



BYLAWS OF VSA VERMONT, INC.

ARTICLE I – NAME

The name of this Corporation shall be VSA Vermont, Inc.

ARTICLE II – PURPOSES

The purpose of VSA Vermont, Inc. shall be to make the world of the arts accessible to Vermonters of all abilities. To accomplish this end, VSA Vermont Inc. will present programs in arts education, cultural access, professional development and public awareness specifically designed to encourage and develop arts resources for persons with disabilities and related barriers to full community inclusion. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III – PLACE OF BUSINESS

The registered office of VSA Vermont, Inc. shall be in Winooski, Vermont or such other places as the Board of Directors may from time to time determine.

ARTICLE IV – BOARD OF DIRECTORS

Section A. Powers. The Board of Directors shall manage, control, and direct the affairs, business, and property of VSA Vermont, Inc.. The Board of Directors shall also select the Executive Director.

Section B. Number, Tenure, and Elections. The Board of Directors shall consist of at least five (5) and not more than twenty (20) members. New members may be nominated by any Board member or the Executive Director, and voted on by the Directors. Directors shall be elected at the annual meeting and normally serve for a term of three (3) years from October 1 of that year. Vacancies in the Board of Directors shall be filled by a vote of the majority of the members of the Board of Directors for the balance of the year, when re-election may occur at the Annual Meeting. Directors may serve for only two (2) consecutive terms, except in the circumstance of specialized knowledge

required to maintain the organization (e.g., fiscal oversight) an Officer may serve for more than two terms, subject to approval by a vote of the Directors.

Section C. Meetings. The Board of Directors shall hold regular meetings at least four (4) times each year. In addition, an Annual Meeting shall be held during the month of September or October, with the date determined each year by the Board. Special meetings of the Board may be called by the President, or in her/his absence the Vice President, or by one-third (1/3) of the Directors. Directors shall be notified of the date, time, place, and agenda of regular Board meetings at least seven (7) days prior to the date of the meeting. Setting meeting dates for the entire year facilitates scheduling and participation. Meetings of the Board normally shall be conducted according to Robert's Rules of Order. All meetings shall be held in accessible facilities and accommodations shall be provided upon request.

Section D. Voting. Voting is by majority, unless otherwise specified in the Bylaws. Voting may occur electronically (e.g., email, Survey Monkey, teleconference call).

Section E. Quorum. A quorum of the Board of Directors shall consist of the Directors present.

Section F. Expectations. Directors shall attend and participate in all meetings (i.e., regular, annual special, committees), either in person or if available by other means (e.g., conference call, web meeting). The Executive Committee may approve variations for meeting attendance due to exceptional circumstances. Directors shall take measures to learn about VSA Vermont, Inc., its programs, staff, and events, and participate in events and activities, as able. Directors shall make a yearly monetary donation of an amount to be determined by each Director.

Section G. Resignation and Removal. A Director may resign from the Board at any time by giving written notice. A Director may be removed by a vote of two-thirds (2/3) of the Directors present at a regular meeting, provided that all Directors are given 14 days notice that such removal will be considered at that meeting. A Director normally shall be automatically removed if he or she misses more than two (2) regular Board meetings in a calendar year. Failure to

attend one-fourth (1/4) of committee meetings normally also will be cause for automatic removal. A Board member who has been removed may petition for reinstatement. When a member leaves the Board prior to the expiration of his/her term, the President of the Board may appoint a new Director or call an election for a new Director to serve the remainder of that term.

Section H. Nominating Committee. Prior to the Annual Meeting, a nominating committee shall propose to the full Board candidates for the seats of Directors whose terms have expired, as well as Officers. The Executive Committee may be the Nominating Committee.

ARTICLE V. OFFICERS OF THE BOARD

Section A. Officers. At the Annual Meeting, the Board of Directors shall elect officers to serve in the following offices:

President
Vice President
Secretary
Treasurer

Following their election, officers shall continue to enjoy full privileges as Directors. A nominating committee shall propose candidates for these offices. (Article IV, Section H).

Section B. Terms. Each officer of the organization shall serve a two-year term or until a successor is elected.

Section C. President. The President of the Board shall serve as Chairperson of the Board. The duties shall be:

- to convene and preside over meetings,
- to develop an agenda with Executive Director,
- to preside over the Executive Committee,
- to make committee assignments and to select chairs for the committees, or to facilitate a process to accomplish this, with the Executive Director,
- to regularly meet with the Executive Director,
- to oversee searches for Executive Director,
- to oversee Succession Plan with Executive Committee, as needed.

Section D. Vice President. The Vice President of the Board shall serve as vice-chairperson of the Board. The duties shall be:

- to preside in the absence of the President,

- to serve on the Executive Committee,
- to assist the President in forming agendas, committees, and other Board business,
- to regularly check in with committees regarding plans, activities, and accomplishments.

Section E. Secretary. The duties shall be:

- to record and distribute the minutes in a timely manner, at least within two weeks of the meeting,
- to record and distribute Board materials, such as To Do Lists, Board member information, etc.
- to ensure notice of meetings are sent out in a timely manner,
- to serve on the Executive Committee.

Section F. Treasurer. The duties shall be:

- to oversee the management of the funds of the organization,
- to oversee preparation and presentation of periodic financial reports,
- to regularly meet with the Executive Director,
- to serve on the Executive Committee.

ARTICLE VI. COMMITTEES OF THE BOARD

Section A. The only standing committee shall be the Executive Committee. Other committees shall be established every two years to meet the needs of the organization and accomplish designated goals. Generally, the duties of the committees shall be:

- to participate, implement, and evaluate strategic plans for VSA Vermont, Inc.,
- to review, evaluate, and assist in the development of current and future programs sponsored by VSA Vermont, Inc.,
- to develop and oversee fundraising projects and events,
- to oversee the use and management of funds,
- to update and participate in systems for Board Directors and Staff reviews, including recruitment and nomination of new Board Directors,
- to assist in the development, review, and implementation of organizational requirements, reports, personnel issues, etc.,

- to develop and implement strategies for public awareness of and participation in VSA Vermont, Inc.

Section B. Chairpersons and Memberships. All Board Directors shall participate in Board Committees, as designated by the Board President. Committee memberships are open to persons not on the Board of Directors, that is, the general public, for all except the Executive Committee. Non-Board committee members may not serve as Chairpersons.

Section C. Executive Committee. The Executive Committee shall consist of the officers of the organization. The duties shall be to exercise the powers of the Board during intervals between regularly scheduled meetings. The Executive Committee, under the President's leadership, shall implement the Succession Plan for the Executive Director, as necessary.

ARTICLE VII. FINANCIAL AFFAIRS

Section A. Fiscal Year. The fiscal year shall be from October 1 to September 30.

Section B. Management of Funds. The funds of VSA Vermont, Inc. shall be kept in dedicated accounts. The Executive Director, President of the Board, and Treasurer have authority with respect to these accounts.

ARTICLE VII. NON-DISCRIMINATION

VSA Vermont, Inc. shall operate without discrimination with respect to race, national origin, religion, age, color, sex, gender or disability in relation to the services provided by VSA Vermont, Inc. and in relation to the recruitment, hiring, retention or serving on the VSA Vermont, Inc. Board of Directors or committees.

ARTICLE VIII. CONFLICT OF INTEREST

The Staff and Board of Directors will avoid any activity or outside interest which conflicts with the best interest of VSA Vermont, Inc..

ARTICLE IX. WHISTLEBLOWERS

It is the responsibility of all directors, officers, and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy. No director, officer, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Article is intended to encourage and enable employees and others to raise serious concerns within VSA Vermont, Inc. prior to seeking resolution outside VSA Vermont, Inc..

ARTICLE X. AMENDMENTS TO THE BYLAWS

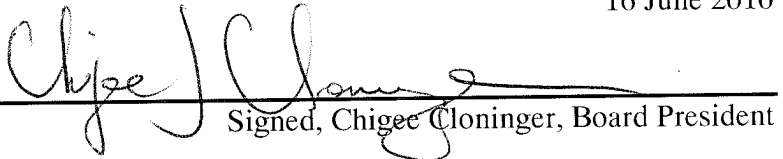
These Bylaws may be amended with the approval of two-thirds (2/3) of the Directors present at a regular or special meeting. Notification of proposed changes shall be given in writing to all Directors seven (7) days prior to the called meeting. The written notice will explain fully the nature of the proposed changes.

ARTICLE XI. DISSOLUTION

Upon any dissolution or winding up of VSA Vermont, Inc., Inc. any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of VSA Vermont, Inc., be paid over to exempt corporations qualifying as exempt organizations under the provision of Section 501 (c) (3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted Federal Law. No part of the net assets or net earnings of VSA Vermont, Inc. shall inure to the benefit of or be paid or distributed to any officer, director, member, employee, or donor of VSA Vermont, Inc. except to pay reasonable compensation for services rendered.

Approved by VSA Vermont, Inc. Board of Directors

16 June 2010


Signed, Chigee Cloninger, Board President