

## **BYLAWS**

of the

### **Old West Church Association, Inc.**

758 Old West Church Road, Calais, Vermont 05648

#### **ARTICLE I. NAME**

The name of this Association shall be the Old West Church Association, Inc., herein after to be referred to as the Association.

#### **ARTICLE II. PURPOSE**

**SECTION 1.** To preserve, conserve and administer the nondenominational physical property and meeting house known as the Old West Church located at 758 Old West Church Road, Calais, Vermont for the benefit of the Calais community.

**SECTION 2.** To promote and encourage the use of the Old West Church for activities that are deemed by the Trustees and membership to be in keeping with the traditions and in the best interest of the Calais community, including but not limited to weddings, memorials, worship, community concerts, dramas, lectures, presentations, festivals, cultural programs, workshops, and displays.

#### **ARTICLE III. MEMBERSHIP**

**SECTION 1.** Membership in the Association shall consist of individuals and/or entities as defined in sections 2, and 3.

**SECTION 2. VOTING MEMBERSHIP:** A person shall be eligible for voting membership if they are 16 years or older.

**SECTION 3. NON-VOTING MEMBERSHIP:** Non-voting membership may also be extended to any association or institution interested in the preservation of the Old West Church including agencies, corporations, or foundations that provide financial support to the Association.

**SECTION 4. MEMBERSHIP ENROLLMENT:** A person shall become an immediate member by filling out an enrollment form distributed and collected at the Annual Meeting and at Old West Church events, or by submitting a membership form. For the purposes of voting, all membership forms must be received on or before the date of the Annual Meeting.

**SECTION 5. MEMBERSHIP DURATION:** Membership duration is for one year from the Annual Meeting.

#### **SECTION 6. RESIGNATIONS**

Membership may be discontinued in the following ways:

- a. Resignation via written notification to the board of Trustees

- b. Automatic resignation for non-renewal of membership

**SECTION 7:** The Association shall not discriminate on the basis of race, sex, gender, political affiliation, age, marital status, creed, color, nationality or disabilities.

**SECTION 8. MEMBERSHIP DUES & FEES:**

- a. The Board of Trustees shall be empowered to set membership dues for the Association. This will be done at the Association’s Annual Meeting and approved by a simple majority of the membership.
- b. The Board of Trustees shall be empowered to set facility use fees.

**ARTICLE IV. TRUSTEES**

**SECTION 1. POSITIONS:** The Trustees of the Association shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

**SECTION 2. ELIGIBILITY:** Three of the five voting Trustees must be residents of Calais during their time of service on the Board.

**SECTION 3. QUORUM:** A simple majority of three (3) Trustees will constitute a quorum for conducting the business of the Association.

**SECTION 4. COMPENSATION OF TRUSTEES:** Trustees of the Association shall not be compensated for their services; however, Trustees may be reimbursed for actual expenses incurred in performing their duties when the President and Treasurer approve such reimbursements.

**ARTICLE V. DUTIES OF TRUSTEES**

The Trustees shall have the following general responsibilities:

- a. General supervision of business of the Association between membership meetings
- b. Fix the hour and place of Annual and other meetings
- c. Make recommendations to the membership
- d. Perform such other duties as specified by the bylaws
- e. Arrange for sharing of informative reports to the membership
- f. Take care of the Association by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the Association’s effectiveness and sustainability (legal “Duty of due care”)
- g. Make decisions in the best interest of the Association; not in his or her self-interest. (legal “Duty of loyalty”)
- h. Ensure that the Association obeys applicable laws and acts in accordance with ethical practices; that the Association adheres to its stated corporate purposes, and that its activities advance its mission. (legal “Duty of obedience”)
- i. Trustees shall serve on standing and special committees as determined by the president

**SECTION 1. PRESIDENT:** The president shall have the following duties:

- a. Preside over Trustee and membership meetings
- b. Appoint standing committee chairpersons
- c. Appoint special committee chairpersons

**SECTION 2. VICE PRESIDENT:** The vice president shall have the following duties:

- a. Perform the duties of the president when the president is absent
- b. Become president for the unexpired term in the case of resignation or incapacity of the president

**SECTION 3. TREASURER:** The treasurer shall have the following duties:

- a. Have charge of all monies of the Association and report thereon at all meetings
- b. Collect all dues from members, if they are required
- c. Pay bills in accordance with the fiscal procedures adopted by the Trustees
- d. File all state and federal financial forms
- e. Serve as the Association's Registered Agent for the State of Vermont

**SECTION 4. RECORDING SECRETARY:** The recording secretary shall have the following duties:

- a. Take and record accurate minutes of the proceedings of all Trustee and membership meetings
- b. Preserve in a permanent file all records, letters, and memorabilia of value to the Association which shall be housed in the home of a Calais Trustee or other location agreed upon by the Trustees, herein referred to as the principal office.
- c. Stewardship of the sconces

**SECTION 5. CORRESPONDENCE SECRETARY:** The correspondence secretary shall have the following duties:

- a. Conduct the correspondence of the Association including coordination of the dissemination of newsletters, announcements, agendas, and fundraising materials, and fundraising acknowledgements
- b. Maintain Association's databases
- c. Arrange for maintenance of Association's website

## **ARTICLE VI. NOMINATIONS, ELECTION AND TERMS**

**SECTION 1. NOMINATING COMMITTEE:** A nominating committee will consist of a chairperson and two (2) additional members and shall be appointed at the time of the Annual Meeting by a majority of the Trustees to serve for the following term.

**SECTION 2. ELECTIONS:** The Nominating Committee shall submit to the membership at the time of the Annual Meeting of the Association a slate of nominees for Trustees of the Association.

- a. All nominees for Trustees shall be voting members of the Association
- b. Candidates shall be nominated for specific term lengths as indicated in "Section 3. Terms."

- c. Additional nominations meeting the requirements of the Bylaws may be made by voting members at the time of the Annual Meeting
- d. An affirmative vote of the majority of voting members shall elect each Trustee
- e. Each Trustee position will be voted on individually

**SECTION 3. TERMS:** The Trustees shall serve terms as follows:

- a. Three (3) three-year terms
- b. Two (2) two-year terms
- c. Trustees may be elected to successive terms

At the first election following the approval of these bylaws Trustees will be elected to either two or three year terms as specified in this section above.

**SECTION 4. INSTALLATION:** Newly elected Trustees will be installed at the Annual Meeting and will assume office upon the conclusion of the Annual Meeting.

**SECTION 5. VACANCIES:** With the exception of the President, who shall be succeeded by the Vice President, if any office of the Association becomes vacant, it shall be filled by the action of a majority of a quorum of the Trustees. The officer so elected shall hold such office for the remaining portion of the term of the officer whose office is vacant, and until the election or appointment of his/her successor. In the event of a tie, the President will select the candidate to fill the vacancy.

## **ARTICLE VII. MEETINGS**

**SECTION 1. TRUSTEES MEETINGS:** Trustees shall be required to meet two (2) times per year (in addition to the Annual Meeting), with additional meetings scheduled at their discretion and as necessary.

**SECTION 2. ANNUAL MEETING OF MEMBERS:** The Trustees of the Association shall designate a time and place for the Annual Meeting of the members of the Association. The purpose of this meeting will be the election of Trustees and for the transaction of such other business (including the financial and annual reports), as may be brought before the meeting.

**SECTION 3. MEETING NOTICE:** Notice of the Annual Meeting shall be published at least thirty (30) days before said meeting. Postings of the meeting shall be shared publicly across multiple public platforms.

**SECTION 4. SPECIAL MEETING OF MEMBERS:** A special meeting of the members of the Association may be called upon by receipt of a written petition to the Correspondence Secretary by five (5) or more voting members of the Association, or upon the direction of the President. This meeting shall be published within 5 days of being called. Notice of this meeting shall be published at least thirty (30) days before said meeting. Postings of the meeting shall be shared publicly across multiple public platforms.

**SECTION 5. QUORUM:** At any meeting of the members, a minimum of five (5) voting members shall constitute a quorum. Amendments or repeal of the bylaws shall be guided by "Article XV. Amendments."

**SECTION 6. VOTING:** Each voting member shall be entitled to one vote. No proxies will be permitted.

**SECTION 7. PROCEDURES.** All meetings shall be conducted in accordance with Roberts Rules of Order, except as may explicitly be defined herein.

#### **ARTICLE VIII. STANDING COMMITTEES**

**SECTION 1. APPOINTED CHAIRS OF STANDING COMMITTEES:** The Appointed Chairs of Standing Committees shall be: The Chair of the Music Committee, the Chair of the Building Committee, the Chair of the Finance Committee, and the Chair of the Fundraising Committee, and the Chair of the Program Committee. Chairs (with the support of Trustees) shall engage in recruitment for committee participants. A special emphasis will be placed on reaching out to youth for committee participation.

**SECTION 2. DUTIES OF THE MUSIC COMMITTEE:** The Chair of the Music Committee shall advise the Association and members on all issues regarding the provision of music for religious services, concerts, and other programs of civic or community interest. The Chair shall function as the Director of Music.

**SECTION 3. DUTIES OF THE BUILDING COMMITTEE:** The Chair of the Building Committee shall evaluate, recommend, and provide advice regarding the preservation and maintenance activities of the Association. The Chair shall maintain an historical record of restoration activities, which will document the particulars of each project.

**SECTION 4: DUTIES OF THE FINANCE COMMITTEE:** The Chair of the Finance Committee shall provide financial consultation concerning the investment of OWC funds, set long range financial goals in coordination with funding strategies to achieve them, and arrange for audits of the financials of the Association by a Certified Public Accountant with copies made available.

**SECTION 5: DUTIES OF THE FUNDRAISING COMMITTEE:** The Chair of the Fundraising Committee shall provide a fundraising strategy and action plan for building sufficient resources to maintain the Old West Church. The chair will work in close cooperation with the finance and building committees to guide fundraising activities. The chair will ensure effective administrative systems to track grants and donations.

**SECTION 6. DUTIES OF THE PROGRAM COMMITTEE:** The Chair of the Program Committee shall actively promote use of the Old West Church to individuals and groups that further its purposes as stated under Article 2(2). This will include outreach, scheduling and forms, insuring facility readiness, and arranging for volunteers where events require supervision.

#### **ARTICLE IX. SPECIAL COMMITTEES**

The President shall appoint such special committees as may be required to accommodate the purpose of the Association and shall be dissolved upon the completion of their work.

## **ARTICLE X. FUNDS**

**SECTION 1. ACCOUNTS:** The funds of the Association shall be deposited in such accounts and in such banks or financial institutions as may be authorized by the Trustees of the Association and shall be subject to checks made in the Association's name.

**SECTION 2. REPORTS:** The Treasurer shall review accounts periodically. Reports shall be presented at the Annual Meeting of the Association.

## **ARTICLE XI. MAINTENANCE OF RECORDS**

**SECTION 1. MAINTENANCE OF ASSOCIATION'S RECORDS:** The Association shall keep at its principal office:

- a. Adequate and correct books and records of account
- b. Minutes in written or electronic form of the proceedings of the Board of Trustees, committees of the Board and the Members
- c. Electronic copies of Association databases

**SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER ASSOCIATION RECORDS:** The Association shall keep at its principal office, the original or a copy of the Articles and these Bylaws as amended to date, which shall be open to inspection by the Members upon request.

## **ARTICLE XII. FISCAL YEAR**

The fiscal year of the Association shall begin on July 1<sup>st</sup> and run through June 30<sup>th</sup> of each year.

## **ARTICLE XIII. LIABILITY AND INDEMNIFICATION**

**SECTION 1. LIABILITY:** Neither the Trustees, members, nor volunteers of the Association shall be personally liable for its debts, obligations or liabilities.

**SECTION 2. INDEMNIFICATION:** The Association shall indemnify any Trustee of the Association, against expenses actually and necessarily incurred in connection with the defense or settlement of any action, suit or proceeding in which the officer is made a party by reason of serving or having served as elected, except in relation to matters in which the Trustee shall be adjudged to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such officer may be entitled under the law.

## **ARTICLE XIV. DISSOLUTION**

**SECTION 1. DISSOLUTION:** A seventy-five percent (75%) majority vote of a quorum of voting Members shall be required to initiate the filing of Articles of Dissolution with

the Vermont Secretary of State. Notice of a vote for dissolution shall be published at least thirty (30) days before such duly called meeting.

**SECTION 2. DISPOSITION:** In the event of the filing of Articles of Dissolution with the Vermont Secretary of State, the Corporation's property, funds, possessions, and resources will be conveyed as required by law to an appropriate governmental, non-profit, or charitable successor, which would qualify under the provisions of Section 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code. Furthermore, after all obligations under the law have been satisfied, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such Association or Associations, as said Court shall determine, which are organized and operated exclusively for such purposes. No member or officer of the Corporation may profit or financially benefit from any act of dissolution.

#### **ARTICLE XV. AMENDMENTS**

Amendment or repeal of these Bylaws shall become effective by a two-thirds (2/3) majority vote of the voting members of the Association. Notices specifying all proposed Bylaw actions shall be published at least ten (10) days before each meeting of the voting membership. Notification will be provided as outlined in "Article vii. Meetings, Section 3. Meeting notice."

Adopted by unanimous vote: 7/29/19