

BYLAWS OF INCLUSIVE ARTS VERMONT, INC.
Updated: October 19th, 2023

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, and voted on by the Directors. 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 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.

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.

Section E. Quorum. A quorum of the Board of Directors shall consist of at least three quarters (75%) of total number of members present.

Section F. Expectations. Directors shall attend and participate in all meetings (i.e., regular, annual special, 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 and President. 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 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 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. Board Service Eligibility. To avoid potential conflicts of interest triggered by overlapping roles and obligations, no paid employee of the organization may serve as an elected or appointed member of the Board of Directors or its subcommittees (with the exception of the Executive Director, who serves as a non-voting, ex-officio

member and current staff who serve as non-elected, non-voting representatives to subcommittees that fall within their focus area, e.g. Development Director representation on the Fundraising Committee). Such prohibition will remain in force and effect for a period of three years following termination of employment with the organization.

To avoid inherent conflicts of interest, no Board or committee member may seek or solicit employment from the organization while serving as a Board or committee member. This policy does not preclude former Board members from competing for an employment position, provided that participation in an open and fair employment process is maintained and any efforts to leverage prior board service to secure the position are avoided.

To avoid any impropriety or appearance of impropriety, immediate family members of current or recent (within the past three years) employees or board members are ineligible for board service. This includes the spouse, partner, child, parent, grandparent, brother or sister by blood or marriage of such employees or members.

ARTICLE V. OFFICERS OF THE BOARD

Section A. Officers. Whenever officer positions are vacant, 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.

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. 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 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 Inclusive Arts Vermont, Inc. shall be kept in dedicated accounts. The Executive Director, President of the Board, Secretary, 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, 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 in accordance with the Conflict of Interest Policy.

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 Inclusive Arts Vermont, Inc. prior to seeking resolution outside Inclusive Arts Vermont, Inc.

ARTICLE X. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended with the approval of two-thirds (2/3) of the Directors via email, or 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 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 insure 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
October 19th, 2023



Signed, Abbey Pratt, Board President