**BYLAWS of FREEZING FUN FOR FAMILIES**

**Approved 11 July 2017**

**ARTICLE I**

***Purpose***

To provide financial support, services and assistance to Vermont families with children battling cancer.

**ARTICLE II**

***Board of Directors***

Section 2.1. General Powers: As a steward of Freezing Fun For Families, the Board of Directors (“the Board”) shall be responsible for governance, and the ongoing process of due diligence to assure the health and effectiveness of the organization. The Board shall have the power to govern the affairs and property of the corporation, in keeping with policies it establishes that define the Board’s scope of authority and limitations.

Section 2.2. Number of Directors: The Board shall consist of at least (5) and no more than (9) vote-carrying members, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities.

Section 2.3. Tenure: Directors shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than two (3) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Directors shall serve staggered terms to balance continuity with new perspective. The three (3) year term restriction herein may be waived for individual directors upon the unanimous vote and determination by each of the remaining unaffected directors that application of such term restrictions may adversely affect the organization.

Section 2.4. Board Members: Members of the Board of Directors shall adhere to all policies and procedures established by the Board.

Section 2.5. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies.

Section 2.6. Nomination and Election: The Committee on Directorship shall present a slate of Board members for election by the Board at the annual meeting. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 2.7. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Committee on Directorship, by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 2.8. Resignation: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 2.9. Removal: The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

**ARTICLE III**

### Officers of the Board of Directors

Section 3.1. Positions: There shall be four (4) elected officers of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer. The roles and qualifications of these Officers shall be determined by the Board in its policies.

Section 3.2. Nomination and Election: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board, immediately following the election of the Board members. The newly elected Officers shall take office immediately following the close of the meeting at which they are elected and the term of office shall be one year.

Section 3.3. Tenure: The term for each Officer shall be the one-year period commencing with the date of the annual meeting of the Board of Directors. No single individual may be elected for more than 4 consecutive one-year terms in any single office. The one (1) year term restriction herein may be waived for individual directors upon the unanimous vote and determination by each of the remaining unaffected directors that application of such term restrictions may adversely affect the organization

Section 3.4. Immediate Past Chair: In the event that the term limit of the individual who is Immediate Past Chair shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Immediate Past Chair, until such a time as another individual holds said office.

Section 3.5 Chair Succession: In cases of temporary absence, the succession shall be Vice Chair, Treasurer, and then Secretary. In the event that the elected Chair is unable to fulfill his/her term, the Vice Chair shall become Chair. The Vice Chair position shall not automatically succeed to the Chair. Any individual Board member shall be a candidate for Chair.

Section 3.6 Executive Director: The Executive Director shall serve as a Board member with ex officio / nonvoting status. Providing information around the strategy, execution, and day-to-day decision-making around the work fulfilling the mission of Freezing Fun For Families.

**ARTICLE IV**

### Meetings of the Board of Directors

Section 4.1. Regular and Annual Meeting: The Board shall meet at least six (6) times per year, one of which shall be the annual meeting, held in July of each year. Notice shall be given to each Director at least fifteen (15) days prior to the date of every regular meeting of the Board. Stipulation of the annual Board calendar shall fulfill the requirement for notice.

Section 4.2. Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Board filing a written request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

Section 4.3. Quorum[[1]](#footnote-1): A minimum of 1/2 of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws. Voting is by majority unless otherwise specified in these Bylaws. In the event of an odd number of Directors in office, a minimum of ½, rounded up to the next whole number will be required to constitute a quorum for the transaction of business. ( i.e. in the event of 7 Directors, ½ would equal 3.5. The minimum number to constitute a quorum would be rounded UP to 4)

Section 4.4 Meeting Format: The Board shall select its own meeting format in any method allowed by the laws of the state of Vermont. Any such meeting, whether regular or special, complying with Sections 4.1 or 4.2 shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 4.5. Meeting Notice: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6. Action: Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section 4.3.

Section 4.7. Proxy and Alternates: Voting by Directors by proxies shall not be permitted.

An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

**ARTICLE V**

***Conflict of Interest***

Section 5.1. Participation and Withdrawal of Direct Conflict: No Director shall participate, by voting, deliberation or otherwise, in any business coming before the Board in which such director has a conflict of interest. In all such instances where a conflict of interest exists, the director with such conflict of interest shall state the nature of the conflict and shall withdraw from participation as a director on such item of business. In the event that a conflict of interest is apparent and the director fails or refuses to withdraw from participation as a director on such item of business, a majority of the remaining directors shall determine whether or not the director subject to the apparent conflict shall participate in business before the Board.

Section 5.2. Definition of Conflict of Interest: For the purpose of this section, “conflict of interest” means a significant pecuniary interest of a director or such an interest, known to the director, of a member of his or her immediate family or household or of a business associate, in the outcome of any particular business matter pending before the Board. The term “conflict of interest” does not include any pecuniary interest which is no greater than that of other persons generally affected by the outcome of such business before the Board.

Section 5.3. Annual Disclosure: At least once annually, each director and officer shall disclose to the Organization the material terms of any contract or transaction between the Organization and any other organization, corporation, firm, association or other entity in which such director or officer possessed or possesses a financial interest.

**ARTICLE VI**

***Staff***

The Board of Directors shall have the discretion to appoint a chief staff person, who shall be responsible for carrying out the work of Freezing Fun For Families in accordance with the policies established from time to time by the Board of Directors.

**ARTICLE VII**

***Committees***

Section 7.1. Establishment and Operation of Committees: The Board of Directors shall establish such committees and task forces as advisable to assist with governance, without compromising the Board’s authority and in keeping with the policies established by the Board.

7.2. Standing Committees: Standing Committees may be established by the Board of Directors. These committees shall operate in accordance with the roles and policies established by the Board. The President, in consultation with the chief staff person, shall appoint committee chairs.

**ARTICLE VIII**

***Fiscal Year***

The fiscal year of the organization shall begin on July 1 and terminate on June 30.

**ARTICLE IX**

***Rules of Order***

The rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of Freezing Fun For Families except where they may be in conflict with the Articles of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

**ARTICLE X**

***Amendments***

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

**ARTICLE XI**

***Dissolution***

In the event of the dissolution of Freezing Fun For Families, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Board of Directors, and reflective of Freezing fun For Families mission.

1. . [↑](#footnote-ref-1)