Bylaws of the Saint Albans Museum

Article I Name
The name of the corporation is the Saint Albans Museum, Inc (SAM). The registered office is located at 9 Church Street, St. Albans, Vermont 05478.

Article II Purposes

Section 1. Nonprofit Purpose
This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence, legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

In fulfilling these purposes, the Corporation shall have all powers vested in it by the laws of any jurisdiction having any control or right of control or jurisdiction over the Corporation, so long as such powers do not exceed the Articles of Association and are consistent with the qualifications for exemption under Section 501(c)(3) of the Internal Revenue code of 1986, as amended.

Section 2. Specific Purpose
The mission of the Saint Albans Museum is to preserve and share the history of St. Albans, Franklin County, and northwestern Vermont through exhibitions, educational programs, arts & cultural performances, publications, and special events.
Article III Membership

Section 1. Eligibility for Membership

Application for voting membership shall be open to all who support the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and payment of annual dues. The Board of Trustees may elect honorary or emeritus members.

Section 2. Annual Dues

The amount required for annual dues shall be determined by the Board of Trustees. Continued privileges of membership are contingent upon being up-to-date with membership dues.

Section 3. Rights of Members

Each current member shall be eligible to cast a vote during the Annual Meeting or any Special Membership Meeting.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated by a majority vote of the Board of Trustees. Upon written request filed with the Secretary, a former member may be reinstated by the affirmative vote of a majority of the Board.

Section 5. Non-voting Membership

The Board of Trustees shall have the authority to establish and define non-voting categories of membership, including honorary and emeritus members.

Article IV Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall take place between June 1 - October 1, with the specific date, time and location to be designated by the Board of Trustees. At the annual meeting the members shall elect Trustees, receive reports on the activities of the corporation, and help determine the direction of the corporation for the coming year.

Section 2. Special Membership Meetings

Special membership meetings may be called by a simple majority of the Board of Trustees. A petition signed by five percent (5%) of voting members may also call a special membership meeting.

Section 3. Notice of Meetings
Notice of the Annual Meeting shall be given to each voting member not less than two weeks prior to the meeting. Notice for any special membership meeting shall be given not less than 48 hours prior to the meeting. Notice may be given by postal mail, electronic mail, phone/fax, or in print.

**Section 4. Quorum**

A quorum of the membership shall consist of the lesser of 1/10 of the total membership in good standing, represented in person or by written proxy, or 15 members.

**Section 5. Voting**

All issues to be voted on shall be resolved by a simple majority of members in good standing as of the time of the Annual Meeting. Electronic ballots shall be made available (or paper ballots upon request). Voting shall be closed at the adjournment of the annual meeting.

**Section 6. Action Without Meeting**

If all the Members severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Members provided that the Secretary shall file such consent or consents within the minutes of the meetings of the Members.

**Article V Board of Trustees**

**Section 1. General Powers**

The business and affairs of the corporation shall be managed by the Board of Trustees. A Trustee must be a member of the corporation. Such powers shall include the authority to solicit and accept pledges and donations, monetary or in kind, in such manner and upon such terms as the Trustees shall deem advisable.

**Section 2. Term Limits**

The Board of Trustees of the corporation shall consist of not fewer than 9 nor more than 11 members. The current number of trustees as of the adoption of these bylaws in 2021 (13) will be required to be reduced to the desired number of trustees through attrition as terms expire. Trustees shall be elected at the annual meeting of members. The terms of each Trustee shall be for two years, and no Trustee may serve more than three consecutive terms. However, at the initial meeting of members, the Trustees shall be elected to staggered terms such that 1/2 of the Trustees will be elected to a one-year term, and the remaining to a two-year term. A minimum of one year shall be required between designated consecutive terms before being eligible to serve another again.

**Section 3. Regular Meetings**

Regular meetings of the Board of Trustees shall be held not less often than quarterly. Meetings of the Board of Trustees (with the exception of executive session) shall be
open to members in good standing.

Section 4. Special Meetings
Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees.

Section 5. Notice of Meetings
Notice for all regular Board meetings may be made by annual resolution, without other notice than such resolution. Notice for any special Board meeting shall be given not less than 48 hours prior to the meeting. Notice may be given by postal mail, electronic mail, phone/fax, or in print.

Section 6. Quorum
A majority of the Board of Trustees will constitute a quorum for the transaction of business. The act of a majority of these Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 7. Compensation
No member of the Board of Trustees will receive any financial compensation for their role on the Board of Trustees.

Section 8. Parliamentary Procedure
All meetings of the corporation shall be governed by Robert’s Rules of Order.

Section 9. Trustees’ Participation in Meeting by Telephone or Videoconference
A Trustee may participate in a meeting of the Board of Trustees by means of videoconference, conference telephone or similar communications equipment enabling all Trustees participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 10. Trustees' Action Without Meeting
If all the Trustees then holding office severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Trustees provided that the Clerk shall file such consent or consents with the minutes of the meetings of the Board of Trustees.

Article VI Officers

Section 1.
The officers of the Corporation shall be a President, Vice-President, Secretary, and a Treasurer, each of whom shall be elected by and from the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and
Secretary. Co-Officers may be elected for any of these positions as seen fit.

**Section 2.**

The officers of the Corporation shall be elected annually at the first meeting of the Board of Trustees held after each 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.

**Section 3.**

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees 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.**

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

**Section 5.**

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 Trustees. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The Secretary shall prepare minutes of all meetings of the members and the Board, and shall authenticate the records of the corporation upon request.

**Article VII Committees**

The Board may appoint committees for any purpose, including an executive committee, that may exercise any of the authority of the board. Committees may consist of members of the corporation including members who are not Trustees or members of the community. Each committee may exercise those aspects of the authority of the Board of Trustees which the Board confers upon such committee; provided, however, a committee may not: (i) authorize distributions; (ii) fill vacancies on the Board of Trustees or any of its committees; (iii) amend the articles of incorporation pursuant to the authority of the Trustees; or (iv) adopt, amend, or repeal the bylaws. Meetings may be held in-person or virtually.

**Section 1. Standing & Ad-Hoc Committees**
All Committees shall be appointed by the Board of Trustees (or Executive Committee) on an annual basis, with their description, duties, and responsibilities to be included in SAM’s personnel policies for Board & Staff.

**Article VIII Corporate Staff**

**Section 1. Executive Director**

The Executive Director (also acting as Curator & Librarian) shall be hired and managed by the Board of Trustees, with the position’s description, duties, and responsibilities to be included in SAM’s personnel policies.

**Section 2. Additional Staff**

The Board may authorize the hiring of additional staff or an internship/fellowship program; the position(s) would be supervised by the Executive Director.

**Article IX Conflict of Interests & Compensation**

**Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions**

a. Interested Person: Any Trustee, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
   ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
iii. A potential ownership or investment interest in or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict
of interest, the governing board or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy
   i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
   ii. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Trustees and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board’s or committee’s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation
a. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements**

Each Trustee, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has read and understands the policy,
- b. Has agreed to comply with the policy, and
- c. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- d. Has received a copy of the conflicts of interest policy.

**Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X Conveyance of Assets

Section 1.

A sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

a. The Board of Trustees shall adopt a resolution recommending such sale, lease, exchange, mortgage, pledge or other disposition and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by these by-laws for the giving of notice of meetings of members. At such meetings the members may authorize such sale, lease, exchange, mortgage, pledge or other disposition and may fix, or may authorize the board of Trustees to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefore. Such authorization shall require at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the board of Trustees, nevertheless, in its discretion, may abandon such sale, lease, exchange, mortgage, pledge or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action of approval by members.
Notwithstanding the foregoing, prior to any such conveyance or transfer of any portion of the Corporation’s collections, the Trustees shall first determine whether, and the extent to which, such item or items are subject to any restrictions on transfer or reversionary interest under the terms of the original grant or donation of the item. In the event any such restrictions or reversions are determined to be in effect, the Trustees shall honor the terms thereof.

Article XI Indemnification

Section 1. General.

To the full extent authorized under the laws of the state of Vermont, the corporation shall indemnify any Trustee, officer, employee, or agent, or former member, Trustee, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a Trustee or officer of another corporation (each of the foregoing members, Trustees, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, Trustee, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Trustees, or otherwise.

Section 2. Expenses.

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Trustees, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, Trustee, officer, employee, or agent against any liability asserted
against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**Article XII Books and Records**

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Trustees and committees. The fiscal year of the corporation is December 1 - November 30. These shall be kept at the registered office, and available for inspection by members by appointment.

**Article XIII Contracts, Loans, and Deposits**

**Section 1.**

The Board of Trustees 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.**

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

**Section 3.**

All checks, drafts, or other orders for the payment of money, notes, or other evidence 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 Trustees.

**Section 4.**

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 Trustees shall select.
**Article XIV Signatory Authority Policy**

For fundamental transactions, such as corporate documents and formal contracts, as well as business transactions such as bank documents, promissory notes, deeds, deeds of trust, mortgages, or other evidence of indebtedness, or pledges, as well as large purchases (more than $5,000), the President or Co-President or in lieu of either one, the Vice President or Co Vice-President, shall have the power to sign for the corporation after the full Board of Trustees approves all transactions with a majority vote approval.

Standing and Temporary committees do not have the ability to bind the corporation with respect to fundamental transactions. That power is left to the full Board of Trustees Board majority vote approval.

Check signing and bank deposit authority as well as check endorsing is relegated to the President or Co-President or their designee, with the bookkeeper entering all transactions and reconciling all accounts. In the absence of the President or Co-President, the Treasurer will have all the same power to sign and endorse checks.

**Article XV Amendments**

**Section 1.**

These bylaws may be amended at any meeting of the membership by a majority vote of the members present provided notice was duly given. They may also be amended at a special meeting called for that purpose with such previous notice and a majority vote of those members present - or at the Annual Meeting with a quorum.

**Section 2.**

All proposed amendments shall be submitted to the Secretary.

**Article XVI Dissolution**

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, scientific, 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.
Adoption and History

We, the undersigned, Trustees of this corporation, consent to, and hereby adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Trustees on this ____ day of __________, 2021.

ATTEST:________________________________________, Secretary