

**BYLAWS  
OF  
John J. Driscoll United Labor Agency**

**ARTICLE I  
THE ORGANIZATION**

**SECTION 1.** The name of this corporation shall be The John J. Driscoll United Labor Agency, Inc.

**SECTION 2.** The Corporation's fiscal year shall be July 1- June 30, with a June 30 year-end.

**SECTION 3.** The annual meeting of the Trustees of the corporation shall be held during the month of June in each year at such place and on such day and hour as the Board of Trustees may determine. Notice of the annual meeting shall be given to the Trustees by publication at least once in one or more newspapers of general circulation in the area served by the corporation, and by written notice mailed to each Trustee. Notice by publication and by mail shall be given not less than ten or more than thirty days prior to the date of the meeting.

**SECTION 4.** The Board of Trustees may establish such other classifications of membership, as it deems desirable and/or necessary.

**ARTICLE II  
ORGANIZATIONAL PURPOSE AND MISSION STATEMENT**

**Section 1.** Nature of Corporation. The John J. Driscoll United Labor Agency, Inc. is a nonprofit corporation, which is organized and shall be operated in accordance with the meaning and Provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2.** Primary Purposes. The John J. Driscoll United Labor Agency, Inc. is organized for the purposes set forth in its Articles of Incorporation, which are filed with the State of Connecticut.

**Section 3.** Mission Statement. Our mission is to assist union members and other workers in handling problems and difficulties arising off the job, including maintaining or achieving economic self-sufficiency through gainful employment. This involves mobilizing and using the support of existing public agencies, as well as the resources of the labor movement.

**ARTICLE III  
TRUSTEES**

**SECTION 1.** The affairs of the corporation shall be directed without financial recompense by a Board of Trustees of not less than eleven and not more than thirty-one Trustees, one-third of whom shall be elected by the Trustees each year at the annual meeting of the Trustees, for a term of three (3) years. At the first meeting, a full complement of trustees shall be elected and it shall be the duty of the Nominating Committee to determine the respective terms of office. Officers and other representatives of the Connecticut State AFL-CIO will, at all times, constitute a simple majority of the Trustees of the corporation. Vacancies occurring on the Board between annual meetings may be filled by the Board for the unexpired terms.

**SECTION 2.** All retiring/retired Trustees shall be listed at Emeritus Trustees. Emeritus Trustees retain all of their previous rights and responsibilities on the board; however, their trustee position will be refilled as soon as possible with a non-retired trustee.

**SECTION 3.** During each Annual Meeting, the Board of Trustees shall hold an organization meeting at

which they shall elect Trustees, elect Officers of the corporation, and transact such other business as may be appropriate. The President of the corporation shall serve as Chairman of the Board, shall preside at all meetings of the Trustees, and shall have such other powers and perform such other duties as may be authorized by the Trustees. In the absence of the President from any meeting, the Vice President for Administration shall serve as Acting Chairman and shall preside at such meeting. Meetings of the Trustees shall be held on call of the President, the Vice President for Administration or by any five Trustees.

A written notice of the time and place of each meeting shall be given to each Trustee by mail addressed to the last known business or residence address at least ten (10) days and not more than thirty (30) days before the meeting date. Notice of the time and place of special meetings shall be given to each Trustee by telephone or mail at least forty-eight (48) hours before the meeting date.

**SECTION 4.** All Trustees shall hold office until their respective successors are elected.

**SECTION 5.** A quorum during all portions of the meeting of the trustees shall at all times consist of not less than nine trustees. Each trustee shall have one vote. No trustee shall be entitled to vote by proxy. However, a trustee may appoint an alternative to attend a meeting and authorize the alternate to act on behalf of the trustee. Any action by the majority of those present shall be the action of the trustees.

**SECTION 6.** Not later than sixty days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of not less than five members to make nominations for the election of Trustees at the annual meeting. Nominations may also be accomplished by written petition carrying signatures of five or more Trustees. Nominations will provide preference to active representatives of the Connecticut State AFL-CIO. Consideration will also be given to other nominees that are representative of the general community.

**SECTION 6.** Removal/Resignation. (a) Resignation: A trustee may resign from the Board of Trustees at any time by giving notice of his resignation in writing addressed to the President or Secretary of The John J. Driscoll United Labor Agency, Inc. (b) Removal: Except as otherwise provided by law, at any meeting of the Board of Trustees called expressly for that purpose, any Trustee may be removed by the vote of a majority of the Trustees then in office.

## **ARTICLE IV OFFICERS**

**SECTION 1.** The Officers of the corporation shall be selected from the Trustees and shall be a President who shall serve as Chairman of the Board of Trustees, a Vice President for Administration and not more than two Vice Presidents, a Treasurer, and a Secretary. They shall be elected by the Board of Trustees. The Trustees shall receive no compensation for their services.

**SECTION 2.** The term of office shall be one year with no prohibition on an Officer being re-elected. Each Officer will serve until his/her successor is elected. Vacancies among the Officers occurring during the year shall be filled by the Board of Trustees for the unexpired terms.

**SECTION 3.** DUTIES OF THE OFFICERS:

a. PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and, subject to control of the Board of Trustees, shall have general supervision of operations, development of policies, and implementation thereof. He/she shall, ex-officio, be a member of all committees except the Nominating Committee.

b. VICE PRESIDENTS

In the absence or disability of the President, the Vice President for Administration shall perform all duties

of the President and when acting shall have all the powers of and be subject to all the restrictions on the President. In the absence or disability of both the President and Vice President for Administration, the Board of Trustees shall designate one of the Vice Presidents to perform all the duties of the President and when acting He/She shall have all the powers of and be subject to all the restrictions on the President.

**c. SECRETARY**

The Secretary shall cause to be prepared for submission and approval by the Board of Trustees at the annual meeting, an annual report of the operations of the fund. He/She shall cause to be kept a book of minutes of all meetings of the Board of Trustees and of the Executive Committee; He/She shall cause to be given notice of all meetings of the Board of Trustees required by law or by those Bylaws, and have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

**d. TREASURER**

The Treasurer shall cause to be kept and maintained adequate and correct accounts of the financial transactions of the corporation. He/She shall cause to be deposited all monies and other valuables in the name of, and to the credit of, the corporation with such appropriate depositories as may be designated by the Board of Trustees. He/She shall supervise collection and disbursement of the funds of the corporation in accordance with directive of the Board of Trustees; shall cause to be rendered to the Board of Trustees whenever requested, an account of all these transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform, or cause to be performed, such other duties as may be prescribed by the Board of Trustees. He/She shall cause to be prepared financial data suitable for inclusion in the annual report to be submitted to the Trustees, in writing, by the Secretary. He/She shall cause to be conducted an annual financial audit of the corporation by a certified public accountant. Reports of the audit should be available on request from any Trustees.

**ARTICLE V  
EXECUTIVE DIRECTOR\STAFF**

**SECTION 1.** The Board of Trustees shall authorize such staff positions as may be necessary in the conduct of the business of the corporation. The Board of Trustees shall appoint an Executive Director who shall hold office at the will of the Board.

The duties of the Executive Director shall be:

- (1) To manage and direct the operations of the corporation on a day-to-day basis, including responsibility for adherence to the budget and to promote efficiency and harmony among the staff.
- (2) To carry out the policies and programs established by the Trustees.
- (3) To serve as consultant to the Board and to all committees of the Board.
- (4) To employ, as directed by the President in consultation with the Personnel Committee, direct, supervise and discipline other members of the staff, including a recommendation of termination, if necessary, subject to the approval of the President and the Personnel Committee.

**ARTICLE VI  
EXECUTIVE COMMITTEE**

**SECTION 1.** There shall be an Executive Committee that shall be composed of the President, Vice President for Administration, one other Vice President, Secretary, Treasurer, and up to three Trustees selected by the Board, and the chairpersons of any standing committees in effect at the time. The President shall serve as Chairman of the Executive Committee, and the Vice President for Administration shall serve as Vice Chairman of the Executive Committee.

**SECTION 2.** The Executive Committee shall meet at the call of its Chairman or in his/her absence, a majority of the Board, on not less than twenty-four (24) hours notice. A quorum of any meeting of the Committee shall consist of at least five (5) members on the Committee, and any action taken by those present shall be the action of the Committee.

**SECTION 3.** The Executive Committee shall keep formal written minutes of its proceedings and submit them to the Board of Trustees.

**SECTION 4.** The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the corporation except it shall not have the power to fill vacancies in the Board of Trustees nor to remove Officers or amend the Bylaws.

## **ARTICLE VII COMMITTEES**

**SECTION 1.** The President shall appoint, subject to the approval of the Board of Trustees, such committees as may be deemed necessary from time to time in order to carry forward the work of the corporation.

**SECTION 2.** There shall be at least three standing committees to be the planning committee, the finance committee, and the personnel committee.

## **ARTICLE VIII FINANCIAL ACCOUNTABILITY**

**SECTION 1.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of, or payable to the corporation, shall be signed or endorsed by such person or persons in such manner as from time to time, shall be determined by resolution of the Board of Trustees. There shall always be two signatures required for all checks and for all withdrawal from or disbursement of any financial account.

**SECTION 2.** The Board of Trustees shall require the President, Vice President for Administration, Treasurer, and Secretary to be bonded with a bond separate from an employee bond purchased by the corporation. This application shall not be applicable to employees, representatives or agents, who, by the provisions of law, are otherwise required to be bonded by the corporation.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are consistent with these By-Laws.

## **ARTICLE X. FISCAL YEAR**

The fiscal year of the John J. Driscoll United Labor Agency shall begin on the first day of July through June 30th of the next calendar year, with a June 30 year end.

## **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of **Connecticut** or under the provisions of the Articles of Incorporation or the Bylaws of the **John J. Driscoll United Labor Agency**, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

The Bylaws of the Corporation may be enlarged, amended, repealed or altered in all or in part by a majority of the Board of Trustees present at a meeting at which a quorum is present and where such action has been set forth as a proposal in the notice of such meetings.

These Bylaws were approved on September 8, 1978 by the Board of Trustees and amended on March 15, 1982, June 30, 1986, June 28, (1991, date name John J. Driscoll was adopted) December 5, 1996 and at the June 5, 2013 Annual Board Meeting and at the September 9, 2015 Board Meeting.