

**NON-PROFIT BYLAWS  
OF  
JERICHO HISTORICAL SOCIETY**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Vermont and the Articles of Incorporation of the Jericho Historical Society. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Vermont, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation the Jericho Historical Society; it shall then be these Bylaws which shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the Non-Profit Corporation/Organization shall be known the Jericho Historical Society, and shall herein be referred to as the “JHS”.

**ARTICLE 2 – PURPOSE**

The general purposes for which the JHS has been established are as follows:

To serve as a resource for the knowledge of the history of Jericho, Vermont including the legacy of Wilson “Snowflake” Bentley and the history and preservation of the Old Red Mill and the “Snowflake” Bentley Museum.

The purpose for which the JHS is formed is set forth in the Articles of Incorporation of the Jericho Historical Society.

The JHS is established within the meaning of IRS Publication 557 Section 501©(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for/to serve as a resource for the knowledge of the history of Jericho, Vermont including the legacy of Wilson “Snowflake” Bentley and the history and preservation of the Old Red Mill and the “Snowflake” Bentley museum.

In addition, the JHS has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the JHS shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The JHS shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Vermont and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the JHS. At no time and in no event shall the JHS participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501© of the Internal Revenue Code of 1986 the “Code”) such as certain political and legislative activities.

### **ARTICLE 3 – OFFICES**

The principal office of the JHS shall be located at 4A Red Mill Drive, Jericho, Vermont, 05465. The JHS may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the JHS may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the JHS are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of the JHS, on dissolution or otherwise, shall inure to the benefit of any one person or any member, director, or officer of the JHS. On liquidation or dissolution, all remaining property and assets of the JHS shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501© of the Code.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **GENERAL POWERS AND RESPONSIBILITIES**

The JHS shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Vermont. The Board shall establish policies and directives governing business and programs of the JHS and shall delegate to members of the Board, volunteers, and staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

#### **NUMBERS AND QUALIFICATION**

The Board may have up to 12 members, but no fewer than 3 members. The number of Board members may be increased beyond 12 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member must be a resident of the State of Vermont.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which have the same rights and obligations, including voting power, as the other directors.

#### **BOARD COMPENSATION**

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the JHS in any other capacity and receiving compensation for services rendered.

## **BOARD ELECTIONS**

A Board member, designated by the Board, shall develop and present a new slate of Directors to the Board at the annual meeting. This slate should be made know to the Board two weeks before the annual meeting. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present.

## **TERM OF BOARD**

All appointments to the Board shall be for a term of 1 year.

## **VACANCIES**

A vacancy on the Board of Directories may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director.
- c) An increase in the authorized numbers of directors; or
- d) The failure of the directors, at any annual or other meeting at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office (quorum), may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of the Board, the Recording Secretary of JHS, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **RESIGNATION**

Each Board member shall have the right to resign at any time upon written notice thereof to the President or Recording Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

## **REMOVAL**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of the then-serving Board members.

## **MEETINGS**

The Board's regular meetings may be held at such time and place as designated by the Board. The President of the Board or any regular Board members may call a special meeting of the Board with 5 days written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. The option for the meeting to be conducted via Zoom is required.

## **MINUTES**

The Recording Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event the Recording Secretary is unavailable, the President shall appoint an individual to act as Recording Secretary at the meeting. The Recording Secretary, or the person appointed as Recording Secretary, shall prepare the minutes of the meetings, which shall be delivered to the JHS to be placed in the minute records. A copy of the minute records shall be delivered to each Board member via email prior to the next scheduled Board meeting.

## **QUORUM**

At each meeting of the Board of Directors, a majority of the total number of board members in office immediately before the meeting begins constitutes a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he

or she is present via telephone or web conferencing with the other Board members participating in the meeting.

## **VOTING**

Each Board member shall only have one vote.

## **ARTICLE 6 – OFFICERS**

### **OFFICERS AND DUTIES**

The Board shall elect officers of the JHS which shall include a President, Vice-President, Recording Secretary, Correspondence Secretary, Treasurer, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the Recording Secretary may not serve concurrently as President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties required by law, Articles of Incorporation, or by these bylaws, subject to the control of the Board of Directories, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. The officers will be selected by the Board at its annual meeting.

### **PRESIDENT**

It shall be the responsibility of the President, when present, to preside over all Board meetings. The President is authorized to execute, in the name of the JHS all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the JHS, except when required by law that the President's signature must be provided.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the JHS, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the JHS, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the JHS between meetings of the Board. The President is expected to notify all Board members of such activity between Board meetings by email. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the JHS, to execute in the name of the JHS all contracts and other documents authorized either generally or specifically by the Board to be executed by the JHS, and to negotiate any and all material business transactions of the JHS.

### **VICE-PRESIDENT**

The vice-president shall assist the President in execution of the President's duties and be available to assume the duties of the President in the event of absence, incapacity, or resignation of the President.

### **RECORDING SECRETARY**

The recording secretary, or his/her designee, shall be the custodian of all records and documents of the JHS which are required to be kept at the principal office of the JHS, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy and electronic format. S/he shall attend to the giving and serving of all notices to the Board by either hard copy or electronic format.

### **CORRESPONDENCE SECRETARY**

The Correspondence Secretary shall communicate with outside agencies, individuals, and other contacts on behalf of the JHS with approval of the Board of the JHS.

### **TREASURER**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate accounts of all the properties and business transactions of the JHS, including accounts of its assets, liabilities, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring that all money has been deposited in a timely manner to the accounts of the JHS.

## **ARTICLE 7 – COMMITTEES**

### **COMMITTEES OF DIRECTORS**

The Board may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each committee shall consist of at least 1 director and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve on the committee. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has authority of the Board.
- c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repayable.
- e) Appoint any other committees of the Board of Directors or their members.
- f) Unless otherwise authorized by the Board of Directors, no committee shall bind the JHS in a contract or agreement or expend JHS funds.

## **MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 – Committees of these Bylaws, concerning meetings and actions of the directors with such changes in the context of these bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept for each meeting of any committee and shall be filed with the JHS records.

In the performance of director of a committee, such director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by or presented by:

- a) One or more officers or employees of the JHS whom the director deems to be reliable and competent in the matters presented.
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

## **ARTICLE 8 – STANDARD OF CARE**

Except as herein provided in Article 8 – Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the JHS, or assets held by it, are dedicated.

## **CONFLICT OF INTEREST**

If the Board of Directors are voting on a transaction or arrangement which might benefit the private interest of any Board members, those members shall recuse themselves from the vote.

## **VERMONT ATTORNEY GENERAL'S GUIDELINE CONCERNING CONFLICT OF INTEREST FOR NON-PROFITS**

Duty of Loyalty: The law requires that a board member exercise her/his authority "in good faith" and "in a manner the director reasonably believes to be in the best interests of the corporation." Essentially this means a director has a duty to ensure that the nonprofit follows the law and,

specifically, that a director cannot use her/his position for personal gain, including benefitting a family member or borrowing money. To fulfill this duty board members should:

Avoid conflicts of interest: Establish a written conflict of interest policy, consistent with Vermont law, for determining when a board member should not participate in a decision or discussion – the existence of a conflict of interest does not necessarily prevent the board from approving such an action. Ensure that all board members annually disclose any potential areas of financial interest that they or their family members have that may involve the organization's work. When taking an action that raises conflict of interest concerns, document procedures and rationale, including recording which members have conflicts and whether they participated in the discussion or decision. Even where there only appears to be a conflict of interest, boards should take steps to protect the public reputation of the charity. Transparency is paramount.

What is a Conflict of Interest? A conflict of interest exists when a board member may benefit financially from a decision she makes in her capacity as a board member. For example, if the organization is considering making a grant to another non-profit run by a current board member, that board member has a conflict of interest. Likewise, if the board is considering entering into a contract with a company in which a board member (or a member of his/her family) is employed or has a material interest, that board member has a conflict.

Example 1: A board member of Organization A suggests making a grant to Organization B, where his wife is a board member. This is an *actual* conflict. The board member should disclose his interest and recuse himself from discussion and voting.

Example 2: A board member of Organization A suggests purchasing land from Organization B, where she works. This is a *potential* conflict, depending on the board member's position in Organization B. Regardless, she should disclose her interest and recuse herself from discussion and voting.

Example 3: A board member of Organization A is an executive of another local charity. When the board of Organization A votes on its executive's salary, the board member votes against it because it is out of line with his salary. This is a *potential* conflict because the board member is voting based on interests unrelated to the best interests of Organization A.

### **DUTY TO DISCLOSE**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.



### **ESTABLISHING A CONFLICT OF INTEREST**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict exists.

### **ADDRESSING A CONFLICT OF INTEREST**

In the event that the Board should determine that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discussed the information and or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the JHS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the JHS. For its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **VIOLATIONS OF CONFLICT OF INTEREST POLICY**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested party an opportunity to explain the alleged failure to disclose.

If, after hearing the person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines that the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **PROCEDURES AND RECORDS**

All meetings of the Board meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

All members of the Board should be presented with a statement saying that the JHS is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

If there is a contract between a Board member and the JHS, this is not necessarily a conflict of interest as long as the interested party has been fully honest with the Board and the Board has decided that the contract is legitimate and serves the mission of the JHS.

## **ARTICLE 9 – RECORDS AND REPORTS**

### **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The JHS shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### **MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS**

The JHS shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and Committees of the Board, or in the absence of such designation, at the principal office of the JHS. The minutes shall be kept in typed form.

Upon leaving office, each officer, employee, or agent of the JHS shall turn over to his/her successor or the President of the Board, in good order, such JHS monies, books, records, minutes, lists, documents, contracts or other property of the JHS as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the JHS. The director may copy and make abstracts of documents.

**PREPARATION OF ANNUAL FINANCIAL STATEMENTS**

The JHS shall prepare annual financial statements using generally accepted accounting principles.

**REPORTS**

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the JHS, which shall contain the following information:

- A) The assets and liabilities of the JHS at the end of the fiscal year.
- B) The principal changes in assets and liabilities during the fiscal year.
- C) The expenses or disbursements for both general and restricted purposes during the fiscal year.

The report shall be accompanied by certification from an authorized officer of the JHS that the statements were prepared without audit from the books and records of the JHS.

If any Board member removes any documents from the JHS files, they shall use a sign out sheet indicating their name, purpose of document inspection and removal date. When returning such documents, the director should initial that the material has been returned and date.

**ARTICLE 10 – FISCAL YEAR**

The fiscal year for this JHS shall end on December 31.

**ARTICLE 11 – AMENDMENTS AND REVISIONS**

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these Bylaws.

**CERTIFICATE OF CORRESPONDENCE SECRETARY**

I, Betty Koshinsky, certify that I am the current elected and acting Recording Secretary of the JHS, and the above Bylaws are the Bylaws of the Jericho Historical Society as adopted by the Board of Directors on March 10, 2022, Amended on August 24, 2022 and Amended on December 8, 2022 and that they have not been amended or modified since the date above.

**SIGNATURE** \_\_\_\_\_ **DATE** \_\_\_\_\_

In the County of Chittenden in the State of Vermont.

**WITNESS TO SIGNATURE** \_\_\_\_\_ **DATE** \_\_\_\_\_