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## **AMENDED BYLAWS OF VERMONT PUBLIC RADIO**

**As adopted on December 9, 2015**

### ARTICLE ONE

#### OFFICES

Section 1.1 Location of Offices. The principal office of the corporation shall be located in the Town of Colchester, County of Chittenden, State of Vermont or at such other location in Vermont as the Board of Directors shall determine.

### ARTICLE TWO

#### DIRECTORS

Section 2.1 Classes of Directors. There shall be two classes of directors: directors at-large and *ex officio* directors. The rights and privileges of the directors shall be equal, except as otherwise provided within.

Section 2.2 Number of Directors. There shall be no fewer than twelve (12) nor more than twenty-four (24) at-large directors as determined from time to time by an affirmative vote of a majority of the directors.

Section 2.3 Directors at-Large. The directors at-large shall be persons who are judged to be best able to help the corporation achieve its goals.

2.3.1 Term of Office. Each director at-large shall be elected for a three-year term. Thereafter, said person may be elected for a maximum of two additional three-year terms. Notwithstanding the foregoing, in order to aid continuity in Board transitions, any person serving as Chair shall be permitted to serve as a Director one year following his or her term as Chair notwithstanding the fact that he or she may have already served nine years.

2.3.2 Former Directors. Any person who has already served as a director at-large for three full terms of three years each (a “Former Director”), and has been off the Board for a minimum of three years following the expiration of the third full term, may be elected to serve an additional two terms of three years each. Notwithstanding the foregoing, at no time shall there be more than three Former Directors serving on the Board.

2.3.3 Election of Directors at-Large. Persons standing for election as directors at-large shall be nominated by the Nominating and Governance Committee at least fifteen (15) days prior to any regular board meeting and notice given to the full board not less than ten days in advance of such meeting. In the event of a vacancy among the directors, the Board may fill the vacancy with a new director at-large elected for an initial three-year term at any meeting upon nomination of the Nominating and Governance Committee with notice given to the full board not less than ten days in advance of such meeting.

Section 2.4 Ex officio Directors. The President shall comprise the *ex officio* class of directors. The President is appointed by action of the Board of Directors and serves at the pleasure of the Board.

Section 2.5 Termination. The Board of Directors, by affirmative vote of two-thirds of all the directors, may suspend or expel a director at-large with or without cause, in which case the Nominating and Governance Committee may recommend a replacement for election by the Board of Directors

Section 2.6 Resignation. Any director at-large may resign by filing a written resignation with the secretary, in which case the Nominating and Governance Committee may recommend a replacement for election by the Board of Directors.

### ARTICLE THREE

#### MEETINGS

Section 3.1 Location. Meetings of the Board of Directors and its committees may be held at any place as designated in the call of the meeting.

Section 3.2 Annual Meeting. The annual meeting of the directors for the election of directors and officers and for the transaction of other such business as may properly come before the meeting shall be held in September, unless otherwise prescribed by the Board of Directors at such a time as shall be determined by the directors.

Section 3.3 Regular Meetings. Regular meetings of the directors shall be held at least three times annually at such times as shall be determined by the directors.

Section 3.4 Special Meetings. Special meetings may be called by the Chair, the President or any five (5) directors.

Section 3.5 Notice of Meetings. Except as otherwise provided above, written and/or electronic notice of each meeting of the directors, stating the time and place thereof, and, in the case of a special meeting, the purpose thereof, shall be given not less than ten (10) days to each director. Notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to each director at his or her address as it appears in the records of the corporation, with postage thereon prepaid or when transmitted electronically to the known email address of each director.

Section 3.6 Manner of Acting. Unless the Articles of Association provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.7 Other Action of Directors. Any action required by law to be taken at a meeting of the directors may be taken without a meeting if a consent in writing or by email, setting forth their action so taken, is signed or approved via email by a majority of all directors entitled to vote with respect to the subject matter thereof. Urgent action may be taken by the Executive Committee (see Section 6.2.ii) or in Special Meeting at which a quorum is present.

Section 3.8 Quorum. No less than a simple majority of directors shall constitute a quorum for all purposes unless the representation of a larger number is required by law or herein, in which case the representation of the number so required shall constitute a quorum.

Section 3.9 Procedures. Unless otherwise provided within, all matters of procedure shall be governed by Robert's Rules of Order, the latest revision.

## ARTICLE FOUR

### OFFICERS

#### Section 4.1 Election/Appointment of Officers:

- 4.1.1 The Directors shall elect from their number a Chair and a Vice Chair who shall serve as officers of the Board for a single term of two years and until their successors are elected, unless sooner removed by the Directors pursuant to Section 4.4 of these Bylaws. The term of the Chair and Vice Chair may be extended by one year as necessary if so deemed by the Directors. The Chair shall serve as the Chair of the Executive Committee and the Vice Chair shall serve as the Vice Chair of the Executive Committee.
- 4.1.2 The Directors shall elect from their number a Treasurer of the Board who shall serve as an officer of the Board for a term or terms of two years each and until his or her successor is elected by the Board, unless sooner removed by the Directors pursuant to Section 4.4 of these Bylaws. The Treasurer shall serve as the Chair of

the Finance Committee. The Board may also appoint one or more Assistant Treasurers of the Board to serve in the absence of the Treasurer.

4.1.3 The Directors shall elect from their number a Secretary of the Board and the Corporation to serve for a term or terms of two years each and until his or her successor is elected, unless sooner removed by the Directors pursuant to Section 4.4 of these Bylaws. The President may designate one or more Assistant Secretaries to record the actions of the Board of Directors and its Committees.

4.1.4 The Directors shall appoint a President, who shall be an *ex officio* member of the Board of Directors and its committees and a non-voting member of the Executive Committee.

4.1.5 The President shall appoint a Chief Financial Officer who shall serve as an officer of the Corporation and who shall have all rights, duties and powers that are usual and customary for such office. The Chief Financial Officer shall serve at the pleasure of the President. The President shall notify the Board of Directors, in writing, of such appointment.

4.1.6 The President may appoint such other officers of the Corporation as the President may, from time to time, determine to be necessary or convenient for the conduct of the business of the Corporation. Such officers shall serve at the pleasure of the President. The President shall notify the Board of Directors, in writing, of such appointments.

## Section 4.2 Duties of Officers of the Corporation

### 4.2.1 President:

The President shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control the business and affairs of the Corporation in accordance with these Bylaws and subject to the resolutions and policies of the Board of Directors.

### 4.2.2 Treasurer:

The Treasurer shall have general charge of the financial concerns of the Corporation on behalf of the Board of Directors and in general perform all of the duties incident to the office of treasurer, subject to the direction of the Board of Directors. The Treasurer shall also serve as chair of the Finance Committee of the Board of Directors.

### 4.2.3 Chief Financial Officer:

The Chief Financial Officer shall maintain true, accurate and complete financial books and records of the Corporation in accordance with Generally Accepted Accounting Principles, and make such financial books and records available for

inspection by the President and the Finance Committee during normal business hours. The Chief Financial Officer shall report to the President on the financial condition of the Corporation and shall, in general, perform all of the duties customarily incident to the office of Chief Financial Officer, and such other duties as from time to time may be assigned to him or her by the President in accordance with these Bylaws and subject to the resolutions and policies of the Board of Directors.

4.2.4 Vice Presidents:

Vice Presidents shall perform such duties as may be assigned by the President, subject to and in accordance with these Bylaws and subject to the resolutions and policies of the Board of Directors.

4.2.5 Secretary:

The Secretary or an Assistant Secretary shall keep the minutes of the proceedings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and, in general, perform all duties incident to the office of Secretary, subject to the direction of the Board of Directors.

Section 4.3 Duties of the Chair. The Chair shall preside at all meetings of the Directors and shall have the powers and perform such additional duties as may be assigned by the Board of Directors. The Vice Chair shall preside if the Chair is unavailable for any reason. The Chair shall be an *ex officio* member of each committee except the Executive Committee of which he or she shall be the Chair.

Section 4.4 Removal of Officers. The Chair, the Treasurer, the Secretary, and any other officers elected from their number shall be subject to removal by majority vote of all of the Directors. The Chief Financial Officer, the Vice Presidents, and any other officers of the Corporation appointed by the President, if any, shall be subject to removal by the President.

Section 4.5 Other Duties. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the Articles of Association or these bylaws.

Section 4.6 Vacancies. A vacancy in the offices of Chair, Vice Chair, President, Treasurer and Secretary because of death, disability, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE FIVE

### MEMBERS

Section 5.1 Members. There shall be no members of the corporation, as provided in 11B V.S.A. § 6.03.

## ARTICLE SIX

### COMMITTEES

Section 6.1 Committees. The Board of Directors may delegate such of its powers as it sees fit, except those which by law, the Articles of Association or these Bylaws may not be so delegated, to an Executive Committee and such other committees as outlined in Section 6 of these bylaws. Members of committees shall be appointed by the Board Chair. Committee members may include non-Board members, with the approval of the Board of Directors, provided that at all times directors comprise the majority of each committee's membership. All committee members serve at the pleasure of the Board of Directors. The President shall be an *ex officio* member of all committees and may assign a non-voting staff person to serve as liaison to each committee.

Section 6.2 Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary, the Chairs of the Committees described in Sections 6.2-6.8 of these Bylaws, and the President, who shall be a non-voting member. The Board Chair shall be the Chair of the Executive Committee.

The Executive Committee shall (i) review the performance of the President and set the compensation for the President; (ii) act on behalf of the Board in circumstances between regular Board meetings where situations have arisen that cannot wait for resolution until the next regularly scheduled Board Meeting and with respect to which it is not reasonable to attempt to schedule a special Board Meeting either in person or through remote telecommunications, it being understood that this provision will only be exercised in rare circumstances or if it is impossible to obtain a quorum of the Board in a timely fashion, with such actions reported to all directors in writing or electronically within five business days; (iii) monitor and report upon the actions of the full Board; (iv) initiate and direct searches for a new President of the Corporation; (v) ensure the Board's involvement in strategic planning; and (vi) take such other action as may be useful or beneficial to the Board of Directors, provided, however, that the Executive Committee shall work always to support the smooth functioning of the Board and shall not act as a substitute for the Board.

Section 6.3 Finance Committee. The Finance Committee shall consist of the Treasurer, who shall be the Chair of the Committee, and such other members as may be appointed by the Board Chair. The Chief Financial Officer shall be a non-voting *ex officio* member of the Finance Committee. The Finance Committee shall have the authority of the Directors in the management of the finances and budget of the Corporation.

Section 6.4 Nominating and Governance Committee. The Nominating and Governance Committee shall consist of a Chair appointed by the Board Chair, with the approval of the Board of Directors, and such other members as may be appointed by the Board Chair. The Nominating and Governance Committee shall review and make recommendations to the Board of Directors with respect to the bylaws and governance policies of the Corporation. It shall also perform the functions and discharge the duties concerning the recruitment and consideration of new Directors, as are given to the committee elsewhere in these bylaws or by resolution of the Board of Directors.

Section 6.5 Investment Committee. The Investment Committee shall consist of a Chair appointed by the Board Chair, with the approval of the Board of Directors, and at least four other members, including the Chair of the Finance Committee. The Investment Committee shall have the authority of the Directors in the management of the investments of the Corporation, and shall perform the functions and discharge the duties given to the committee elsewhere in these bylaws or by resolution of the Board of Directors.

Section 6.6 Planning Committee. The Planning Committee shall consist of a Chair appointed by the Board Chair, with the approval of the Directors, and such other members as may be appointed by the Board Chair. The Planning Committee shall review and make recommendations to the Board of Directors on all issues relating to long term and short term strategic planning. The Planning Committee shall perform the functions and discharge the duties as are given to the committee elsewhere in these bylaws or by resolution of the Board of Directors.

Section 6.7 Development & Marketing Committee. The Development & Marketing Committee shall consist of a Chair appointed by the Board Chair, with the approval of the Directors, and such other members as may be appointed by the Board Chair. The Development & Marketing Committee shall review and recommend fundraising and similar initiatives designed to enhance the Corporation's financial position, and shall perform the functions and discharge the duties given to the committee elsewhere in these bylaws or by resolution of the Board of Directors.

Section 6.8 Audit Committee. The Audit Committee shall consist of a Chair appointed by the Board Chair, with the approval of the Directors, and such other members as may be appointed by the Board Chair. The Audit Committee shall assure that appropriate accounting policies, financial practices and internal controls are established and followed resulting in full and fair disclosure of the financial condition of the organization, and shall perform the functions and discharge the duties given to the committee elsewhere in these bylaws or by resolution of the Board of Directors.

Section 6.9 Other Committees. Other committees may be designated by an adoption by a majority of the Directors present at a meeting of the Directors at which a quorum is present. Subject to Section 6.1 above, members of each such committee shall be appointed by the Board Chair, and the Board Chair with the approval of the Board of Directors shall appoint the Chair of the committee so established.

## ARTICLE SEVEN

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation within limitations set by the Directors.

Section 7.2 Checks, Drafts, or Orders. All checks, drafts, orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Treasurer or another person or persons authorized by resolution by the Directors.

Section 7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories approved by the Finance Committee. .

Section 7.4 Gifts. The Board of Directors may accept or decline on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation in accordance with an established gift acceptance policy adopted by the Directors

## ARTICLE EIGHT

### BOOKS AND RECORDS

Section 8.1 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 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 Directors entitled to vote. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE NINE

### FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of October in each year and end on midnight on the last day of September of the following year.

## ARTICLE TEN

### SEAL

Section 10.1 Seal. The Board of Directors shall provide a corporate seal which shall remain in the custody of the Secretary of the Board of Directors.



## ARTICLE ELEVEN

### WAIVER OF NOTICE

Section 11.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Vermont Nonprofit Corporation Act, Title 11B of the Vermont Statutes Annotated, or under the provisions of the Articles of Association or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated within, shall be deemed equivalent to the giving of such notice.

## ARTICLE TWELVE

### INDEMNIFICATION

Section 12.1 Indemnification. Any current or former officer or director of the Corporation shall be indemnified by the Corporation against claims and liabilities to which he/she has become subject by reason of serving as an officer or director, or by reason of any action alleged to have been taken, omitted or neglected by him/her as an officer or director. Such indemnification shall be granted only as authorized by the Vermont Nonprofit Corporation Act, 11B V.S.A. Subchapter 5, as it may be amended. The Board of Directors, in its sole discretion, may choose to indemnify employees or agents of the Corporation in connection with particular claims to the extent authorized by the foregoing statute.

Section 12.2 Directors and Officers Insurance. The Corporation shall purchase and maintain Directors and Officers Insurance on behalf of any person who is an officer or director. The amount and terms of such coverage shall be approved by the Board of Directors.

## ARTICLE THIRTEEN

### HONORARY DIRECTORS EMERITUS

Section 13.1 From time to time, the directors may select former directors as "Honorary Directors Emeritus." Such selection shall be in appreciation of substantial services provided to the corporation over a long period of time by a former director. The designation "Honorary Director Emeritus" shall carry no rights, privileges, or duties; but shall be honorary only.

## ARTICLE FOURTEEN

### AMENDMENT OF BYLAWS

Section 14.1 Amendment of Bylaws. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds of the Directors present at any regular or any special

meeting at which a quorum is present, if at least fifteen (15) days written notice is given of the intention to alter, amend, or repeal or to adopt new bylaws at such meeting.