

**BYLAWS OF THE UNIVERSITY OF VERMONT AS ADOPTED BY
THE BOARD OF TRUSTEES ON JUNE 10, 1955,
AND AMENDED ON FEBRUARY 3, 1984, AND OCTOBER 4, 2007**

Article I
Board of Trustees

Section 1. The Board of Trustees of the University of Vermont (hereinafter “the Board”) shall consist of nine members, as provided by the Acts of the General Assembly of the State of Vermont.

Section 2. It shall be the duty of the Trustees to elect successors to fill any vacancy that may occur among their number by reason of death, resignation, or otherwise.

Section 3. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Article II
Officers

Section 1. The officers of the Board shall consist of a Chair, a Vice Chair, and a Secretary, all of whom shall be elected by the Board at its annual meeting. In case of a vacancy in any office between annual meetings, the Board shall fill such vacancy until its next annual meeting.

Section 2. The Chair shall preside at all meetings of the Board and shall call such special meetings as deemed necessary.

Section 3. The Vice Chair shall exercise all the functions of the Chair in the event of the death, inability to act, or resignation of the Chair.

Section 4. The Secretary shall record all votes and proceedings of the Board, unless the Board later delegates such duties to another person. The Secretary shall be custodian of the records of the Board and shall authenticate records of the Board when required, unless the Board later delegates such duties to another person.

Article III
Meetings

Section 1. Regular meetings of the Board shall include its annual meeting, which shall be held at Burlington, Vermont, and shall be in the same location as the annual meeting of the Board of Trustees of the University of Vermont and State Agricultural College.

Section 2. Special meetings of the Board may be called by the Chairman, and must be called by the Chairman upon the written demand of any three members of the Board.

Section 3. Notice of regular and special meetings of the Board shall be given, and meetings shall be conducted, in accordance with the Vermont Nonprofit Corporation Act and the applicable state public access laws.

Article IV
Terms of Office

Section 1. The term of office of members of the Board shall be for six years. Any person who has been a member of the Board may serve more than one term and shall be eligible to fill any vacancy on the Board.

Article V
Amendments

Section 1. The Bylaws may be amended at any meeting of the trustees by an affirmative vote of a majority of all of the members of the Board. The notice of the meeting at which proposed amendments to the Bylaws are to be considered must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws. The notice must also contain or be accompanied by a copy or summary of the amendment, with notice to be given in accordance with the Vermont Nonprofit Corporation Act and the applicable state public access laws.