

# **ARTICLES OF ASSOCIATION AND BYLAWS**

**Sterling College**  
Working Hands. Working Minds.

**UPDATED AUGUST 22, 2016**

**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, 5/30/93, 9/17/94, 10/29/94, 5/14/95, 9/28/96 & 2/8/97, 10/3/98, 10/9/99,  
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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 as Revised: 10/6/87, 5/20/90, 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, 4/4/2014, 8/22/16

## ARTICLE I. Mission of Sterling College

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 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 fund raising efforts of the College;
8. Authorize any changes in tuition and fees within the College;
9. Authorize Officers or agents of 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.

## ARTICLE III. Membership of the Board of Trustees

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

**Section 2.** Trustees shall be elected by a majority of the trustees then in office at each annual meeting of the Board.

**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, at any one time, up to four “officer trustees,” each of whom may serve in two-year terms with no limit on the number of terms such officer may serve. If an officer trustee ceases to serve as an officer, s/he 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, with the term ending at the annual meeting of the final year. A BA trustee may be elected as a regular trustee after one year has elapsed from the end of his/her 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 for cause, at any meeting of the Board by affirmative vote of two-thirds of the members then in office.

**Section 7.** The Board may elect new trustees at any meeting of the Board other than the Annual Meeting to a partial term lasting until the next Annual Meeting.

**Section 8.** Any trustee may resign at any time by giving notice to the Chair, President or Secretary. Any such resignation shall take effect upon its being accepted by the Board of Trustees. Absence from two consecutive regular or special meetings of the Board, unless excused by the Board, shall be considered resignation from the Board.

**Section 9.** 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 elected by the Trustees. Unless a vacancy in an office appears at another time, election of Officers shall be held at the annual meeting of the Board. All officers shall serve for a term of 2 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 Chair and Vice Chair shall be members of the Board of Trustees. The President shall be ex-officio a member of the Board without the power to vote. If they are not already elected to the Board, the Secretary and the Treasurer shall be ex-officio members of the Board with power to vote. No other Officer need be a member of the Board of Trustees. Any one person may hold two of these offices except that the President and Chair may not be Secretary or Treasurer.

**Section 3.** The Board may appoint one or more Assistant Treasurers, Assistant Secretaries, and such other

Officers as may be deemed necessary for the proper management of the College upon recommendation of the President.

**Section 4.** All Officers of the College shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees, 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 appoint a special Presidential Search Committee to submit nominations for candidates for that office. 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 Officer may resign at any time by giving written notice to the Chair, President, or Secretary. Any such resignation shall take effect upon its being accepted by the Board of Trustees.

**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. Powers and Duties of the Chairman of the Board of Trustees**

The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint the members of the Board Committees, and 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.

## **ARTICLE VI. 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 Dean of the College; work with the Dean 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 VII. 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 keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and its committees. 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. Any of the duties or powers may be performed by an Assistant Secretary who shall be responsible to the Secretary.

## **ARTICLE VIII. 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; 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 IX. Meetings**

**Section 1.** There shall be three regular meetings of the Board of Trustees annually, which shall be held on such date and place as may be designated by the Board or by any two of the Chair, the President, and Secretary. One of the meetings shall be designated as the annual meeting of the Board.

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

**Section 3.** Notice of regular meetings shall be given to each trustee not less than fifteen nor more than thirty 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 his or her address as it appears 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 nor more than thirty 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.** Any trustee may, in person or by attorney thereunto authorized, in writing or by fax or e-mail waive notice of any regular or special meeting.

**Section 6.** A trustee who expects to be unable to attend a meeting of the trustees by mail, fax, or e-mail grant his or her proxy to another trustee who expects to attend a 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 Chairman at the appropriate agenda items.

**Section 7.** A quorum for any meeting of the Board of Trustees shall be any number greater than one third of the total number of trustees. 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.** Saving the Board of Trustees' right and duty to meet in executive session at times, Board meetings will 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.

## **ARTICLE X. Action Without 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 meetings may be conducted 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 XI. 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 whose charter and responsibilities include: nominations, oversight of finance, audit, 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, after consultation with the Board and the President, at or following the annual meeting of the Board of Trustees. The Chair and the President shall be ex officio members of all standing committees. Each standing committee shall include at least three additional Trustees. Except where otherwise provided in this Article, additional members, including persons who are not on the Board of Trustees, may be appointed. The Chair of each standing committee and a majority of its members shall be Trustees.

**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.** 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. 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.
- c. The Executive Committee meetings shall be called by the Secretary on the written request of the Chair or at least three of the members.
- d. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.



- e. 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 XII. Nominations**

The standing committee with responsibility for nominations shall present to the Board of Trustees nominations for Trustees and Trustees Emeriti to be elected by the Board; and Chair, Vice Chair, Secretary and Treasurer. 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 XIII. 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 XIV. 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 impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or (b) such Trustee is aware that a member of his or her family (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 member of his or her family) 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 XV. Amendment of Bylaws**

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

**Section 2.** Prior to each annual meeting of the Board of Trustees, the standing committee responsible for governance matters shall review these bylaws and suggest any necessary changes thereto.