



General Assembly

Substitute Bill No. 1357

January Session, 2005

* SB01357ED 051705 *

AN ACT INCORPORATING THE CONNECTICUT SUPREME COURT HISTORICAL SOCIETY.

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

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

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

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

12 (d) The corporation shall not have members. The corporation shall
13 operate under the management of its board of directors, which shall be
14 self-perpetuating. The initial board of directors shall be Wesley W.
15 Horton, Charles L. Howard, Gregory T. D'Auria, Thomas J. Groark
16 and Christopher Collier. Thereafter, directors shall be elected as
17 provided in the bylaws of the corporation. The bylaws may provide
18 that persons occupying certain positions within or without the

19 corporation shall be ex-officio members of the board of directors who
20 may not vote or be counted in determining a quorum, as provided in
21 the bylaws. As may be further provided in the bylaws, the terms of
22 elected members of the board of directors may be staggered by
23 dividing the members into up to three groups so that approximately
24 an equal number of such members have terms that expire each year.

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

31 Sec. 3. (*Effective from passage*) The corporation shall have all lawful
32 powers proper for the purposes set forth in sections 1 and 2 of this act
33 and may engage in any lawful act and activity consistent with sections
34 1 and 2 of this act for which corporations may be formed under the
35 Revised Nonstock Corporation Act, or any successor act, including,
36 but not limited to: (1) All powers conferred upon nonstock or
37 nonprofit corporations or organizations by the general statutes; (2) to
38 sue and be sued, complain and defend in its corporate name; (3) to
39 purchase, receive, lease or otherwise acquire, and own, hold, improve,
40 use and otherwise deal with, real or personal property, or any legal or
41 equitable interest in property, wherever located, including the power
42 to take property of any description or any interest therein by gift,
43 devise or bequest; (4) to sell, convey, mortgage, pledge, lease, exchange
44 and otherwise dispose of all or any part of its property; (5) to purchase,
45 receive, subscribe for or otherwise acquire, own, hold, vote, use, sell,
46 mortgage, lend, pledge or otherwise dispose of, and deal in and with
47 shares or other interests in, or obligations of, any other entity; (6) to
48 make contracts and guarantees, incur liabilities, borrow money, issue
49 its notes, bonds and other obligations, and secure any of its obligations
50 by mortgage or pledge of any of its property, franchises or income; (7)
51 to invest and reinvest its funds; (8) to conduct its activities, locate
52 offices and exercise the powers granted by this act within or without

53 this state; (9) to appoint officers, employees and agents of the
54 corporation, define their duties and fix their compensation; (10) to
55 make donations not inconsistent with law for the public welfare or for
56 charitable, scientific or educational purposes and for other purposes
57 that further the corporate interest; (11) to make payments or donations,
58 or do any other act, not inconsistent with law, that furthers the
59 activities and affairs of the corporation; and (12) to do all acts and
60 things necessary or convenient to carry out the purposes of this act.

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

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

77 Sec. 6. (*Effective from passage*) No substantial part of the activities of
78 the corporation may consist of carrying on propaganda or attempting
79 to influence legislation. The corporation may not participate in or
80 intervene in (including the publication or distribution of statements)
81 any political campaign on behalf of or in opposition to any candidate
82 for public office.

83 Sec. 7. (*Effective from passage*) Upon dissolution of the corporation,
84 the board of directors shall dispose of and distribute the assets

85 remaining, after payment of all liabilities, exclusively for the purposes
86 of the corporation, to one or more organizations organized exclusively
87 for charitable, educational, religious or scientific purposes which shall
88 be then exempt from federal taxation as an organization or
89 organizations described in Section 501(c)(3) of the Internal Revenue
90 Code, in such proportions and amounts and in such manner as the
91 board of directors shall determine. No part of the corporation's assets
92 shall ever be distributed to its directors or officers, or inure to the
93 benefit of any private individual.

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

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

106 Sec. 10. (*Effective from passage*) The corporation and the Judicial
107 Branch, or any subdivision thereof, may enter into a written agreement
108 for use by the corporation of the facilities and resources of the Judicial
109 Branch including, but not limited to, office space, storage space, office
110 furniture and equipment, utilities, photocopying services, computer
111 systems and archives and other historical materials and information,
112 provided that the Judicial Branch shall have no liability for the
113 obligations, acts or omissions of the corporation, and the corporation
114 need reimburse the Judicial Branch only for expenses the Judicial
115 Branch incurs as a result of the operations of the corporation that the
116 Judicial Branch would not have otherwise incurred.

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

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

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

138 Sec. 14. (*Effective from passage*) A copy of this act shall be filed with
 139 the Secretary of the State, in accordance with the requirements of
 140 section 33-1201 of the general statutes, within one hundred twenty
 141 days of the first meeting of the board of directors.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>from passage</i>	New section
Sec. 2	<i>from passage</i>	New section
Sec. 3	<i>from passage</i>	New section
Sec. 4	<i>from passage</i>	New section
Sec. 5	<i>from passage</i>	New section

Sec. 6	<i>from passage</i>	New section
Sec. 7	<i>from passage</i>	New section
Sec. 8	<i>from passage</i>	New section
Sec. 9	<i>from passage</i>	New section
Sec. 10	<i>from passage</i>	New section
Sec. 11	<i>from passage</i>	New section
Sec. 12	<i>from passage</i>	New section
Sec. 13	<i>from passage</i>	New section
Sec. 14	<i>from passage</i>	New section

JUD *Joint Favorable Subst.*

ED *Joint Favorable*