

**Bylaws of the  
Killington-Pico Area Association**  
*Revised on: March 28, 2018*

**ARTICLE 1 – NAME, OFFICES, AND PURPOSE**

Section 1      *Name*

The name of this organization, incorporated under the laws of the State of Vermont shall be “Killington-Pico Area Association, Inc.” hereafter referred to as KPAA.

Section 2      *Offices*

The association shall be domiciled in the Town of Killington, Vermont, and shall conduct its activities within the region generally known to serve the Killington-Pico Resort area.

Section 3      *Purpose*

The KPAA shall be considered to be an organization comprised of businesses and their employees, non-profits and community members; the KPAA’s objective is to act as a liaison between the Town of Killington, Killington Resort and the regional business community. This requires collaboration between businesses and Killington Resort, the Town of Killington and the community, tourists and any other interested entities by developing programs and events that will promote and grow the four-season, tourism-based economy.

Implementation of the above objectives will be carried out by the Board of Directors, its Sub Committees and KPAA Staff. In carrying out these purposes, the Directors, Sub Committees and KPAA Staff shall conduct activities in a manner believed to be widely supported by the membership.

**ARTICLE II – MEMBERSHIP**

Section 1      *Eligibility*

All persons, businesses or associations (including not-for profits) interested in the general well-being, economic growth and vitality of business in the region served by the KPAA who support the promotion of business and tourism in the Killington-Pico region shall be eligible for membership in the KPAA.

The Board of Directors may make provisions for separate classes of membership, including, but not limited to, sponsors, full, associate, individual and honorary memberships with or without voting rights as they may from time to time determine.

Section 2      *Dues*

(a) *Annual Dues*

The Board of Directors shall determine, and from time to time, adjust the amount of the initial membership fee, if any, and annual dues payable to the KPAA by members.

(b) *Payment of Dues*

Annual dues for active members shall be provided in the schedule of dues adopted from time to time by the Board of Directors. Dues shall be paid once annually as

designated by the Board of Directors. Any exceptions shall be subject to approval by the Board of Directors.

*(c) Default*

When any member shall become in default in the payment of dues for a period of three months from the beginning of the period for which dues are payable, membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 5, of these Bylaws.

Section 3 *Voting*

Each membership entity is entitled to one vote. In the case of membership being held in the name of a business or association, one person shall be delegated, or assigned, to represent this business or association, and to cast its vote. For those businesses with multiple memberships, voting membership will be based on one member per each unit within the entity.

Section 4 *Election*

Members may be elected at any meeting by a quorum of the Board of Directors. A quorum is defined as a minimum of one-half of the voting Board Members plus one (51%).

Section 5 *Termination of Membership*

Any member of the KPAA may be suspended for non-payment of dues. A member may also be suspended or expelled for conduct unbecoming a member by the Board of Directors at a meeting, duly called for said purpose, by a quorum of the Board of Directors then in office. If requested, a member shall have an opportunity to be heard in their own defense before said Board of Directors vote to suspend or expel a member.

**ARTICLE III – MEETING OF MEMBERS**

Section 1 *Annual Meeting*

The annual meeting of the members of the KPAA shall be held on a day falling between September 1 and November 1 each year at such date, time and place as shall be set by the Board of Directors, for the purpose of receiving the annual report of the Directors, for electing Directors and Officers, and for transacting such other business as may properly come before the meeting.

Section 2 *Special Meetings*

Special Meetings of the members may be held upon call of a quorum of the Board of Directors then in office, or of one-third of the voting membership of the KPAA, at such time and places as may be fixed by the Board of Directors, or such members, as the case may be, and such time and place shall be stated in the call and notice of meeting except that special meetings for the election of the Directors and Officers must be held at a location within the Town of Killington.

Section 3 *Notice of Meetings*

Notice of the time, place, and purpose of every meeting of the members shall be served not less than ten nor more than 30 days before the meeting. Said notice and meeting

date will be approved by the President or Secretary, or the members who have called for such meeting. Notice shall be directed to each member as it appears on the books of the KPAA via postal letter, email message or text message.

Section 4 *Quorum*  
At the annual meeting of members, fifty-one percent (51%) of the voting members present shall constitute a quorum.

Section 5 *Annual Reports*  
The Board of Directors of the KPAA shall present the following at each annual meeting of the members: 1) a report, verified by a quorum of the Directors, showing the names and place of businesses, business persons, or associations who have been admitted to the membership in the KPAA; 2) a financial report of the past fiscal year including expenses and revenues, and 3) an abstract thereof entered in the minutes of the proceedings of the annual meeting. The Annual Report shall be available for viewing on the member portal of the KPAA website.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 1 *Qualifications*  
The business and affairs of the KPAA shall be managed and controlled by a Board of no less than twelve Directors and a maximum of eighteen. These Directors shall be members in good standing of the KPAA. A member in good standing shall be defined as any member meeting eligibility requirements. If any Director is not a member in good standing, he/she shall be required to resign from the Board of Directors. Any Director not in good standing who refuses to resign may be removed by the KPAA membership in the manner provided in Article IV, section 6 of these Bylaws. To be eligible as a Director of the KPAA, a member must be the owner, an officer or key manager of the business/organization he/she represents and also must be directly responsible for the operation of that business/organization.

Section 2 *Board Terms, Composition & Powers*  
General government of the KPAA shall be overseen by the Board of Directors. Day to day operations of the KPAA, including budgeting, legal affairs, and personnel management will be overseen by the Board of Directors. The composition and authority of the Board of Directors is described below.

The Board of Directors shall be composed of no less than twelve members and no more than 18 members. The Board shall have at minimum two Directors appointed by the Killington Resort, two Directors appointed by the Town of Killington, the Executive Director, and at least eight (8) people from the community at large. Where a business entity has more than one operating business in the community, all operating businesses in good standing are eligible for membership; however only one vote per business entity shall be allowed. The Town of Killington Selectboard, the Killington Resort President and the KPAA Ex Officio President shall have standing non-voting memberships.

Directors may serve two (2) consecutive (3) year terms, in addition to any unexpired term to which they may be appointed. Upon completion of the two (2) consecutive

elected terms, Directors may not be eligible for re-election until one (1) year has elapsed.

Section 3 *Vacancies*

Whenever any vacancy shall occur on the Board of Directors due to death, resignation, or otherwise, the vacancy shall be filled without undue delay by a quorum vote of the remaining Board members. During the existence of any vacancy or vacancies, the remaining Board members shall possess and may exercise all powers of the full Board of Directors, when action by the full Board is not required by law.

Section 4 *Meetings of the Board*

Regular meetings of the Board of Directors shall be held monthly in the Town of Killington. The Board of Directors shall also establish a mechanism to provide continuing and prompt attention to relevant issues and concerns as they arise.

Emergency meetings of the Board of Directors may be called by the President of the KPAA or by a majority of the Directors then in office whenever in their judgment it may be desirable by giving two days' notice, either by mail, telephone, fax or email, of the time and place and agenda of such meetings. All such meetings shall be held at a location within the KPAA region of operation.

Retreats may be held at any location so designated by the Board of Directors.

Section 5 *Annual Meeting of the Board*

A meeting of the Board of Directors shall be held each year immediately before the annual meeting of the members to receive and review the annual report of the President.

Section 6 *Removal of Directors*

A Director may be removed by a quorum vote of the Board of Directors present at any meeting. Failure to attend the designated minimum number of meetings, participate in KPAA events, a breach of the confidentiality policy, failure to meet Board responsibilities, or failure to adhere to these Bylaws may result in the removal or dismissal of a Director. A Director shall have an opportunity to defend their actions at any such meeting.

Section 7 *Voting on Board Nominations*

On or before September 1 of each year, the Board of Directors shall nominate and vote on candidates proposed by Board members after discussion is had on each nomination. A quorum vote by the Board members present shall constitute approval of a candidate for the KPAA Board.

Section 8 *Other Committees and Appointments*

(a) The Board of Directors shall authorize and support Board Committees including, but not limited to, Membership, Communications, Wine Festival, Holiday Festival, Beautification, Building and any others as needed. Committees shall have and may exercise such power as shall be conferred or authorized by the resolutions appointing them. A quorum of any such committee shall determine the action of

such committee. No committee shall undertake any project or issue a policy statement representing the KPAA unless authorized by the Board of Directors.

- (b) The Board of Directors shall approve the membership of each committee. The composition of each Committee shall reflect the proportion of member categories, if possible.
- (c) Committees shall report on recent activities at the regular Board of Directors meeting. Committee reports shall be sent to the Executive Director at least two business days in advance of the Board meeting

Section 9

*Board of Director Meetings*

- (a) There shall be monthly Board of Director Meetings as designated and agreed to by the Board Members.
- (b) The Secretary shall record and maintain minutes of all regular meetings of the Board of Director Meetings.
- (c) Minutes of the Board of Director Meetings shall be maintained at the KPAA Welcome Center and shall be made available for viewing by KPAA members on the member portal of the KPAA Website.

**ARTICLE V – OFFICERS OF THE BOARD OF DIRECTORS**

Section 1

*Officers*

The Officers of the KPAA shall be the President, Vice President, Treasurer, Secretary, and an Officer appointed by the Town for a total of five (5) voting officers. The KPAA Past President and the Killington Resort President shall serve on the Board of Directors as ex officio, non-voting Officers.

Section 2

*Terms of Office/Method of Election*

The slate of Officers of KPAA shall be elected by quorum vote of the Board members at the annual meeting of the Board of Directors, and then presented and approved by a quorum of the voting membership.

All Officers shall be and remain in good standing of the KPAA for and during their terms of office.

The slate of Officers shall be chosen based on the following:

- a) One Officer shall be from Killington Resort
- b) Three Officers shall come from the regional business community
- c) One Officer shall be from the Town of Killington

The term of all Officers shall be one year or until their respective successors are elected or appointed.

Section 3

*Powers and Duties of Officers*

The Officers shall be the administrative agent of the Board of Directors, shall supervise the work of the Executive Director and shall exercise general supervision over the budget, legal affairs, and personnel (hiring and firing) of the KPAA staff. The Officers shall have authority to take such actions as are necessary to conduct the KPAA's affairs in accordance with these Bylaws.

(a) President

During the term in office, the President shall serve as presiding officer of the KPAA and the Board of Directors. In case of incapacity of the Treasurer, the President is authorized to perform the duties normally assigned to the Treasurer. A former KPAA President shall serve as an Ex Officio, non-voting Officer.

(b) Vice President

The Vice President shall serve as presiding officer of the KPAA and the Board of Directors in the absence of the President. In the event that both the President and the Vice President shall be unable to serve, the Board of Directors shall elect one of its members to serve as presiding officer of the KPAA and Board of Directors. The Vice President shall become President at the end of the President's term, which shall be for a maximum of two years.

(c) Secretary

It is the duty of the Secretary to keep records of all meetings of the Board of Directors and Officers meetings, and to perform all other secretarial duties for the Board of Directors as are not delegated to the Executive Director. In the event of absence or incapacity of the Secretary, a Board member shall be selected to keep records at a meeting.

(d) Treasurer

The Treasurer shall serve as senior financial officer of the KPAA. The Treasurer shall have authority to sign checks and drafts on behalf of the KPAA for disbursement of funds for duly authorized purposes of the KPAA as provided by Bylaws or by vote of a quorum of the Board of Directors. The Treasurer shall be responsible for oversight of KPAA organizational finances.

Section 4

*Replacement of Vacancies/Removal*

When an Officer position becomes vacant during their term of office, the Board members shall nominate and vote on candidates proposed by Board members after discussion is had on each nomination.

Any officer may be removed from office before the expiration of a term by a majority vote of the Board of Directors, if it appears that the best interest of the KPAA is not being served. Failure to attend the designated minimum number of meetings, participate in KPAA events, a breach of the confidentiality policy, failure to meet Board responsibilities, or failure to adhere to these Bylaws may result in the removal or dismissal of an Officer. An Officer shall have an opportunity to defend their actions at any such meeting.

## **ARTICLE VI – CHECKS AND CONTRACTS**

### Section 1      *Checks, Drafts, etc.*

All checks and drafts on the KPAA bank accounts and all other instruments for the payment of money shall be signed by such Officer or Officers or agent or agents as shall be authorized from time to time by the Board of Directors. No credit or debit card used by KPAA staff, Directors or Officers shall have a charge higher the \$250.00 for any purchase without the authorization and consent of another Officer.

### Section 2      *Contracts*

All contracts and legal documents shall be approved by a quorum of the Board of Directors. The President, Vice President, Treasurer and Executive Director from time to time by quorum of the Board of Directors shall have authority to sign all contracts and legal documents on behalf of the KPAA.

## **ARTICLE VII – COMPENSATION**

No Officer or Board member of the KPAA shall receive, directly or indirectly, any salary, compensation or emolument from the KPAA, either as Director or Officer. Employees of the KPAA may be paid reasonable compensation for their services.

## **ARTICLE VIII – CONTRACTS WITH DIRECTORS**

A contract may be made between the KPAA and one or more of the Board of Directors in furtherance of the work of the KPAA. The contract must be approved by a quorum of the sitting Board, excluding the contracting director. The parties shall enter such a contract in good faith. If good faith is questioned, the questioning party will have the burden to prove otherwise. Subject to these provisions, such a contract shall be voidable by the KPAA Board of Directors, after its own internal review.

## **ARTICLE IX – CORPORATION SEAL & OFFICE**

### Section 1      *Seal*

The Board of Directors shall provide a suitable seal, containing the name of the KPAA.

### Section 2      *Office*

The principal office of the KPAA shall be in the Town of Killington, County of Rutland, and State of Vermont.

## **ARTICLE X – FISCAL YEAR**

The fiscal year of the KPAA shall end on the 30<sup>th</sup> day of June in each and every year, unless otherwise determined by the Board of Directors.

## **ARTICLE XI – AMENDMENT OF BYLAWS**

At any meeting, the Board of Directors, by a quorum vote of the Directors then in office, may make, alter, amend or repeal Bylaws. In order for such change to continue, it must be ratified by a quorum vote of Board members present at the next annual meeting.