

Revised Bylaws
of the
VERMONT ACADEMY OF ARTS AND SCIENCES, INC.
October 1998

ARTICLE I: Name

The name of the corporation shall be the VERMONT ACADEMY OF ARTS AND SCIENCES, INC.

ARTICLE II: Purpose

1. The Purpose of the Academy shall be to foster wider and more intensive participation in the arts, humanities and basic and applied sciences, primarily within the State of Vermont, to make the values of these fields more accessible to the people of the State, to stimulate achievement, and to promote excellence of education in these areas.
2. To further its purpose the Academy may: 1) conduct and sponsor such events as seminars, conferences, lectures, exhibits, concerts, performances, and courses of instruction; 2) seek the cooperation of and encourage joint efforts with existing educational institutions, professional and learned societies, associations, museums, hospitals, clubs and other organizations with interest in the arts, humanities, or basic and applied sciences; 3) organize branches at various localities of the State; 4) receive, hold, lend and dispose of books, manuscripts, papers, scientific instruments, works of art, musical instruments, and other properties concerned with the arts, humanities or basic and applied sciences; 5) disseminate information and encourage public interest in these fields through such media as newspapers, magazines, radio, television and the worldwide web; 6) publish proceedings, occasional papers, monographs, books, and pamphlets; and 7) undertake such other activities in keeping with its purpose.

ARTICLE III: Membership

1. Any person wishing to support the purpose of the Academy as presented in Article II, item 1 and who tenders the necessary dues shall be admitted to membership.
2. Annual dues shall be required of members. The classes of membership shall be as follows: Institutional, sustaining, family, individual, and student. The Board of Trustees shall define the membership classification and fix the dues required for each membership class. The membership year shall be the calendar year.

3. Fellows of the Academy may be elected by the Board of Trustees, on nomination by the Awards Committee, in recognition of outstanding contribution as Vermonters in arts, humanities, basic and applied science, teaching. A Fellow shall not be required to be a member.

ARTICLE IV: Meetings

1. There shall be an annual meeting of the members which shall be held in Vermont at a time and place to be fixed by the president or the Board of Trustees.
2. Special meetings of members to transact the business of the Academy may be called by the president, or the Board of Trustees, by written notice to members sent by ordinary mail at least fifteen days prior to the time of such meeting.
3. At any meeting of members, a quorum shall consist of the members present.

ARTICLE V: Trustees

1. The Board of Trustees shall consist of at least fifteen and not more than twenty-five trustees, elected by the members for a term of three years. Trustees shall be elected by a majority vote at the annual meeting of members of the Academy. Trustees shall be dues-paying members in good standing.
2. The Board of Trustees shall act as a nominating committee for new trustees at the annual meeting. Additional nominations for trustees may be made from the floor at the annual meeting.
3. In the event of the resignation, disability, or disqualification of any trustee, such vacancy may be filled by appointment by the president and Board of Trustees for the unexpired term for which such trustee was elected.
4. All trustees shall serve for the terms for which they were elected or appointed, or until their successor shall have been elected and installed.
5. The Board of Trustees shall be organized and commence its duties at the close of the annual meeting of members or as soon thereafter as may be arranged. Such organizational meeting shall be at the call of the president.
6. The Board of Trustees shall meet at least two times each year, as may be fixed by the President. Other meetings may be called by the President by giving notice thereof at least five days prior to the time of the meetings; or the Board of Trustees in a meeting may set and call other meetings, in which event no notice shall be required except to those who were absent. Trustees are expected to attend all meetings except for good cause.

7. At any meeting of the Board of Trustees a quorum shall consist of a majority of the number of Trustees in office immediately before the meeting begins.
8. The Board of Trustees shall have authority to manage and conduct all affairs of the Academy between meetings of members. It shall fix matters of policy which, for any reason, cannot be acted upon at a meeting of members of the Academy, and perform such other functions as are specified by these Bylaws or delegated to it by the members. The Board of Trustees shall have authority to delegate to committees, officers, or agents such of its duties as may seem appropriate, subject to ratification or modification by the members when deemed proper.
9. The Board of Trustees shall appoint an Executive Director with responsibilities as described in Article VI, item 6.

ARTICLE VI: Officers

1. Immediately following the annual meeting of the Academy the Board of Trustees shall meet to elect from among themselves the following officers for a term of one year: President, Vice President, Secretary, and Treasurer. Such officers, when so elected, shall serve until their successors are elected and installed.
2. The PRESIDENT, as the principal corporate officer, shall exercise executive supervision of the activities and affairs of the Academy, within the scope provided by these Bylaws and as may be delegated by the Board of Trustees. The President shall preside at meetings of members of the Academy and of the Board of Trustees and shall represent the Academy as occasion may require. The President shall report annually to the members of the Academy as to its activities and make such recommendations as are deemed appropriate.
3. The VICE PRESIDENT shall assume the duties of the President during the President's absence or disability, or in the event of the President's resignation or disqualification.
4. The SECRETARY shall keep minutes of the meetings of members and of the Board of Trustees, and maintain whatever lists, correspondence, and other records necessary to perform the duties as may be required by the Board of Trustees. The same individual cannot serve simultaneously as Secretary and President.
5. The TREASURER shall be the custodian of the funds, investments, and fiscal assets of the Academy and shall manage its fiscal affairs. The Treasurer shall see to the keeping of adequate and current records of the funds, financial assets and fiscal transactions of the Academy. The Treasurer shall ensure that all operating funds received are deposited in a bank, which is approved by the Board of Trustees, in the name of the Vermont Academy of Arts and Sciences, Inc.. All funds withdrawn or

paid from such accounts shall be under the direction of the President, or Executive Director, or Treasurer. The Treasurer shall make such investments of funds of the Academy as may be authorized by the Board of Trustees, endorsed in the name of the Academy, and take such other action as may be required for the transfer or sale of any bonds, corporate stocks, and other securities, which may have been received or acquired by or for the Academy, in accordance with the direction of the Board of Trustees. Surety or insurance shall be arranged by the Board of Trustees whenever in its judgment funds, investments, papers, records, books or other objects belonging to or in the custody of the Academy so require. The Treasurer shall prepare semi-annual financial statements and shall, when directed by the Board, arrange for an independent audit at the end of the fiscal year. The fiscal year shall be the calendar year.

6. The EXECUTIVE DIRECTOR, who is appointed by the President with the approval of the Board and who regularly attends board meetings, shall provide or arrange for administrative services and maintenance of all official records of the Academy, and such other services as may be assigned. The Principal Office of the Academy shall reside with the Executive Director unless designated otherwise by the President. All accountable Academy expenses of the Executive Director shall be reimbursed. The Executive Director may be paid a salary or other compensation at the discretion of the Board of Trustees. The Executive Director need not be a Trustee. The Executive Director shall serve as the Registered Agent of the Academy unless the President designates otherwise.

ARTICLE VII: Committees

The Academy shall have committees. The committees shall be responsible for the collective development of recommendations for programs and policies. The recommendations and their associated budgets will be submitted in writing for distribution to the Board of Trustees for review and approval.

1. The standing committees shall be:

AWARDS: This committee will nominate individuals to be honored by the Board of Trustees as Fellows of the Academy for their distinguished careers in the arts or sciences whether basic or applied, their contributions to the arts or sciences in Vermont, or for the credit they have brought Vermont through their achievements.

MEMBERSHIP: This committee will develop and implement procedures for increasing the quality and quantity of membership of the Academy in each of the following categories: Individual, collegiate institutions, associations, cultural and professional organizations.

PUBLICATION: This committee will select and produce materials to be published by the Academy which reflect and promote the Academy's activities and contribute to the communication of its purpose.

WAYS AND MEANS: This committee will develop and implement procedures for raising funds and sustaining financial support on behalf of the budgetary aims and activities of the Academy, including campaigns, events, grants, and endowments.

2. Other committees may be established by the president as may be directed by the members at an annual meeting or by the Board of Trustees.
3. The president shall appoint the members of the standing and ad hoc committees, each to include a minimum of two Trustees, subject to the approval of the Board of Trustees.

ARTICLE VIII: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the proceedings in meetings of members of the Academy except where such proceedings are governed by the corporate Charter or by these Bylaws. A Parliamentarian may be appointed by the President.

ARTICLE IX: Amendment of Bylaws

The Bylaws may be amended at an annual or special meeting of the members of the Academy by the following procedure:

Written notice of proposed change(s) shall be sent by ordinary mail to all members of record at least 30 days prior to the meeting. Members shall be requested to send written responses regarding proposed change(s) for consideration at the meeting. At least two-thirds of the members present at the meeting shall vote affirmatively for the proposed change(s).