

BYLAWS  
of  
POKER HILL SCHOOL, INC.

Updated December 2022

ARTICLE I

Name

The name of this corporation is Poker Hill School, Inc.

ARTICLE II

Offices

The principal office of the corporation shall be located in the Town of Underhill, County of Chittenden, and State of Vermont. The Voting Members may change the location of the principal office of the corporation and may, from time to time, designate other offices within or without the State of Vermont as the business of the corporation may require.

## ARTICLE III

### Board of Directors

Section 1: General Powers: The affairs of the corporation shall be managed by its Board of Directors which shall be known as, and referred to herein, as the Voting Members. Section 2: Number, Tenure and Qualifications: The number of Voting Members shall be fixed by the Voting Members and shall be not less than three (3) and no more than nineteen (19); and the term of office of each Voting Member shall be until the next annual meeting of Voting Members. Each Voting Member subsequent to the initial Voting Members shall be elected by the vote of a majority of the Voting Members present at an annual meeting at which a quorum is in attendance. The Voting Members may from time to time elect a Voting Member at a regularly scheduled meeting at which a quorum is present and for which notice of the special election is given.

Section 3: Eligibility: A parent or member of the community who has attended three (3) Board meetings shall be eligible to be elected a Voting Member.

Section 4: Resignation and Removal: Any Voting Member may be removed by a vote of a majority of the other Voting Members. A Voting Member may resign at any time with notice to the President or other officer.

Section 5: Annual Meeting: The annual meeting of the Voting Members for the election of the next succeeding Voting Members and the transaction of such other business as may properly come before it shall be held at the principal office of the corporation in the Town of Underhill, and State of Vermont or at such other place within or without the State of Vermont as shall be set forth in the notice of meeting. The annual meeting shall be held on the second Tuesday of May in each year. If the annual meeting is not held on such date, a special meeting

in lieu of an annual meeting may be held with all force and effect of an annual meeting. Notice of any special meeting shall be given as directed under Section 7 of these bylaws. Section 6: Regular Meetings: Regular meetings shall take place monthly, seven times per year, in addition to the annual meeting in May. Regular meetings of the Voting Members may be held without call or notice at such places and times as the Voting Members may from time to time determine, provided that any Voting Member who is absent when such determination is made shall be given notice thereof. Parents of students at Poker Hill School may attend meetings of the Voting Members as observers, but they may not vote. Section 7: Special Meetings: Special meetings of the Voting Members may be called by or at the request of the President or any Voting Member, and shall be held at the principal office of the corporation or at such other place as the person or persons authorized to call a special meeting may designate.

Section 8: Notice: The dates of regular meetings of the Voting Members for the following year shall be determined at the annual meeting. Any changes to these dates shall be given at least five (5) days previously thereto, by written notice or electronic transmission, as deemed acceptable communication by the Voting Members. It shall be the responsibility of the Secretary to deliver this communication. The notice shall state the time, date and place at which the meeting is called; the business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws. Any Voting Member may waive notice of any meeting. The attendance of a Voting Member at any meeting shall constitute a waiver of notice of such meeting, unless prior thereto or at the commencement of the meeting, the Voting Member states that his/her appearance is to protest lack of notice to him. Notice of any adjournment of a meeting of the Voting Members to another time or place shall be given to Voting Members who are not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Voting Members.

Section 9: Action by Consent: Any action by the Voting Members or any committee may be taken without a meeting if a written consent thereto is signed by all the Voting Members or all the members of the applicable committees and filed with the records of the meetings of the Voting Members. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10: Quorum: A majority of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Voting Members; but if less than a majority of the Voting Members is present at any meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. A Voting Member may attend or conduct a regular or special meeting through the use of any means of communication including conference telephone call, by which all Voting Members participating may simultaneously hear each other during the meeting. A Voting Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11: Decisions of Voting Members: The act of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Voting Members, unless a greater number is required by law or by these bylaws.

Section 12: Vacancies: Any vacancy occurring in the Voting Members and any membership to be filled by reason of an increase in the number of Voting Members may be filled by the vote of a majority of the Voting Members then in office, although less than a quorum are in office. A Voting Member so elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 13: Compensation: Voting Members shall receive no compensation for their services.

## ARTICLE IV

### Officers

Section 1: Officers: The officers of the corporation shall be a President, one or more President Elects (the number thereof to be determined by the Voting Members), a Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Voting Members may elect or appoint such other officers, including one or more assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Voting Members. Any two or more offices may be held by the same person except the offices of President and Secretary. Voting Members shall serve on a committee for at least one (1) school year in order to be deemed eligible for an officer position. Poker Hill School staff are ineligible to serve as an officer of the board. From time to time the Voting Members may choose to elect an officer who has not served on a committee for at least one (1) school year; as long as such candidate is familiar with the school and has skills that qualify them for the office in question.

Section 2: Election: The officers of the corporation shall be elected annually by the Voting Members at the regular annual meeting of the Voting Members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Voting Members. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 3: Terms of Office: The term of President shall be a two (2) year term in which the first year is served as President Elect and the second year as President. The term for Secretary shall be a one (1) year term.

Section 4: Resignation and Removal: Any officer elected or appointed by the Voting Members may be removed by a vote of the majority of the Voting Members at a regular meeting of the Voting Members or at a special meeting for which proper notice is given whenever in its

judgment the best interests of the corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed. Election or appointment of an officer or agent shall not of itself create contract rights. An officer may resign at any time with notice to the President or other officer.

Section 5: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Voting Members for the unexpired portion of the term.

Section 6: Compensation: Officers shall receive no compensation for their services.

Section 7: President: The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The Voting Members may delegate the responsibility for day-to-day operations of Poker Hill School to the Director. S/he shall preside at all meetings of the Voting Members and shall be an elected Voting Member during his/her term of office. S/he may sign, with the Secretary or any other proper officer of the corporation authorized by the Voting Members, any deeds, mortgages, bonds, contracts, or other instruments that the Voting Members have authorized to be executed, except in cases where the signing and execution thereof be expressly delegated by the Voting Members or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, s/he shall perform all duties as may be prescribed by the Voting Members from time to time.

Section 8: President Elect: In the absence of the President or in the event of his/ her inability or refusal to act, the President Elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president. The President Elect shall perform such other duties as from time to time may be assigned to him/ her by the President or by the Voting Members.

Section 9: Secretary: The Secretary shall keep the minutes of the meetings of the Voting

Members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law be custodian of the corporate records and of the seal of the corporation and if required see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the e-mail addresses and/or phone numbers of each Voting Member which shall be furnished to the Secretary by such Voting Member and in general perform all duties as from time to time may be assigned to him/ her by the President or by the Voting Members.

Section 10: Finance officers: The Board shall entrust the administrative team, composed of the director(s), assistant director(s) and administrative director to act as Finance officers. This office shall not be subject to a vote. The position of Finance officers must at all times be occupied by a minimum of three members in order to ensure accountability on all financial matters. If there are fewer than three directors, or combination of director, assistant director and administrative director, the Board President shall occupy one seat as Finance officer. If there are still fewer than three officers in the committee, then a voting Board member may be elected to be a Finance officer. These officers, subject to the direction and control of the Voting Members, have general charge of the financial affairs of the Corporation and shall periodically review the full and accurate books of account prepared by the Director. The Finance officers shall oversee custody of all funds, securities, and valuable documents of the Corporation, except as the Voting Members may otherwise provide. The Finance officers shall have such other powers and duties as are usually incident to a treasurer and as may be vested in that office by these bylaws or as the Voting Members may designate for such office from time to time. Without limiting the foregoing, the Finance officers shall (a) review the accounts prepared by the Director of all monies of the Corporation that are received or disbursed and shall report periodically to the Voting Members, (b) receive copies of reports relating to all funds and securities of the Corporation, (c) have the power to endorse for deposit all notes, checks, and drafts received by the Corporation, (d) provide to the Voting Members an annual report on the

financial condition of the Corporation as of the close of the fiscal year, (e) perform such other duties as may from time to time be prescribed by the Voting Members or the President, and (f) perform all duties usually incident to the office of a treasurer.

## ARTICLE V

### Committees

Section 1: Committees of Voting Members: The Voting Members, by resolution adopted by a majority of the Voting Members then in office, may designate one or more committees, each of which shall consist of one or more Voting Members, which committees, to the extent provided in such resolution shall have and exercise the authority of the Voting Members in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Voting Members, or any individual Voting Member, of any responsibility imposed on it or him/her by law. The Voting Members shall designate an individual to serve as chairperson of each committee, such chairperson shall serve for one year or until his successor is designated. An individual who is not a Voting Member may serve as a member of a committee, but a person who is not a Voting Member may not be the chairperson of a committee.

The Voting Members may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable relating to matters affecting the school and may delegate such powers and duties thereto as the Voting Members may deem advisable to the extent permitted by law. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee.

Section 2: Executive Committee: The Executive Committee shall consist of all current officers of the board as well as the Directors.



Section 3: Other Committees: Other committees not having and exercising the authority of the Voting Members in the management of the corporation may be designated by a resolution adopted by a majority of the Voting Members present at a meeting at which a quorum is present. An individual who is not a Voting Member may serve as a member of a committee, but a person who is not a Voting Member may not be the chairperson of a committee.

## ARTICLE VI

### Contracts, Checks, Deposits, and Funds

Section 1: Contracts: the Director(s) or President of Poker Hill School, Inc. are authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2: Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness of less than \$3,000.00 issued in the name of the corporation, shall be signed by the Director(s) or President of Poker Hill School, Inc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation that are equal to or in excess of \$3,000.00 shall be signed by the Director(s).

Section 3: Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks; trust companies; or other depositories as the Voting Members may select.

Section 4: Gifts: The Voting Members may accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for any purpose of the corporation.

Section 5: Loans: No loan shall be made by the corporation to its directors or officers.

## ARTICLE VII

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Voting Members and committees having and exercising any of the authority of the Voting Members. All books and records of the Corporation may be inspected by any Voting Member, or his agent or attorney for any purpose, at any reasonable time.

## ARTICLE VIII

### Seal

The seal of the corporation shall be imprinted or embossed or a facsimile:

POKER HILL SCHOOL, INC.

Incorporated, Vermont 1983

## ARTICLE IX

### Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

## ARTICLE X

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Vermont Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Voting Members present at any regular meeting or at any special meeting, if at least five days' notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.