

Constitution and Bylaws of the Vermont Fuel Dealers Association (VFDA) DRAFT 11/5/19

ARTICLE I - NAME

Section 1.1 The name of the association shall be Vermont Fuel Dealers Association, and it will use the acronym "VFDA"

ARTICLE II - PURPOSES

Section 2.1 The purposes of the Association are:

To promote the general welfare of the deliverable fuel industry in the State of Vermont;

To deliver educational programs to meet the needs of the membership; and

To encourage and promote high standards of service and ethical conduct within the industry.

ARTICLE III - LIMITATIONS

Section 3.1 No part of the net earnings of the Association shall be distributable to its members, Executive Board, or Executive Officers, provided, however, that the payment of reasonable compensation for service rendered and the granting of benefits to members in the conformity with the Association's non-profit purposes shall be permitted.

Section 3.2 No action shall be taken which shall restrain trade, regulate prices, or prevent legitimate competition.

ARTICLE IV - MEMBERSHIP

Section 4.1 Membership shall be open to any individual or business primarily engaged in the fuel industry or any associated or allied business. Membership in the Association shall be divided into two (2) classifications: Fuel Retailer Members and Associate Members. Each class of Members shall have such rights, privileges and obligations conferred upon them by the Association's certificate of incorporation and these bylaws. A Member shall be in good standing upon meeting the eligibility criteria for membership set forth in the Association's certificate of incorporation and upon payment of all dues and fees presently outstanding.

Section 4.2 *Fuel Retailer Membership:* General Membership shall be available to any individual or business primarily engaged in marketing of deliverable fuel products in the State of Vermont.

Section 4.3 *Associate Membership:* Associate Membership shall be available to any individual or business primarily engaged in the sale of products or services to the fuel industry, including the wholesaling and/or transporting of fuel to marketers. Associate membership also includes heating service contractors and businesses.

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- Section 4.4 An applicant for membership shall apply in writing on a form provided by the Association and shall at the time of the application tender payment of such amount as the board shall fix from time to time.
- Section 4.5 A member of the Association shall be considered on the basis of one member firm for voting purposes, and one member shall be inclusive of all subsidiaries, partnerships, divisions, outlets, or other legally constituted entities.
- Section 4.6 Member may vote by proxy as allowed by the Laws of the State of Vermont.
- Section 4.7 A majority of Members in good standing who are present at the Annual Meeting or any Special Meeting, in person or by proxy, shall constitute a quorum.
- Section 4.8 If the requisite quorum is present for the consideration of a matter at any meeting of the membership, including the election of the Executive Board, the votes of a majority of those members who are present and who are entitled to vote on such matters shall be necessary for the adoption or passage of such matter.
- Section 4.9 The annual meeting of the Association's Members shall be held at the discretion of the Executive Board. In addition, special meetings may be held at such dates, times and places, and for such specific purposes, as the Executive Board determines.
- Section 4.10 Notice of annual or special meetings shall be in writing, specifically state the date, time and place of the meeting, the business to be transacted and/or the purpose of the meeting. Notice of any meeting shall be mailed or otherwise delivered to the VFDA Members at least ten (10) days prior to such meeting.
- Section 4.11 Any Member may be expelled by a vote of two-thirds of the Executive Board who are present and entitled to vote at a meeting at which a quorum is present for conduct not in accord with the purposes of the Association, after charges have been presented to such Member and a hearing given the Member before the Executive Board.

ARTICLE V - DUES

- Section 5.1 Annual dues shall be fixed from time to time by a majority vote of the Executive Board at a meeting at which a quorum is present, provided each member of the Board has received notice that the Board will vote on fixing dues at that meeting. The board at the time of fixing said dues shall also specify the method and time of the payment. The Board shall determine the time within which a Member must pay dues before such Member shall forfeit membership for non-payment of dues. The Board may in its sole discretion waive the whole or any part of the dues of a Member or extend time for payment.
- Section 5.2 The Executive Board may suspend or expel any member from the Association for non-payment of dues.

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Section 5.3 A member may voluntarily terminate membership by written notice thereof addressed to the business office of record of the Association.

ARTICLE VI - EXECUTIVE BOARD

Section 6.1 The management of all the affairs, property, and interest of the Association shall be vested in an Executive Board, which shall consist of not more than 18 members and not less than 9 members.

Section 6.2 Executive Board members shall be elected by members present during the first Association meeting of the year.

Section 6.3 The Executive Board shall meet at least twice a year, in person or by electronic means, consistent with the current laws of the State of Vermont

Section 6.4 The terms of each member of the Executive Board shall be three (3) years, unless such membership is for the purposes of filling an un-expired term.

Section 6.5 One third (1/3) of the members of the Executive Board shall stand for election each year.

Section 6.6 The un-expired terms of members of the Executive Board may be filled at the discretion of the Executive Board by such manner and means as prescribed by the Executive Board.

Section 6.7 Membership on the Executive Board shall be on the basis of one membership per member firm as defined by Article 4.5. Upon the merger of two member companies, each of whom hold a seat on the Board, the merging companies will inform the Board of who will remain the Board representative for the resulting company.

Section 6.8 Associate Members, as outlined in Article 4.3, shall be eligible for election to the Executive Board, though they may not make up more than twenty-five (25) percent of the Executive Board at any given time.

Section 6.9 No Executive Board member shall receive compensation for services rendered to the Association in such capacity, but Board members may be reimbursed for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on the behalf of the Association.

Section 6.10 The Executive Board shall engage a compensated Executive Director (ED) whose term, conditions of engagement and duties shall be specified by the Board. The ED shall manage and direct all activities of the Association as prescribed by the Executive Board and he or she shall be responsible to the Board. The ED shall employ and may terminate the employment of members of the staff and fix their compensation within the approved budget. The ED shall

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define the duties of the staff, supervise their performance and establish their titles.

Section 6.11 The Association shall, to the extent authorized by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Board, Officer or employee of the Association, or is or was serving at the request of the Association as a Director, Officer, Trustee, Employee, Partner, Fiduciary or agent of another enterprise or employee benefit plan, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, pending or threatened in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board, upon receipt of an undertaking by such individual to repay to the Association the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized under these articles.

The Executive Board shall have the power to purchase and maintain insurance on behalf of any person who is or was an Executive Board member, Officer, Employee, or Agent of the Association, or was serving at the request of the Association as an Executive Board member, Officer, Employee, Trustee, Partner, Fiduciary, or Agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against him or her status a such, whether or not the Association would have the power to indemnify him or her against such liability hereunder.

Section 6.12 The Executive Board may establish committees for any purposes deemed desirable and assign to standing or other committees any appropriate subject for study and action.

Section 6.13 Any action of the Executive Board may be overruled by a two-thirds (2/3) vote of the eligible voting membership at any regular meeting of the Association.

Section 6.14 Attendance, in person or by proxy or by electronic means, including but not limited to teleconferencing, of a majority of the members of the Executive Board shall constitute a quorum.

Section 6.15 Regular meetings of the Executive Board may be held at such times and places as, in the opinion of the President or a majority of the Executive Board, the interests of the Association shall require, reasonable notice of having been given thereof.

Section 6.16 The resignation of any Executive Board member shall be in writing and shall be effective immediately upon receipt by the Association if no time is specified, or at

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such later time as the resigning director may specify and the Association shall accept.

Section 6.17 The General Members may remove any Executive Board member with or without cause by the affirmative vote of two thirds of all Members present at a meeting at which a quorum of Members is present, provided notice of the said proposed action shall have been sent to all Members at least thirty (30) days before said meeting.

Section 6.18 The Executive Board shall cause to be prepared the annual budget of the Association and to amend, increase or decrease any item or items in said budget at any time by a majority vote of the Board. All Board members shall be sent a copy of the annual budget proposal a minimum of ten (10) days prior to the Board meeting at which the budget will be voted on.

ARTICLE VII - EXECUTIVE OFFICERS

Section 7.1 The Executive Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer.

Section 7.2 The Executive Officers shall be elected to a two year term during the final meeting of the calendar year in the year before the term begins.

Section 7.3 To fill the unexpired term of an Executive Officer, the Board, by a majority vote, shall appoint a qualified candidate to fill the unexpired term.

Section 7.4. Any duly elected member of the Executive Board shall be considered eligible for election to serve as an Officer of the Association.

Section 7.5 The Members may remove any officer of the Association with or without cause by the affirmative vote of two thirds of all Members present at a meeting at which a quorum of Members is present, provided notice of the said proposed action shall have been sent to all Members at least thirty (30) days before said meeting.

ARTICLE XIII - DUTIES OF OFFICERS

Section 8.1 The President shall preside at all meetings of the membership of the Association and at all meetings of the Board. The President shall appoint such special committees as advisors to the board, the chairs thereof, as the President deems necessary from time to time. The President or his or her designee shall be the spokesperson for the Association on all matters. The President shall perform such other duties as may be required of him or her as President, or as are usually incident to said office. The President shall sign all documents on behalf of the Association as directed by the Board or as required by law.

Section 8.2 The Vice President shall be responsible for overseeing activities of the Committees of the Association. In the event that there is a vacancy in the office of the President for any reason, the Vice President shall, with the consent of the

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Board, be appointed to fill the remainder of the unexpired term. The Vice President shall assume the duties of the President in his or her absence.

Section 8.3 The Treasurer shall have care and custody of all funds of the Association. The Treasurer shall deposit and disburse the monies thereof under the direction and with the approval of the board. The Treasurer shall provide an accounting for all monies received and disbursed at the regularly scheduled meetings of the board.

Section 8.4 The Secretary shall attend and keep records of the proceedings of all meetings of the membership of the Association and of the board. The Secretary shall be responsible for giving all notice of meetings of the membership and of the board required by these bylaws. The Secretary shall keep in the State of Vermont at the principal office of the Association a list of members of the Association in good standing, with names and last-known addresses. The Secretary shall see that all minutes and reports are kept in such manner as to be permanent records capable of being transferred to his or her successor.

ARTICLE IX - MISCELLANEOUS

Section 9.1 The Fiscal Year shall begin on January 1 of each year, unless another fiscal year is selected by the board.

Section 9.2 These bylaws may be amended by the affirmative vote of no less than a majority of all Executive Board Members present at a meeting duly called for such purpose, provided a quorum is present. All Members shall be promptly notified of any such Amendment.

ARTICLE X - DISSOLUTION

Section 10.1 The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure to or be distributed to the members of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Executive Board.