

**HINESBURG ARTIST SERIES, INC.**  
**A NONPROFIT CORPORATION**  
**BY-LAWS**

**ARTICLE I**  
**Offices**

**Section 1.1 Business Office.** The principal office of Hinesburg Artist Series, Inc. (the “corporation”) shall be located at Hinesburg, County of Chittenden, State of Vermont. The address of the principal office may be changed from time to time.

**Section 1.2 Registered Office.** The registered office of the corporation, required by the Vermont Nonprofit Corporation Act (the “Act”), shall be located within the State of Vermont and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

**Section 1.3 Purpose.** The purpose of the corporation is to perform quality choral and band music for the learning and enjoyment of participants and community members. The corporation’s performance groups include South County Chorus (the “chorus”), Hinesburg Community Band (the “band”) and In Accord.

**ARTICLE II**  
**Board of Directors**

**Section 2.1 General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. The board shall be responsible for all business matters, except as otherwise provided by the Act, the Articles of Incorporation or by these by-laws, including but not limited to setting the vision and goals of the corporation, approving the strategic plan, approving annual goals and budgets, reviewing the performance of the music director, ensuring the financial health of the corporation and ensuring the board is effective in governing the corporation.

**Section 2.2 Number and Qualifications of Directors.** The number of directors of the corporation shall be not less than five (5) and no more than eleven (11). Directors need not be residents of the State of Vermont. Directors must be interested in the mission and purposes of the corporation. At least one director must be an active participant in the band, at least one director must be an active participant in the chorus and at least one director must be a community representative.

**Section 2.3 Director Terms.** Directors shall be elected by the board at the annual meeting. Each director shall hold office for three (3) years or until such director’s successor shall have been duly elected and qualified. The terms of directors shall be staggered such that approximately one-third of directors are elected at each annual meeting.

**Section 2.4 Annual Meeting and Regular Meetings of the Board of Directors.** An annual meeting of the board of directors shall be held each year during the month of May at Hinesburg, Vermont or at such other time and place as determined by the board of directors. The annual meeting may be held by telephone conference call or by use of an unanimous written consent of directors. Notice of the annual meeting shall be given to all directors at least seven (7) days before the meeting. Regular meetings of the board shall be held no less than three (3) times per year and may be held either within or without the State of Vermont.

**Section 2.5 Special Meeting of the Board.** Special meetings of the board of directors may be called by or at the request of the President or by any other three (3) directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Vermont, as the place for holding any special meeting of the board of directors called by them.

**Section 2.6 Notice of, and Waiver of Notice for, Special Director Meetings.** Notice of any special director meeting shall be given at least two (2) days previously thereto either orally or in writing, including by electronic means. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of: (1) when received; (2) three (3) days after deposited in the United States mail, addressed to the director's residence or such other address provided by the director to the corporation, with postage thereon prepaid; or (3) the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director. Any director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. 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 and at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. The business to be transacted at, or the purpose of, any special meeting of the board of directors shall be specified in the notice or waiver of notice of such meeting.

**Section 2.7 Director Quorum.** A majority of the number of directors on the board shall constitute a quorum for the transaction of business at any meeting of the board of directors.

**Section 2.8 Directors, Manner of Acting.** The acting of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors unless the Act or these by-laws require a greater percentage. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting; or (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 2.9 Telephone Conference Meeting.** 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 2.10 Unanimous Written Consent.** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if all of the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Such unanimous written consent may be evidenced by electronic communications, so long as each director consents in such communications to the action taken, describes the action taken and those communications are filed with the records of the corporation. Action taken by unanimous written consent is effective when the last director signs the consent or on the last date of any electronic communications, unless the consent specifies a different effective date. A signed consent or electronic consents from all directors has the effect of a meeting vote and may be described as such in any document.

**Section 2.11 Removal of Directors.** The board may remove one or more directors (with or without cause) at a meeting called for that purpose, if written notice of at least seven (7) days has been given that a purpose of the meeting is such removal and if at least two-thirds of the directors then in office unanimously vote for the removal (excluding the individual to be removed). In addition, any director who has more than three (3) unexcused absences from meetings of the board during any board year may be removed from the board by a vote of a majority of the directors then in office.

**Section 2.12 Board of Director Vacancies.** If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board may fill the vacancy. The term of a director elected to fill a vacancy expires at the next board meeting at which directors are elected. However, if his/her term expires, he/she shall continue to serve until his/her successor is elected and qualifies or until there is a decrease in the number of directors.

**Section 2.13 Director Committees.**

(a) **Creation of Committees.** The board of directors may create one or more committees and appoint members of the board of directors and of the community at large to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors and the president shall be a member, *ex officio*, of all committees. The Sections of this Article II, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board of directors, apply to committees and their members. Each committee may exercise those aspects of the authority of the board of directors which the board of directors confers upon such committee in the resolution creating the committee; provided, however that a committee may not: (i) authorize distributions; (ii) fill vacancies on the board of directors or on any of its committees; (iii) amend the articles of incorporation pursuant to the authority of directors to do so granted by Section 10.02 of the Act; or (iv) adopt, amend, or repeal by-laws.

(b) **Standing Committees.** Standing committees shall include the following two committees: (1) Executive; and (2) Nominating.

(c) **Executive Committee.** The Executive Committee shall consist of the officers. The Executive Committee shall have the power to transact all non-strategic business of the corporation between meetings of the directors, subject to any proper limitation imposed by the directors and with the understanding that all matters of major importance shall be referred to the directors prior to action, unless due to exigent circumstances action must be taken on such a matter prior to the next director meeting, in which event any action taken shall be reported to the directors at its next meeting.

(d) **Nominating Committee.** The president, at least three months prior to the Annual Meeting shall appoint a Nominating Committee consisting of three members, at least one of whom shall be a director who shall act as chair. The Nominating Committee will select such number of nominees as are to be elected at the next Annual Meeting. The chair of the Nominating Committee shall present a slate of nominees for election at the Annual Meeting where additional nominations may be made from the floor.

**Section 2.14 Financially Disinterested Majority.** No more than forty-nine percent (49%) of the individuals serving on the board may be financially interested persons.

**Section 2.15 Conflict of Interest.** A transaction in which a director has a conflict of interest may be approved by the board if the material facts of the transaction and the director's interest are disclosed to the board of directors, and the director with the conflict of interest does not cast a vote with respect to the matter. For purposes of this Section 2.15, a director has an interest in a transaction if he/she is a party to the transaction, or if another entity in which the director has a material interest or of which the director is a general partner is a party to the transaction, or another entity of which the director is a director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the directors on the board who have no direct or indirect interest in the transaction. The board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by directors. Nothing in this Section shall restrict the board from adopting a conflict of interest policy which is stricter than this Section, and in that event, the policy shall control.

### **ARTICLE III** **Officers**

**Section 3.1 Number of Officers.** The officers of the corporation shall be a president, a secretary, and a treasurer, each of whom shall be appointed by the board of directors. Such other officers and assistant officers may be deemed necessary, including any vice-presidents, may be appointed by the board of directors. No officer shall hold more than one office at one time.

**Section 3.2 Appointment and Term of Office.** The officers of the corporation shall be elected by the board of directors and shall hold office for a period of one year or until their successors shall have been duly elected and qualified.

**Section 3.3 Removal of Officers.** Any officer or agent may be removed by the board of directors at any time, with or without cause. Such removal requires the majority vote of the directors then in office (except for the individual being removed) and shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

**Section 3.4 President.** The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the board of directors. He/she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 3.5 Vice President.** If appointed, in the absence of the president or in the event of his/her death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

**Section 3.6 Secretary.** The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of any seal of the corporation if there is a seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the corporation; (e) in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. If no vice president exists, the secretary shall preside at meetings in the president's absence.

**Section 3.7 Treasurer.** The treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the board of directors shall determine. The treasurer may be assisted in any of these duties with the approval of the board of directors.

#### **ARTICLE IV** **Music Director**

The corporation shall engage a Music Director who shall have responsibility for assembling musicians who shall present concerts and other performances to the public and for all musical activities of the corporation. The Music Director shall serve, *ex officio* as a non-voting member of the board of directors.

#### **ARTICLE V** **Indemnification of Directors, Officers, Agents and Employees**

The corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director, officer or employee of the corporation, to the fullest extent permitted by Vermont law, provided that the director, officer or employee met the standards of conduct set forth in the Act, and only to the extent that the status of the corporation as a 501(c)(3) tax exempt organization is not affected thereby.

#### **ARTICLE VI** **Contracts, Checks, Deposits and Gifts**

**Section 6.1 Contracts.** The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 may be confined to specific instances.

**Section 6.2 Checks, Drafts or Orders.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 6.3 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 as the board of directors may select.

**Section 6.4 Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE VII**  
**Corporate Seal**

The board of directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the corporation, Vermont as the state of incorporation, and the words "Corporate Seal."

**ARTICLE VIII**  
**Amendment of By-laws**

**Section 8.1 Amendments.** The corporation's board of directors may amend or repeal the corporation's by-laws by a vote of a majority of the directors then in office at the time the amendment is adopted.

**Section 8.2 Notice.** The corporation shall provide at least seven (7) days written notice of any meeting of directors at which a by-laws amendment is to be voted on. The notice must state that the purpose (or one of the purposes) of the meeting is to consider a proposed amendment to the by-laws and contain a copy or summary of the amendment.

**ARTICLE IX**  
**Dissolution**

Upon dissolution of this corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the charitable purposes of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes under Section 501(c)(3).

Adopted on \_\_\_\_\_, 2009, by board of directors.

Certified by the Secretary of the corporation.

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Secretary