

## **Bylaws of Vermont State Society Articles of Organization**

### **Article I**

#### Name

There is hereby established in the City of Washington DC, the Vermont State Society [hereinafter called VTSS].

### **Article II**

#### Office and Address

The mailing address of VTSS shall be 5912 Conway Road, Bethesda, MD 20817

### **Article III**

#### Organization

VTSS shall be a voluntary, nonprofit, unincorporated, committee composed of its members, who shall be individuals. VTSS shall be independent of any political party, candidate, or organization. VTSS shall defray all costs and expenses incurred in the establishment and administration of and in the solicitation of contributions to VTSS.

### **Article IV**

#### Objectives

The objective of the VTSS is to organize past and present Vermont citizens living in the Washington DC metropolitan area for the purpose of participating in charitable and social activities.

### **Article V**

#### Membership

The membership of VTSS shall consist of its initial organizers and such other individuals (past and present Vermont citizens) as may hereafter be admitted to membership.

### **Article VI**

#### Contributions and Expenditures

Section 1. All contributions to VTSS shall be made only in accordance with the law and shall be entirely voluntary, and no contributions to VTSS shall be solicited or secured by physical force, job discrimination or financial reprisal, or by threat of job discrimination or financial reprisal or as a condition of employment.

Section 2. Neither VTSS, any member of VTSS, nor contributor thereto, if not a member, shall share personally in any funds or assets of VTSS upon its dissolution, or any other time.

Section 3. The expenditures of any funds of VTSS shall be within the sole discretion of VTSS s Executive Committee. No expenditures shall be made for or on behalf of VTSS without the authorization of its Executive Committee.

Section 4. Membership dues to VTSS, for the fiscal year, shall be and not exceed \$15 per person and/or \$25 per couple. Membership dues can be increased by a majority vote of the Executive Committee. Annual membership dues are due and payable on the first Tuesday of March for the fiscal year beginning on that date and ending on 28 February following. Said membership dues shall not be prorated to members during the fiscal year. Members must meet the qualifications as outlined in these Articles.

## **Article VII**

### **Elections**

Elections are to be held annually, on the first Tuesday in March – Vermont’s Town Meeting Day. Two weeks prior to the election, an email will be sent out to membership stating when elections will be held, and the procedure in which they will take place. Anyone who wishes to seek an office and/or vote in elections must be a current dues paid member as outlined in the bylaws.

Members who wish to run for an office must submit the following information to the current Secretary no later than one week prior to elections: name, office they seek, statement of interest and/or qualifications. Five days prior to elections, an email will be sent to membership that includes all members who are running and their statement of interest/qualifications. Members will be invited to vote via email if they cannot attend the elections meeting. All email votes must be sent from the voting member’s own email account. Email votes must be received by midnight on the day prior to elections. Those who wish to vote in person may do so at the elections meetings.

Election votes will be tallied by a panel of Vermont State Society members including: the current Secretary, the current Vice President, and two current dues paid members (chosen by the Executive Board). All votes will be held in the strictest of confidence, and destroyed once the final tallies have been concluded and agreed upon by the panel. Election results will be provided by the Secretary, stating the name of the person elected to office and number of votes received.

## **Article VIII**

### **Officers**

Section 1. The officers of VTSS shall be President, Vice President, Treasurer and Secretary, shall be elected by dues paid members in good standing. Each officer of VTSS shall continue to serve in such office until a successor is elected and qualified.

Section 2. The President shall be the Chief Executive Officer of VTSS. The President shall have general charge and supervision over VTSS affairs and preside at all meetings of VTSS and the Executive Committee.

Section 3. The Treasurer shall be the Chief Financial Officer of VTSS and custodian of its books and accounts. The Treasurer, subject to the provisions of these Articles of Organization, shall have general responsibility for all funds collected by VTSS and shall cause all funds to be deposited and all records and books of account to be kept in

accordance with law and the directives and in a manner authorized by the Executive Committee. The Treasurer shall also prepare, sign, file and maintain copies of any reports required by law or appropriate regulation of VTSS.

Section 4. The Secretary shall maintain all Minutes of VTSS and the Executive Committee.

Section 5. During the absence or incapacity of the President, the Vice President shall assume the duties and exercise the power of the President. The Vice President shall perform such other duties as may be assigned by these Articles, by the Bylaws of VTSS, or by the President.

Section 6. The membership of the VTSS shall elect the officers of the Executive committee annually.

Section 7. Terms of office. The Officers shall assume their duties on the first day following their election, and shall serve for one year, or until their respective successors have been duly elected.

Section 8. Vacancies in the Executive Committee shall be filled by the Executive Committee, by majority vote in one of three ways: (1) Vice President moves up, (2) appointing another member of the Executive Committee, (3) appointing a member of the VTSS.

Section 9. Any member of the Executive Committee may resign at any time upon written notice to the VTSS.

## **Article IX**

### Executive Committee

Section 1. The financial affairs of VTSS, including particularly any expenditure, shall be supervised and directed by the Executive Committee. A quorum of the Executive Committee for the transaction of business shall consist of a majority of its members.

## **Article X**

### Meeting

The Executive Committee may be called into session by any of its members whenever such member or members deem it necessary that a question relating to the affairs of the VTSS be considered by the Executive Committee. Meetings of membership of the whole and the Executive Committee of VTSS shall be held at least two times annually.

## **Article XI**

### Adoption Amendments and ByLaws

Section 1. These Articles shall be adopted effective December 12, 2008

Section 2. These articles may be amended, adopted and/or repealed by action of a majority of the Executive Committee; provided, however, that Article IV, and section 1, 2, and 3 of Article VII shall not be subject to amendment or repeal so long as VTSS remains in existence.

## **Article XII**

### **Board of Directors**

Section 1. Membership. VTSS Board of Directors will be invited and appointed by the Executive Committee to serve in an advisory capacity to the VTSS leadership.

Section 2. Term of Office. VTSS Board of Directors will be invited to serve initial terms of one year. Terms may be renewed or extended by invitation of the Executive Committee. Members of the Board of Directors may resign at any time given written notice to VTSS.

Section 3. Honorary Members. Past and present members of the Vermont Congressional delegation and other senior officials may be invited to serve as honorary board members.

Section 4. Duties and Responsibilities. The Board of Directors shall serve in an advisory capacity, including matters of organizational structure, membership, sponsored events and fundraising. They shall meet at mutually agreeable times with the Executive Committee.