

BY-LAWS OF THE  
VERMONT ACADEMY OF ARTS AND SCIENCES  
2020

ARTICLE 1: Membership

1. Any person interested in the purpose and program of the Vermont Academy of Arts and Sciences, hereinafter called the Academy, and who tenders the necessary dues may be admitted to membership.
2. Annual dues shall be required of members. The classes of membership shall be as follows: Institutional, benefactor, 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 the arts, humanities, science, or teaching. A Fellow shall not be required to be a member.
4. Members and Fellows of the Vermont Academy of Arts and Sciences value the diversity of viewpoints found across all spectrums of society and encourage inclusivity in all activities that they support and all honors that they accord for the betterment of all Vermonters.

ARTICLE II: 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 if not so fixed, by the Board of Trustees.
2. Special meetings of the 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 or email 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 III: Trustees

1. The Board of Trustees shall consist of at least fifteen trustees, and not more than twenty-five trustees, elected by the members for a term of three years. Successor trustees shall be elected by a majority vote at the annual meeting of members of the Academy.
2. The Board of Trustees shall act as a nominating committee for the 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 the president and the Board of Trustees for the unexpired term for which such trustee was elected.
4. All trustees shall serve for the terms for which they are elected or appointed until their successors 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 such meetings; or the Board of Trustees in a meeting may set and call other meetings, in which event no notice shall be required.
7. At any meeting of the Board of Trustees, a quorum shall consist of five trustees. However, if less than a majority of the Board is present, the only business to be dealt with shall be that which has been announced previously in written form.
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 By-Laws or delegated to it by the members. The Board of Trustees shall have the authority to delegate to committees, officers, or agents such of its duties as may seem appropriate but 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 IV, #6.

#### ARTICLE IV: Officers

1. Immediately following the annual meeting of the Academy the Board of Trustees shall meet to elect 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 or installed.

2. The PRESIDENT shall exercise executive supervision of the activities and affairs of the Academy, within the scope provided by these By-Laws and as may be delegated by the Board of Trustees, as the principal corporate officer. He/she shall preside at meetings of the members of the Academy and of the Board of Trustees and he/she shall represent the Academy as occasion may require. He/she shall report annually to the members of the Academy as to its activities and make such recommendations as he/she may deem appropriate. If an executive director is not appointed, then the president assumes the responsibilities outlined in #6 below. The president may delegate these responsibilities to other members of the Board of Trustees or members of the Academy as needed with payments or stipends agreed upon by the Board of Trustees.

3. The VICE PRESIDENT shall assume duties of the president in the event of his/her absence, disability, or resignation.

4. The SECRETARY shall keep minutes of the meetings of members and of the Board of Trustees, and maintains whatever lists, correspondence, and other records necessary to perform the duties as may be required by the Board of Trustees.

5. The TREASURER shall be the custodian of the funds, investments, and fiscal assets of the Academy and manage its fiscal affairs. He/she shall keep adequate and current records of the funds, financial assets and fiscal transactions of the Academy. He/she shall deposit all funds received by him/her in a bank, which is approved by the Board of Trustees, in the name of the Vermont Academy of Arts and Sciences, and 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 or 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, and make deposits and withdrawals of any funds of the Academy which may be invested in savings accounts or certificates of deposit, savings and loans associations, or other institutions where savings accounts are insured by an agency of the Federal government. In addition, the treasurer shall pay the bills of the Academy and indicate the financial position of the Academy for decisions as to whether or not it is financially able to publish an Occasional Paper, newsletter, or underwrite the cost of a conference, or any other activity of the Academy based on the interpretation of the financial worth of the Academy. The treasurer shall make such returns and reports as may be required of the Academy by any governmental taxing authority for and in the name of the Academy. The treasurer shall be accountable to the Board of Trustees and make full and detailed reports to the said Board as to the fiscal transactions and affairs of the Academy for each calendar year, which shall be the fiscal year of the corporation and such other reports as may be required by 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.

6. The EXECUTIVE DIRECTOR, who is appointed, will provide the Academy with secretarial and administrative services. The office of the Academy accrues to the executive director, and is located at, or in, this person's home. The Academy owns no physical assets; such as a typewriter, adding machine, computer, phone, copier, desk, or building. Printing, as a whole, is done by a professional printer so as to insure quality workmanship on Occasional Papers. Typing and layouts will be done by the executive director and will include such tasks as correspondence, membership lists, newsletters, envelopes, and routine/specialized typing as dictated by the chairs of conferences, symposia, and other activities of the Academy. In addition, the executive director will arrange for the trustees meetings, membership, and other mailings to trustee's, prepare news releases, rosters, letter and frame certificates, and support committees and/or chairpersons with their written/typed work, as needed, conduct membership drives, recruit members, send membership renewals and, in general, keep the Academy in good standing with its affiliates; such as the National Association for the Advancement of Science, and the federal government, as well as to provide archival services insofar as feasible and transfer to the central depository Academy documents periodically, safeguard legal documents, and make trips to the printer and/or bank on behalf of the Academy. The executive director will generally oversee the business of the Academy so that it will run smoothly. The position is a reimbursable one as determined by the needs and assets of the Academy.

## ARTICLE V: Committees

1. The Academy shall have the following standing committees:

**PROGRAM COMMITTEE:** This committee will conceive, organize, and administer major programs sponsored by the Academy, primarily the annual Intercollegiate Student Symposium and the Annual Conference for the annual meeting of members.

**AWARDS COMMITTEE:** Nominate individuals to be honored by the Board of Trustees, as Fellows of the Academy, for having had distinguished careers in the arts or sciences, contributed to the arts and sciences in Vermont, and brought credit to Vermont through their achievements. The nomination and election process for Fellows shall be made without preference based on gender, race, ethnicity, religion, affiliations, age, education level, socioeconomic status, or ability.

**PUBLICATION AND WEBSITE COMMITTEE:** Select and produce materials to be published in printed and electronic formats by the Academy that reflect and promote its activities and contribute to the communication of its purpose.

**MEMBERSHIP COMMITTEE:** Develop and implement procedures for increasing the quality and quantity of membership of the Academy in each of the following categories: individual, collegiate, associations, cultural, and professional organizations.

**SPECIAL PROJECTS COMMITTEE:** Conceive, organize, and administer projects that are supplementary to those of the program committee through which the aims of the Academy can be achieved, such as the following: providing resources people from the arts and sciences for schools and colleges; conduct workshops and training programs in the arts and sciences for teachers; sponsor performances and exhibits related to the arts and sciences and conduct field trips related to the arts and sciences.

**WAYS AND MEANS COMMITTEE:** Develop and implement procedures for raising funds and sustaining financial support in behalf of the budgetary aims and activities of the Academy, including through campaigns, events, grants, and endowments.

2. Other committees may be appointed 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 committees subject to the approval of the Board of Trustees.

#### ARTICLE VI: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the proceedings in meetings of the members of the Academy except where such proceedings are governed by the corporate Charter of these By-Laws. A parliamentarian may be appointed by the president.

#### ARTICLE VII: Amendment of By-Laws

The By-Laws 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 or email 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).