

# **BYLAWS OF VERMONT PSYCHIATRIC SURVIVORS, INC.**

## **ARTICLE I**

### **GENERAL**

Sec. 1. Preamble. Vermont Psychiatric Survivors, Inc., is a State-wide, membership organization which was created to provide information, education and technical assistance to Vermont residents who identify as having current or former mental health challenges and to members of the general public. The corporation may also provide funds, technical assistance and information to Vermont residents who identify as having current or former mental health challenges who come together in their local communities for mutual support, sharing of information or recreational purposes. Although local peer support groups are not part of the corporation, such groups are free to request funding or technical assistance from the corporation.

Sec. 2. Non-Discrimination. The Corporation shall in no way operate in a manner that discriminates against anyone in violation of any applicable law.

Sec. 3. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall end each year on June 30.

## **ARTICLE II**

### **MEMBERSHIP**

Sec. 1. Membership shall be open to any individual who resides in the State of Vermont (a) who identifies as having current or former mental health challenges, (b) who is or was a direct consumer of mental health services, and/or (c) who accepts and upholds the VPS, Inc. Mission Statement. Employees of the Corporation may be members, but, notwithstanding Sec. 5 below, such membership shall be non-voting, and such employee-members shall recuse themselves from any business pertaining to employees. In these Bylaws, Members of Vermont Psychiatric Survivors, Inc. shall be referred to as "Members".

Sec. 2. Membership is on a fiscal year basis. An individual may become a Member by annually filing in writing with the Corporation an expression of interest, which shall include the individual's current contact information, including mailing address, telephone number(s), and (if any) email address. Members are responsible for revising their contact information annually in writing so that it is current and accurate at all times. A Member whose mail is returned

undeliverable to the Corporation shall be removed from membership but may be reinstated upon providing current contact information.

Sec. 3. Members may be requested to pay an annual membership fee, but no one shall be excluded from membership because of an inability to afford the membership fee.

Sec. 4. The Secretary of the Corporation is responsibility for making sure a list of Members of the Corporation is kept at VPS which shall include each person who has filed an expression of interest with current, accurate contact information, as provided in Section 2 of this Article II. Only those Members appearing on the list of Members at least ten (10) days prior to any meeting of Members shall be entitled to vote at such meeting.

Sec. 5. Each Member shall have one vote on all matters coming before meetings of Members at which the Member is in attendance.

Sec. 6. Voting by proxy shall not be permitted.

**ARTICLE III**  
**MEMBERSHIP MEETINGS**

Sec. 1. The corporation shall hold its annual membership meeting in the fall of each year and shall hold such other membership meetings as may be called by the President or the Board of Directors. The Board may determine to hold the annual meeting virtually if, for reasons of health and safety it is in the best interest of the organization to do so.

Sec. 2. The purpose of the annual membership meeting shall be to: receive the annual report of the Board of Directors and to act on any other business which is properly before the Membership pursuant to the Articles or these Bylaws.

Sec. 3. A quorum of Members for the transaction of business at any meeting of Members shall consist of five percent of those voting Members appearing on the list of Members as provided in ARTICLE II, Sec. 4.

Sec. 4. Notice of all meetings of Members shall be sent by U.S. mail or electronic mail to all Members to their last known address as shown on the records of the Corporation, such notice to be mailed or emailed to each Member at least fifteen days before the date fixed for such meeting.

Sec. 5. Special meetings of the Members may be called pursuant to the provisions of Vermont Statutes Annotated 11B Sec. 7.02 Notice of such special meetings shall state the purpose of the meeting.

Sec. 6. All meetings shall be held within the State of Vermont at a time and place to be fixed by the Board of Directors and are open only to Members and persons invited by the Directors.

Sec. 7. When a quorum is present, action by the Members shall require the majority vote of those Members present and voting.

Sec. 8. A Member displaying what the Presiding Officer determines to be an outburst of violence of voice or of action may, stop the meeting and require the member to leave any meeting of the Members.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

Sec. 1. Powers. Except for those powers reserved in these Bylaws to Members of the Corporation, the business of the Corporation shall be managed by a Board of Directors.

Sec. 3. Number and Representation. There shall be no fewer than five (5) and no more than nine (9) Directors on the Board of Directors, selected as follows:

1) Fifty percent of the Board will be made up of individuals who have identified as having lived experience.

2). To be nominated for Board membership, a candidate may not be an employee or contractor of Vermont Psychiatric Survivors, either currently or anytime in the past year.

3). To be nominated for Board membership, a candidate must attend at least two Board Meetings, and must attend a Board orientation and/or a meeting with the Executive Director.

Sec. 4. Nomination and Election of Directors. Directors shall be elected by the Members from a slate proposed by the Board of Directors. Any member may put forth a nomination for service on the Board of Directors by providing the name of the individual nominated to the Board of Directors or Executive Director no less than 2 weeks in advance of the date fixed for the Annual meeting of the membership. No person receiving financial assistance from VPS shall be eligible for nomination to the Board.

Sec. 5. In the event of a vacancy on the Board, the Board shall have the authority to elect a Member to fill the vacant position until the next Annual Meeting, at which time the Members shall elect to fill the position. Any person so elected by the Board or the Members to fill a vacant position shall have the same power and authority as any other Board member and shall serve for the remainder of the term of the person who vacated the position. The Board may also nominate for a full three-year term any Board member who is temporarily filling a vacant position.

Sec. 6. Term and Resignation. Except as otherwise provided by law, by the Articles of Association, or by these Bylaws, Directors shall hold office for three-year terms and until their successors are chosen and qualified. Any Director may resign by delivering a written resignation to the corporation, which shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Sec. 7. Regular Meetings. Regular meetings of the Board of Directors may be held with Notice at any time and place the President or the Board of Directors may from time to time determine. The Board, by majority vote may at any time suspend in person meetings in favor of a video or phone conference.

Sec. 8. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place permitted by law when called by the President, or two or more Directors.

Sec. 9. Notice of Meetings. The Board of Directors shall annually accept a list of the dates fixed for regular meetings. This shall serve as notice. Notice of special meetings shall state the purpose of the meeting and shall be given at least seven (7) days before the date fixed for such meeting. Notice of a meeting need not be given to any Director if a waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director.

Sec. 10. Agenda. Any lawful business may be transacted at a regular meeting of the Board of Directors, notwithstanding the fact that the nature of the business may not have been specified in the notice or waiver of notice of the meeting.

Sec. 11. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Any meeting may be

adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Sec. 12. Action at Meetings. When a quorum is present at any meeting, the vote or concurrence of a majority of the Directors present shall be the act of the Board of Directors, except to the extent that a greater proportion is required by law, by the Articles of Association, or by these Bylaws.

Sec. 13. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Sec. 14. Committees. The Board of Directors may establish committees, each consisting of two or more Directors, and may delegate thereto some or all of their powers except those that by law, by the Articles of Association, or by these Bylaws, they are prohibited from delegating. Except as the Board of Directors may otherwise determine, committees may make rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly in the same manner as is provided by these Bylaws for the Directors.

Sec. 15. Virtual Meetings. A quorum of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone call or use of other each other. Such participation shall constitute a presence in person at a meeting. All of the provisions of these Bylaws pertaining to meeting procedure shall apply to such meetings.

Sec. 16. Advisory Committees. The Board of Directors may appoint advisory committees of one or more Directors and such other persons as the Board may elect. Unless the Board of Directors shall otherwise provide, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or such rules, its meetings shall be called, notice given or waived, its business conducted or its action taken as nearly in the same manner as is provided in these Bylaws with respect to meetings or the conduct of business or the taking of actions by the Board of Directors. The Board of Directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee at any time.

Sec. 17. Proxies. No proxy voting is permitted.

Sec. 18. Outbursts. A person displaying what the presiding officer determines to be an outburst of violence of voice or of action may end the meeting and may require the individual to leave any meeting of the Board or its committees.

## **ARTICLE V**

### **OFFICERS**

Sec. 1. Designation. The officers shall be President, Vice President, Secretary, Treasurer, and such other officers as the Directors may determine from time to time. The office of Treasurer may be combined with the office of Secretary by vote of the Directors.

Sec. 2. Election. The Officers shall be elected by the Board of Directors at each Annual Meeting, or at the first regular meeting of the Board following the Annual Meeting of the membership.

Sec. 3. Qualification. So far as is permitted by law, any two or more offices may be held by the same person except for the offices of President and Secretary.

Sec. 4. Term. Except as otherwise provided by the Articles of Association or these Bylaws, the term of office for each officer shall be for one year or until the officer's successor is elected or qualified or until the officer's resignation or removal.

Sec. 5. Resignation. Any officer may resign by delivering a written resignation to the corporation, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Sec. 6. Vacancies. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Sec. 7. President. The President shall be the chief executive officer of the corporation. The President shall have such duties and powers as are commonly incident to the office and such duties and powers as the Board of Directors shall from time to time designate.

Sec. 8. Vice President. The Vice President shall perform the duties of President in case of the absence or disability of the President. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time determine.

Sec. 9. Secretary. The Secretary shall record, or cause to be recorded, all proceedings of the meetings of the Directors (including committees thereof) in the records of this corporation. The record books, which are stored electronically shall be open at reasonable times to the

inspection of any Director, officer or Member. The Secretary shall insure the notification of the Directors, when required by law or by these Bylaws, of their meetings, and shall perform such other duties as the Directors may from time to time prescribe. In the absence of the secretary at any such meeting, a temporary secretary shall be chosen who shall record the proceedings of the meeting in the aforesaid books.

Sec. 10. Treasurer. The Treasurer shall be responsible for reporting on the fiscal health of the organization, reviewing and presenting the financial statements to the Board and any other such fiscal matters as the Board may designate from time to time.

Sec. 11. Executive Director. The Board of Directors shall hire an Executive Director, who will have overall responsibility for program development, fiscal management, staff coordination and agency liaison and who will be responsible to the Executive Director.

Sec. 12. Other Powers and Duties. Subject to these Bylaws and to such limitations as the Board of Directors may from time to time prescribe; the officers of the corporation shall each have such powers and duties as from time to time may be conferred by the Board of Directors.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

Sec. 1. Creation. The Board of Directors may, by majority vote of the Directors then in office, create an executive committee with the membership, power, and duties set forth in this Article VI.

Sec. 2. Membership. The executive committee shall consist of the officers of the corporation.

Sec. 3. Powers. Subject to law, the executive committee shall have, and may exercise, all of the powers which may be exercised by the Board of Directors. The executive committee may make rules for the conduct of its business and, unless otherwise provided in rules adopted by the executive committee, its meetings shall be called, notice given or waived, its business conducted or action taken as nearly in the same manner as is provided in these Bylaws with respect to meetings or the conduct or business or the taking of actions by the Board of Directors. The Executive Committee shall report any actions taken by it to the full Board at the next regular or special meeting of the Board. The Board of Directors shall have the power to reverse any action of the executive committee, but no such reversal shall have retroactive effect.

**ARTICLE VII**  
**REMOVAL OF DIRECTORS AND OFFICERS**

Subject to law and to the Articles of Association and to the other provisions of these Bylaws, a Director or officer may be removed from office, with or without cause, at a special meeting of Directors called expressly for that purpose, by a two-thirds vote of all of the Directors present if in their judgment the best interests of the Corporation would be served thereby. The Board also may, by two-thirds vote, remove any Director if the Director has been absent for three consecutive regular or special Board meetings. Once removed, an individual must wait one full year before re-joining the Board. In addition, a Director may be removed, with or without cause, by a vote of two-thirds of the voting Members in attendance at the Annual Membership Meeting or at a Special Membership Meeting called for the purpose if a quorum is present as defined in Article II, Section 3. In the case of a vacancy resulting from a removal of a director or officer under this Article, the Board may fill the vacancy as provided in Article IV Sec. 5 or Article V Sec. 6, as the case may be.

**ARTICLE VIII**  
**COMPENSATION OF DIRECTORS AND OFFICERS**

No part of the income of the Corporation shall inure to the benefit of any Director for the performance of their duties as Director, except those expenses incurred by Directors on behalf of the Corporation may be reimbursed. Directors shall receive compensation in the form of a stipend to be determined annually for attending Board meetings. Directors may choose to waive any or all compensation. Separate from Board compensation, no Director shall receive financial assistance in the form of peer grants or other assistance from Vermont Psychiatric Services.

**ARTICLE IX**  
**INDEMNIFICATION; INSURANCE**

Except as specifically prohibited by statute, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director, officer, or employee of the Corporation against liability incurred in the proceeding if the individual:

- 1) conducted such individual in good faith; and
- 2) reasonably believed:



A) in the case of conduct in such individual's official capacity with the corporation, that the individual's conduct was in its best interests; and

B) in all other cases, that such individual's conduct was not in opposition to the corporation's best interests; and

3) in the case of any proceeding brought by a governmental entity, the individual had no reasonable cause to believe his or her conduct was unlawful, and the individual is not finally found to have engaged in a reckless or intentional criminal act.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding. "Expenses" mean the reasonable costs incurred in connection with a proceeding, including reasonable attorney's fees. "Official capacity" means, when used with respect to a director or officer, the office of director or officer of the Corporation.

"Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

The foregoing provisions are in amplification of, but not in lieu of, the provisions of 11B V.S.A. § 8.50-8.58, or successor provisions, pertaining to indemnification in nonprofit corporations.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability.

## **ARTICLE X**

### **CONTRACTS WITH CERTAIN ENTITIES**

No contract or agreement with any corporation, partnership, trust, or other entity shall be void or voidable by virtue of the fact that a Member, Director, or Officer (the "Interested Person") of the Corporation is also a director, officer, employee, member, or agent of such other entity provided that (1) the Interested Person does not participate in the discussion or vote regarding such contract or agreement (but this provision shall not prevent the Interested Person from otherwise attending the relevant meeting of the Board of Directors) and (2) such contract or agreement is approved by a majority vote of the disinterested Directors then in office.

**ARTICLE XI**  
**EXECUTION OF INSTRUMENTS**

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation, shall be signed by the President or the Secretary.

**ARTICLE XII**  
**DISSOLUTION**

Dissolution of the Corporation will be executed in accordance with these Bylaws and with state and federal law. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, employee, or donor of the organization.

**ARTICLE XIII**  
**AMENDMENTS**

Except as provided in 11B Vermont Statutes Annotated Sec. 10.21, these Bylaws may be altered, amended or repealed only at a meeting of the Members, at which a quorum is present, by two-thirds of the votes cast by voting members, or a majority of those Members entitled to vote, whichever is less.

**ARTICLE XIV**  
**DISPUTE RESOLUTION**

All process disputes that arise at the Board level which cannot be resolved through conversation will be resolved by reference to Roberts Rules of Order.

*Adopted September 23, 2017*  
*Adopted December XXXXXX*