

**BY-LAWS OF WINDHAM COMMUNITY ORGANIZATION**  
**A Not-For-Profit Corporation**  
**Adopted January 25, 2006**

**ARTICLE I - PURPOSE**

1. To assist Windham area residents in times of need, by providing financial and other assistance.
2. To provide the community with information and education about resources and town activities and government that foster active involvement in the affairs of the community.
3. To conduct community events that promote connections among Windham residents and a spirit of community.

**ARTICLE II – OFFICES**

The Windham Community Organization shall have its offices in the Town of Windham, Vermont.

**ARTICLE III - MEMBERSHIP**

1. Membership shall be open to any adult resident of the Windham Community.
2. A person shall be eligible to become a regular voting member of the organization after having attended three regular meetings.
3. Part time residents shall be eligible for Associate Membership without a vote.

**ARTICLE IV – MANAGEMENT OF THE ORGANIZATION**

1. The business of the Windham Community Organization shall be managed by the membership, under the direction of its duly elected officers.
2. If a full membership meeting cannot be convened, the four officers, acting as the Executive Committee, shall be authorized to take action. Such action shall be reported to the next membership meeting.

**ARTICLE V - OFFICERS**

1. Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Officers of the corporation shall be elected at the annual meeting of the organization and shall serve for a term of one year.
  - a. The President shall:
    - i. Call meetings of the organization,
    - ii. Preside at meetings of the organization,
    - iii. Appoint the chairs of committees;
    - iv. Perform such other duties as are normal and customary to the office, or which may be assigned by the membership.
  - b. The Vice President shall:
    - i. Act as President in the absence or incapacity of the President;
    - ii. Perform such other duties as may be assigned by the membership.

- c. The Secretary shall:
  - i. Be responsible for the minutes and records of the organization in appropriate books;
  - ii. Be responsible for filing any certificate required by any statute, federal or state;
  - iii. Cause to give and serve all notices to members;
  - iv. Be the official custodian of the records of the organization;
  - v. Attend to all correspondence of the organization;
  - vi. Shall exercise all duties incident to the office of Secretary.
- d. The Treasurer shall:
  - i. Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization;
  - ii. Be one of the officers who shall sign checks or drafts of the organization;
  - iii. Render at stated periods as the membership shall determine, a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the organization.
  - iv. Exercise all duties incident to the office of Treasurer.
- 2 Officers shall be members in good standing of the organization.
- 3 No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the organization for duties other than as an officer.

#### ARTICLE VI - MEETINGS

- 1. Meetings of the Windham Community Organization shall be held at the Windham Meeting House or another place agreed to by the membership and shall be open to the community.
- 2. The organization shall hold regularly scheduled meetings.
- 3. Special meetings may be called by the President or any five members. Notice of a Special Meeting shall be given by mail, phone, e-mail, or fax at least two days prior to the Special Meeting, unless additional notice is required by law.
- 4. Windham Community Organization shall hold its annual meeting during the month of March.
- 5. A majority of the members shall constitute a quorum sufficient to conduct business.
- 6. The act of a majority of the members present, at a meeting at which a quorum is present, shall be the act of the membership of the organization.

#### ARTICLE VII- ORDER OF BUSINESS

- 1. Roll call.
- 2. Review of the Minutes of the preceding meeting.
- 3. Treasurer's report.
- 4. Report of Committees.



5. Old and Unfinished Business.
6. New Business.
7. Adjournment

#### ARTICLE VIII - COMMITTEES

1. The President may appoint such committees as are necessary to carry out the purposes of the corporation
2. Committee Chairs or their representatives shall report to the membership in a timely fashion on Committee meetings, deliberations, and any recommendations for action and submit written records of the same.
3. The President shall be an ex officio member of each Committee.
4. Committee members may include persons from the community who are not members of the organization..

#### ARTICLE IX - CHECKS, DEPOSITS, FUNDS, AND CONTRACTS

1. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of Windham Community Organization, shall be signed by such officer or officers, and in such manner as from time to time may be determined by resolution of the membership. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President. The payee of a check issued by the Windham Community Organization, may not also be the signer of the check.
2. All funds of the corporation shall be deposited to the credit of Windham Community Organization in a timely fashion at such banks, trust companies or other depositories as the organization may select.
3. The Windham Community Organization may receive any contribution, gift, bequest or grant for any purpose of the organization.
4. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.

#### ARTICLE X - BOOKS AND RECORDS

Windham Community Organization shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings at the meetings of the organization as well as a record giving the names and addresses of the members of the organization entitled to vote. All books and records of Windham Community Organization may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE XI - FISCAL YEAR

The fiscal year of Windham Community Organization shall be from April 1 through March 31.

## ARTICLE XII - TAX EXEMPT STATUS

1. Purpose: The Corporation is organized as a tax exempt corporation and accordingly:
  - a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
  - b. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of any candidate for public office.
  - c. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Code.
  - d. On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes and that has established its tax exempt status under Section 501(c)(3) of the Code.
  - e. In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code, and in all sections of the Code.

## ARTICLE XIII - REVIEW AND AMENDMENT OF BY-LAWS

These by-laws shall be periodically reviewed. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the entire membership at a regular or special meeting if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Adopted January 25, 2006.

Amended May 28, 2008