



BYLAWS OF THE VERMONT HISTORICAL SOCIETY, INC.

*As approved by the membership at the September 16, 2006 Annual Meeting of the Vermont Historical Society.
Amended at the September 21, 2013 Annual Meeting of the Vermont Historical Society.
Amended at the September 26, 2015 Annual Meeting of the Vermont Historical Society
Amended at the September 9, 2017 Annual Meeting of the Vermont Historical Society
Last amended at the September 29, 2019 Annual Meeting of the Vermont Historical Society*

ARTICLE I Generally

Section 1.01. Applicability.

These Bylaws provide for the governance of the Society, a corporation created by law in 1838, to engage Vermonters and “Vermonters at Heart” in the exploration of the State’s rich heritage.

Section 1.02. Office.

The office of the Society shall be located at 60 Washington Street, Barre, Vermont 05641 or at such other place in Vermont as may be designated from time to time by the board of trustees.

Section 1.03. Definitions.

(a) Each capitalized term used herein without definition shall have the meanings specified in the Nonprofit Corporation Act or as hereinafter defined.

(b) As used in these Bylaws,

“Active Member” - an individual who pursuant to these Bylaws has the right to vote for the election of a trustee

“Board of Trustees” - as described in Article V

“Corporate Charter” - the Act of 1838 incorporating the Society, as amended from time to time

“Honorary Trustee” - an individual so designated pursuant to Section 6.03(a)

“Majority of Members” - Members with more than 50 percent of the votes in the Society voting in person or by proxy [or by ballot] at one time at a duly convened meeting at which a quorum is present

“Nonprofit Corporation Act” - 11B V.S.A., as amended from time to time

“Person” - an individual, corporation, business trust, estate, trust, partnership, limited liability company, Society, joint venture, federally recognized Indian Tribe, public corporation, government, or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

“Roster” - an alphabetical list of the name and address of each Member entitled to receive notice of a meeting of the Members

“Society” - the Vermont Historical Society, Inc., a Vermont nonprofit corporation, its successor and assigns

ARTICLE II

Membership and Voting Rights

Section 2.01. Categories of Members.

An individual may be a Member. A Member is eligible to receive the periodicals published by the Society and shall have library and museum privileges in accordance with the Society’s rules and regulations.

Section 2.02. Membership.

An individual shall become a Member by payment of the dues fixed by the board of trustees, and the date of receipt of the first payment of dues shall be the date of enrollment into membership.

Section 2.03. Distinguished Membership.

(a) An individual may become a Distinguished Member only if so, proposed by the board of trustees. The board of trustees may propose to the Members at an annual meeting an individual to be a Distinguished Member. An individual shall become a Distinguished Member on vote of a Majority of Members at the annual meeting. No dues shall be assessed to a Distinguished Member.

(b) Distinguished Membership shall be available only to an individual who has:

- (i) made outstanding accomplishments in the humanities, sciences or government; or
- (ii) made important bibliographical or historical contributions to Vermont history or active munificence or services to the Society.

Section 2.04. Voting Rights.

Each Member shall be entitled to one vote on each matter submitted to a vote of the Members at an annual meeting or special meeting of the Members.

ARTICLE III
Meetings of Members

Section 3.01. Place of Meeting.

Each meeting of the Members shall be held at the offices of the Society or such other location in the State of Vermont as the board of trustees shall determine.

Section 3.02. Annual (Regular) Meetings of Members.

(a) The annual meetings of Members shall be held on a date and at a time in August, September or October. At each annual meeting there shall be elected such number of trustees as shall be determined by the board of trustees in accordance with the requirements of these Bylaws. The Members may also transact such other business of the Society as may properly come before them at an annual meeting.

(b) Written notice of an annual meeting shall be given to each Member by the secretary in the manner provided in these Bylaws. Notice of an annual meeting shall (i) be sent to each Member not less than 14 days and not more than 50 days before the meeting, (ii) specify the place, the date and the hour of the meeting, (iii) generally state those matters which the Members shall consider at the meeting and (iv) generally describe those matters which the Members shall consider at the meeting for which the Nonprofit Corporation Act requires to be so described.

Section 3.03. Special Meetings of the Members.

A special meeting of Members, for any purpose or purposes whatsoever, may be called at any time by the President, a majority of the board of trustees or by Members having at least five percent of the votes in the Society. Except in special cases where other express provision is made by statute, these Bylaws or the Corporate Charter, notice of a special meeting shall be given in the same manner as for an annual meeting and may be given by a Person entitled to call the meeting. The notice for a special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted (and that no other business may be transacted).

If a special meeting is called by Members, the request shall be submitted by those Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by facsimile transmission (with confirmation of receipt) to the President, any Vice-President or the Secretary of the Society. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, stating a meeting will be held and the date for such meeting, which date shall be not less 30 nor more than 60 days following the receipt of the request. If the notice is not given within 30 days after receipt of the request, the individuals requesting the meeting may give the notice.

Section 3.04. Notice of Certain Agenda Items.

If action is proposed to be taken at a meeting for approval of any of the following, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the following:

- (a) Approving a contract or transaction in which a trustee has a material financial interest;
- (b) Indemnifying an officer, employee or agent of the Society;
- (c) Amending the Corporate Charter or these Bylaws;
- (d) Proposing a merger by the Society;
- (e) Proposing the sale of assets of the Society other than in the regular course of activities;
- (f) Electing to dissolve the Society;
- (g) Removing a trustee without cause;
- (h) Any matter which requires approval by the Members under the Nonprofit Corporation Act or these Bylaws.

Section 3.05. Adjourned Meetings and Notice Thereof.

A meeting of the Members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of a Majority of Members, but in the absence of a quorum, no other business may be transacted at the meeting unless these Bylaws or the Nonprofit Corporation Act otherwise provides.

When a meeting of the Members, either annual or special, is adjourned, notice of the reconvening of the adjourned meeting shall not be required as long the new date, time and place is announced at the meeting so adjourned. If, however, the original meeting is adjourned to a date more than 70 days after the date of the original meeting, the board of trustees shall fix a new date for determining the right to notice and the right to vote at the adjourned meeting. Subject to the foregoing, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by an announcement at the meeting at which the adjournment is taken.

Section 3.06. Quorum.

Except as otherwise provided in these Bylaws, the Members present in person or by proxy at a duly called or held meeting having 20 votes in the Society entitled to participate in the voting on a matter at such meeting shall constitute a quorum for consideration of that matter.

Subject to the provisions of this Section and unless otherwise expressly authorized by these Bylaws or the Nonprofit Corporation Act, an action required or permitted to be taken by the Members may be taken only at a duly called and properly noticed annual or special meeting at which a quorum is present. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, and the withdrawal of enough Members so that less than a quorum is present shall not invalidate action taken if the action taken is approved by at least a majority of the Members required to constitute a quorum. If a meeting cannot be held because a quorum is not present, no business shall be conducted, and the presiding officer shall adjourn the meeting without delay.

Section 3.07. Waiver by Attendance.

Attendance by a Person at a meeting shall also constitute a waiver of notice of the meeting, unless the Person objects at the beginning of the meeting to the transaction of business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of a right to object to the consideration of a matter not included in the notice of the meeting if the objection is expressly made at the meeting.

Section 3.08. Proxies.

(a) A Member entitled to vote shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by the Member as the Member's duly authorized agent and filed with the Secretary of the Society prior to the commencement of the meeting at which the proxy is to be exercised. A form of proxy may be distributed to each Member by the Society to afford the Member an opportunity to vote in absentia at a meeting of Members if it includes the name or names of Members who expect to be in attendance in person at the meeting to whom the proxy is to be given for the purpose of casting the vote to reflect the absent Member's vote as specified in the form of proxy.

(b) A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect, unless (i) revoked by the Member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Society stating that the proxy is revoked, by delivery to the Society of a subsequent proxy executed by the Member, or by personal attendance and voting at a meeting by the Member, or (ii) if written notice of the death or incapacity of the maker of the proxy is received by the Society before the vote pursuant to that proxy is counted. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless a shorter term is specified in the proxy.

Section 3.09. Minutes of Meetings.

A copy of the written minutes of an annual or special meeting shall be made available at the office of the Society to all Members within 60 days after the adjournment of the meeting. On written request by a Member to the Society requesting a copy of the written minutes and specifying the date of the meeting, the minutes of the meeting shall be mailed to the requesting Member on or after the day the written minutes are available at the Society's office.

ARTICLE IV

Dues

Section 4.01. Determination of Dues.

The board of trustees shall from time to time determine the annual amount of dues payable by Members.

Section 5.02. Payment of Dues.

Dues shall be payable on or before the anniversary of a Member's enrollment as a Member.

Section 5.03. Lapsed Membership.

If a Member becomes delinquent in payment of dues, the Member shall no longer be entitled to receive publications from the Society. When the Member is delinquent for at least three months, the Membership shall terminate.

ARTICLE VI

Board of Trustees

Section 6.01. Board of Trustees.

(a) The affairs of the Society shall be governed by a board of trustees not to exceed 31 individuals, as follows:

- (i) The President of the Society, who shall also be its chairman;
- (ii) one or more vice presidents;
- (iii) the treasurer;
- (iv) the Secretary of State of the State of Vermont;
- (v) the Vermont State Librarian;
- (vi) the immediate past President; and
- (vii) such additional elected trustees, as the board of trustees shall determine for election by the Members prior to each annual meeting.

At least 30 days prior to an annual meeting of the Members, the board of trustees shall determine the number of trustees to be elected at the annual meeting.

(b) All elected trustees shall be members of the Society.

(c) In addition to the trustees listed in subsection (a), the board of trustees may elect one or more honorary trustees. An honorary trustee shall enjoy all the privileges of board membership except that an honorary member shall have no vote.

Section 6.02. Nominating Procedure.

The Governance Committee shall present at the annual meeting a slate of nominees for each board vacancy. The slate shall be included in the notice of the annual meeting. A call for nominations from the floor for vacancies on the board shall be made. If there is only one nominee for a vacant trustee position, it shall be proper to entertain a motion to instruct the secretary to cast one ballot for the nominee. Otherwise voting shall be by written ballot. A majority of the votes cast shall constitute election.

Section 6.03. Election and Term of Office.

(a) An individual elected by the Members shall serve for a term of three years. No elected trustee shall serve more than three consecutive terms until at least one year shall have expired after his or her last term of office.

(b) The Secretary of State of the State of Vermont and Vermont State Librarian shall serve as *ex-officio* members of the board of trustees for the duration of their term in office.

(c) The immediate past President shall serve a term of three years.

Section 6.04. Removal of Trustee.

A trustee elected by the Members may be removed without cause only by Members representing a majority of the votes of the Members present and entitled to vote at a meeting at which a quorum is present. Removal of a trustee by the Members shall be invalid unless the notice of the meeting states that such action is to be voted upon at the meeting.

Section 6.05. Vacancies.

(a) A vacancy shall be deemed to exist in case of the death, resignation or removal of a trustee. If a trustee be absent from three consecutive regular meetings of the board of trustees, the board may, by majority action taken at the meeting during which the fourth absence occurs, declare the office of the absent trustee to be vacant.

(b) A vacancy caused by any reason may be filled by the board of trustees at a meeting held for that purpose at any time after the occurrence of the vacancy (even if the trustees present at that meeting may constitute less than a quorum) by a majority of those present at such meeting. An individual so appointed shall hold office until his or her successor is elected at an annual meeting of Members or at a special meeting duly called for that purpose.

Section 6.06. Organization Meetings.

The first meeting of the board of trustees shall be held after an annual meeting at such time and place as shall be fixed by the President and no notice shall be necessary to the trustees in order lawfully to constitute the meeting, provided that a majority of the trustees shall be present thereat.

Section 6.07. Regular Meetings.

A meeting of the board of trustees may be held at such time and place as shall be determined from time to time by a majority of the trustees, but such meetings shall be held at least four times during each year. Notice of a regular meeting of the board of trustees shall be given to each trustee at the address which the trustee shall designate in writing and file with the Secretary or, if no such address is designated, by hand-delivery or United States mail, at least 14 days prior to the day named for the meeting.

Section 6.08. Special Meetings.

A special meeting of the board of trustees may be called by the President on five days notice given to each trustee at the address which the trustee shall designate in writing and file with the Secretary or, if no such address is designated, by hand-delivery or United States mail.

Section 6.09. Waiver of Notice.

A trustee may at any time, in writing, waive notice of any meeting of the board of trustees, and the waiver shall be deemed equivalent to the giving of notice. Attendance by a trustee at a meeting of the board of trustees shall constitute a waiver of notice by the trustee of the time, place and purpose of the meeting. If all trustees are present at a meeting of the board of trustees, no notice shall be required, and any business may be transacted at the meeting.

Section 6.10. Quorum.

At a meeting of the board of trustees a majority of the trustees shall constitute a quorum for the transaction of business, and the votes of a majority of the trustees present at a meeting at which a quorum is present, shall constitute the decision of the board of trustees. The trustees present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, and the withdrawal of enough trustees so that less than a quorum is present shall not invalidate action taken if the action taken is approved by at least a majority of the trustees required to constitute a quorum.

Section 6.11. Action Without Meeting.

An action by the board of trustees required or permitted to be taken at any meeting may be taken without a meeting if all of the trustees shall individually or collectively consent in writing to such action. A written consent shall be filed with the minutes of the proceedings of the board of trustees.

Section 6.12. Minutes of Meetings.

A copy of the written minutes of a meeting of the board of trustees shall be made available at the office of the Society to all Members within 60 days after the adjournment of the meeting. On written request by a Member to the board of trustees requesting a copy of the written minutes and specifying the date of the meeting, the minutes of the meeting shall be mailed to the requesting Member on or after the day the written minutes are available at the Society's office.

ARTICLE VII
Committees

Section 7.01. Executive Committee.

(a) There shall be an executive committee of the board of trustees consisting of the President, who shall act as chair of the committee; the first vice president; the second vice president; the treasurer; the chair of the Governance committee, the chair of the Stewardship committee, the chair of the Collections Committee and one other trustee appointed by the President. The immediate past President shall serve as a non-voting member.

(b) The executive director shall attend each meeting of the executive committee. In addition to other reasons permitted by law, the executive committee may go into executive session to discuss matters pertaining to the executive director.

(c) The executive committee shall meet as often as deemed appropriate by the President.

(d) The executive committee shall have the authority of the board in the management of the business of the Society between board meetings, but the committee shall at all times be subject to the control and direction of the board of trustees.

(e) The executive committee shall keep a record of its actions and proceedings and report them to the board of trustees at or before the next board meeting.

Section 7.02. Standing Committees.

(a) There shall be the following standing committees: Collections and Research; Finance; Governance and Government Relations; and Stewardship. The members and chair of a standing committee shall be appointed by the President; the chair of a standing committee shall be a trustee. Generally, the membership of a standing committee shall not be fewer than four trustees. A committee shall submit a report at the annual meeting.

(b) *Collections and Research Committee.* The Collections and Research Committee shall provide advice on policies regarding the Society's library and museum collections; approve accessions in the name of the Society; recommend deaccessions to the board of trustees; oversee

disposition of holdings (subject to applicable law); and review and determine fellowships, grants and awards.

(c) *Finance Committee.* The Finance Committee shall monitor the fiscal health of the Society; monitor and direct the Society's investment manager; recommend an annual budget (and adjustments, as needed) to the board of trustees; oversee internal controls and risk management; ensure the integrity of the Society's annual and periodic financial statements; ensure compliance with legal and regulatory requirements; engage, in the name of the Society, independent auditors; and review annually conflicts of interest of trustees and employees.

(d) *Governance and Government Relations Committee.* The Governance and Government Relations Committee shall recommend policy changes from time to time to the board of trustees; review and make recommendations of changes to these Bylaws; maintain and strengthen the Society's relationship with the Vermont and federal governments; recruit, nominate or orient new trustees; provide education to the board of trustees; and evaluate from time to time the performance of the board of trustees.

(e) *Stewardship Committee.* The Stewardship Committee shall develop strategies for raising funds to support the Society's activities; steward Members and donors; establish and recommend development goals to the board of trustees; engage the board of trustees in development activities; oversee Membership activities; and oversee public relations plans and activities.

Section 7.03. Other Committees.

The President may appoint such other committees as the President deems necessary.

ARTICLE VIII
Officers

Section 8.01. Officers.

The officers of the Society shall be the President; a first vice president; a second vice president; the secretary; and the treasurer. An individual may hold more than one office, provided that the offices of President and Secretary shall not be held by the same individual. An officer may be a trustee, all officers shall be Members.

Section 8.02. Election of President, Vice Presidents, and Treasurer.

The President, the vice presidents and the treasurer shall be elected for a term of two years by the board of trustees at the meeting following the annual meeting of Members. The President and the vice presidents may not be elected to more than three successive terms.

Section 8.03. President.

The President, or in the absence of the President, the first vice president, shall preside over all meetings of the Society and the board of trustees. In the absence of both, the second vice president shall preside; if the second vice president is absent, those in attendance shall select a presiding officer. The President shall have all of the general powers and duties which are incident to the office of president generally including, without limitation, the power to appoint (except the executive committee) and supervise committees from time to time as the President may in the exercise of discretion decide is appropriate to assist in the conduct of the affairs of the Society. The President shall be responsible for the trustees' annual review of the executive director. The President shall communicate regularly with the executive director and assist the executive director in representing the Society to its various constituents and state government.

Section 8.04. Secretary.

(a) The executive director shall be the secretary of the Society. Subject to the approval of the Governor of the State of Vermont, the board of trustees shall employ and determine the compensation of the executive director. The executive director shall serve at the pleasure of the board to execute its policies and programs, attend all meetings of the board of trustees except executive sessions, maintain a register setting forth the place to which notices to Members and others shall be delivered and perform all the duties incident with the office of secretary.

(b) The secretary shall keep a complete record of all proceedings of meetings of the Members and the board of trustees and shall perform all other duties incident to the office of secretary.

Section 8.05. Vice Presidents.

The vice presidents shall assist the President in fulfilling the duties of President and, in the President's absence, shall assume leadership of the Society, in accordance with section 8.03 above.

Section 8.06. Treasurer.

(a) The Treasurer shall be responsible for (i) the Society's funds and securities, (ii) keeping full and accurate financial records and books of account showing all receipts and disbursements, (iii) preparation of all required financial data; (iv) report annually to the Members, (v) make disbursements on behalf of the Society, (vi) the deposit of all monies and other valuable effects in the name of the Society in such depositories as may from time to time be designated by the board of trustees and, (vii) in general, perform all the duties incident to the office of treasurer. The records and books of account shall at all times be open to inspection by any trustee.

(b) The treasurer shall chair the finance committee.

**ARTICLE IX
Indemnification of Trustees, Officers,**

Employees and Other Agents

Section 9.01. Indemnification.

The Society shall indemnify each trustee, officer, employee or other agent of the Society (each, an “Indemnified Party”) against any and all expenses, including but not limited to reasonable attorney’s fees and litigation costs, incurred or imposed upon him or her in connection with an action, suit or other proceeding (including the settlement of the action, suit or proceeding if approved by the board of trustees) to which an Indemnified Party may be a party by reason of being or having been a trustee, officer, employee or agent of the Society, whether or not the Indemnified Party is a trustee, officer, employee or agent at the time the expenses are incurred or imposed. Except to the extent required by the Nonprofit Corporation Act, an Indemnified Party shall not be liable to the Members for a mistake in judgment, negligence, or otherwise, except for his or her own gross negligence, willful misconduct or bad faith. An Indemnified Party shall have no personal liability with respect to a contract or other agreement or obligation of the Society made by him or her in good faith on behalf of the Society or the Members (except to the extent that an Indemnified Party may be liable in his or her capacity as a Member), and the Society shall indemnify, defend and hold harmless an Indemnified Party from and against any and all liability on account of a contract, agreement or obligation. The foregoing indemnification shall be in addition to, and not exclusive of, any other rights to which any current or former Indemnified Party may be entitled. The board of trustees is authorized to purchase insurance to fund the foregoing indemnification.

ARTICLE X Fiscal Year

Section 10.01. Fiscal Year.

The fiscal year of the Society shall begin on the first day of July and end on the last day of June of the next year.

ARTICLE XI Amendments

Section 11.01. Generally.

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Members present at an annual or special meeting of Members, if at least 30 days’ written notice from the secretary of the Society of the proposed alteration, amendment or repeal shall have been given to the Members.

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| <i>VHS Bylaws 09/016/06</i> | <i>Amended 9/26/2015</i> |
| <i>Amended 10/17/2009</i> | <i>Amended 9/9/2017</i> |
| <i>Amended 9/25/2010</i> | <i>Amended 9/29/2019</i> |
| <i>Amended 9/21/2013</i> | |

