

**Bylaws of the
Killington-Pico Areas Association**
Revised on: January 6, 2015

ARTICLE 1 – NAME, OFFICERS, AND PURPOSE

Section 1 *Name*

The name of this organization, incorporated under the laws of the State of Vermont shall be “Killington-Pico Areas 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 Resort area.

Section 3 *Purpose*

The KPAA shall be considered to be an organization comprised of business people and community members whose objective is to represent the regional business community, acting as a liaison between businesses and Killington Resort, local government, the community and tourists and working to develop programs and events to grow the four-season tourism based economy.

Implementation of the purpose will be through the Board of Directors and KPAA staff. In carrying out these purposes, the Directors and Committees shall conduct activities in such 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 and interested in the promotion of business and tourism of the Killington area 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 may determine from time to time the amount of the initiation 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. The dues shall be paid annually on an anniversary date schedule.

(c) *Default*

When any member shall be in default in the payment of dues for a period of three months from the beginning of the period for which dues become payable, its’

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 full membership 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 firms with multiple memberships, voting membership will be based on one member per each unit of the minimum due schedule.
- Section 4 *Election*
Members may be elected at any meeting of the Board of Directors. The majority vote of those present shall be necessary to elect.
- Section 5 *Termination of Membership*
Any member of the KPAA may be suspended for non-payment of the 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 vote of two-thirds of the Board of Directors then in office. No member shall be suspended or expelled without first having an opportunity to be heard in their own defense before said Board of Directors.

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 majority of the Board of Directors then in office, or of one-third of the members 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 Offices 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, approved by the President or Secretary, or the members who shall have called such meeting, shall be served not less than ten nor more than 30 days before the 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 Report*

The Directors of the KPAA shall present at each annual meeting of the members a report, verified by a majority of the Directors, showing the names and place of business, business persons, or associations who have been admitted to the membership in the KPAA, a financial report of the past fiscal year including expenses and revenues, and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

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 ten Directors. 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 and current in payment of dues to the KPAA. 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 7 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 KPAA, including budget, legal, and personnel will be overseen by the Executive Board, a subset of the Board of Directors. The composition and authority of the Board of Directors is described below. A detailed explanation of the terms, composition, and powers of the Executive Board/Officers is provided in Article V - OFFICERS & EXECUTIVE BOARD OF DIRECTORS.

The Board of Directors shall be composed of no less than ten members. Members elected as 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.

The Board of Directors serve in an advisory to the Executive Board. The Board of Directors shall hold regular meetings on a monthly basis to review activities of the organization and actions taken by the Executive Board. A quorum at any meeting shall consist of a majority of the Board of Director membership

Section 3 *Vacancies*

Whenever any vacancy shall occur on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of all the remaining members of the Board. During the existence of any vacancy or vacancies, the surviving remaining Directors 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*
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 Town of Killington, Vermont unless some other place is specified in the notice.
- Regular meetings of the Board of Directors shall be held monthly at a time and place to be specified by the Board of Directors. The Board of Directors shall also establish a mechanism to provide continuing and prompt attention to such attention. A quorum at any meeting shall consist of a majority of its entire membership.
- 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 the annual report of the president. If a quorum of the Directors is not physically present on the appointed day, the meeting shall be adjourned to some convenient day, as long as the date of adjournment preceded the date of the annual meeting of members.
- Section 6 *Quorum and Voting*
Two-thirds of the Directors shall constitute a quorum for the transaction of business. A majority shall be required on all matters at any special meeting called for that purpose. A quorum at any meeting shall consist of a majority of its entire membership.
- Section 7 *Removal of Directors*
Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members of the KPAA present at any special meeting called for that purpose.
- Section 8 *Committee on Nominations*
Prior to April 1 each year, the President shall appoint a nominating committee, whose duty it shall be to nominate candidates for Directors and Officers to be elected the next annual meeting of members. The committee shall at the annual meeting of the members report the names of nominees to be considered for election.
- Section 9 *Other Committees and Appointments*
- (a) The Board of Directors may appoint the President or his/her designee to be responsible for maintaining a proper relationship with the Town of Killington and serve as liaison between the KPAA and the Town.
 - (b) The Board of Directors may appoint any other committee which shall have and may exercise such power as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee composed of more than two members shall constitute a quorum thereof and may 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.
 - (c) The Board of Directors shall approve the membership of each committee. The composition of each Committee shall reflect the proportion of member categories.

ARTICLE V – OFFICERS & EXECUTIVE BOARD OF DIRECTORS

Section 1 *Officers/Executive Board*

The Officers of the KPAA will serve as the Executive Board and shall be: President, Vice President, Treasurer, Secretary, and one member appointed by the Town Selectboard. The Past President shall serve on the Executive Board ex officio member, without vote.

There may be assistant officers of those above provided, as the Board of Directors may, from time to time, determine.

Section 2 *Term of Office and Method of Election*

The Officers of KPAA shall be elected by plurality vote of the full members at the annual meeting among the Directors elected at the annual meeting. All Officers shall be and remain in good standing of the KPAA for and during their terms of office.

There shall be four Directors serving as Officers of the KPAA (President, Vice President, Secretary, and Treasurer). The slate of Officers shall be chosen based on the following:

- a) Two appointment positions from Killington Resort with one being a standing position for the Resort President.
- b) Two appointed positions from the regional business community

The term of all Officers shall be one year or until their respective successors are elected or appointed: but any Officer or agent of the KPAA may be removed with or without cause at any time by the affirmative vote of a majority of the full Board then in office. In the event of such removal or the office of an Officer otherwise becoming vacant during this term of office, a successor may be appointed at the same or subsequent meeting of the Board from among the remaining Board members by vote of majority of the Board then in office. No Officer shall be elected to more than two consecutive terms unless this limitation is waived by two-thirds of the members who vote at the annual meeting.

Section 3 *Powers and Duties of Executive Board & Officers*

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

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.

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.

It is the duty of the Secretary to keep records of all meetings of the Executive Board and of the Board of Directors and to perform all other secretarial duties for the Executive Board and Board of Directors as are not delegated to the chief staff officer.

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 Executive Board or Board of Directors. In the case of incapacity of the Secretary, the Treasurer is authorized to perform the duties normally assigned to the Secretary.

The Selectboard appointed member shall serve on the Executive Board as a voting member.

The Past President shall be the most recently retired President and shall serve on the Executive Board ex officio, without vote.

Section 4 *Removal of Officers*

Any officer may be removed from office before the expiration of a term by a two-thirds vote of the Board of Directors if it appears that the best interest of the KPAA is not being served.

Section 5 *Meetings of the Executive Board*

Regular meetings of the Executive Board shall be held monthly in advance of Board of Directors meetings. The Executive Board shall also establish a mechanism to provide continuing and prompt attention to such problems as may arise. A quorum at any meeting shall consist of a majority of its entire membership.

The Executive Board shall furnish a report of actions taken at each Board of Directors 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 thereunto authorized from time to time by the Board of Directors.

Section 2 *Contracts*

The President, Vice President, or such other Officers or persons as may be designated from time to time by resolution 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 Director 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. The contract must be approved by a majority of the sitting board, excluding the contracting director. The directors shall enter such a contract in good faith. If their good faith is questioned, the questioning party will have the burden to prove otherwise. Subject to these provisions, such a contact 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, State of Vermont, as such address may from time to time be fixed by the Board of Directors. Offices may also be maintained by the KPAA in other places within or outside the United States.

ARTICLE X – FISCAL YEAR

The fiscal year of the KPAA shall end on the 30th 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 two-thirds 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 majority of members present at the next annual meeting.