

## **BYLAWS OF COLLECTIONS CARE AND CONSERVATION ALLIANCE, INC.**

### SECTION ONE: NAME, PURPOSE, LOCATION, CORPORATE SEAL, POWERS, FISCAL YEAR

- 1.1 **Name**: The name of the Corporation shall be COLLECTIONS CARE AND CONSERVATION ALLIANCE, INCORPORATED.
- 1.2 **Purpose**: Collections Care and Conservation Alliance is a network of conservation and preservation professionals that seeks to improve collections care by providing information and education to individuals, organizations, and institutions responsible for preserving art, artifacts, historical records, and other collections.
- 1.3 **Location**: The principal office of the Corporation shall be in such place in the State of Vermont as the Board of Directors of the Corporation may designate. 1.4 **Seal**: The Board of Directors may adopt and alter the seal of the Corporation. 1.5 **Powers**: The powers of the Corporation and regulation of the business of the Corporation shall be subject to the relevant provisions of the Articles of Association and of the Vermont Non-Profit Corporation Act.
- 1.6 **Fiscal Year**: The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end December 31 of the year.

### SECTION TWO: Board of Directors

- 2.1 **Number and Terms**: There will be no less than three (3) and not more than eleven (11) Directors of the Corporation. Each Director will hold office for a term of one (1) to three (3) years and must be a Professional Affiliate Member or an Emerging Professional Member of the organization.
- 2.2 **Election of Directors**: During the last quarter of each fiscal year of the corporation, the Alliance shall hold an Annual Meeting during which members in good standing shall elect Directors to replace those whose terms will expire at the end of the fiscal year. Directors so elected shall serve a term beginning on the first day of the next fiscal year.
- 2.3 **Replacement**: If a Director is unable to complete a term, it is the responsibility of the remaining Directors to appoint a replacement.
- 2.4 **Powers**: The affairs of the Corporation shall be managed by the Directors who may exercise all the powers of the Corporation. The Directors may appoint committees as needed to carry out the work of the organization.
- 2.5 **Meetings**: The Directors shall meet regularly, but no less than four (4) times a year, including the Annual Meeting. Meetings may take place via electronic means or in person, with the exception of the Annual Meeting which must take place at a physical location as determined by the Directors (see below).
- 2.6 **Quorum**: At any meeting of the Directors, the presence of more than half of the Directors shall constitute a quorum.
- 2.7 **Action by Vote**: When a quorum is present at any meeting, a majority of Directors

present shall decide any question unless otherwise provided by law, the Articles of Association, or these Bylaws.

- 2.8 Action by Writing, Telephone Conference Call, or Email: Any action required to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent and notes from a telephone conference call or copies of the emails are filed with the minutes of the meeting.
- 2.9 Compensation: Directors shall be precluded from receiving compensation for their services as Directors, but shall be entitled to receive such amount, if any, as the Directors may from time to time determine, to cover expenses of attendance at meetings.
- 2.10 Removal of Directors: A Director may be suspended and/or removed from the Board by a majority vote of the Board after due consideration and notice for reasons of malfeasance. The President or Vice-President shall have the authority to excuse Directors from Board meetings. Three (3) unexcused absences over a two-year period shall be grounds for removal from the Board.
- 2.11 Resignation of Directors: A Director may resign by delivering a written resignation to any of the Officers of the Corporation. Such resignations shall be effective upon receipt (unless specified to be effective at some other time).

### SECTION THREE: Officers

- 3.1 Number and Qualifications: The Officers of the Corporation shall be a President, Vice-President, Treasurer, Secretary, and such other Officers, if any, as needed. The offices of Secretary and Treasurer may be held by the same person.
- 3.2 Election and Terms of Office: The Officers shall be elected by the Board of Directors at the first regular meeting following the Annual Meeting and shall hold office for a term of two (2) years, with the option of renewing the term upon approval of the other Officers. An Officer may serve in the same position no more than three (3) successive terms or portion thereof and shall be eligible for re-election for the same Officer position after an absence of two years.
- 3.3 Removal of Officers: With cause, any Officer may be removed by a vote of a majority of the remaining Officers.
- 3.4 Duties of Officers: The duties and powers of the Officers of the Corporation shall be:  
The President shall be the principal executive Officer of the Corporation and its Board, shall preside at all meetings of the Corporation, and shall be responsible for seeing that the resolutions of the Corporation on the conduct and management of the affairs of the Corporation are executed.  
The Vice-President shall be the second Officer of the Corporation and shall, when called upon by resignation or other cause, serve as the principal executive Officer of the Corporation in the absence of the President until the next meeting. The Vice President shall move into the position of President when the position becomes open, unless no longer able or willing to serve on the Board of Directors.  
The Treasurer shall oversee the financial affairs of the Corporation and the budget planning process and shall make financial reports to the Board periodically. The

Secretary (whose duties may be combined with those of the Treasurer) shall serve as clerk of the Corporation, keep the minutes of the Corporation, and suggest revisions of the Bylaws for consideration by the Officers.

- 3.5 Other Powers and Duties: Subject to these Bylaws, each Officer of the Corporation shall have in addition to the duties and powers specifically set forth in these Bylaws, duties and powers as may be designated from time to time by the Board.
- 3.6 Vacancies: Any vacancy in any office may be filled for the unexpired portion of the term by the Board.
- 3.7 Resignations: An Officer may resign by delivering a written resignation to any of the Officers of the Corporation. Such resignations shall be effective upon receipt (unless specified to be effective at some other time).

#### SECTION FOUR: MEMBERS

- 4.1 Qualifications: Professional Affiliate Membership is open to any individual with at least five (5) years of professional experience who supports the stated purpose of the Alliance. Emerging Professional and Student Membership is open to any individual who has recently completed a graduate program in a related field or has less than five (5) years of professional experience in collections care work.
- 4.2 Voting Privileges: Members in good standing shall be able to vote to elect members into open positions on the Board of Directors at the Annual Meeting.
- 4.3 Annual Meeting: The Annual Meeting of the membership for the election of the Directors and the transaction of such other business as may properly come before it shall be held at the principal office of the Corporation or at such a place within or without the State of Vermont as the Directors shall determine. Notice of the meeting shall be given in writing to all current members no less than thirty (30) days in advance of the meeting.
- 4.4 Discontinuation: Membership in the Alliance may be discontinued at any time by a member.

#### SECTION FIVE: COMMITTEES

- 5.1 Formation of Committees: The President may appoint and charge such committees as are necessary for the furtherance of the objectives of the Corporation and may be a member of all such committees. Committees may include Standing and Ad-Hoc Committees. An Ad-Hoc Committee and a Standing Committee may include Professional Affiliate Members and must include at least one Board member. All Committees shall expire at the end of the fiscal year. However, they may be immediately reconstituted as required.
- 5.2 Reporting of Committees: Committees shall report periodically to the Directors of the Corporation.

#### SECTION SIX: AMENDMENTS

- 6.1 Manner of Amending: These Bylaws may be altered, amended, or repealed by a vote of a majority of the Board of Directors at any meeting, so long as the Directors are

given fourteen (14) days written notice, together with the text of the proposed changes.

#### SECTION SEVEN: DISTRIBUTION OF ASSETS/DISSOLUTION

- 7.1 Dissolution: The Corporation may be dissolved at any meeting called for that purpose. Notice of the purpose of the meeting shall be specified and given in writing to all Directors of the Corporation no less than thirty (30) days in advance of the meeting. Dissolution can only be affected by the affirmative vote of a majority of the Directors of the Corporation at the meeting (i.e. a quorum).
- 7.2 Disposal of Assets: Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision of the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to such organization(s) exempt from federal income tax as described in Section 501(c)(3) of the Internal Revenue Code.

#### SECTION EIGHT: PROCEDURE

- 8.1 Robert's Rules of Order shall govern the meetings of the Directors of the Corporation in all matters not provided for in these Bylaws.

#### SECTION NINE: EMERGENCY POWERS

- 9.1 In the event of an "emergency," the Board may exercise the emergency powers described in this section and any other emergency powers conferred upon corporate entities authorized by applicable legal authority. An "emergency" only exists during a period of time that the Corporation is subjected to: a state of emergency declared by local civil or law enforcement authorities; federal or state "disaster area" status; a catastrophic occurrence that seriously impedes or damages, or threatens to seriously impede or damage, the ordinary business functions of the Corporation such as war or armed conflict, terrorism, civil unrest, earthquake, fire, hurricane, tornado, flooding, epidemic, and the like. An "emergency" also exists for purposes of this section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event. A determination by any two Directors, two Officers, or a combination thereof that an emergency exists shall have presumptive effect.
- 9.2 The Board may relocate the principal office or designate alternative principal offices or authorize the Officers to do so.
- 9.3 The annual meeting of the Board of Directors may be held by such other means than an in person meeting as so indicated by "Meetings may take place via electronic means or in person, with the exception of the Annual Meeting which must take place at a physical location as determined by the Directors (see below)" which refers to: "shall be held at the principal office of the Corporation or at such place within or without the State of Vermont as the Directors shall determine" or as mandated by applicable legal authority.

- 9.4 Regular and special meetings of the Board, or any committee thereof, may be called by the President or any other Officer with notice given to at least one other Officer and one Board member.
- 9.5 Any notice required to be given by these Bylaws may be given in any reasonable and practicable manner given and only to those Directors with whom it is practicable to communicate.
- 9.6 The number of those in attendance at any meeting authorized by the Bylaws shall constitute a quorum.
- 9.7 Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Corporation shall bind the Corporation and shall have the rebuttable presumption of being reasonable and necessary.
- 9.8 Any Officer, Director, or Employee of the Corporation acting with a reasonable belief that the actions taken during an emergency are lawful in accordance with the Bylaws shall incur no liability for doing so, except in the case of willful misconduct or gross negligence.
- 9.9 These emergency provisions shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

#### SECTION TEN: EQUAL OPPORTUNITY EMPLOYER

- 10.1 The Corporation is an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, gender or gender identity, sexual orientation, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or (iii) in the selection of Directors.

#### SECTION ELEVEN: WHISTLEBLOWER POLICY

- 11.1 Reporting Responsibility: This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the Corporation can address and correct inappropriate conduct and actions. It is the responsibility of all Directors, Officers, employees and volunteers to report concerns about violations or suspected violations of law or regulations that govern the Corporation's operations.
- 11.2. No Retaliation: It is contrary to the values of the Corporation for anyone to retaliate against any Board member, Officer, employee, or volunteer who in good faith reports a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Corporation. A Director who retaliates against someone who has reported a violation in good faith shall be removed from the Board. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.
- 11.3. Reporting Procedure: The Corporation has an open-door policy and suggests that

Directors, Officers, employees and volunteers share their questions, concerns, suggestions, or complaints with a member of the Executive Committee. If a person is not comfortable speaking with a member of the Executive Committee or is not satisfied with that member's response, they are encouraged to speak with any Board member. The Executive Committee has the responsibility to investigate all reported complaints. The Executive Committee is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved.

11.4. Accounting and Auditing Matters: A Board member shall immediately notify a member of the Executive Committee of any concerns or complaints regarding Corporate accounting practices, internal controls or auditing and work with that member until the matter is resolved.

11.5. Acting in Good Faith: Anyone filing a written complaint concerning a violation or suspected violation, must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

11.6. Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.7. Handling of Reported Violations: The Executive Committee will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

## SECTION TWELVE: NONDISCRIMINATION POLICY

12.1 The Corporation does not and shall not discriminate on the basis of the following, inclusive of but not limited to: race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender identity and expression, age, veteran status, military obligations, or marital status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. CCCA is committed to providing an inclusive and welcoming environment for all members, staff, volunteers, clients, contractors, and vendors.

Bylaws Approved by the Board of Directors of the Corporation August 31, 2021