

**BYLAWS OF INCLUSIVE ARTS VERMONT, INC.**  
**Updated: June 5th, 2024**

**ARTICLE I – NAME**

The name of this Corporation shall be Inclusive Arts Vermont, Inc.

**ARTICLE II – PURPOSES**

The purpose of Inclusive Arts Vermont, Inc. shall be to use the magic of the arts to engage the capabilities and enhance the confidence of children and adults with disabilities. To accomplish this end, Inclusive Arts Vermont, Inc. will offer programs in arts education, exhibitions, training, and public awareness initiatives 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 Inclusive Arts Vermont, Inc. shall be in the same town as the residence of the Executive Director 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 Inclusive Arts 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 at any time by submitting a written recommendation to the President or Co-Chair(s) of the Board. The new member will be voted on by the Directors; the vote must pass with three quarters (75%) majority. Directors normally serve for a term of three (3) years from the start date of their tenure on the board. 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 six (6) 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, Co-Chair(s) 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 online, and accommodations shall be provided upon request submitted verbally or in writing to the Executive Director, the President or Co-Chair(s) of the Board of Directors.

**Section D. Voting.** Voting is by majority, unless otherwise specified in the Bylaws. Voting may occur electronically (e.g., email, Survey Monkey, Zoom call). The results and occurrence of all voting must be documented in meeting minutes.

Proxy voting is allowed according to the following procedure:

- The member who will be absent from a meeting must provide notice to the Executive Director or meeting Chair in writing at least 2 hours prior to the meeting, except in cases of emergency.
- The member who holds the proxy vote is bound by the limits of discretion specified by the absent member.
- Proxy notes must contain an explicit vote, otherwise the proxy must abstain.
- Any new vote, not present on the agenda disbursed to board members prior to the meeting, may not be voted on by a proxy.

**Section E. Quorum.** A quorum of the Board of Directors shall consist of at least three quarters (75%) of total number of members present. At all meetings of the Board, the transaction of business shall require a quorum. Business at meetings of the Board shall be conducted by the majority decisions of those members present, with an email invitation to vote subsequently sent to the remaining 25% (but not required for the passage of vote). Should a quorum not be possible in a live meeting, absent member votes will be required by email to achieve a majority vote on the decision.

**Section F. Expectations.** Directors shall attend and participate in all meetings (i.e., regular, annual, special, and relevant committees). The Executive Committee may approve variations for meeting attendance due to exceptional circumstances. Directors shall take

measures to learn about Inclusive Arts 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 they determine to be significant.

**Section G. Resignation and Removal.** A Director may resign from the Board at any time by giving written notice to the Executive Director, President or Co-Chair(s). 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 they miss more than three (3) regular Board meetings in a calendar year. Failure to attend one-fourth (1/4) of committee meetings 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 their term, the President or Co-Chair(s) of the Board may appoint a new Director or call an election for a new Director to serve the remainder of that term.

## **ARTICLE V. OFFICERS OF THE BOARD**

**Section A. Board Structure.** The Board of Directors shall determine the governing structure that best supports the purpose and function of the organization. By majority vote, the Board of Directors may elect two Co-Chairs and Chair Elect in place of a President and Vice President.

**Section B. Officers.** Whenever officer positions are vacant, the Board of Directors shall elect officers to serve in the following offices:

President

Vice President

Co-Chair (In Lieu of President When Applicable)

Co-Chair (In Lieu of Vice President When Applicable)

Chair-Elect (When Applicable)\*

Clerk

Treasurer

Following their election, officers shall continue to enjoy full privileges as Directors.

\*At the one-year mark prior to expiration of applicable Co-Chair term.

**Section C. Terms.** Each officer of the organization shall serve a two-year term or until a successor is elected. Officers of the board shall make a good-faith effort to ensure that term expiration dates are staggered to ensure continuity of knowledge and recruiting feasibility.

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

- to convene and preside over Board and Executive Committee meetings, and to call special meetings as necessary,
- to develop meeting agendas 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.
- Assist Executive Director in conducting new board member interviews and orientation.
- Act as an alternate spokesperson for the organization.
- Help guide and mediate board actions with respect to organizational priorities and governance.
- Work in partnership with the Executive Director to make sure board resolutions are carried out.
- Coordinate Executive Director's annual performance evaluation.
- Work with the board to recruit new board members.
- Play a leading role in fundraising activities.
- Evaluate annually the performance of the organization in achieving its mission.
- Monitor financial planning and financial reports.
- Periodically consult with board members on their roles and help them assess their performance.
- Serve as ex-officio member of all committees.

**Section E. 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 F. Co-Chair[s].** The Co-Chairs of the Board shall serve in lieu of the President and Vice President roles as determined by the Board via majority vote as outlined above.

The Co-Chairs will make a good faith effort to divide the responsibilities of the President (listed above). In addition, the Co-Chairs will:

- Maintain a collaborative relationship in providing guidance and leadership to the Board
- Maintain regular communication between Co-Chairs and Executive Director where appropriate

**Section G. Chair-Elect.** The duties shall be:

- The Chair-Elect shall assume the position of Co-Chair should one of the Co-Chairs not be able to fulfill their duty or the position become vacant for any reason
- To serve on the Executive Committee and learn the duties of the Co-Chair role in order to be equipped to become the sitting Co-Chair when the soonest Co-Chair's term expires.

**Section H. Clerk.** 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 I. 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. The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board. Such committees shall have and exercise such

prescribed authority as is designated by the Board of Directors, and will be led by an appointed chair with accountability to the committee that formed it. The Board of Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these guidelines. Once a temporary committee has completed its designated purpose, the committee shall be dissolved. Generally, the duties of the committees shall be:

- to participate, implement, and evaluate strategic plans for Inclusive Arts Vermont, Inc.,
- to review, evaluate, and assist in the development of current and future programs sponsored by Inclusive Arts 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, policies, personnel issues, etc.,
- to develop and implement strategies for public awareness of and participation in Inclusive Arts Vermont, Inc.

**Section B. Chairpersons and Memberships.** All Board Directors shall participate in at least one Board Committee, as designated by the Board President or Co-Chair(s). 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 Committee 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 or Co-Chair(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 Inclusive Arts Vermont, Inc. shall be kept in dedicated accounts. The Executive Director, President of the Board or Co-Chair(s), Clerk, and Treasurer have authority with respect to these accounts.

## **ARTICLE VII. NON-DISCRIMINATION**

Inclusive Arts Vermont, Inc. shall operate without discrimination with respect to race, national origin, religion, age, color, sex, gender identity, gender expression, sexual orientation, disability, or other protected class in relation to the services provided by Inclusive Arts Vermont, Inc. and in relation to the recruitment, hiring, retention or serving on the Inclusive Arts 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 Inclusive Arts Vermont, Inc.

## **ARTICLE IX. CODE OF ETHICS & CONFLICT OF INTEREST POLICY**

The Board shall adopt a code of ethics & conflict of interest policy to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Each member of the Board of Directors shall annually disclose any conflicts of interest.

## **ARTICLE X. 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 Inclusive Arts Vermont, Inc. prior to seeking resolution outside Inclusive Arts Vermont, Inc.

## **ARTICLE XI. 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 XII. DISSOLUTION**

Upon any dissolution or winding down of Inclusive Arts Vermont, Inc., any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of Inclusive Arts 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 Inclusive Arts Vermont, Inc. shall inure to the benefit of or be paid or distributed to any officer, director, member, employee, or donor of Inclusive Arts Vermont, Inc. except to pay reasonable compensation for services rendered.

Approved by Inclusive Arts Vermont, Inc. Board of Directors  
June 5, 2024  
Signed, Masha Harris & Riaz Clark Board Co-Chairs

Handwritten signature of Masha Harris in black ink.Handwritten signature of Riaz Clark in black ink.