

**BY-LAWS OF  
VERMONT CENTER FOR INTEGRATIVE HERBALISM**

**ARTICLE I  
Corporation**

**Section 1. Name.** The name of the corporation shall be Vermont Center for Integrative Herbalism Incorporated. (VCIH)

**Section 2. Purpose.** To serve the community's well-being through education that emphasizes the use of plants and complementary modalities to promote health.

**Section 3. Offices.** The principal office shall be located in Montpelier, Vermont in Washington County. The corporation may have other offices within the State of Vermont as determined by the Board of Directors.

**ARTICLE II  
Fiscal Year**

The fiscal year of this corporation shall begin on the first day of January each year and end on the last day of December each year.

**ARTICLE III  
Members**

**Section 1. Voting Members.** A Voting Member (called “members”) is an individual, family, organization, business or other formal entity interested in and supportive of the work of the corporation who have paid their annual dues and returned a signed membership form. Members shall be eligible to be on the Board of Directors, hold office, be on the Membership Committee. Each member holds one vote.

**Section 2. Termination of Membership.** The Board of Directors, by consensus of the members of the board, present and voting may suspend or expel a member for cause after an appropriate hearing. Membership may also be terminated automatically for members who are default in the payment of dues.

**Section 3. Resignation.** Any 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.

**Section 4. Reinstatement.** On written request, signed by a former member and filed with the secretary, the Board of Directors, by consensus of the members of the board, present and voting, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 6. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

**ARTICLE IV**  
Meetings of Members

**Section 1. Annual Meeting.** An annual meeting of the members shall be held in the month of October in each year, unless determined otherwise by the Board of Directors, beginning with the year 2007, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

The Board shall create a nominating committee for the purpose of receiving nominations for the Board of Directors from members and present a slate of recommendations to the membership at the annual meeting. A call for nominations shall be issued to the membership at least sixty (60) days prior to the annual meeting or special meeting duly called by the Board of Directors. A description of the nominees shall be included with the annual meeting notice. The chair of the nominating committee shall supervise the election process at the annual meeting of the members.

Officers of the Board will present general and financial reports at the annual meeting of the members.

Written notice, stating the time and place of the annual meeting shall be delivered to the members not less than 30 days before the meeting. Notices may be hand delivered, mailed, faxed, or sent by electronic mail.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Board of Directors, or not less than one-tenth of the members having voting rights. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Vermont.

**Section 3. Informal Action by Members.** Any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of all of the members entitled to vote with respect to the subject matter thereof.

**Section 4. Quorum.** Members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

**Section 5. Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

**ARTICLE V**  
**Board of Directors**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

**Section 2. Number, Tenure and Qualifications.** There shall be no less than five (5) members and no more than eleven (11) members. The term shall be for two (2) years, staggered so that approximately no more than half of the board shall be up for election in any given year in a manner determined by the Board. The term of office of each director shall be until the election of his/her successor.

**Section 3. Annual Meetings.** An annual meeting of the Board of Directors may be held immediately after the annual meeting of members for the purpose of electing officers.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of any three Directors, and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be mailed, faxed or sent by electronic mail at least five (5) days before the day of the meeting. This may be waived by a majority of Directors.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting. The Directors may also choose to run the meeting but may not take any action requiring a Board consensus.

**Section 7. Telecommunications Meetings.** Members of the Board of Directors and members of any committee designated by the Board of Directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting.

**Section 8. Board Decisions.** Unless otherwise required by law, or specified in these by-laws or Board resolution, all Board decisions shall be made by consensus of the Directors present.

**Section 9. Action Without Meeting.** 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 held meeting thereof, provided that such written consent is inserted in the corporation's minute book.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office and may be eligible for election to a first two (2) year term at the next annual meeting following the end of the predecessor's term.

**Section 11. Compensation.** Directors as such shall not receive any salaries for their board service. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore, but she/he shall abstain from voting on any matter which would present a conflict of interest.

**Section 12. Removal.** A Director not attending three (3) consecutive regular meetings scheduled during one fiscal year may be removed from office by consensus of the Board.

## **ARTICLE VI** **Officers**

**Section 1. Officers.** The officers of the corporation shall be a president, a secretary, a treasurer, or the combination of those two offices and such other officers as may be elected in accordance with the provisions of this article.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by consensus of the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of Board of Directors. The term of office shall be one year and each officer shall hold office until his/her successor has been duly elected.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by consensus of the Board of Directors, present and voting whenever in its judgment the best interests of the corporation would be served thereby.

**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 several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions, policies or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

## **ARTICLE VII** **Committees**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by consensus of the Directors in office and present and voting at a meeting at which a quorum is present, may designate one or more committees, each of which shall consist of one or more Directors. Each committee shall have the authority to present recommendations to the Board of Directors in the management of the corporation. Such recommendations must be ratified at a meeting of the Board of Directors. The committee shall not operate to relieve the Board of Directors, or any individual

Director, of any responsibility imposed on it or him/her by law. The chair of each committee shall be a Director, but committee members may include individuals not currently serving on the Board of Directors.

## **ARTICLE VIII**

### Contracts, Checks, Deposits And Gifts

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 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 IX**

### Books And Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board of Directors and any committee charged by the Board. The records shall be kept at the principal office of the corporation and may be inspected by any voting member or his/her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE X**

### Dues

**Section 1. Annual Dues.** The Board of Directors shall determine from time to time the amount of annual dues payable to the corporation by members and shall give appropriate notice to the members.

**Section 2. Payment of Dues.** Dues shall be payable on the anniversary date for each member, or on the date a new member joins.

**Section 3. Default and Termination of Membership.** When any member is in default in the payment of dues for a period of three months from the beginning of the period for which such dues became payable, his/her membership will be automatically terminated.

**ARTICLE XI**  
**Dissolution**

The corporation may be dissolved at any time upon the adoption of a resolution to dissolve by the vote of two-thirds of the full Board of Directors. Upon the adoption of a resolution to dissolve the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, adopt a plan to distribute the assets of the corporation for one or more charitable purposes and/or one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision.

**ARTICLE XII**  
**Indemnification And Insurance**

To the full extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or criminal, administrative, arbitral or investigative proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation against expenses (including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses incurred by such person in connection with the proceeding), if she/he acted in good faith and in a manner she/he reasonably believed to be in the best interest of the corporation and with respect to any criminal action or proceeding and no reasonable cause to believe her/his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements of the preceding sentence.

The corporation shall not have the power to indemnify a person for obligations resulting from a proceeding in which the person is found liable to the corporation or liable on the basis that personal benefit was improperly received. The indemnification provided herein shall inure to the benefit of the heirs, executives and administrators of any person entitled thereto under the provisions of this section.

The corporation shall indemnify a person or persons only upon the determination that indemnification is permissible and that the expenses are reasonable. These determinations shall be made by the majority vote of a quorum of the Board of Directors, consisting of Directors who are not parties to the action, suit or proceeding or if a quorum is not attainable, if a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion.

The corporation may reimburse reasonable expenses incurred before the final disposition of any proceeding described above upon the receipt by the corporation of a written affirmation by the director of her/his good faith belief that she/he has met the standard of conduct required for indemnification and a written undertaking to repay all amounts paid or reimbursed if it is ultimately determined that she/he has not met those requirements. The corporation may also pay or reimburse expenses incurred by any person in connection with her/his appearance as a witness or other participant in a proceeding at a time when she/he is not a named defendant or respondent in the proceeding.

The corporation shall have the power but not the obligation to purchase and maintain insurance on behalf of any person against any liability asserted against her/him and incurred by her/him in

her/his official capacity or arising out of such official capacity whether or not the corporation would have the power to indemnify her/him against such liability under the provisions of this section. No person for whom indemnification is intended hereunder shall be indemnified for any cost or liability for which coverage is provided under a policy of insurance.

### **ARTICLE XIII**

#### Amendments

**Section 1. Amendments.** These bylaws may be amended according to the following procedure provided such amendments are not inconsistent with the provisions of these bylaws.

**Section 2. Procedures for Amending.** Amendments to the bylaws shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a membership meeting, or at a special meeting called for that purpose.
2. Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given each member entitled to vote at such meeting within the time and manner provided in Article III. If the meeting is an annual meeting, the proposed amendment or summary thereof shall be included in the notice of such annual meeting.
3. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes, entitled to be cast by members present and voting or represented by proxy at such meeting.

### **ARTICLE XIV**

In situations not fully covered in these bylaws, or where there is ambiguity about the intent of these bylaws, the corporation shall defer to procedures as described in Roberts Rules of Order.

ADOPTED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2007 in Montpelier Vermont

BY THE BOARD OF DIRECTORS

President:

Secretary: