

# ARTICLES OF ASSOCIATION AND BYLAWS

# Sterling College

WORKING HANDS. WORKING MINDS.

Craftsbury Common, Vermont

**ARTICLES OF ASSOCIATION AND BYLAWS**  
**of STERLING**  
**COLLEGE**

Adopted by the Board of Trustees on June 1, 1985

And Revised: 10/6/87, 5/20/90, 8/7/91, 5/30/93, 9/17/94, 10/29/94, 5/14/95, 9/28/96 & 2/8/97, 10/3/98,  
10/9/99, 10/7/00, 2/7/04, 5/12/07, 5/9/09, 10/9/09, 10/6/12, 8/22/16, 2/10/21. 07/21/23

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## **ARTICLES OF ASSOCIATION** of Sterling College

We the subscribers, of full age, hereby associate ourselves together as a corporation under the laws of the State of Vermont, to be known by the name of Sterling College for the purpose of offering and operating programs of higher education, secondary education, public service, research, and related educational missions.

The direction and management of the affairs of the corporation shall be vested in a self-perpetuating board of trustees consisting of persons chosen in accordance with the bylaws of the corporation. The Trustees need not be residents of the State of Vermont. The corporation shall have no members.

The principal office of this corporation will be maintained in the Town of Craftsbury, Vermont. The corporation shall have and maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, the address may be changed from time to time by the board of trustees.

The board of trustees shall adopt and from time to time amend such bylaws as are required herein and are necessary for the election of its officers and the conduct of its business.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the superior court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

# BYLAWS OF STERLING COLLEGE

Adopted by the Board of  
Trustees June 1, 1985

And Revised: 10/6/87, 5/20/90, 8/7/91, 5/30/93, 9/17/94, 10/29/94, 5/14/95, 9/28/96 & 2/8/97, 10/3/98,  
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## ARTICLE I. Sterling College and its Mission

The name of the corporation is Sterling College. It is a non-profit educational institution approved by the Internal Revenue Service as tax exempt under Internal Revenue Code Section 501(c)(3). Its principal office is located in Craftsbury Common, Vermont.

Mission: Sterling advances ecological thinking and action through affordable experiential learning that prepares people to be knowledgeable, skilled, and responsible leaders in the communities in which they live.

The Sterling College Community combines structured academic study with experiential challenges and plain hard work to build responsible problem solvers who are stewards of the environment as they pursue productive lives.

## ARTICLE II. Powers of Trustees

The Board of Trustees shall have, in addition to the powers and authority expressly conferred upon it by the Articles of Association and these Bylaws, all of the rights, powers, and authority conferred upon it by the Vermont Non Profit Corporation Law, provided, however, that no power shall be exercised nor acted on which is inconsistent with the definition of charitable and educational corporations under the Internal Revenue laws of the United States, or inconsistent with any statute of the State of Vermont, or with the provisions of the Articles of Association, or the Bylaws of Sterling College. These powers shall include, but not be limited to, the following:

1. Appoint or remove the President, who shall be the Chief Executive Officer of the College, in accordance with these Bylaws; the power to appoint or remove administrative officials, but not Trustee Officers of the College, is delegated to the President of the College;
2. Approve degrees in course upon recommendation of the faculty;
3. Establish and review the educational programs of the College;
4. Establish annually the budget of the College, which shall be submitted to it upon recommendation of the Treasurer;
5. Authorize the construction of new buildings and major renovations of existing buildings; authorize the sale and purchase of land, buildings or major equipment for the use of the College;
6. Approve long range plans submitted to it upon recommendation of the President and the faculty;
7. Institute and promote major fundraising efforts of the College;

8. Authorize any changes in tuition and fees within the College;
9. Authorize the College to accept gifts for the College;
10. Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
11. Authorize the College to enter into academic and other partnerships.
12. Take any action necessary or advisable to manage or control the property and affairs of the College.

## **ARTICLE III. Membership of the Board of Trustees**

**Section 1.** The Board of Trustees shall consist of not fewer than fifteen nor more than twenty-seven trustees.

**Section 2.** Trustees shall be elected by a majority of the trustees then in office at any regular meeting of the Board. All trustee terms shall begin on July 1 of the year immediately following their election and end on June 30 of the third year regardless of when in the year they are elected. If elected prior to the start of their term, the trustee may attend meetings, but may not vote, prior to their term.

**Section 3.** Up to twenty “regular” trustees shall serve for three-year terms and may succeed themselves in office. Regular trustees’ terms end June 30 of their final year. Regular trustees who have served for three consecutive full terms (not including any partial term) shall not be eligible to be nominated for re-election until one year has elapsed after the end of their third term.

**Section 4.** The Board of Trustees may include “officer trustees,” each of whom may serve in three-year terms. Officers should be rotated regularly, typically upon service of one term. An officer trustee who ceases to serve as an officer will be a regular trustee subject to the conditions of such regular trustee status as described above.

**Section 5.** The Board of Trustees may include, at any one time, up to three members known as “BA trustees,” who are recent graduates of Sterling’s Baccalaureate program. Each BA trustee will serve no more than one three- year term. A BA trustee may be elected as a regular trustee after one year has elapsed from the end of their term as a BA trustee. The BA trustees will be counted in the quorum and have the right of suffrage.

**Section 6.** Any member of the Board of Trustees may be removed from office, with or without cause, at any meeting of the Board by affirmative vote of two-thirds of the members then in office.

**Section 7.** Any trustee may resign at any time by giving notice to the Chair, President or Secretary. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Absence from two consecutive regular or special meetings of the Board, unless excused by the Board, shall be considered grounds for removal from the Board. At the next meeting following two such absences from the Board by a trustee, the Board shall vote whether to remove that trustee.

**Section 8.** The Board may elect as Trustee Emeritus any former member who has not been a member for at least one year. A Trustee Emeritus will serve without limitation of tenure and may be elected to any office not requiring board membership or conferring ex-officio status, but will neither be counted in the quorum, nor have the right of suffrage. The total number of trustee emeriti shall not exceed 15. Trustees emeriti may resign at any time.

## **ARTICLE IV. Officers of the College**

**Section 1.** The Officers of the College shall be the Chair of the Board of Trustees, the Vice Chair, the President, a Secretary, and a Treasurer. All officers shall be trustees and shall be elected by the Board of Trustees. All officers shall serve for a term of 3 years and until a successor is appointed and qualified, except for the President, whose term of office shall be determined by the Board.

**Section 2.** The President shall be an ex officio member of the Board without the power to vote. Any one trustee may hold two officer positions except that the President and Chair may not be Secretary or Treasurer.

**Section 4.** All Trustee Officers of the College may be removed from office, with or without cause, at any meeting of the Board by affirmative vote of two-thirds of the members then in office without prejudice to any contract rights such officer may have against the College.

**Section 5.** In the event of a vacancy in the office of the President, the Board shall promptly appoint a special Presidential Search Committee to submit nominations for candidates for that office and shall fill the vacancy as soon as reasonably possible. Upon vacancy of the office of President, the Board shall promptly appoint a person to perform the duties of the President on an interim basis. A vacancy in any of the other offices of the College may be filled at any meeting of the Board of Trustees.

**Section 6.** Any Trustee Officer may resign at any time by giving written notice to the Chair, or Secretary. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.** The President, as chief operating officer, shall be paid at a rate determined by the Board of Trustees or a committee thereof. The remaining Officers of the College shall not be paid for their services as officers but may be reimbursed for their expenses or be compensated for services rendered apart from their duties as Officers, if any, in such amounts as may be approved by the President.

## **ARTICLE V. Standards of Conduct for Officers and Trustees**

Duties of Care and Loyalty: Officers and Trustees shall discharge their respective duties, including the duties of any committee of the Board upon which a Trustee may serve:

- a. in good faith;
- b. with such care as an ordinary prudent person in like position would exercise under similar circumstances; and
- c. in a manner such Officer or Trustee reasonably believes to be in the best interests of the corporation.

## **ARTICLE VI. Powers and Duties of the Chairman of the Board of Trustees**

The Chair shall preside at all meetings of the Board of Trustees and shall have a right to vote on all questions. The Chair shall appoint the members of the Board Committees with the approval of a majority of the Board. The Chair shall have such other powers and duties as the Board from time to time

may prescribe. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair. In the absence of both the Chair and Vice Chair, the Secretary shall preside over the election of a Chair pro tempore.

## **ARTICLE VII. Powers and Duties of the President of the College**

The President of the College shall be the Chief Executive Officer of the College and the official advisor to and executive agent of the Board of Trustees and its Executive Committee. As educational and administrative head of the College, the President shall: appoint the Deans of the College; work with the Deans and the faculty to exercise a general superintendence over all the affairs of the College, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy making responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. Except for committees considering the president's performance, conduct, or compensation, or as otherwise provided in these Bylaws, the President shall be a member of all committees of the Board.

## **ARTICLE VIII. Powers and Duties of the Secretary**

The Secretary shall have custody of the seal of the College and shall attest to and affix said seal to such documents as required in the business of the College. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep a record of the appointment of all committees of the Board of Trustees and shall prepare or cause to be prepared, shall review, and shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and its committees. The minutes shall reflect any objection to the holding of the meeting or transaction of business at the meeting and shall reflect all objections and dissents from any actions taken at the meeting. The Secretary shall have charge of the corporate records and shall see that such records are kept within this State, and shall procure and file as part of the corporate records and in the office of the clerk of the town where the principal office of the corporation is located certified copies of all papers required to be filed with the Secretary of State. The Secretary shall in general perform all such duties as are incident to the office of secretary of a corporation not for profit under the laws of the State of Vermont including filing or causing to be filed (a) biennial reports with the Vermont Secretary of State required by 11B V.S.A. § 16.22, and (b) annual Form 990s (or any legally mandated equivalent) with the Internal Revenue Service. Any of the duties or powers may be performed by an Assistant Secretary who shall be responsible to the Secretary.

## **ARTICLE IX. Powers and Duties of the Treasurer**

The Treasurer shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful orders of the Trustees, the President of the College, and Board committees respecting funds, property, and accounts of the College. The Treasurer shall be responsible for the preparation of any corporate financial reports, the presentation of reports at meetings of the Board of Trustees in such form as the Board may duly require, and shall cooperate with any independent

auditors retained by the Board for the purpose of conducting audits of the accounts of the College. The Treasurer shall, in the name of the College, give receipts for monies or property as shall be required; deposit funds in accordance with resolution and direction of the Board of Trustees; and safeguard the money of the College. The Treasurer shall not pay out any money unless by order of the Board of Trustees or under such approval as the Board shall grant in adopting the yearly budget. Any of the duties or powers may be performed by an Assistant Treasurer who shall be responsible to the Treasurer.

## **ARTICLE X. Board of Advisors**

The Board of Advisors is an advisory body which provides counsel and assistance to the Board of Trustees and the President. Members of the Board of Advisors are elected by the Board of Trustees to serve terms of two years. Terms are renewable at the discretion of the Board of Trustees subject to a limit of ten consecutive years of service. Advisors may be reelected after a one-year absence. The number of advisors may not exceed fifty. The Board of Trustees elects a Chair and a Vice Chair of the Board of Advisors annually. The President is an ex officio member of the Board of Advisors.

Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a trustee of the corporation. The Board of Trustees may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board of Trustees.

Any member of the Advisory Board may resign at any time by giving notice to the Chair, President or Secretary of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE XI. Meetings**

**Section 1.** There shall be at least three regular meetings of the Board of Trustees annually, which shall be held on such date and place as may be designated by a quorum of the Board or the President.

**Section 2.** Special meetings may be held at the call of any two of the Chair, the President, or four trustees; and it shall be the duty of the Chair or the Secretary to give notice of such special meetings, setting forth the objects of the meeting.

**Section 3.** Notice of regular meetings shall be given to each trustee not less than fifteen days before the day on which the meeting is to be held by written or printed notice delivered personally or sent by mail, e-mail, or fax to each trustee at their addresses appearing in the records of the Secretary.

**Section 4.** Notice of special meetings shall be given in like manner to each trustee not less than five days before the day in which the special meeting is to be held. Such notice shall state the purposes of the meeting and no business shall be transacted at such meeting that does not relate to the purposes stated.

**Section 5.** Whenever under the provisions of these Bylaws or of any statute any trustee is entitled to notice of any regular or special meeting, such meeting may be held without the giving of notice to

trustees if every trustee entitled to notice waives the required notice in writing or by attendance at, or participation in, the meeting.

**Section 6.** A trustee who expects to be unable to attend a meeting of the trustees may by mail, fax, or e-mail grant a proxy to another trustee who expects to attend the meeting. The proxy may specify particular agenda items. Before the opening of the meeting, proxies shall be delivered to the Secretary of the meeting. Trustees who are voted excused absences by the Board will have their proxies so noted in the minutes. The Secretary will bring proxies to the attention of the Chair when the agenda items to which the proxies relate arise.

**Section 7.** A quorum for any meeting of the Board of Trustees shall be the presence of a majority of the Board. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless a greater number is required by law or by these bylaws.

**Section 8.** A two-thirds vote of the members of the Board of Trustees then in office is required to (a) remove the President or (b) authorize the permanent shut down of the college, merger or consolidation of the corporation; the sale, lease, exchange, or other disposition of all, or substantially all, of the property and assets of the corporation; the distribution of assets of the corporation; the dissolution of the corporation; or the revocation of dissolution proceedings.

**Section 9.** Saving the Board of Trustees' right and duty to meet in executive session at times, Board meetings may include representation of non-Trustee constituencies, in particular faculty and administrative staff. Executive session will include the President unless the Board is discussing the performance, conduct, and/ or compensation of the President.

**Section 10.** Meetings may be held by any means of simultaneous communication including but not limited to in person, video, and telephone or audio conferencing.

## **ARTICLE XII. Action Without A Formal Meeting**

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Such action may be taken by mail, e-mail, telephone, video conference or in any other way the Trustees shall decide, subject to the notice requirements for a Special Meeting, which may be shortened if the President or Chair declares an emergency. However, a written consent setting forth the action so taken and signed by all concurring members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee.

## **ARTICLE XIII. Committees**

**Section 1.** The Board of Trustees shall establish such standing committees it deems necessary to discharge its duties and support the mission of the college. The Board may establish, reorganize, or dissolve committees at any time, provided that at all times the Board maintains standing committees or subcommittees whose charter and responsibilities include: nominations, oversight of finance, audit, investment, endowment, risk and property management, development, recruitment and external

relations, curriculum and academic programs, governance, and regulatory compliance. The Secretary shall maintain a current record of existing committees and their charter, mandates, and responsibilities.

**Section 2.** Except as specified elsewhere in these Bylaws, Members and Chairs of standing committees shall be appointed by the Board Chair, with approval of a majority of the Board. Chairs of committees shall be nominated by the Board Chair upon recommendation of the Trusteeship Committee. The Board Chair and the President shall be ex officio non-voting members of all standing committees except (i) the Board Chair and President shall not be members of the Audit Committee and (ii) the Board Chair shall be a voting member of the Executive, Finance, Trusteeship and Investment and Endowment committees. Each standing committee shall include at least three additional Trustees. The chair of a committee or subcommittee will select a delegate vice chair if the chair is unable to attend to convene a meeting.

**Section 3.** The Chair of each committee may request the President to appoint a member of the administrative staff and a faculty member to serve as liaison between the committee and the office of the President.

**Section 4.** Except as otherwise provided in this Article, all standing committees shall meet at least three times annually.

**Section 5.** Committee charters shall be reviewed by each committee annually at the Spring Meeting of the Board of Trustees and any proposed changes shall be submitted to the Trusteeship Committee for review. The Trusteeship Committee shall refer significant changes to the full Board of Trustees for review and approval.

**Section 6. Executive Committee.**

- a. The Executive Committee shall have a minimum of five and a maximum of eight voting members. The Chair of the Board shall be the Chair of the Executive Committee.
- b. The Executive Committee shall consist of the Board's Chair, Vice Chair, Secretary, Treasurer, President and a Member-at-Large. The Member-at-Large is a voting member of the Executive Committee who has the same authority and similar responsibilities as other board members but whose specific duties and responsibilities are not fixed, and vary according to the ongoing needs of college and as directed by the other officers of the Board.
- c. Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the College except that, unless specifically empowered by the Board of Trustees to do so, it may not take any action inconsistent with a prior act of the Board of Trustees, award degrees, alter bylaws, locate permanent buildings, remove or appoint the President of the College, or take any other action reserved for the full Board.
- d. The Executive Committee meetings shall be called by the Secretary on the written request of the President or Chair or at least three of the members.

- e. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- f. Minutes of the meetings of the Executive Committee shall be taken and shall be distributed promptly to each member of the Board following each Executive Committee meeting.

## **ARTICLE XIV. Nominations**

The standing committee with responsibility for nominations shall present to the Board of Trustees nominations for Trustees, Trustees Emeriti and Trustee Officers to be elected by the Board. The Committee shall furnish information relating to the background and qualifications of all such nominees at least two weeks prior to the Board meeting at which an election or appointment is scheduled to take place. The Committee shall develop and administer a program of orientation for newly elected Trustees.

## **ARTICLE XV. Indemnification**

Each Trustee and Officer of the College shall be indemnified by and against all expenses and other liabilities actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which said Trustee or Officer has been made a party by reason of being or having been such Trustee or Officer except in relation to matters which said Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

## **ARTICLE XVI. Conflict of Interest**

A Trustee shall be considered to have a conflict of interest if: (a) such Trustee has existing or potential financial or other interest which impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of their responsibilities to the College, or (b) such Trustee is aware that a family member (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter reside in the same household as the Trustee), or any organization which such Trustee (or family member) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter under consideration at a Board or committee meeting in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

## **ARTICLE XVII. Amendment of Bylaws**

**Section 1.** Any provision of these bylaws may be altered, amended or repealed by a majority of the Trustees at any regular or special meeting, notice of the proposed changes having been duly given ten days in advance.

**Section 2.** Annually, the standing committee responsible for governance matters shall review these bylaws and suggest any necessary changes thereto.