

## **By-Laws**

### Lake Champlain Research Consortium, Incorporated

#### **Article I**

- A. The membership of the Consortium shall consist of the full and associate member institutions and the individual members, as defined below.
- B. The founding institutions with full membership are:
  - University of Vermont
  - State University of New York - Plattsburgh
  - Middlebury College
  - St. Michael's College
  - Trinity College
  - Johnson State College
  - Castleton State College
- C. Associate membership may be granted to educational institutions, government agencies, non-profit organizations, and corporate entities with expertise and interest in Lake Champlain ecosystem research and education. Considerations of applicants shall follow procedures adopted by the Board of Directors.
- D. Individual membership may be granted to any person with interest in Lake Champlain ecosystem research and education. Consideration of applications shall follow procedures adopted by the Board of Directors.
- E. Membership in the Consortium may be terminated (1) by any member at any time upon giving thirty (30) days prior written notice to the Board of Directors, or (2) by the Consortium by resolution of the Board of Directors upon a member's failure to pay any fees or assessments properly assessed by the Consortium following at least thirty (30) days written notice by the Consortium. Upon termination, a member shall have no liability for any fees or assessments thereafter imposed by the Consortium.
- F. Fees for membership in the Consortium shall be as follow:
  - Full members:                 \$300 per year
  - Associate members:         \$100 per year
  - Individual members:        \$15 per yearThis fee structure may be amended at the annual meeting of the Board of Directors.
- G. Full member institutions in good standing shall have the right to vote on any matter submitted to a vote of members.

#### **Article II**

##### *Section 1. Meetings of the Board of Directors*

- A. An annual meeting shall be held in September of each year at such time and place as the Board of Directors may determine. Each Director shall be notified of the date, time and place of such meeting at least thirty (30) days in advance thereof in writing, by telephone, or in person by the Chair.
- B. Other meetings of the Board of Directors may be held at such time, place and date as shall be fixed from time to time by motion of the members of the Board of Directors.
- C. Any three Directors may call for a meeting of the Board with at least thirty (30) days written notice to each Director. In the event of an emergency, the thirty (30) days notice may be waived by the unanimous vote of the Board of Directors.

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- D. Members of the public may attend any meeting of the Board of Directors and shall be entitled, subject to the direction of the Chair, to ask questions and state their views, provided that the Board of Directors may go into executive session and determine matters therein when they deem appropriate.

### *Section 2. Meetings of the General Membership*

- A. Meetings of the general membership shall be held at such time, place and date as shall be fixed by the Executive Director to carry out the objectives of the Consortium. A minimum of one meeting per year shall be held.
- B. Members of the public may attend any meeting of the general membership of the Consortium and shall be entitled, subject to the direction of the Executive Director, to ask questions and state their views.

### **Article III**

- A. The fiscal year of the Consortium shall commence on the 1st day of July and end on the 30th day of the following June.
- B. The Board of Directors may modify the fiscal year at the annual meeting.

### **Article IV**

#### *Section 1. Board of Directors*

- A. The affairs of the Consortium shall be managed by its Board of Directors.
- B. The Board of Directors shall consist of the President of each full member institution or his/her designate. Designates must be able to represent their Presidents.
- C. Each Director shall have one vote. Except as otherwise indicated, motions shall be decided by simple majority of a quorum of Directors. A quorum shall exist when a majority plus one Directors are present. The following matters of business shall require the approval of at least five (5) members of the Board of Directors:
  - 1. The admission of additional participating institutions to the Consortium and the terms and conditions incident to each admission.
  - 2. The appointment of the Executive Director.
  - 3. Amendment of the Articles of Association or of these by-laws.
  - 4. The solicitation or acceptance by the Consortium and the award by the Consortium of any grant or contract.
  - 5. The establishment or direct operation by the Consortium of any major research facility.
  - 6. Imposition of additional fees or assessments apart from those set in these by-laws.
- D. A Chair, Vice-Chair and Secretary/Treasurer shall be elected from among the membership of the Board at each annual meeting to serve for the ensuing year, or until their respective successors are duly elected.
- E. The Chair shall preside at all meetings of the Board of Directors, shall have charge of the general management of the business of the Consortium, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall also direct and supervise the Executive Director of the Consortium.
- F. The Vice-Chair shall assume the duties of the Chair in the event of his/her absence or disability.

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- G. The Secretary/Treasurer shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book that is kept for that purpose. The Secretary/Treasurer shall have charge and custody of all funds, property and securities of the Consortium; receive and give receipts of monies due and payable to the Consortium from any source whatsoever; and deposit all monies in the name of the Consortium in such banks, trust companies, or other depositories as he/she may select. He/she shall keep proper books of account of the property and funds of the Consortium and shall prepare an annual accounting as soon as practicable after the close of the fiscal year. He/she shall perform such other duties as may be prescribed by the Board or the Chair, under whose supervision the Secretary/Treasurer shall be.

The Secretary/Treasurer may delegate any of his/her duties to the Executive Director, and the Secretary/Treasurer shall not be responsible as to matters delegated to the Executive Director.

### *Section 2. Executive Director*

- A. The Executive Director shall be appointed by the Board of Directors and shall serve at their pleasure.
- B. The Executive Director shall implement the work of the Board of Directors and shall report to the Board of Directors through the Chair. The Executive Director shall develop plans and recommendations for approval by the Board of Directors to carry out their policies and instructions. The Executive Director shall serve as spokesperson for the Consortium to other institutions and organizations.
- C. The Executive Director shall prepare the agenda of all meetings of the Board of Directors and may attend all meetings of the Board except when the Board of Directors requires the Executive Director's absence in executive session.
- D. The Executive Director, with the approval of the Board of Directors, shall engage the services of such additional personnel as may be necessary from time to time.
- E. The Executive Director shall call and preside over such meetings of the general membership of the Consortium as he/she deems appropriate.
- F. The Executive Director may create committees composed of the general membership of the Consortium and charge them with such duties as may be necessary to meet the objectives of the Consortium.
- G. The Executive Director shall assume other duties as assigned by the Board of Directors.

### **Article V**

- A. Amendments to the Articles of Incorporation and By-laws of the Consortium may be proposed by any Director or member at the annual meeting of the Board. Such proposals must be submitted to the Executive Director for scheduling on the annual meeting agenda and circulated to all Directors at least thirty (30) days prior to the annual meeting.
- B. Amendments will be approved by resolution of the Board of Directors, as outlined in Article 4, Section 1.

### **Article VI**

- A. The Consortium shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and general membership meetings.

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All books and records of the Consortium may be inspected by any Officer for any purpose at any reasonable time.

- B. Two months before the beginning of each fiscal year, the Executive Director shall submit an annual operating budget, indicating expenditures by line item, for review by the Board of Directors. The operating budget must be approved by the Board before the beginning of each fiscal year. Changes to the operating budget must be approved by resolution of the Board of Directors.
- C. Immediately following the close of each fiscal year, the Executive Director shall cause to be prepared full and accurate statements which reflect the financial condition of the Consortium and fairly summarize the financial transactions of the prior fiscal year. A copy of each report shall be sent promptly to each Director for consideration at the annual meeting. The Executive Director shall also submit a planning budget to cover the oncoming two fiscal years for review and approval by the Board at the annual meeting.
- D. The Secretary/Treasurer or Executive Director may utilize the financial offices of his/her home institution to handle the fiscal matters of the Consortium.

### Article VII

Upon any dissolution or winding up of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the corporation, be distributed to the exempt contributing organizations 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 Consortium shall inure to the benefit or be paid or distributed to an officer, director, member or donor of the corporation.

### Article VIII

The registered agent of the corporation shall be the University of Vermont, represented by Mary C. Watzin, Ph.D. whose address is Aiken Center, School of Natural Resources, University of Vermont 05405, or such other designate as the Board of Directors may from time to time appoint.

#### **Proposed Amendment to By-laws, Article III, Item A.**

Existing Item:

- A. The fiscal year of the Consortium shall commence on the 1st day of July and end on the 30th day of the following June.

Proposed Amendment:

- A. *The fiscal year of the Consortium shall commence on the 1st day of January and end on the 31st day of the following December.*

*Approved 10-13-93*