

BYLAWS  
of The Vermont Council on the Arts, Inc.  
Revised and Approved June 4, 2009

**Article One**

**Name, Purpose, Location, Fiscal Year of Corporation**

1.1 Name. The name of the corporation is The Vermont Council on the Arts, Inc., hereinafter referred to as the "Corporation".

1.2 Mission. The purpose of the Corporation is to advance and preserve the arts at the center of Vermont communities.

1.3 Location of Office. The Corporation's offices are located at 136 State Street, Montpelier, Vermont, or in such location as the Board of Trustees may from time to time designate.

1.4 Seal. The Board of Trustees may adopt a corporate seal for the Corporation.

1.5 Powers. The powers of the Corporation, the Board of Trustees, the members, and all matters concerning the conduct and regulation of the business of the Corporation, are subject to the relevant provisions of the Articles of Association, and of the Vermont Nonprofit Corporation Act.

1.6 Fiscal Year. The fiscal year of the Corporation will be from July 1st through June 30th of each year.

**Article Two**

**Membership in the Corporation**

2.1 Definition of Membership. A member of the Corporation is defined as a person, family, or corporation who fulfills the membership requirements which the Board of Trustees may from time to time establish, and who pay annual membership dues.

2.2 Qualifications for Membership. Membership in the Corporation is open to all persons, families, or corporations interested in the goals of the Corporation.

2.3 Rights of Membership.

2.3.1 Voting Rights. All currently registered/validated members will have voting rights and each member is entitled to one (1) vote on each matter submitted to the membership for vote.

2.3.2 Single Vote. Each member has one (1) vote. A family or corporate member is entitled to one vote.

2.3.3 Meeting Attendance. Each currently registered/validated member has the right to attend, participate in, and vote in any meeting of the membership of the Corporation.

2.3.4 Right to Hold Office. All currently registered/validated members in the Corporation may run for Trustee of the Corporation.

## 2.4 Annual Dues

2.4.1 Various Categories. The Board of Trustees may establish various levels of annual dues for various categories of membership.

2.4.2 Date Payable. All renewal dues are payable to the Corporation on or before the expiration of date of membership to remain a member in good standing.

2.4.3 Delinquency. Should a member become delinquent, that member may not vote at any meeting of the membership and that member may be dropped from the Corporation's membership list.

## **Article Three**

### **Board of Trustees**

#### 3.1 Responsibility.

3.1.1 Limits of Power. The Board of Trustees of the Corporation is empowered to exercise full power in the management and business of the Corporation, limited only by such Federal and State statutes as may apply. In the performance of their duties, Trustees are expected to reflect the perspective of the Corporation in its entirety.

3.1.2 Membership. Trustees, whether elected or appointed shall become and/or remain members in good standing during their term on the Board.

3.1.3 Executive Director. In order to carry out the responsibilities of the Corporation, the Board of Trustees shall select and supervise an Executive Director. The Corporation shall employ such additional persons as may be required. These persons shall be hired by and shall report to the Executive Director.

#### 3.2 Governance.

3.2.1 Constitution of the Membership of the Board of Trustees. The Board of Trustees shall consist of twenty (20) members, eighteen (18) of whom shall be elected by the Membership of the Corporation at the Annual Meeting of the Corporation. Of the remaining two (2) one is the Governor as ex officio and one (1) member shall be appointed by the Governor and shall serve at the Governor's pleasure.

3.2.2 Eligibility. Any person who is a resident of the State of Vermont when standing for election for his or her first term and who is a current member of the Corporation may stand for election as a Trustee or may be appointed by the Board of Trustees to fill a vacant seat.

3.2.3 Ex Officio Representatives.

3.2.3.1 The Governor. The Governor of the State of Vermont shall sit as a voting ex officio member of the Board of Trustees for the period of his/her term in office.

3.2.3.2 Governor's Representative. The Governor of the State of Vermont may appoint one (1) representative who shall sit as a voting member of the Board of Trustees. The Governor's representative shall serve at the Governor's pleasure.

### 3.2.4 Trustee Term of Office.

3.2.4.1 Length of Term. Each elected Trustee serves a term of office of three (3) years or until his/her successor is elected and qualified.

3.2.4.2 Renewal. Each Trustee may stand for reelection for one (1) additional term of three (3) years. A Trustee is ineligible to stand for reelection for at least one (1) full year upon completion of two (2) full terms (or six years) as a Trustee. A Trustee who has been appointed to an unexpired term may subsequently be elected for two (2) full terms.

3.2.4.3 Staggered Elections. Terms of Trustees shall be set so that generally one third (1/3) of the terms will expire each year.

3.2.4.4 Vacancies. The Board of Trustees, with just cause, may require the resignation of a Trustee. Just cause may include: breach of confidentiality, poor attendance or other actions detrimental to the purposes or operation of the Corporation. The Board of Trustees shall make appointments to complete any unexpired terms.

### 3.3 Trustee Selection Process

3.3.1 Nominations from the Trustees. A Nominating Committee designated by the Board of Trustees recommends a slate of nominees equal to the number of Board vacancies open to election at each Annual Meeting. This recommendation shall be completed and presented to the Board of Trustees for approval not less than forty-five (45) days before the Corporation's Annual Meeting.

3.3.2 Nominations from the Membership. Any member in good standing of the Corporation may nominate another member in good standing or himself/herself by submitting that nomination in writing to the Secretary/Treasurer of the Corporation not less than sixty (60) days before the Annual Meeting. Each individual nomination must be signed by thirty (30) current members of the Corporation. Nominations of more than one candidate utilizing the same nomination petition is prohibited.

3.3.3 Warning. Not more than forty-five (45) days and not less than twenty-one (21) days before the Annual Meeting the Secretary/Treasurer shall send to all members in good standing a notice of the Annual Meeting, together with a ballot containing the names, addresses, biographies, and personal statements of all candidates nominated by the Trustees.

3.3.4 Election. Members in good standing may vote for Trustees by ballot in person at the Annual Meeting or by mail or electronic ballot prior to the Annual Meeting. The mail ballots must be returned to the Secretary/Treasurer in an envelope such that such mail ballots are received by the date of the Annual Meeting. The signature and address of the member voting must be placed on the envelope containing the ballot. All electronic ballots shall be attached to a message that contains the member's name and address and shall be printed upon receipt and retained by the Secretary/Treasurer until after the Annual Meeting. Mail or electronic ballots received by the Secretary/Treasurer after 4:30p.m. on the day before the Annual Meeting will not be valid. Only members in good standing (as defined in Article Two) may vote for the election of Trustees. No voting by proxy will be permitted.

## **Article Four**

### **Meetings of the Corporation**

#### 4.1 Annual Meeting

4.1.1 Annual Meeting of the Membership. The Corporation shall hold an Annual Meeting of members for the election of Trustees and the transaction of such other business as may come before the meeting. Said Annual Meeting shall be held each fiscal year, at a time and place within the State of Vermont, fixed by the Board of Trustees and set forth in the Notice of Meeting.

4.1.1.1 Ballot Clerk. The Chair hereinafter defined shall appoint a Ballot Clerk to oversee the counting of ballots at the Annual Meeting. The Chair may appoint assistant clerks if necessary.

4.1.2 Annual Meeting of the Board of Trustees. The Board of Trustees shall hold an Annual Meeting as soon as convenient after the Annual Meeting of the Corporation.

4.2 Meetings of the Board of Trustees. Regular or special meetings of the Board of Trustees shall be held at such times and places as the Board may determine. Meetings may be held at any place within or without the State of Vermont designated in the notice of meeting. The Chair shall call such meeting at his/her own discretion or upon the written request of any four (4) Trustees stating the purpose for such meeting. A meeting of the Board of Trustees may be held by telephone or other electronic device, provided that all members present can hear and speak to each other.

4.3 Special Meetings. Special meetings of the members of the Corporation may be called upon the request of the Chair or upon request of one-third of the members of the Board of Trustees then serving in office. Special meetings may also be called upon the request in writing by members having one-tenth of the membership.

4.4 Notice of Meeting. Notice of special meetings of the membership, shall be mailed or delivered to each member not less than ten (10) and not more than fifty (50) days prior to the meeting. The notice of any special meeting will include the general purposes for the meeting.

4.5 Quorum.

4.5.1 Meetings of the Membership. At any regular or properly noticed special meeting of the members, those present shall constitute a quorum; and any action voted by the membership at a meeting may be taken by a majority of those so present. No proxy voting will be allowed.

4.5.2 Meetings of the Board of Trustees. A majority of Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Unless specified elsewhere in these bylaws or in the laws of the State of Vermont, a majority vote of Trustees at a meeting where a quorum is present shall constitute an act of the Board.

4.6 Open Meetings. All meetings of the Board of Trustees will be open to the members of the organization. Trustees may go into executive session to discuss personnel matters, matters under litigation, contractual matters, or other matters as to which there are compelling reasons to protect confidentiality.

4.7 Record of Meetings. The Corporation shall create complete and accurate minutes of the actions and discussions at all meetings of the Corporation, Board of Trustees, and Standing Committees. Excepting only discussions of personnel matters, matters under litigation, contractual matters, or other matters as to which there are compelling reasons to protect confidentiality, all such minutes shall be available at reasonable times and on reasonable conditions to any member of the Corporation upon request.

## **Article Five**

### **Officers**

#### 5.1 Description of Duties

5.1.1 Chair. The Chair shall preside over all meetings of the Corporation, including the meetings of the Executive Committee, represent the Corporation to the public, identify and speak out on issues of concern to the Corporation. The Chair shall appoint the Chairs of all committees.

5.1.2 Vice Chairs. A Vice Chair designated by the Board of Trustees, or by the Executive Committee if the full Board of Trustees has not made such a designation, shall fulfill the duties of Chair in his/her absence.

5.1.3 Secretary/Treasurer. The Secretary/Treasurer shall cause records of all meetings of the Corporation to be kept and shall verify the accuracy of those records. He or she shall be responsible for working with the Executive Director to assure that adequate financial reports are made to the Trustees and that the financial information necessary or desirable for Trustees' planning and decisions is provided by the Corporation.

5.2 Selection and Term of Service. The Board of Trustees shall, resolution, establish a process to nominate and elect officers of the Corporation. All officers shall hold office for one (1) year or until their successors are elected and qualified. The Chair may not serve more than two (2) successive terms in that office. All other officers may serve no more than three (3) consecutive terms. Each immediate past Chair shall be eligible for an appointment for an additional one (1) year term as a Trustee of the Corporation following the year served as Chair.

### 5.3 Officer Vacancies.

5.3.1 General. If any office becomes vacant during an officer's term, the Board of Trustees shall elect a successor. In the case of the Chair, the Board shall choose one (1) of the two (2) Vice Chairs to succeed. In all cases, officers must be elected from current members of the Board of Trustees and, in the case of the Chair, that election must take place within thirty (30) days of the vacancy.

5.3.2 Resignation. An officer may resign by delivering a letter to the Corporation's office addressed to the senior-most officer of the Corporation. Such resignation shall become effective upon receipt unless otherwise stipulated in the text of the resignation.

5.3.3 Removal. An officer may be removed by a majority vote of the Board of Trustees for just cause after notice for such action has been issued and opportunity for fair hearing is given the officer in question.

## **Article Six Committees**

6.1 Establishment. The Board of Trustees may by resolution at any meeting of the Board designate standing and/or ad hoc committees of the Board. At the same time an ad hoc committee is established, the Board shall designate its purpose and term of service.

6.2 Executive Committee. The Executive Committee shall be a permanent standing committee of the Board. The Executive Committee shall be comprised of four (4) Officers and one (1) at-large Trustee elected by the Board of Trustees. The Executive Committee shall be chaired by the Chair of the Board of Trustees. The Executive Committee shall: 1) be empowered to act, with the authority of the Board of Trustees, upon all matters designated by the Board; 2) oversee all operational functions of the Corporation between the regularly scheduled meetings of the full Board of Trustees; 3) annually review the functions (job descriptions) and performance of the Executive Director; 4) supervise the annual budget process; and 5) ensure an annual self-evaluation of the Board is undertaken. Complete minutes of the Executive Committee's meetings shall be provided for the full Board of Trustees prior to the next meeting of the full Board.

6.3 Standing Committees. The Board of Trustees shall create Standing Committees as it deems appropriate to conduct the business of the Corporation. The Chair shall appoint the chair and members of each committee. In addition, the Chair -with consent of the Board- may also appoint former Trustees, current members of the Corporation and other constituents as members to the Standing Committees. At any meeting of a Standing Committee a majority of the committee members serving on the committee shall constitute a quorum.

6.4 Ad Hoc Committees. The Board of Trustees may create ad hoc committees to advise the Board or the Executive Director. The Board shall designate the purpose of the committee and its term of service, and the Chair of the Board shall appoint the committee chair and members, who need not be Trustees or members of the Corporation. Ad Hoc committees are advisory only and may not exercise the powers of the Corporation.

## **Article Seven**

### **Miscellaneous Corporate Matters**

7.1 Indemnification. Every person who is or shall be or shall have been a Trustee, Officer, or employee of the Corporation and his/her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a Trustee, Officer or employee of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful misconduct in the performance of his/her duty as Trustee, Officer or employee. Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amount paid in settlement.

7.2 Books and Records. The Corporation shall keep current and complete books and records of account, and minutes of the proceedings of its Membership, Board of Trustees, and Committees. It shall keep an accurate and current list of the names and addresses of the Membership, Officers, and Trustees at the principal office of the Corporation. All such records and books of the Corporation may be inspected by any member upon reasonable notice to the Secretary/Treasurer.

7.3 Execution of Papers. All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made or endorsed by the Corporation shall be signed by the Chair and/or the Secretary/Treasurer except as the Board of Trustees may otherwise delegate to appropriate staff.

7.4 Distribution of Assets. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying (or making provision for payment of) all liabilities of the Corporation, dispose of all of the assets of the Corporation as provided in the Article of Association and applicable law.

7.5 Procedure. Robert's Rules of Order shall govern all meetings of the Corporation. The Board of Trustees shall adopt the version of Robert's Rules of Order to be so used.

7.6 Amendments. These Bylaws may be altered, amended, or repealed in whole or in part by the members of the Corporation, in each case by a majority vote at any meeting at which a quorum is present. Proper notice of the proposed change(s) must be given to each member not less than ten (10) and not more than fifty (50) days prior to the meeting at which the matter is to be considered and voted upon. For the purposes of amendment, a quorum shall consist of members holding 5% of the votes entitled to be cast represented in person or by mail or electronic ballot. No proxy voting is permitted.

**REVISED: June 4, 2009**