual budget of revenues and expenditures, along with reasonable reserves for working capital, capital expenditures, debt retirement, and other anticipated expenditures, in a manner and at levels considered by the Board as appropriate and prudent. The Executive Director may request amendments to the approved budget at any regular or special meeting, and the Board may approve such changes to the annual budget as it deems appropriate.

3. Bank Deposits

SERC funds shall be deposited in the name of SERC or any division thereof in such banks or trust companies in the United States or elsewhere as may be designated from time to time by the Board upon recommendation of the Executive Director, or by the Executive Director upon authorization by the Board.

4. Checks, Notes, etc. (CGS §1-124-125)
All checks, notes, drafts, bills of exchange, and other negotiable instruments of SERC shall be signed by or bear the facsimile signature of the Executive Director, or other officer or employee, in accordance with policies and procedures adopted by the Board.

SERC shall not borrow any money or issue any bonds or notes which are guaranteed by the state of Connecticut or for which there is a capital reserve fund of any kind which is in any way contributed to or guaranteed by the state of Connecticut until and unless such borrowing or issuance is approved by the State Treasurer or the Deputy State Treasurer appointed pursuant to C.G.S. section 3-12. The approval of the State Treasurer or said deputy shall be based on documentation provided by the authority that it has sufficient revenues to (1) pay the principal of and interest on the bonds and notes issued, (2) establish, increase and maintain any reserves deemed by the authority to be advisable to secure the payment of the principal of and interest on such bonds and notes, (3) pay the cost of maintaining, servicing and properly insuring the purpose for which the proceeds of the bonds and notes have been issued, if applicable, and (4) pay such other costs as may be required.

SERC and any person executing the bonds or notes of the agency shall not be liable personally on such bonds or notes or be subject to any personal liability or accountability by reason of the issuance thereof, nor shall any director or employee of the agency be personally liable for damage or injury, not wanton, reckless, wilful or malicious, caused in the performance of his or her duties and within the scope of his or her employment or appointment as such director, officer or employee. The agency shall protect, save harmless and indemnify its directors, officers or employees from financial loss and expense, including legal fees and costs, if any, arising out of any claim, demand, suit or judgment by reason of alleged negligence or alleged deprivation of any person's civil rights or any other act or omission resulting in damage or injury, if the director, officer or employee is found to have been acting in the discharge of his or her duties or within the scope of his or her employment and such act or omission is found not to have been wanton, reckless, wilful or malicious.

5. Records – (CGS §33-1235)
SERC shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board or directors on behalf of the corporation.
SERC shall keep a copy of the following records at its principal office: (1) its bylaws or restated bylaws and all amendments to them currently in effect; (2) the financial statements prepared for the past three years under section 33-1241; (3) a list of the names and business addresses of its current directors and officers; and (4) its most recent annual report delivered to the Secretary of the State under section 33-1243.