

Draft Amendments
Proposed for adoption September 24, 2020

Deleted: June 19

BYLAWS Of
Vermont Natural Resources Council

As amended 10/1/66, 9/25/67, 9/13/69, 10/17/70, 12/7/74, 12/6/75, 10/9/76, 9/12/81,
9/10/83, 9/7/85, 9/7/91, 9/9/2001, 9/13/2009, 1/2010, 10/1/2010, 9/18/2014, 9/20/2018.

ARTICLE I - MISSION AND PURPOSES

The mission of the Vermont Natural Resources Council (VNRC) shall be:

To protect, through research, education, collaboration and advocacy, Vermont's natural environments, vibrant communities, productive working landscapes, rural character and unique sense of place, and prepare the state for future challenges and opportunities.

To further its purpose as specified in the Articles of Association, VNRC shall, among other things:

- (a) Advocate before federal, state, regional or local government bodies, the view of VNRC with respect to its purposes.
- (b) Carry out studies and educational activities and promote research and publications regarding purposes of VNRC.
- (c) Distribute information related to the purposes of VNRC.
- (d) Promote membership in VNRC.

ARTICLE II - MEMBERSHIP AND MEETINGS

Section 1 – Members:

- (a) Organization-Any corporate organization, noncorporate organization, institution or non-governmental agency.
- (b) Individual-Any individual associated as a member according to membership classifications proposed in the schedule of dues.
- (c) Other categories that may be established by the Board of Directors.

Section 2 – Dues:

- (a) The dues of all members, including various different categories of membership, shall be established by the Board of Directors of VNRC from time to time.
- (b) Contributions or dues from any person or entity with which VNRC is in current or imminent direct conflict will be referred in writing to the Officers of the Board for consideration.
- (c) VNRC will not solicit contributions from any person or entity with which VNRC is in current or imminent direct conflict.

Section 3 – Meetings:

- (a) The annual meeting of VNRC shall be held at such time in such place as the Board of Directors of VNRC shall decide. The meeting shall be for the purpose of electing new members of the Board of Directors, hearing reports of the Officers of VNRC,

amending By-Laws as needed, and other business as may be set forth in the notice of the meeting.

- (b) Special meetings of VNRC may be called by order of the Chair of the Board, or, when the Chair is absent, by the Vice-Chair or a majority of the Board of Directors of VNRC.
- (c) Fifty or more members may call for a special meeting by a written petition to the Chair, who will schedule and provide notice of the meeting.

Section 4 – Notice:

Notice of any membership meeting shall state the time and place and the general nature of the business to be transacted. Notice of any membership meeting shall be mailed to all current VNRC members at least ten days prior to the date of the meeting.

Section 5 –Quorum and Voting:

- (a) Quorum – A quorum of VNRC shall consist of not less than forty voting members.
- (b) Voting – In any vote, each individual member in good standing is entitled to one vote on each ballot issue. Representation by proxy may be permitted at the discretion of the Chair, and if permitted, shall be set forth in the notice of the meeting.

Section 6 –Fiscal Year:

The fiscal year shall begin July 1 and end June 30 unless otherwise determined by the Board of Directors.

ARTICLE III - OFFICERS AND COMMITTEES

Section 1 - Officers

The officers of VNRC shall be a Chair, Vice-Chair, a Secretary and a Treasurer who shall be elected from the Board of Directors by the Board at its first meeting following VNRC's annual meeting. The officers shall serve for a term of one year, or until such time as their successors are duly qualified and elected. Should a vacancy occur, the Board may elect another eligible person to serve as an officer for the unexpired portion of the term.

The Duties of the Officers are:

The Chair-The Chair shall preside at all meetings of the organization and of the Board of Directors. The Chair shall be, ex officio, a member of all committees. The Chair shall perform other such duties as may be designated by the Board.

The Vice-Chair-The Vice-Chair shall, in the event of absence, disqualification, disability or death of the Chair, possess all the powers and perform all the duties of the office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice-Chair shall perform such other functions as may be incident to the office.

The Treasurer- The Treasurer shall ensure that proper books of account are kept for VNRC and shall report on VNRC's results of operations and financial condition at regular Board meetings and at the annual meeting.

The Secretary – The Secretary shall insure that written and historical records of meetings of the Board, changes in membership of the Board, and other significant Board activities are documented. Minutes of Board meetings shall be distributed to all members of the Board.

Section 2 – Committees:

The Board of Directors shall establish committees in accordance with VNRC's Ends and Means Policies for the purposes described therein.

ARTICLE IV - BOARD OF DIRECTORS**Section 1 – Powers:**

The Board of Directors shall determine the long-range policies of the organization, consistent with its articles and these Bylaws. The Board shall oversee the activities of the Executive Director and any other officers of VNRC vested, as herein provided, with responsibility for the day-to-day conduct of VNRC's affairs.

Section 2 – Membership:

- (a) The Board of Directors shall consist of not less than twelve and not more than twenty-five members, all of whom shall be members of VNRC.
- (b) Directors shall be elected for three-year terms, except terms shall be staggered to assure continuity of membership and leadership on the Board.
- (c) No candidate for or holder of state or federal elective office or paid employee of any political party may be a member of the Board of Directors.

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Section 3 – Board Development:

- (a) The Board of Directors shall establish a Board Development Committee of at least three members. The Chair may not be a voting member of the Board Development Committee. The committee shall review candidates and submit to the membership by mail a list of nominees for election to the Board of Directors, to be included in the notice of the annual meeting.
Only those persons whose names, as nominees for the Board of Directors and who are willing to serve, are filed in writing with the Board Development Committee chair at least ten days prior to the annual meeting may be considered for election to the Board of Directors at that annual meeting.
- (b) By petition, fifteen members of VNRC may submit additional nominations for at-large positions on the Board, provided such nominations shall be filed with the Board Secretary, in writing, at least thirty days prior to the annual meeting. The names of nominees brought forward by the membership shall be distributed to the membership in the notice of the annual meeting.
- (c) The Board Development Committee will evaluate the performance of members of the Board annually.

Section 4 – Limitation of Terms of Board Members:

- (a) Regular Members. The terms of elected Board members who are not serving as officers in the year immediately prior to the annual meeting shall be limited to two consecutive three-year terms, and not more than six consecutive years on the Board. Following at least one year's absence from the Board an elected member may again serve as a Director. Board members serving as officers on the date of the annual meeting may be elected to serve a third consecutive three-year term. Board members appointed to fill a vacancy in accordance with Section IV.8 of these Bylaws may complete the term of the

person that created the vacancy by leaving the board, in addition to two additional three-year terms.

(b) Student/Youth Members. To ensure that perspectives from members of rising generations are represented in Board deliberations, up to two Board members that are between the ages of 15 and 25 may be appointed by the Board to up to three consecutive one-year terms. Such members shall be afforded all of the rights and responsibilities of regular members.

Section 5 – Removal:

No member of the Board of Directors may be removed without just cause. Removal shall be by two-thirds vote of all remaining members of the Board of Directors acting at a meeting the notice for which specifies that such removal is to be considered and voted thereon.

Section 6 – Meetings:

The Board of Directors shall hold regular meetings at least four times a year. Regular meetings should be convened by the Chair; special meetings may be convened by the Chair or at the request of one-fourth of the members of the Board of Directors to the Chair. Written notice of any regular or special meeting shall be given at least one week in advance, which notice shall state the time, place, and general nature of the business proposed to be conducted.

Section 7- Quorum:

A quorum of at least one-half of the current Board of Directors shall be necessary for the conduct of business at a meeting. The action of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8 – Vacancies:

Vacancies as may occur on the Board shall be filled by appointment of the Board. The term of such appointment shall expire at the completion of the term vacated.

Section 9 – Inactive Directors, Replacement of:

If during the course of a term of office an elected Director should be unable to participate in the work of the Board, or to regularly attend meetings of the Board, or fails to be a member in good standing of VNRC, and fails to resign said office, the Chair, upon written advance notification to the Director, and with the approval of the Board, may declare the position vacant and fill same as specified in Section 8, above.

Section 10 – Executive Director:

An Executive Director of VNRC will be appointed by the Board of Directors whose powers, duties and compensation shall be fixed by the Board. Subject to the direction and control of the Board of Directors, the Executive Director shall carry into effect the decisions and policies of the Board of Directors and the Executive Committee, and shall have general charge and supervision of the activities of VNRC.

Section 11 – Written Action in Lieu of a Meeting:

Any action consented to in writing by three-fourths of the members of the Board of Directors, which written action may be in the form of counterparts, shall be as valid as

action taken by the Board of Directors at a duly convened and held meeting, provided such written action is properly inserted in the Board book that contains the minutes and policies of VNRC's Board of Directors. Notice of the action shall be sent to all members of the Board.

Section 12 – Compensation:

Elected members of the Board of Directors shall not be compensated for their service as members thereof. Board members may, however, receive stipends to help defray costs associated with attending meetings, such as time off from work, travel, child care, and associated expenses. Such stipends, if offered, shall be provided to all members of the Board.

Section 13 – Committees:

The Board of Directors, by resolution duly adopted by a majority of its members then in office, may appoint one or more ad hoc committees of the Board of Directors each of which shall consist of not less than two members, which committees shall have and exercise such power and authority as may be vested in them by the resolution pursuant to which they are created, subject to the limitations of applicable law. The Board of Directors may also appoint by resolution adopted by a majority of a quorum informal working groups of VNRC members with such responsibilities as the Board of Directors may determine. Any reports or recommendations shall be presented to the full board for its approval or acceptance.

Section 14 – Salaried Positions, Ineligibility of Directors:

Elected members of the Board of Directors shall not be eligible for any salaried positions in VNRC. However, members may be reimbursed for expenses incurred in carrying out VNRC business, in addition to any stipend offered under Section IV.12 of these Bylaws.

ARTICLE V – AMENDMENTS

These Bylaws may be amended by a two-thirds majority of those members voting on proposals of amendments made at any special or annual meeting of the VNRC. A description of proposed amendments shall be set forth in the notice of the meeting.