

## By-Laws

Vermont Crafts Council, Inc.

### **Article I: Name and Address**

The name of the corporation is Vermont Crafts Council, Inc. The principal office of the corporation is located at 104 Main Street, Montpelier, VT; the mailing address is P. O. Box 938, Montpelier, VT 05601-0938.

### **Article II: Mission**

The Vermont Crafts Council will create and enhance an appreciation among the public of the quality, beauty, and history of Vermont crafts and artwork in order to encourage and sustain the creation of original craft and art work in Vermont.

### **Article III: Membership**

#### Section 1. Membership

Membership in the corporation shall be open to the general public, including any individuals, businesses and corporations committed to supporting the purposes and activities of the corporation.

#### Section 2. Dues

The Board of Trustees may establish different levels of annual dues for different categories of members.

#### Section 3. Voting Power

Each member, regardless of category, is entitled to one vote at the annual membership meeting.

### **Article IV: Board of Trustees**

#### Section 1: Number of Trustees

The governing body of the Vermont Crafts Council shall be a Board of Trustees, which shall consist of a minimum of seven members and a maximum of fifteen members.

#### Section 2: Nominees for Board of Trustees

a. Individual members of the Corporation are eligible to serve as members of the Board of Trustees.

b. A Nominating Committee of the Board of Trustees will develop a slate of Board members and officers for presentation at the annual membership meeting.

c. In addition to the slate presented by the Nominating Committee, interest in serving as a trustee, from the floor will also be accepted

Update: Volunteers for board service made at the annual meeting will be reviewed at the next meeting of the board.

d. The Trustees shall be divided into three classes of approximately equal size to provide for the election of approximately one third of the Board of Trustees at each annual meeting.

e. Election shall be by a majority vote of the membership present at the annual meeting.

f. The new trustees and officers will assume their responsibilities immediately upon election.

### Section 3: Terms of Trustees

Members of the Board of Trustees shall serve no more than two terms of three years each for a maximum of two consecutive terms. A hiatus of one year will be required before a member may serve again.

Update 2022: If voted by a majority of trustees at a duly warned meeting, a member who has served for two consecutive terms, may serve additional terms of one year, for as many subsequent terms as the board may allow.

### Section 4: Resignation and Removal of Trustees

a. Any trustee may resign from office by giving written notice to the Board of Trustees. Such resignation shall take effect at the time specified in the notice.

b. Any Trustee may be removed from office by a 2/3 vote of the Board of Trustees.

### Section 5: Vacancies and Unexpired Terms

a. The Board of Trustees is authorized to appoint a Trustee to fill an unexpired Board term or Board vacancy, by a majority vote at any regular or special meeting of the Board.

b. A Trustee appointed to fill an unexpired term is eligible to serve two, three year terms in addition to the unexpired term, provided that the unexpired term is less than fifteen months.

### Section 6: Power and Duties of the Board

The Board of Trustees shall be empowered to:

1. Maintain the non-profit Corporation's mission.
2. Take all necessary action required for the orderly conduct of the Corporation's affairs and the management of its property, including the appointment of staff, as necessary, for day to day management of the corporation.
3. Delegate authority to committees or to individual trustees for the conduct of the purpose and business of the corporation.
4. Provide broad direction for the affairs of the non-profit corporation to ensure its development, growth and financial viability; or, if the Corporation cannot, will not, or should not continue, direct the timely dissolution of the Corporation.
5. Except as otherwise required by law, the entire control of the Corporation shall be vested in its Board of Trustees.

#### Section 7: Officers

1. The principal officers of the Corporation shall be a President, Vice President, a Treasurer, and a Secretary. The President and Secretary shall not be the same person.
2. The officers, elected by the general membership at the annual membership meeting, shall each serve for terms of one year.

#### Section 8: Duties of the Officers

1. The President shall preside at all meetings and shall have general supervisory powers and perform such other duties as the Board of Trustees may designate.
2. The Vice President shall perform such acts and assume such duties as shall be assigned to him or her from time to time by the President of the Board of Trustees. The Vice President shall preside at meetings in the absence of the President.
3. The Secretary shall be responsible for recording the minutes of all meetings and shall perform such other duties as are prescribed by the state and or federal laws and as the Board of Trustees may designate from time to time.
4. The Treasurer will oversee the management of the Vermont Crafts Council's financial operations, and will perform such other duties as may be assigned, from time to time, by the President or the Board of Trustees.

### **Article V: Meetings**

#### Section 1: Annual Meeting

The annual meeting of the Corporation shall normally be held during the month of April.

#### Section 2: Regular Meetings

The frequency and dates of regular meetings of the Board of Trustees shall be fixed by the Board of Trustees then serving.

#### Section 3: Special Meetings

A special meeting of the Board of Trustees may be called by any one of its officers.

#### Section 4 Quorum

Unless provided for differently elsewhere in these By-Laws, a majority of voting members of the Board of Trustees then serving in office shall constitute a quorum for all meetings of the Board of Trustees.

### **Article VI Committees**

There shall be established two standing committees: Executive and Nominating.

#### Section 1. Executive Committee

The Executive Committee shall consist of five members of the Board of Trustees, including the four officers and one member at large appointed by the President. The Executive Committee shall act in behalf of the entire board in emergency situations requiring immediate decisions.

#### Section 2. Nominating Committee

In advance of each annual membership meeting, the President will appoint a Nominating Committee consisting of a minimum of two board members, excluding officers. The President will designate one of these members as chairperson of the committee. The Nominating Committee will be responsible for developing a slate of proposed board members and officers, and for presenting said slate to the general membership for election at the annual meeting.

#### Section 3. Ad Hoc Committees

The Board, through the President, may appoint ad hoc committees as necessary and will give each ad hoc committee a charge outlining its responsibilities.

#### Section 4. Committee of the Whole

The entire board will serve as a Development and Fund Raising Committee, convening as such during regular meetings of the board or at special meetings called for such purposes.

#### Section 5. Committee Membership

The chair of each of the standing committees shall be a board member; however, committee membership may include both board and non board members.

### **Article VII: General Provisions**

#### Section 1. Corporate Bank Accounts

The Board of Trustees shall establish and maintain such bank accounts in such banking institutions as it deems appropriate and shall establish signatory requirements consisting of the signature of any one of three designated officers or employees.

#### Section 2. Fiscal Year

The fiscal year shall commence October 1 and end September 30.

#### Section 3. Exempt Activities

No Board member, officer, employee, or representative of the Vermont Crafts Council, will take any action or carry out any activity prohibited under section 501(c) (3) of the Internal Revenue code as it now exists or may be subsequently amended, revised or replaced.

#### Section 4. Amendment of By-Laws

1. The Board may amend, rescind, or replace any or all of these by-laws by two thirds vote of the board members present at a meeting called for such purpose, provided however, that a minimum of seven board members are present for the vote.
2. All Board members will receive a copy of the proposed change(s), with notification of the meeting, at least one week prior to the date of the meeting at which a vote will take place.

#### Section 5. Personal Liability.

No Trustee shall be held personally liable for any debts of the Corporation.

#### Section 6. Dissolution

In the event the Board of Trustees determines that the Corporation should be discontinued, the Board of Trustees shall take such action as is required to dissolve the Corporation. Upon such dissolution, all the assets and income of the Vermont Crafts

Council, Inc., with the exception of physical property and gifts which, by prior agreement, are to be returned to the donor or a designated recipient, shall be distributed by the Board of Trustees to a non-profit charitable organization whose purposes conform as closely as possible to those of the Vermont Crafts Council, Inc.

Adopted: June 1990

Revised: April 2022