



ORGANIZATION BYLAWS

Article I: Legal Authority

The LoveNotes, Inc. is chartered as a nonprofit corporation under and by virtue of the laws of the State of Vermont as contained in Title 11B of the 2024 Vermont Statutes. In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to education and public, not-for-profit activities.

Article II: Name and Location

Section 1: Official Name - The LoveNotes, Inc.

Section 2: Assumed Name - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of "The LoveNotes" however, the official name shall remain the binding corporate name to transact business.

Section 3: Location - The principal office of the corporation and its registered agent shall be located in the town of Bennington, Bennington County, Vermont. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the Vermont Secretary of State.

Article III: Purpose

Section 1: Mission - The purpose of the corporation is creating community through song.

Section 2: Restrictions - No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin and any additional protected classes; or do anything to disqualify its tax-exempt status pursuant to the appropriate statute of the United States' Internal Revenue Code.

Article IV: Membership

Section 1: Eligibility - Any person 18 years of age or over expressing an interest in creating community through song, whether by singing or performing with The LoveNotes, assisting with administrative duties, or participating in promotional and fundraising activities, is considered eligible for membership. For liability insurance purposes, constant parental supervision will be required for any individual under 18.

Section 2: Membership Fees - Membership shall be for a period of one year. Categories of membership and suggested donations shall be established by the Board of Directors.

Section 3: Voting Privileges - According to their category of membership, each member in good standing shall have one vote on motions presented at the Annual Meeting and at special scheduled meetings of the corporation. Membership is not transferable and does not allow any rights or interest in the assets or income of the corporation. Proxy votes shall be permitted only with advance written notice.

Article V: Board of Directors

Section 1: Governance - The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than four and not more than 12 of duly elected voting members. The Board of Directors retain those powers granted under Vermont Statutes which permit all necessary and convenient actions to affect all the approved purposes for The LoveNotes, Inc.

Section 2: Terms of Office - Directors elected at Annual Meetings shall serve a first term of either one (1), two (2), or three (3) years to maintain staggered terms of service for each approximate third of its membership. Thereafter, a full term commences with the date of election. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term. Each Director must maintain member-in-good-standing status.

Section 3: Vacancies – Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the corporation. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms.

Section 4: Attendance - Each Director is expected to attend all regular meetings of the Board and all special called meetings and Annual Meetings of the corporation. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors.

Section 5: Compensation - Directors shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the corporation as may be approved by the Board of Directors.

Section 6: Commitment and Ethics Rule - Each Director must maintain a high commitment to the stated mission and goals of The LoveNotes, Inc. and meet ethical standards in the conduct of business. Directors brought into question under this rule shall have a hearing before a special committee of the Board. If their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, they shall be removed from the Board of Directors.

Article VI: Meetings

Section 1: Annual Meeting - An Annual Meeting of the corporation and its members shall be held each year.

Section 2: Meetings and Notice - As a minimum, regular meetings of the Board of Directors shall be held bi-monthly according to a schedule announced by the Board Chair at the Annual Meeting. Special called meetings of the corporation shall be held at the discretion of the Chair or by a majority vote of the Board of Directors or upon written request by ten (10) percent of the corporation's members-in-good-standing. Notices for such special meetings shall be provided by telephone, posted mail or email at least seven (7) days before the announced time, date and place.

Section 3: Quorum and Voting - A simple majority of Directors being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy votes shall be permitted only with advance written notice. At special meetings of the corporation and at the Annual Meeting, the same rules shall apply to all members-in-good standing. Under special circumstances, the Executive Committee may meet by means of electronic conference with all members included simultaneously.

Section 4: Rules of Order - Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

Article VII: Officers

Section 1: Officers - Officers of the corporation shall include a Board Chair, a Vice Chair, a Secretary and a Treasurer. All such officers must be duly elected from among voting members of the Board of Directors. No individual shall concurrently hold more than one office.

Section 2: Election and Term of Office - Election of officers shall occur each year during the Annual Meeting following recommendations by a Nominating Committee appointed by the Board Chair. Each officer shall be elected by members-in-good-standing present and serve for a period of one year. All vacancies in these offices shall be appointed by the Board Chair, or when absent the Board of Directors, for the remainder of that year.

Section 3: Duties of Board Chair - The Chair shall preside at all meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The Chair, or a designee, may serve as an ex-officio member of those standing and special committees established by the Board. By invitation of the Board, the immediate past Board Chair may serve as a voting member on the Board of Directors for a period of one year.

Section 4: Duties of Vice Chair - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair organizes the corporation's Annual Meeting and may serve as an ex-officio member of all committees.

Section 5: Duties of the Secretary - The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safekeeping of all official contracts and records of the corporation and publish notices of scheduled meetings as required in these Bylaws.

Section 7: Duties of the Treasurer - The Treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at bi-monthly meetings. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer.

Article VIII: Standing and Special Committees

Section 1: Committees - The corporation shall have two types of committees: Standing Committees that address ongoing needs of the corporation and Special Committees that address time-limited tasks, issues or needs. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee will be authorized to make binding decisions for the corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Standing Committee and Special Committee. Each committee must promptly submit a written record to the Secretary of the Board of Directors.

Section 2: Executive Committee - The Executive Committee shall meet on behalf of the full board of directors in matters of urgency and/or expediency as determined by the Chair. Except on specific matters requiring full participation of the Board of Directors as stipulated in these Bylaws or in the Vermont General Statutes, actions of the Executive Committee shall be deemed to be official and binding decisions of the full Board of Directors. A simple majority of members present shall constitute a quorum for voting. Individuals shall serve as long as they hold a qualifying office in the corporation. The Chair of the Board shall be the Chair of the Executive Committee. All meetings and actions of the Executive Committee shall be recorded in writing and presented at the next regular meeting of the Board of Directors.

Section 3: Other Standing and Special Committees - The Board of Directors will determine the need, purview, and membership for specific Standing and Special Committees as the The LoveNotes, Inc. grows.

Section 4: Committee Membership – The Board of Directors appoints all committee members. Standing Committees must have a majority of committee members who are also members-in-good-standing of the corporation. Members of standing committees shall serve one year or until the next Annual Meeting of the corporation, whichever occurs first. At the discretion of the Board Chair, members of Standing Committees may continue to serve until a successor is appointed. Members of Special Committees shall serve for one year or less, as specified when the committee is established.

Article IX: Finance

Section 1: Fiscal Year - The Corporation's financial year shall follow a standard calendar year, commencing on January 1 and ending December 31.

Section 2: Records and Reports - Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 3: Deposits & Disbursements - Any and all disbursements from the corporation's accounts shall be made only by checks signed by two authorized representatives: a person approved by the Board to serve in a business management role and any one of the following officers: Chair, Vice Chair, Treasurer.

Article X: Dissolution of the Corporation

Section 1: Dissolution Rule - Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership voting, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission.

Section 2: Optional Rule - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Superior Court of Bennington County shall dissolve the corporation in a manner consistent with the above rule and inaccordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

Article XI: Amendments

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided all members at least ten (10) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.

HISTORICAL NOTES:

Approved by founders and incorporators: _____

Approved by Charter Board of Directors: _____

REVISIONS TO BYLAWS:

Approved by Board of Directors: _____