

Bylaws of  
**Vermont Mushers Association, Inc.**

Approved by the Board of Directors

Sept. 9, 2005

## **Article 1. Name**

The name of the Corporation shall be “Vermont Mushers Association, Inc.”

## **Article 2. Purposes**

The Vermont Mushers Association was established to:

1. Unite all those engaging in dog-powered sports in the State of Vermont for the purpose of maintaining and promoting statewide trail privileges,
2. Disseminate information,
3. Promote the safe and responsible use of trails,
4. Speak for and represent the Vermont Mushers Association to other organizations.

## **Article 3: Office**

The mailing address for the registered office of the corporation shall be Vermont Mushers Association, Post Office Box 514, Waitsfield, VT 05673. 11B V.S.A. § 5.02.

## **Article 4: Members**

### *Section 1. Membership.*

A person engaging in dog-powered sports may become a member of the corporation by completing the following: (1) paying the annual membership fee and (2) completing an application form. An organization may become an organizational member by paying the annual organizational membership fee. 11B V.S.A. § 6.01.

### *Section 2. Voting Rights.*

Each individual member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. 11B V.S.A. § 6.20 & 7.21. Organizational members shall have no vote.

### *Section 3. Termination of Membership.*

The board of directors, by affirmative vote of two thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present and voting at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period. The process shall be carried out in good faith. At least 15 days prior written notice shall be given to the member to be expelled, suspended, or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion, suspension, or termination, so as to allow the board of directors sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the member’s last address. 11B V.S.A. § 6.31.

### *Section 4. Resignation.*

Any member may resign by filing a written resignation with the corresponding secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid. 11B V.S.A. § 6.30.

*Section 5. Reinstatement.*

On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of a majority of the board, may reinstate a member to membership on such terms as the board of directors may deem appropriate.

*Section 6. Annual Meeting.*

The annual meeting of the members shall be held in September in each year, at a time to be determined, for the purpose of electing directors and officers for the transaction of such other business as may come before the meeting. If the election of directors is not held on that day, the board of directors shall call a special meeting of the members as soon thereafter as is convenient. The meeting shall be held at the registered office, unless some other place is specified in the annual meeting notice. It shall be held in Vermont. 11B V.S.A. § 7.01.

*Section 7. Special Meetings.*

The corporation shall hold a special meeting of members on call of its board or the person or persons authorized to do so by these bylaws; or if the holders of at least five percent of the voting members, with a minimum of 5 members, in good standing sign, date, and deliver to any officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. 11B V.S.A. § 7.02.

*Section 8. Place of meeting.*

The board of directors may designate any place within the State of Vermont as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

*Section 9. Notice of Meeting.*

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made in by email or telephone, whichever is more convenient, at least two days in advance of said meeting. 11B V.S.A. § 7.05.

*Section 10. Quorum.*

At least one-tenth of the total number of members, with a minimum of 10 members, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than one-tenth of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. 11B V.S.A. § 7.22.

*Section 11. Proxies.*

At all meetings of members, a member may vote by proxy. 11B V.S.A. § 7.24.

*Section 12. Voting.*

Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. 11B V.S.A. § 7.08. In the election of directors, cumulative voting shall not be permitted. 11B V.S.A. § 7.25.

*Section 13. Rules.*

Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

**Article 5. Board of Directors**

*Section 1. Powers.*

The business and affairs of the corporation shall be managed by the board of directors. 11B V.S.A. § 8.01. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board. 11B V.S.A. § 8.25.

*Section 2. Number, Tenure, and Qualifications.*

The board of directors of the Corporation shall consist of five to eight members. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be for three years, ending at the annual meeting of the members and the election and qualification of his or her successor. Directors must be residents of Vermont and must be members of the Corporation at the time of their election. 11B V.S.A. § 8.02& 8.04.

*Section 3. Regular Meetings.*

A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at a mutually convenient place in the absence of any designation in the resolution. 11B V.S.A. § 8.20.

*Section 4. Special Meetings.*

Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at such place as the directors may determine. 11B V.S.A. § 8.20.

*Section 5. Notice.*

Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice, email, or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. 11B V.S.A. § 8.22& 8.23.

*Section 6. Quorum.*

A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of

business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book. 11B V.S.A. § 8.24.

*Section 7. Voting.*

Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. 11B V.S.A. § 8.21.

*Section 8. Removal of absent directors.*

Directors missing three consecutive regular meetings are deemed removed at the discretion of the board. 11B V.S.A. § 8.08.

*Section 9. Vacancies.*

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. 11B V.S.A. § 8.11.

*Section 10. Fees.*

The board of directors shall establish the annual membership fee and other fees as needed to be assessed from the members.

*Section 11. Rules.*

Meetings of the board of directors shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

## **Article 6. Officers**

*Section 1. Number.*

The officers of the Corporation shall be a president, vice-president, corresponding secretary, recording secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. 11B V.S.A. § 8.40.

*Section 2. Election and Term of Office.*

The officers of the Corporation shall be elected annually at the annual meeting of the members. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided. No person shall hold office for more than three consecutive years. 11B V.S.A. § 2.06(b).

*Section 3. Removal.*

Any officer or agent elected or appointed by the board of directors may be removed by the board of direc-

tors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

*Section 4. Vacancies.*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

*Section 5. Powers and Duties.*

The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. 11B V.S.A. § 8.40.

a) The **President** shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Bylaws.

b) The **Vice President** shall have the duties and exercise the powers of the President in case of the President's absence and perform any other duties specified in the Bylaws and/or the Board of Directors.

d) The **Recording Secretary** shall be responsible for:

- 1) Recording the minutes of all meetings of the Board of Directors and Meetings of the General Membership.
- 2) Recording minutes of all meetings of the Board held by mail or other means.
- 3) Furnishing copies of all minutes in a form prescribed by the Board of Directors.
- 4) Carrying out such other duties as are prescribed in these bylaws and/or by the Board of Directors.

e) The **Corresponding Secretary** shall be responsible for:

- 1) Supplying prospective applicants with applications and copies of the Bylaws and Trail Safety and Etiquette Guidelines for Musers.
- 2) Notifying members of the time and place of member's meetings.
- 3) Notifying Directors of the time and place of Directors' meetings.
- 4) Conducting all general Club correspondance.
- 5) Preparing and mailing all Club materials/newsletters.
- 6) Lending as much assistance as possible to committee chairpeople with mailings pertaining to Club business.
- 7) Carrying out such other duties as prescribed in these bylaws and/or the Board of Directors.

f) The **Treasurer** shall:

- 1) Notify members when dues are due.
- 2) Collect and receive all monies due to the Club and keep an up-to-date roll of the members in good standing.
- 3) Deposit the same in a bank account approved by the Board, in the name of the Club.
- 4) Disburse funds necessary to discharge the liabilities of the Club. Such disbursements shall in no event exceed a maximum limit on all expenditures imposed by the Board of Directors. If

liabilities are incurred in excess of this maximum limit, prior approval of the Board must be obtained before payment can be made.

5) Keep the books open to inspection of the Board at all times.

6) Make the books available for annual audit by direction of the Board.

7) Report to the Board at every meeting the condition of the Club's finances and every item of receipt of payment.

8) Render at the Annual Meeting a written account of all monies received and expended during the previous fiscal year.

9) The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

#### *Section 6. Salaries.*

The salaries of the officers may be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. There shall be no right to a salary and a salary may not be paid unless the board of directors so orders.

### **Article 7. Contracts, Loans, Checks, and Deposits**

#### *Section 1. Contracts.*

The board of directors may authorize any officer or officers, agent or agents, 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 specific business.

#### *Section 2. Loans.*

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

#### *Section 3. Checks, Drafts, or Orders.*

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

#### *Section 4. Deposits*

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors shall select.

### **Article 8. Fiscal Year.**

The fiscal year of the Corporation shall be October 1 to September 30, which shall also be the official membership year.

### **Article 9. Waiver of Notice**

Whenever any notice is required to be given to any member or director of the corporation under the provi-

sions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article 10. Amendments**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article 4, concerning the members, be substantially altered without the prior approval of two-thirds of the members. 11B V.S.A. § 2.06.

#### **Article 11. Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **Article 12. Dissolution or Sale of Assets**

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. 11B V.S.A. § 12.02& 14.02. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.