

**BYLAWS OF
DUMMERSTON CARES INCORPORATED
as amended on September 24, 2018**

ARTICLE I

NAME, PURPOSES, OFFICES

Section 1. Name

The name of the Corporation is Dummerston Cares, Incorporated.

Section 2. Purpose

The mission of the Dummerston Cares, Incorporated is for charitable and educational purposes, more specifically to enhance the Dummerston community through support of all Dummerston residents with health and other wellness needs through services, programs, and resources provided directly or in collaboration with related local, regional, and state organizations and agencies.

Section 3. Agent & Office

The Board of Directors shall appoint a Board Member to serve as the registered agent of the Corporation and the registered office shall be located at the residence of the registered agent.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number and Composition

- (A) The management and the administration of the affairs of this Corporation shall be by a Board of Directors consisting of at least five (5) but no more than nine (9) members, each elected for a three (3) year term at the annual Reorganizational Meeting of the Corporation. The initial Directors shall be elected in approximately equal numbers to one, two and three year terms in order to establish staggered expirations. From time to time a one or two year term may be used to maintain the staggered expirations.
- (B) Efforts shall be made to include representatives of a variety of residents of the Town of Dummerston.
- (C) The Board of Directors may invite other Dummerston organizations to appoint one of their members to serve as a non-voting ex officio member of the board of Dummerston Cares, Inc.
- (D) A Director may be removed from office by a vote of two-thirds (2/3) of the Board of Directors.
- (E) Resignation must be in writing and received by the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 2. Nominations and Elections

- (A) Nominations for the Board of Directors shall take place at the Reorganizational Meeting that follows the Annual Meeting. In the case of the initial Board of Directors, nominations shall be made by the members of the Dummerston Cares organizing group and shall take place at the organizational meeting of this Corporation.**
- (B) A Director shall be deemed elected by receiving a majority of all votes cast by Board Members in attendance at the Reorganizational Meeting, or in the case of the initial Board, by the members of the Dummerston Cares organizing group.**

Section 3. Compensation

The Board of Directors shall serve without compensation, stipend, reimbursement or other remuneration for attending meetings. The Board of Directors may reimburse Directors for non-meeting expenses incurred by the Director individually on behalf of the Corporation. When need arises Directors may become the recipients of the services of the Corporation in the same manner as any other resident of Dummerston.

Section 4. Vacancies

Vacancies may be filled on a temporary basis by the Board of Directors until the next scheduled Reorganizational Meeting. At that time, individuals serving vacancy terms may stand for election.

Section 5. Duties of the Board of Directors

- (A) The Board of Directors shall manage the affairs of this Corporation.**
- (B) It shall adopt such Bylaws for the governance of this Corporation as may be consistent with, and designed to carry out, the objectives and purposes of this Corporation.**
- (C) It shall initiate and maintain programs and services designed to achieve the objectives of the Corporation.**
- (D) It shall develop, implement, and monitor measurable standards of excellence for its programs and services.**
- (E) It shall appoint such committees as it may deem desirable for carrying out the objectives and purposes of this Corporation.**
- (F) It shall arrange for the raising of funds.**
- (G) It shall control the distribution of all funds.**
- (H) It shall give, at least once a year, a full and complete report of its activities at the Annual Meeting of its Board.**

Section 6. Volunteers and Friends of Dummerston Cares

- (A) Volunteers may be used to carry out the programs and services of the Corporation. Such persons may attend Board of Directors meetings and engage in discussion but may not vote on issues.**
- (B) Friends of Dummerston Cares are non-voting volunteers, donors and others who support Cares in a variety of ways. They are people named by the Board and looked to for help in connecting with residents who can benefit from Cares' services and programs, assistance in**

developing and carrying out new programs, and for provision of financial aid and/or other resources when needed for basic support and new services and programs.

ARTICLE III OFFICERS

Section 1. Positions

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and other officers deemed necessary who shall be elected by a majority vote of the Board of Directors from among its membership at its Reorganizational Meeting immediately following the annual election of Directors. The initial officers shall be elected at the organizational meeting of the Corporation. Any two (2) or more positions may be held by the same person except President and Secretary, President and Treasurer, or President and Vice-President.

Section 2. Term of Office

All officers shall be elected for a term of one (1) year.

Section 3. Duties of Officers

- (A) It shall be the duty of the President to preside at all meetings of the Board of Directors, to appoint all committees unless otherwise directed, and to call special meetings whenever he/she deems it necessary, or upon written request by three (3) members of the Board of Directors. The President or Vice-President may sit in as an ex officio member with all official committees.
- (B) It shall be the duty of the Vice-President to preside at all meetings in the absence of the President, exercise all functions of the President when the President is absent or disabled, and to perform such duties as are assigned to him or her by the President or Board of Directors.
- (C) The Secretary shall record and retain minutes of all Board of Directors meetings and shall retain copies of minutes of committee meetings. Committees shall appoint one of their members to record minutes of meetings and supply a copy of same to the Secretary.
- (D) The Treasurer shall have charge of the funds of the Corporation and shall make a report at each Board meeting.
- (E) Other officers shall carry out duties and tasks assigned by the President with approval of the Board of Directors.

ARTICLE IV MEETINGS

Section 1. Annual Meeting

An annual meeting of Dummerston Cares, Incorporated shall be held each year in September and is open to the public. The purpose of the meeting is to review past activity, plan the next year's activities and present a report to the community. The Board of Directors shall set the date, time, and place of the meeting.

Section 2. Regular Meetings of Board of Directors

Regular meetings of the Board shall be held at least four times each year.

Section 3. Reorganizational Meeting

The first regular meeting following the annual meeting shall be the reorganizational meeting . The purposes of this meeting include the election of directors and officers and the appointment of a Board Member to serve as the Registered Agent of the Corporation.

Section 4. Notification

Notice of all meetings shall be sent to all board members at least ten (10), but not more than thirty (30) days in advance of the meetings. Notification will be made by US Mail, electronic mail, telephone, or private delivery service. Directors shall acknowledge receipt of the notice to the sender. For the Annual Meeting, the date, time and place will be published in local newspapers to serve as a public announcement. This notice will appear at least 10 days in advance of the meeting.

Section 5. Quorum

A quorum for all meetings shall be at least sixty percent (60%) of the Board of Directors. A majority of those attending shall be binding on all votes. Each Director shall possess one (1) vote and no Director may vote by proxy.

Section 6. Conduct of Meetings

All meetings shall be conducted in accordance with Roberts Rules of Order.

Section 7. Special Meetings

A special meeting may be called by the President or by any three (3) Directors at any time on at least ten (10) days notice made in accordance with Section 4 of this Article. A special meeting may be called with less than ten (10) days notice if two-thirds (2/3s) of the Directors agree to a waiver of notice.

ARTICLE V **ADMINISTRATION**

Section 1. Fiscal Year

The Corporation fiscal year shall be from July 1 to June 30.

Section 2. Loans

No loans shall be made by the Corporation to any Director or Officer.

Section 3. Books and Records

The Corporation shall keep correct and complete books and records of accounts.

Section 4. Amendments

These Bylaws may be amended by a vote of two-thirds (2/3s) of the Directors of the Corporation provided that amendments have been introduced at the preceding regular meeting of the Corporation and the copies of the proposed amendment(s) have been distributed to all Directors.

Section 5. Depositories

The monies of the Corporation shall be deposited in the name of the Corporation into such Financial Institution(s) as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order of payment of money

authorized by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

Section 6. Notices

Except as may otherwise be required by law, any notice to any Director may be delivered by telephone, by electronic mail, by regular mail or by private delivery service. Directors shall acknowledge receipt of the notice to the sender.

ARTICLE VI

CONFLICTS OF INTEREST

Directors who have a conflict of interest due to positions they hold in other organizations shall not vote on matters regarding said other organizations. They are, however, allowed to participate in discussion and deliberations of matters regarding the other organizations. Directors who have a conflict of interest due to a financial interest in any matter coming before the Board shall fully disclose the interest and withdraw from discussion and voting on the matter.

ARTICLE VII

RESTRICTIONS ON CORPORATION ACTIVITIES

The Corporation shall be able to carry on any activity and to deal with and expend any property or income therefrom without limitations, except such limitation, if any, as may be contained in the instrument under which property or money is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations which are prescribed by law; provided that no such activity shall be such that is not permitted by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or any corresponding future provision of the Revenue Code. The Corporation shall not intervene in, or participate in any attempt to influence legislation or political campaign on behalf of any candidate for public office. No Director or Officer of the Corporation shall receive any financial benefit from the Corporation except for reasonable reimbursement for authorized expenses or as the recipient of needed services in the same manner as any other resident of Dummerston.

ARTICLE VIII

POLICY OF NON-DISCRIMINATION

Neither the Corporation, nor any Officer, employee, volunteer, agent, or Director thereof, shall discriminate against any person based upon such person's race, color, ethnicity, religion, creed, gender or sexual orientation.

ARTICLE IX

DISSOLUTION

After a motion to dissolve Dummerston Cares, Inc. has been made, seconded and discussed at a regular meeting of the Dummerston Cares Board of Directors, a printed ballot shall be given to all Directors. Ballots are to be returned by or at the next Board meeting; an affirmative vote in favor of dissolution by two-thirds (2/3s) or more of the Board of Directors will dissolve the corporation. Upon dissolution of the Dummerston

