

Vermont Access Network, Inc.
By-Laws

P.O. Box 4041
Burlington, VT 05406-4041
www.VermontAccess.net
Info@VermontAccess.net

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Article 1: Name

The name of the Corporation shall be "Vermont Access Network, Inc."

Article 2: Purposes

The purposes of the Corporation shall be to promote an interest in the effective operation and advancement of community media in the state of Vermont.

Article 3: Office and Agent

The registered agent and office of the corporation, until such time that the corporation has either a physical location and/or paid executive, shall be the current board president who may be legally served by mail to U.S. Post Office Box 4041, Burlington, Vermont 05406-4041. Changes to the registered agent and office address shall be delivered in a timely fashion to the Vermont secretary of state. 11B V.S.A. Chapter5.

Article 4: Members

Section 1. Membership

Any organization or individual contracted to manage a PEG facility or services in the State of Vermont as defined in PSB Rule 8.400 *et seq.*, and is not a cable company as defined by Vermont Public Service Board Rule 8.100(H), may become an Associate Member of the corporation by paying the Associate membership fee. A natural person, business, institution or other legal entity may become a Supporting Member of the corporation by (1) completing an application form and (2) paying the annual Supporting membership fee. 11B V.S.A. § 6.01.

Section 2. Voting Rights

Each Associate member in good standing shall be entitled to one vote on each matter submitted to a vote of the members provided they are members in good standing prior to the vote. There must be a designated voting representative from each Associate member organization. Supporting members do not have voting rights. 11B V.S.A. § 6.20& 7.21.

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 an Associate 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 Associate 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 Associate member's last address. 11B V.S.A. § 6.31.

Section 4. Resignation

Any Associate member may resign by filing a written resignation with the 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 an Associate 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 on the first Friday of May in each year or a time selected by the board for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Vermont, such meeting shall be held on the next succeeding business day. 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 a place in the State of Vermont as specified in the annual meeting notice. 11B V.S.A. § 7.01.

Section 7. Special Meetings

The corporation shall hold a special meeting of members:

1. on call of its board or the person or persons authorized to do so by these bylaws;
or
2. if at least five percent of the Associate 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. A waiver of notice signed by all Associate members may designate any place, either within or without the State of Vermont, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the corporation in the Town of Burlington, State of Vermont. 11B V.S.A. § 7.02(d).

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 by first class mail, email, or telephone/facsimile, whichever is more convenient, at least fourteen days in advance of said meeting. 11B V.S.A. § 7.05.

Section 10. Quorum

At least a majority of the total number of Associate members, represented by designee, shall constitute a quorum at a meeting of members. If less than a majority of the Associate 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

Associate members must have a written declaration for a proxy vote. 11B V.S.A. § 7.24.

Section 12. Voting

Any action that is proper for a special meeting may be conducted by written/electronic 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. Resolutions

All resolutions offered for the consideration of the Associate members shall be presented in writing prior to discussion before the membership.

Section 14. 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 seven members. All directors shall serve 2 year terms with terms staggered, four being elected one year, three the next. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the election and qualification of his or her successor.

The board of directors shall be comprised of individual representatives drawn from the Associate Membership of the Corporation. Each Associate Member is limited to no more than one representative to serve simultaneously on the board of the corporation.

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 the principal office of the corporation 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 by means of electronic conferencing or at such a physical location as the directors may determine. 11B V.S.A. § 8.20-4-

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 delivered personally or mailed to each director at his or her business address, or by fax, or by email. 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/electronic 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. 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 their 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 Associate and Supporting 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, secretary, and a treasurer, each of whom shall be elected by the board of directors. Any two or more officer positions 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 first meeting of the board of directors 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. 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 directors 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. The secretary shall prepare minutes of all meetings of the members and the board, and shall authenticate the records of the corporation upon request. 11B V.S.A. § 8.40.

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 July 1 to June 30.

Article 9: Waiver of Notice

Whenever any notice is required to be given to any Associate member or director of the corporation under the provisions 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 Associate 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 registered office and/or a secure online repository 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 Associate 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.