

**VERMONT COMMUNITY DEVELOPMENT OFFICIALS ASSOCIATION
BYLAWS**

ARTICLE I NAME

Section 1

The name of this organization shall be Vermont Community Development Association.

ARTICLE II PURPOSES

Section 1

The prime purpose of this organization shall be to provide leadership in the community development field in Vermont by offering programs for professional development, by promoting the growth and viability of community-based development efforts; encouraging active citizen involvement in their communities; and encouraging collaboration between residents, private enterprise, non-profits and local government.

ARTICLE III PROGRAMS

Section 1

Specific programs to accomplish the stated purposes of the organization will be developed by the Board of Directors.

ARTICLE IV MEMBERSHIP AND ORGANIZATION

Section 1

Any individual or organization or municipality engaged in community development activities in the State of Vermont may become a member upon payment of annual dues as recommended by the Board of Directors and approved by the members at the Annual Meeting.

Section 2

Regular meetings of the membership shall be held from time to time during the course of the year. The annual meeting of the organization will be held during the 4th quarter of each calendar year with the time and place as determined by the Directors.

Section 3

Notice shall be given of the date, time and place of all meetings to all members at least two (2) weeks in advance

Section 4

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Each member shall be allowed one vote. Members may vote by proxy in the form of email or fax to the Secretary of the Board and a proxy is for only the items on the agenda for a specific membership meeting

Section 5

Special general meetings may be called by the President with the concurrence of at least three other Board members or on the petition of no fewer than nine voting members of the organization.

ARTICLE V BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and six members at large, elected each year at the Annual Meeting.

Section 2

The Board shall meet at least four times each year. Board members can participate by phone as if they were in attendance in person.

Vacancies on the Board shall be filled by the appointment of a member by the President after confirmation by a majority of the Board.

Section 3

Five members shall constitute a quorum at regular Board meetings

Section 4

The Board shall have responsibility for the general management and direction of the affairs of the organization between meetings, and shall appoint such committees as it deems necessary to carry out the purposes of the organization.

Section 5

The President shall preside at all meetings of the Board and organization, and shall fulfill all other duties imposed upon him/her by these bylaws.

Section 6

The Vice President shall perform the duties of the President in his/her absence and assist the President in all ways.

Section 7

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The Secretary shall keep the minutes of all meetings. He/she shall be responsible for furnishing of copies of the minutes to each member expeditiously. It shall be the duty of the Secretary to maintain such other records as are necessary for proper functioning of the organization.

Section 8

The Treasurer shall have custody of the funds of the organization, subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall maintain adequate financial records and report at each meeting.

ARTICLE VI ADMINISTRATIVE OFFICES

Section 1

The Board of Directors at such rate of compensation as it deems fair and proper may employ an administrative assistant/meeting coordinator.

Section 2

The administrative assistant/meeting coordinator shall perform the duties and responsibilities delegated by the Board of Directors and all other functions usual to such position.

ARTICLE VII BY LAW AMENDMENTS

The By-Laws may be amended at a duly warned meeting of the membership by a simple majority of those voting. Members shall be notified no less than two (2) weeks by mail.