

BY-LAWS OF SERVERMONT

ARTICLE I

Name

1.01 The name of this organization shall be SERVERMONT , hereinafter referred to as "the Commission."

ARTICLE II

Purpose

2.01 The purpose of the Commission shall be the performance of those duties set forth in its organizing Executive Order (see attached), and other such related duties as may be required by the Governor of Vermont and by the Corporation for National and Community Service.

ARTICLE III

Membership

3.01 The number, diversity and representative categories of Commission members and their expertise shall be based upon the requirements of the National Community Service Act of 1990 as amended by the National Service Trust Act of 1993, the Edward M. Kennedy Serve America Act of 2009 and any subsequent Federal requirements. The Governor of Vermont, pursuant to the Executive Order shall appoint commissioners for a term. Appointed members shall have voting privileges and shall have the right to hold office on the Commission.

3.02 The Commission shall recommend to the Governor persons to fill vacancies as they arise.

3.03 No member of the Commission shall engage in any conduct proscribed by the Conflict of Interest Statement. It shall be the responsibility of each voting member of the Commission to disqualify himself or herself from participation in any matter in which that member has a conflict and to make appropriate disclosures to the Commission of all circumstances from which an appearance of conflict reasonably may be inferred.

3.04 Ex-Officio members shall be appointed pursuant to the Executive Order. Such members are subject to the Conflict of Interest Statement, may not vote or hold office.

3.05 Term of office shall be three years. No Commissioner may serve more than two consecutive terms. Upon serving one year as an ex-officio, the Commissioner may be considered for another term by the Nominating Committee.

3.06 A Commissioner is expected to participate, either personally or electronically, a minimum of 75% of the regularly scheduled meetings annually. Failure to comply will be reviewed by the Executive Committee and may result in a member being asked to resign from the Commission.

3.07 A Commissioner may resign at any time by giving written notice.

ARTICLE IV

Officers

4.01 The officers of the Commission shall be a Chairperson, Vice-Chairperson, Treasurer (Chair of Finance Committee), and Secretary. The Officers shall perform the duties prescribed by these bylaws, traditional parliamentary procedure, the Governor and the Commission.

4.02 Officers shall be elected annually by members of the commission for a term of one year, commencing with the first meeting following the annual meeting. Officers may not hold office for more than three consecutive years. Following at least one year out of office, persons who have served as officers are again eligible for election.

4.03 Any officer may resign at any time by providing written notice to the Chair of the Commission.

4.04 The Secretary, or another voting member of the Commission, shall take minutes. The Executive Director shall review the minutes. Minutes shall be made available for review within 5 days of the meeting pursuant to Open Meeting Laws in Vermont. The Executive Director shall not act as secretary.

4.05 The Chair shall have general charge of the entire business of the Commission. The Chair may delegate any of his/her powers. The Chair shall be an Ex-Officio member of all committees, with the exception of the Nominating Committee, when one is established.

4.06 To assure continuity the Vice-Chair shall have the same powers and duties as the Chair in the event of the latter's absence.

4.07 The Treasurer will assume the duties of Chair of the Finance Committee, with oversight of budget and audit responsibilities. The Treasurer will review the annual budget and make recommendations.

4.08 The officers shall be elected by ballot at the Annual Meeting of the commission to be held in the first regular meeting of the calendar year. Nominations from the floor will be accepted in addition to the slate presented by the Nominating Committee.

4.09 A vacancy in any office may be filled by a special election of the entire Commission, which is called by the Executive Committee.

ARTICLE V

Meetings

5.01 The word "meeting" as used in these bylaws means a "session" and covers all regular meetings, special meetings, annual meetings and adjourned meetings. Minutes will be recorded at all regular, special, annual and committee meetings.

5.02 There shall be at least four (4) regular meetings of the Commission per year. Succeeding meeting times, dates and location shall be determined at the first meeting of each calendar year.

5.03 A quorum is required to conduct the business of the Commission. A quorum shall be established when one-half of the voting Commissioners are present. If a quorum is not present at a regularly scheduled or special meeting and emergency action must be taken, it must be done by the Executive Committee. The action must be ratified at the next regular business meeting.

5.04 Special meetings may be called between regularly scheduled meeting by the Chair, Executive Director or at the written request of three (3) Commissioners. Notice of the meeting must be sent to all Commissioners, at least one (1) week in advance of the meeting and must state the purpose, time and location of the meeting.

5.05 The first regular meeting of the calendar year shall be know as the annual meeting. At this meeting, election of officers will take place, annual reports of committees, activities and financial statements will be heard.

5.06 Emergency meetings may be called between regularly scheduled meetings by the Chair, or Executive Director. At least 24 hours notice of the meeting must be sent to all Commissioners, and must state the purpose, time and location of the meeting.

5.07 The Commission shall abide by Vermont's Open Meeting Law and its Public Right to Know Statutes.

5.08 The Commission shall not go into Executive Session except for reasons consistent with Title 32 V.S.A., Chapter Section 1010 of the Vermont Statutes.

5.09 The Chair of the Commission and Executive Director shall develop rules for the participation of the public at meetings pursuant to Vermont's Open Meeting Law. These shall include allowed seating, comment period and length of participation. These rules of participation shall be incorporated as part of the Bylaws once voted upon by the Commission under 8.02.

5.10 Participation and voting shall be allowed via telephone/conference call when necessary and prior approval is granted by the Executive Director.

ARTICLE VI

Executive Committee

6.01 The officers of the Commission and the standing committee chairs, appointed by the Commission Chair, shall constitute the Executive Committee. A quorum constitutes half the regular Executive Committee membership. The Executive Director shall serve as an ex officio member.

6.02 The Executive Committee shall have general supervision of the affairs of the Commission between its regular meetings. It may make recommendations to the Commission and perform such other duties as specified by the Commission. None of its acts shall conflict with action taken by the Commission.

6.03 The Executive Committee shall meet as needed.

ARTICLE VII

Other Committees

7.01 Membership of committees shall consist of members of the Commission and such other interested persons, subject to the Conflict of Interest Provisions, confirmed by the Executive Committee. All Committees shall be chaired by a member of the Commission.

7.02 The Commission shall have a minimum of three standing committees, including but not limited to Program, Communications, and Finance.

7.03 From time to time it may be necessary for the Executive Committee to appoint other standing or special committees to conduct the work of the Commission.

ARTICLE VIII

Amendment to These Bylaws

8.01 The bylaws shall be reviewed annually by the Executive Committee.

8.02 The bylaws may be amended at any regular meeting of the Commission provided there is a quorum, by a two-thirds majority vote of those voting Commission members in attendance. The amendment shall have been submitted in writing at the previous regular meeting and sent to all members of the Commission at least one month in advance of the vote via electronic mail.

ARTICLE IX

Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order**, or a modification of appropriate rules shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Commission may choose to adopt.

These Articles were updated in 2015 combining 2002 and 2008 versions of the bylaws. These bylaws are PENDING FINAL APPROVAL of the commission.