

BY-LAWS OF THE HALIFAX COMMUNITY CLUB, INC

Article I

GENERAL

Section 1. NAME. The name of this Corporation shall be the Halifax Community Club, Inc.

Section 2. PURPOSE. The purpose of the Halifax Community Club is to foster and support the sense of community, education, health and well being of the town.

Section 3. PLACE OF BUSINESS. The Corporation shall have its principal office and place of business at 20 Brook Road in Halifax, in the County of Windham and State of Vermont and may have such other places of business as may be designated by the Trustees.

Article II

MEMBERS

Section 1. Qualifications. Any taxpayer, property owner or registered voter of the town of Halifax and such other persons as the trustees may determine may become a member of the Corporation upon payment of annual dues. Each member shall be entitled to one vote at any annual or special meeting of the members.

Section 2. ANNUAL MEETING. The annual meeting of the members shall be held at the office of the Corporation or such other place as designated by the trustees. In the event that the annual meeting shall fail to take place at the time so designated through oversight or otherwise, a subsequent meeting may be held to be designated as the postponed annual meeting and any business transacted or elections held at such postponed meeting shall be as valid as if transacted or held at the annual meeting.

Section 3. REGULAR MEETINGS. Regular meetings of the members shall be held at the office of the Corporation or such other place as may be designated.

Section 4. SPECIAL MEETINGS. A special meeting of the members may be called by order of the President at any time and shall be called by the President or the Clerk upon the request of any two (2) Trustees or upon the request of three (3) or more of the members. The notice for such special meeting shall contain a statement of the object for which such meeting is to be held.

Section 5. NOTICE. Notice of the annual meeting of the Members shall be given by the Clerk at least ten (10) days prior to the date thereof by mail, telephone, e-mail or personally. Notice of a regular meeting or of a special meeting of the Members shall be given in the same manner at least three (3) days prior to the date of such meeting.

Section 6. QUORUM. At any meeting of the Members at least three (3) of the whole number of Members shall constitute a quorum. Where a quorum is present at any meeting, the vote of a majority of the members so present shall decide any question brought before such meeting except as otherwise provided by law or by these by-laws, except for an annual meeting where at least six (6) members constitute a quorum.

ARTICLE III

Section 1. NUMBER, POWERS, AND DUTIES. The business and property of the Corporation shall be managed by its Trustees who shall consist of such number of persons, not fewer than three (3), nor more than five (5), at least two (2) of whom shall be residents of the town of Halifax in the State of Vermont, or as may be prescribed from time to time by the Members at their annual meeting. The first Trustees shall be elected by the incorporators. Thereafter they shall be elected by the members at the annual meeting, except that the Trustees may fill vacancies in the office of Trustees caused by death, resignation, or disqualification. Trustees so elected or appointed to fill a vacancy shall fill the remainder of the term of the trustee being replaced.

At least one trustee shall be elected at each annual meeting for a three (3) year term. The Trustees may delegate all or part of their powers, rights or privileges to an operations committee, consisting of at least three of their number in the interim between annual meetings.

The trustees shall establish the amount for the annual membership fee.

Section 2. ANNUAL MEETING. The annual meeting of the Trustees shall be held immediately following the annual meeting of the members.

Section 3. SPECIAL MEETING. A special meeting of the Trustees may be held at any time or place whenever called by the President.

Section 4. NOTICE. Notice of the annual meeting of the Trustees need not be given. Notice of special meetings shall be given by mail, telephone, e-mail or personally at least three (3) days prior to such special meeting.

Section 5. QUORUM. A majority of the Trustees shall constitute a quorum, and the quorum may decide any question that may be brought before it. A smaller number may adjourn a meeting to another time.

Section 6. COMMUNITY HALL. All events held at the Community Hall must be considered to be in the best interests of the Hall and the community at large. The trustees reserve the right to ban events that might negatively affect the character and reputation of the village, town or Community Hall.

Section 7. Due to financial liabilities and the difficulty of monitoring and limiting its uses, no alcohol is to be served indoors or outdoors on the premises of the Community Hall located at 20 Brook Road in the village of West Halifax, VT.

ARTICLE IV

OFFICERS

Section 1. **ELECTION AND APPOINTMENT.** The officers of the Corporation shall consist of a President, Vice President, Treasurer and Clerk and such other officers as the Trustees may deem necessary to carry on the business of the Corporation. The Clerk shall be elected at the annual meeting of the members, and all other officers shall be elected at the annual meeting of the Trustees. The President, Vice President and Treasurer shall be chosen from among the Trustees. All officers shall hold their office until the next annual meeting of the body electing them or until their successors have been duly elected. All officers shall be subject to removal at any time by the body that elected or appointed them. One individual may hold more than one office, except the President and the Treasurer shall be separate individuals.

Section 2. **PRESIDENT.** The President shall preside at all meetings of the Members and of the Trustees. He/she shall have general supervision, management, and control of the business and activities of the Corporation and shall perform such other duties as the Trustees may from time to time designate.

Section 3. **VICE PRESIDENT.** The Vice President shall perform the President's duties in the absence of the President. In the absence of the Vice President, such duties shall be performed by a Trustee who is authorized by the Trustees.

Section 4. **TREASURER.** The Treasurer shall have the custody of all the corporate funds or securities and shall keep a full and accurate account of receipts and disbursements in the books of the Corporation.

He/she shall deposit money and other valuable property in the name and to the credit of the Corporation in such depositories as may be designated by the Trustees and disburse the funds of the Corporation as shall be ordered by the Trustees. He/she shall render to the President and the Trustees at their annual meeting or whenever they may require it a full account of all his/her transactions and of the financial condition of the Corporation. He/she shall also give a summary of the financial condition of the Corporation at the annual meeting of the members. The Treasurer shall not be required to give a bond for the faithful performance of his/her duties. All checks and other commercial paper shall be signed in the manner allowed by the Trustees. The Trustees may select a signer from among the Treasurer, President and/or one designated Trustee who has been appointed by the Trustees.

Section 5. **CLERK.** The Clerk shall keep accurate minutes of all meetings of the members and of the Trustees. He/she shall have the custody of all documents in possession of the Corporation. He/she shall be responsible for filing with proper officials all documents required by law to be filed by the Corporation. He/she shall also perform such other duties as may be prescribed by the laws of the State of Vermont and as the Trustees may from time to time designate. The Clerk shall maintain a current list of names and contact information of all members entitled to vote.

Section 6. **OTHER OFFICERS.** Other officers elected or appointed by the Trustees shall perform such duties and exercise such powers as may be designated by the Trustees.

Section 7. VACANCIES. In the event of a vacancy caused by the death, resignation, removal, or disqualification of any officer, the Trustees may choose a successor. The new officer shall hold office until the expiration of the term of the officer whom he/she succeeds.

Section 8. REVIEW OF ACCOUNTS. At least once each fiscal year a person designated by the Trustees but who is not a Trustee shall review the accounts and report the findings at the annual meeting of the members.

ARTICLE V

Section 1. These by-laws may be amended, altered, or repealed at any annual or special meeting of the members by a vote of a majority of the members present, provided however that notice of the proposed amendment, alteration, or repeal be given in the notice of any such meeting. The Board of Trustees may amend, alter, or repeal these by-laws at any special meeting called for that purpose subject to ratification or rejection by a majority of the members present at their next annual or special meeting.

Section 2. The fiscal year shall be the calendar year.

ARTICLE VI

DISSOLUTION CLAUSE: Upon termination or dissolution of the Corporation any assets remaining after payment of or provisions for its debts and liabilities shall, consistent with the purposes of the Corporation, be distributed in the following manner:

It is agreed that its assets consisting of land and building shall be given to the Town of Halifax.

Artifacts and any remaining money shall be offered to the Halifax Historical Society provided said organization is qualified as a tax-exempt corporation under Section 501 (c) (3) of the United States Internal Revenue Code (26 U.S.C.). Any remaining assets shall be disposed of by the Superior Court in accordance with Vermont Statutes Annotated, but in such case only to an organization that qualifies as tax-exempt under Section 501 (c) (3).