



**Substitute Senate Bill No. 1357**

**Special Act No. 05-5**

***AN ACT INCORPORATING THE CONNECTICUT SUPREME COURT HISTORICAL SOCIETY.***

Be it enacted by the Senate and House of Representatives in General Assembly convened:

Section 1. (*Effective from passage*) (a) There is created a body politic and corporate of perpetual duration to be known as The Connecticut Supreme Court Historical Society.

(b) The corporation is nonprofit and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not have or issue shares of stock or make distributions.

(c) The board of directors of the corporation shall have the power to adopt and amend bylaws on behalf of, and for the governance of the affairs of, the corporation.

(d) The corporation shall not have members. The corporation shall operate under the management of its board of directors, which shall be self-perpetuating. The initial board of directors shall be Wesley W. Horton, Charles L. Howard, Gregory T. D'Auria, Thomas J. Groark and Christopher Collier. Thereafter, directors shall be elected as provided in the bylaws of the corporation. The bylaws may provide

**Substitute Senate Bill No. 1357**

that persons occupying certain positions within or without the corporation shall be ex-officio members of the board of directors who may not vote or be counted in determining a quorum, as provided in the bylaws. As may be further provided in the bylaws, the terms of elected members of the board of directors may be staggered by dividing the members into up to three groups so that approximately an equal number of such members have terms that expire each year.

Sec. 2. (*Effective from passage*) The general purpose of the corporation is to promote and preserve the judicial and constitutional tradition of the Connecticut Supreme Court through scholarship, memorials, publication and education to foster greater awareness of the history of the Connecticut Supreme Court among supporters of the corporation and the public at large.

Sec. 3. (*Effective from passage*) The corporation shall have all lawful powers proper for the purposes set forth in sections 1 and 2 of this act and may engage in any lawful act and activity consistent with sections 1 and 2 of this act for which corporations may be formed under the Revised Nonstock Corporation Act, or any successor act, including, but not limited to: (1) All powers conferred upon nonstock or nonprofit corporations or organizations by the general statutes; (2) to sue and be sued, complain and defend in its corporate name; (3) to purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located, including the power to take property of any description or any interest therein by gift, devise or bequest; (4) to sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property; (5) to purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity; (6) to make contracts and guarantees, incur liabilities, borrow money, issue

**Substitute Senate Bill No. 1357**

its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or income; (7) to invest and reinvest its funds; (8) to conduct its activities, locate offices and exercise the powers granted by this act within or without this state; (9) to appoint officers, employees and agents of the corporation, define their duties and fix their compensation; (10) to make donations not inconsistent with law for the public welfare or for charitable, scientific or educational purposes and for other purposes that further the corporate interest; (11) to make payments or donations, or do any other act, not inconsistent with law, that furthers the activities and affairs of the corporation; and (12) to do all acts and things necessary or convenient to carry out the purposes of this act.

Sec. 4. (*Effective from passage*) Notwithstanding any other provision of this act, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Sec. 5. (*Effective from passage*) Neither the net earnings of the corporation nor any part thereof may be distributed to or inure to the benefit of any private individual or a director or officer of the corporation. However, nothing herein shall restrict the right of the corporation to reasonably compensate any officer or director for services rendered to the corporation or to reimburse any officer or director for expenses, disbursements or liabilities properly made or incurred, on account of that officer's or director's service to the corporation.

Sec. 6. (*Effective from passage*) No substantial part of the activities of the corporation may consist of carrying on propaganda or attempting to influence legislation. The corporation may not participate in or

**Substitute Senate Bill No. 1357**

intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Sec. 7. (*Effective from passage*) Upon dissolution of the corporation, the board of directors shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the corporation, to one or more organizations organized exclusively for charitable, educational, religious or scientific purposes which shall be then exempt from federal taxation as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, in such proportions and amounts and in such manner as the board of directors shall determine. No part of the corporation's assets shall ever be distributed to its directors or officers, or inure to the benefit of any private individual.

Sec. 8. (*Effective from passage*) The personal liability of a director of the corporation to the corporation for monetary damages for breach of duty as a director of the corporation shall be limited to the fullest extent permitted by the general statutes or any other applicable laws presently or hereafter in effect, without having to recite such limitation in this act or any amendment thereof.

Sec. 9. (*Effective from passage*) The corporation shall provide to its directors and officers the full amount of indemnification that the corporation is permitted to provide to such directors and officers, including, but not limited to, the advancement of expenses, pursuant to the general statutes or any other applicable laws presently or hereafter in effect.

Sec. 10. (*Effective from passage*) The corporation and the Judicial Branch, or any subdivision thereof, may enter into a written agreement for use by the corporation of the facilities and resources of the Judicial Branch including, but not limited to, office space, storage space, office

**Substitute Senate Bill No. 1357**

furniture and equipment, utilities, photocopying services, computer systems and archives and other historical materials and information, provided that the Judicial Branch shall have no liability for the obligations, acts or omissions of the corporation, and the corporation need reimburse the Judicial Branch only for expenses the Judicial Branch incurs as a result of the operations of the corporation that the Judicial Branch would not have otherwise incurred.

Sec. 11. (*Effective from passage*) The corporation and the State Librarian, with the approval of the State Library Board, may enter into a written agreement for use by the corporation of the facilities and resources of the State Library including, but not limited to, office space, storage space, office furniture and equipment, utilities, photocopying services, computer systems and archives and other historical materials and information, provided that the State Library shall have no liability for the obligations, acts or omissions of the corporation, and the corporation need reimburse the State Library only for expenses the State Library incurs as a result of the operations of the corporation that the State Library would not have otherwise incurred.

Sec. 12. (*Effective from passage*) "Internal Revenue Code" means the Internal Revenue Code of 1986, or any subsequent corresponding internal revenue code of the United States, as from time to time amended. References in this act to a section of the Internal Revenue Code shall be construed to refer to both such section and to the regulations promulgated thereunder, or any successor section, as it now exists or may hereafter be amended.

Sec. 13. (*Effective from passage*) The corporation's registered office and registered agent shall be as provided in the bylaws of the corporation.

Sec. 14. (*Effective from passage*) A copy of this act shall be filed with the Secretary of the State, in accordance with the requirements of

***Substitute Senate Bill No. 1357***

section 33-1201 of the general statutes, within one hundred twenty days of the first meeting of the board of directors.

Approved June 7, 2005