

**BY-LAWS OF  
THE UMBRELLA INCORPORATED OF ST. JOHNSBURY**  
May 2007

ARTICLE I  
ARTICLES OF ASSOCIATION

The Umbrella Incorporated of St. Johnsbury (“the Corporation” or “Umbrella”) is a not-for-profit corporation organized and existing under the laws of the State of Vermont. The purposes and powers of the Corporation and of its directors and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to provisions set forth in the Articles of Association and the Articles of Association are hereby made a part of these By-laws.

ARTICLE II  
PURPOSE

Umbrella is organized exclusively for charitable and educational purposes, including particularly fostering communities of strong women, supported families and safe homes.

ARTICLE III  
REGISTERED OFFICE & AGENT

The registered office of the corporation is at 1222 Main Street in Saint Johnsbury, Vermont. The Chairperson of the Board is the registered agent. The books of the corporation, including its books of account and minute books, shall be kept at the registered office.

ARTICLE IV  
DIRECTORS

Section 1. Board Of Directors: Number and Terms. The Board of Directors shall consist of no less than five and no more than fifteen persons, who shall serve without compensation, the exact number to be determined by the Board of Directors. Each director shall hold office for a term of three years or until their earlier resignation or removal. At the end of their initial term, Directors may be re-elected for one additional three-year term. After serving two consecutive terms, Directors are eligible for re-election to the Board after a one year leave of absence. Directors shall be elected by a vote of two-thirds of the Board of Directors at regular, special or annual meetings as vacancies arise.

Section 2. Quorum and Voting. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as these By-laws shall otherwise require.

Section 3. Resignation. Any director may resign at any time upon delivery of their resignation in writing to the Chair of the Board of Directors. Such resignation shall be effective at the date set forth in the notice, and if there is none, then upon receipt.

Section 4. Telephone and Electronic Communication Meetings and Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or board committees may be taken without a meeting if all members of the board or committee consent to such action in writing and the consents are filed in the minute book of the board or committee.

Section 5. Annual Meetings. An annual meeting shall be held during the third or fourth quarter of each calendar year.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly on an agreed upon schedule. Directors shall be notified one week in advance of the date, time and place of the meeting.

Section 7. Special Meetings. Special meetings may be called by the Chairperson or upon the request of a majority of the directors. Directors shall be notified one week in advance of the date, time, place and purpose of the special meeting.

Section 8. Conduct of Meetings. The Chair of the Board of Directors shall organize the agenda for each meeting and shall preside at all meetings or shall appoint a director to act in their place.

Section 9. Removal of Directors. A director may be removed for cause by a vote of two-thirds of the Board of Directors.

Section 10. Selection of Executive Director. The Board of Directors shall select and retain an Executive Director who shall be responsible for overall administration and management of the organization. The qualifications and responsibilities of the Executive Director shall be as set forth in a job description approved by the Board of Directors.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a Chair, a Secretary and a Treasurer, and such other officers as the directors at their annual meeting or thereafter from time to time may elect or appoint. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. Officers shall be elected annually by the directors at their annual meeting or at such other meetings as vacancies shall arise. Officers shall hold office for a term of one year or until the next annual meeting, whichever is earlier. Any officer may resign at any time upon delivering their resignation in writing to the Chair or the Secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 2. Chair It shall be the duty of the Chair to convene and preside at all meetings of the Board of Directors or to designate another director to preside in their absence.

Section 3. Treasurer. The Treasurer shall make regular reports to the Board of Directors on finances of the Corporation and shall ensure the presentation of an independently prepared audit for Board review.

Section 4. Secretary. The Secretary shall ensure that required notice is given for meetings of the Board of Directors and that an accurate record is maintained of actions taken by the Board of Directors. The Secretary shall maintain complete and accurate records of all activities of the corporation and shall file status reports with the Secretary of State of Vermont as required by law.

Section 5. Other Powers and Duties. Subject to these Bylaws, officers may have in addition to the duties and powers specifically set forth above, such duties and powers as the Board of Directors shall assign through resolution or other action.

#### ARTICLE VI COMMITTEES

The board may create committees, both permanent and ad hoc, as needed. The Chair of the Board of Directors shall appoint committee chairs who shall be members of the Board of Directors. Both directors and community members may serve on all committees.

#### ARTICLE VII AMENDMENTS

These By-laws may at any time be repealed, altered or amended by vote of two-thirds of the Board of Directors. Written notice of any proposed amendments must be delivered to all directors at least fifteen days prior to a vote on such amendment.