



"Ensuring Our Neighbors with Disabilities are at Home in the Community"

BYLAWS OF GREEN MOUNTAIN SUPPORT SERVICES

ARTICLE I

MEMBERSHIP

Section 1. Membership. The Corporation shall have no members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers The affairs and activities of the Corporation shall be governed by a Board of Directors made up of community members. The primary powers and/or areas of responsibility for the Directors shall include the following:

1. Determine the Corporation's mission and strategic vision for its operation on an annual basis.
2. Oversight of the Corporation's budget, operations, and property.
3. Select, evaluate annually, and if necessary, terminate the appointment of the Executive Director.
4. Monitor the quality of the services provided by the Corporation, per the associated regulations and statutes.
5. Ensure that the provisions of the Corporation's Articles and By Laws are being followed.
6. No employee or contractor of the DA shall serve on the Board.
7. Develop, maintain, and submit upon request a conflict-of-interest policy for the Directors and Officers and ensure compliance with the policy.
8. Board Directors shall receive training in governance.
9. Board will review financial statements on a quarterly basis.
10. Board will review and approve salary, benefits, and compensation packages for personnel earning \$100,000 or more per annum.
11. Documents pursuant to the board will be maintained for a minimum of two years.

Section 2. Board Composition The Board of Directors shall be made up of individuals who are representative of the demographic makeup of the area served. Fifty-one



percent (51%) of the board of directors should be community members with diagnosed developmental disabilities or have a family member who is or was eligible to receive services because of his or her disability. The Board President shall survey Board Directors on an annual basis and shall certify to the Commissioner that the composition of the Board is comprised of a majority as required by this provision. The composition shall be confirmed by the Corporation's independent audit. Annually, the Board will determine whether this disclosure will be made available to the public on request.

Section 3. Number and Tenure. There shall be not less than 7 not more than 13 Directors **[State Law sets the minimum at three]**. The term of any Director shall be 3 years. A Director may be re-elected for a second term, but cannot serve on the board as a director for more than 6 consecutive years. If the board wishes, a previous director can be elected to the board after 3 years have passed since their previous service of 6 consecutive years.

Section 4. Election. The Directors shall be elected by majority vote of the Board at regularly scheduled or special meetings of the Board as each term expires. The Board shall establish staggered terms of its directors so that there is a mix of experienced and new members in any given board.

Section 5. Removal of Directors The Board of Directors of the Corporation may remove a Director without cause by the vote of two thirds of the Directors then in office.

Section 6. Vacancies If the office of any Director becomes vacant for any reason, including a vacancy resulting from an increase in the number of Directors the Board of Directors may fill the vacancy; or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. The term of any Director elected to fill a vacancy shall be the remaining term of that seat.

Section 7. Regular Meetings Regular meetings of the Directors shall be held at such place and at such times as the Directors may from time to time determine.

Section 8. Special Meeting. Special meetings of the Directors may be held at any time and at any place when called by the President or upon request of a majority of the Directors.

Section 9. Annual Meeting. An annual meeting of the Directors shall take place on or about the month of July, the beginning of the fiscal year. The time, date, and location to be designated by the Directors. At the annual meeting Directors may elect new directors and officers, receive reports on the activities of the association, and determine priorities for the coming year. Directors elected terms begin at the annual meeting closest to their election and onboarding and are completed at the end of the fiscal year of their third year. Vacancies prior to the end of the term will be filled the following annual meeting.

Section 9. Notice of Meetings. A written notice of the place, date and hour of all special meetings of the Directors shall be delivered to each Director by email addressed to such Director at their last known business or personal email address. Notice also may be given by telephone. Notice sent by mail shall be mailed at least 48 hours before the meeting. Notice given by telephone or email shall be sent or given, as the case may be, at least 24 hours before the meeting. Notice of a meeting need not be given to any Director if a waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him or her.

Section 9a. Open Meetings. Board meetings shall be open to the public, except when the Board determines the need to convene in Executive Session.

Section 10. Quorum. A majority of the number of Directors constituting the full Board of Directors shall constitute a quorum for a meeting.

Section 11. Action at Meeting. When a quorum is present at any meeting, the vote or concurrence of a majority of the number of Directors present shall be required to decide any matter or take any action except to the extent that a greater proportion is required by law, or the Articles of Association or these By-Laws.

Section 12. Action without Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 12. Committees/Executive Committee. The Directors may elect from their number such committees, each of which shall consist of a minimum of one Directors, as the Directors determine to be necessary or appropriate and may delegate thereto some or all their powers except those which by law, the Articles of Association or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make the rules for the conduct of its business. At a minimum, the Board of Directors shall have the following two committees:

EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have full authority to act on behalf of the Board of Directors except that it shall have no power to elect officers or to enter into any transactions or engage in acts which it knows to be contrary to the wishes of a majority of the Board of Directors or which require action by the Board as required under these bylaws. The Executive Committee shall report any business conducted by the Committee to the Board of Directors no later than the next regularly scheduled meeting. The Chair of the Board of Directors shall be the Chairperson of the Executive Committee.

FINANCE COMMITTEE. The Finance Committee shall meet once a quarter or as needed. It shall be the responsibility of the committee to review the agency budget and monitor agency financial status and staff compensation rates and report the financial affairs of the

corporation and report to the Board regular financial status; recommend to the Board an annual budget; financial audit; and generally, advise the Board on all financial matters. The Treasurer of the Board shall be a standing member of the Finance Committee, and shall chair the committee.

Section 14. Disposal of Assets. It is GMSS's policy for disposal of assets and debts and obligations in the event of dissolution, it is the Agency's obligation to return to the Department of Aging and Independent Living (DAIL) any assets and property directly obtained with Department funds, as allowed by law. In addition, if the Agency merges with another organization, the Agency shall obtain written authorization from DAAL approving the transfer or requiring return of the assets and property purchased directly with Department funds.

ARTICLE III

OFFICERS

Section 1. Designation. The Officers shall be a President, a Vice President, a Treasurer, a Secretary and such other officers, as the Directors may determine.

Section 2. Election The President, Vice President, Treasurer and Secretary shall be elected by the Directors annually following the election of any Directors whose term expires in a given year, if applicable. All other officers may be elected by the Directors at such meeting or at any other meeting.

Section 3. Qualification. All officers shall be Directors. The Secretary shall be a resident of the State of Vermont unless the Corporation as a resident agent appointed for the purpose of service of process. So far as is permitted by law, any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 4. Tenure. Subject to law, to the Articles of Association and to the other provisions of these By-Laws, the President, Treasurer and Secretary shall each hold office for one year and until his/her successor is chosen and qualified.

Section 5. General Duties and Powers. Subject to law, to the Articles of Association and to these By-Laws, each Officer shall have, in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his or her office and such duties and powers as the Directors may from time to time designate. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. President and Vice President. Unless otherwise provided by the Directors, the President shall preside, when present, at all meetings of the Directors and the Executive Committee and shall be an ex-officio member on all committees. The Vice President shall perform the duties of the President in the President's absence and have such other

duties and powers as the Directors may from time to time designate.

Section 7. Treasurer. The Treasurer shall be subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He or she shall have the care and custody of all funds, securities and valuable documents of the Corporation except as the Directors may otherwise provide. If required by the Directors, he or she shall give bond for the faithful performance of his or her duties in such form and with such sureties as the Directors may determine. The Treasurer shall serve as Chairperson of the Finance Committee, if any and shall cause to be submitted an annual-¹ financial report to the Directors and shall ensure that the financial records are audited annually.

Section 8. Secretary. The Secretary shall keep the original or attested copies of the Articles of Association, these Bylaws, and records of all meetings of the incorporation, all meetings and consents in lieu of such meetings of the Directors.

Section 9. Vacancies/Removal. If the office of any officer becomes vacant for any reason, a majority of the Board of Directors shall elect a successor, Officers elected or appointed by the Directors may be removed from their respective offices whenever a majority of the Directors vote, in their judgment determine that the best interests of the Corporation will be served thereby.

ARTICLE IV

EXECUTIVE DIRECTOR

The Directors shall select and appoint an Executive Director who shall possess all authority and responsibility necessary to operate and manage the Corporation in all its activities, subject only to such policies as may be issued by the Board or, if applicable, its Executive Committee and the policies and statutes of regulatory agencies. The Executive Director shall be the chief administrative officer of the Corporation, The Executive Director shall act as the duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The Executive Director shall report, as directed, to the President between Board meetings and to the Board and the Executive Committee of the Board, if any, at each meeting of each of those bodies.

ARTICLE V

CONTRACTS AND SERVICES

Section 1. Execution. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

Section 2. Interest in Contracts. No loans shall be made by the Corporation to its Directors or Officers. No other contract or transaction between the Corporation and one

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or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or Officers are Directors or Officers or are financially interested, shall be either void or voidable for this reason alone provided that such common directorship, officership or financial interest, if material, is disclosed or known to each of the Directors voting or concurring on the matter of the approval of such contract or transaction, which states that the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation, is not violative of the proscriptions in the Articles of Association against the Corporation's use or application of its funds for private benefit, and is not a prohibited transaction and would not result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended, is not in violation of the standards and, has been approved in accordance with the criteria, set forth in Subchapter 3 of Chapter 8 of Title U(b) of the Vermont Statutes Annotated as amended from time to time.

Interested Directors may be counted in determining the presence of a quorum at such meeting, and such interested Directors may vote on the matter of the approval of such contract or transaction, provided that any such vote shall require the affirmative vote of a majority of the Directors who have no interest in such contract or transaction, even though the disinterested Directors be less than a quorum.

ARTICLE VI

INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have to the power to indemnify him or her against such liability.

ARTICLE VII

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as then now exist or as they may hereafter be amended.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation, shall be signed by the President.

ARTICLE IX

FISCAL YEAR

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on June 30 in each year.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed and new By-Laws not inconsistent with any provision of the Articles of Association or statute may be made by the affirmative vote of a majority of the Directors in office at the time at any duly warned meeting of the Directors consistent with the provisions of 11B V.S.A. §10.20 as amended from time to time.

Adopted August 17, 2023

