

## BYLAWS OF THE VERMONT HERPETOFAUNA AND NATURE CENTER INC.

### ARTICLE I — NAME AND PURPOSE

**Section 1: Name:** The name of the organization shall be The Vermont Herpetofauna and Nature Center Inc. It shall be a nonprofit organization incorporated under the laws of the State of Vermont.

**Section 2: Purpose:** The Vermont Herpetofauna and Nature Center Inc. is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is:

- To educate about exotic pets and the proper care and housing of reptiles, amphibians and arachnids kept as pets, as well as the education and conservation of our native herpetofauna species.

### ARTICLE II — MEMBERSHIP

**Section 1 – Membership:** Membership shall consist of the board of directors.

### ARTICLE III — BOARD OF DIRECTORS

**Section 1 - Board role, size, qualifications, and compensation:** The board is responsible for overall policy and direction of the Vermont Herpetofauna and Nature Center Inc., and delegates responsibility of day-to-day operations to committees, board operating officers and when financially able, staff.

The board shall have up to 10, but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses (limited to mileage, costs of equipment or services purchased for the organization and time spent conducting educational programs). If the board of directors votes to amend the articles of incorporation and the bylaws, the board of directors may fix a rate for compensation of directors for other activities.

Mileage shall be reimbursed based on the standard federal rate. Any expenses must relate to running, marketing, or fundraising for the organization and be documented with receipts on the board members monthly hours and expense report. Board members can, if they so choose, request compensation for conducting educational programming for the organization at the rate of \$20.00 an hour, as long as the budget for that specific program/event permits. Any-and-all donations or fees given to the organization are to be deposited in the HNC bank account, and utilized to expand programs and grow the organization.

Board officers need be a resident of Vermont, while non-officer board members, members at large and advisory committee members can be located anywhere.

No more than 49 percent of the individuals serving on the board may be a financially interested person. “Financially interested person” means: individuals who have received or are entitled to receive compensation, directly or indirectly from the organization for services rendered to it within the previous 12 months, excluding any reasonable payments made to directors for serving as directors.

**Section 2 - Terms:** All board members shall serve three-year terms, and are eligible for re-election for up to three consecutive terms.

**Section 3 - Meetings and notice:** The board shall meet at least quarterly, at an agreed upon time and place, either virtually or in-person. An official board meeting requires that each board member have written notice at least two weeks in advance.

**Section 4 - Board elections:** During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

**Section 5 - Election procedures:** new directors shall be elected by a majority vote of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 6 - Quorum:** A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

**Section 7 - Officers and Duties:** There shall be three officers of the board, consisting of a president, secretary, and treasurer. Their duties are as follows:

- The president shall convene regularly scheduled board meetings, shall preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: secretary, treasurer. The president shall chair committees on special subjects as designated by the board.
- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

An officer with discretionary authority shall discharge his or her duties under that authority: in good faith; in a manner the officer reasonably believes to be in the best interest of the organization. An officer is not liable to the corporation, any member, or other person for any action taken or not taken as an officer, if the officer acted in compliance with this section.

Authority to indemnify: The HNC may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if the individual: conducted himself or herself in good faith; and reasonably believed: in the case of conduct in his or her official capacity with the organization, that the director's conduct was in the best interests; and that his or her conduct was not in opposition to the organization's best interest; and the director had no reasonable cause to believe his or her conduct was unlawful. Any board member or officer of the organization is entitled to mandatory indemnification under section 8.52 Title 11B Chapter 8 of The Vermont Statute.

**Section 8 - Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement,

to be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacant officer's term.

**Section 9 - Resignation, termination, and absences:** Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10 - Special meetings:** Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

**Section 11 - Remote communication for meetings:** Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

**Section 12 - Action without a meeting:** Upon initiative of the board president or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

#### **ARTICLE IV — COMMITTEES**

**Section 1 - Committee formation:** The board may create ad hoc committees as needed, such as fundraising, education, public relations, data collection, etc. The board president appoints all committee chairs.

**Section 2 - Executive Committee:** The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers.

**Section 3 - Finance Committee:** The treasurer is the chair of the Finance Committee, which includes two or more other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members and any staff. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures,

and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### **ARTICLE V — DIRECTORS AND STAFF**

**Section 1 – Board President, Operating Officer:** The president, until such time as an Executive Director can be hired by the board will conduct the day-to-day responsibilities for the organization, including carrying out the organization’s goals, policies, and programs.

When the executive director is hired, the executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

**Section 2 - Board Member Activities:** Each board member shall assist with carrying out the organization’s goals, policies, and programs; including but not limited to educational events with animal ambassadors, fundraising, and marketing activities.

#### **ARTICLE VI – AMENDMENTS**

**Section 1 - Amendments:** These bylaws may be amended, when necessary, by vote of two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### **ARTICLE VII – STANDARD OF CONDUCT**

**Section 1 – General standards for directors:** A director shall discharge his or her duties as a director, including the director’s duties as a member of a committee: in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the director reasonably believes to be in the best interest of the organization. A director is not liable for the performance of the duties of his or her office if the director acted in compliance with the standard of conduct.

#### **Certification**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on

[MONTH/DAY/YEAR]

Secretary \_\_\_\_\_ Date \_\_\_\_\_