

**Articles of Incorporation
of
Vermont League of Cities and Towns, Inc.**

I, the undersigned, acting as incorporator of a nonprofit corporation under Vermont Statutes Annotated 11B *et seq.*, and all amendments thereto, adopt the following Articles of Incorporation:

**Article One
Name**

The name of the nonprofit corporation is Vermont League of Cities and Towns, Inc. (hereinafter, "VLCT").

**Article Two
Duration**

The term for which VLCT is to exist is perpetual.

**Article Three
Registered Agent and Office; Principal Office**

The address of its Registered Office in the State of Vermont is 89 Main Street, Suite 4, Montpelier, VT 05602, and the name of its Registered Agent at said address is Ted Brady.

The address of VLCT's Principal Office is 89 Main St, Suite 4, Montpelier, Vermont 05602.

**Article Four
Members**

The Members of VLCT shall be towns and cities of the State of Vermont and other municipal organizations as defined by the State of Vermont, with the exception of schools, that pay annual dues and approve a resolution of its legislative body to join VLCT.

**Article Five
Incorporator and Board of Directors**

The name and address of the incorporator is listed below.

Ted Brady
89 Main Street, Suite 4
Montpelier, VT 05602

The name and address of each Member of the Board of Directors is listed below.

VLCT Board Members 2026

FirstName	LastName	Title		City/Town	State	Zip Code
Mary Ann	Goulette	Town Manager	35 Marble Street	West Rutland	VT	05777
Charles	Hancock	Selectboard Chair	86 Mountain Road	Montgomery Center	VT	05471
Jessie	Baker	City Manager	180 Market Street	South Burlington	VT	05403
Vacant						
Julie	Hance	Town Manager	556 Elm Street	Chester	VT	05143
Michael	Hogan	Selectboard Chair	PO Box 36	Cabot	VT	05647
Brian	Shupe	Selectboard Chair	4144 Main Street	Waitsfield	VT	05673
Ann	Lawless	Selectperson	PO Box 1328	Wheelock	VT	05851
Scott	Tucker	Town Manager	PO Box 217	Wilmington	VT	05363
Kyle	Rowe	Clerk/Treasurer	3176 Jersy Street	Panton	VT	05491
Honorable Emma	Mulvaney-Stanak	Mayor	149 Church Street	Burlington	VT	05401
Tracy	Borst	Town Clerk/Town Treasurer	PO Box 126	Thetford	VT	05075

The number of Directors, term of Directors, and method of election of Directors shall be set forth in the Bylaws of VLCT.

The Board of Directors shall have all powers granted by Vermont law and statutes, and as set forth in the Bylaws of VLCT.

Article Six Mutual Benefit Corporation

VLCT shall be a mutual benefit corporation.

Article Seven Purposes

VLCT shall improve municipal government and administration and promote the general welfare of the political subdivisions of the state of Vermont by appropriate means, including but not limited to the following:

- A. Maintaining a central bureau of information and research for the collection, analysis, and dissemination of municipal information;
- B. Promoting improvement and efficiency in municipal government and in the administration of municipal affairs through provision of direct or contract technical services and consulting arrangements;
- C. Fostering conferences, schools, and courses of municipal officials for the discussion and study of municipal problems and the techniques involved in their solution; rendering such special and general services as may be deemed advisable; and circulating such publications, bulletins, and reports on municipal government as may be compiled from time to time;
- D. Securing the cooperation of institutions of learning to promote education in municipal government; furnishing the services of the faculty and students in assembling and analyzing information concerning municipal government; and conducting schools and courses in the field of municipal administration;
- E. Securing harmony of action among the municipalities of Vermont and other agencies of government in all matters which affect the citizens of Vermont;
- F. Creating awareness at all levels of government of the problems of municipal government in Vermont by presenting the facts and experiences upon which to formulate sound municipal policies and state and federal policies as they affect municipalities;
- G. Acting as a liaison with the general assembly, the executive branch, and other state and federal agencies;

- H. Promoting efficient municipal purchasing of goods and services, including establishing of joint purchasing options and other alternatives for the provision of goods and services to VLCT members;
- I. Sponsoring, promoting, and endorsing cooperative programs for the provision of risk management and insurance services and common municipal employee benefit programs, including an intermunicipal insurance agreement for health benefit plans under Vermont Rule I-90-1 (the Board shall hold all assets of VLCT **IN TRUST** for the exclusive benefit of the Participants, and their Dependents and Beneficiaries) and Internal Revenue Code Section 115;
- J. Providing a vehicle and forum for the discussion and resolution of issues affecting municipalities; and
- K. Within the above described actions, to continually enhance the power of local government to carry out its responsibilities.

Notwithstanding any other provisions of these Articles of Incorporation, VLCT shall not carry on any activities not permitted to be carried on by a nonprofit corporation and governmental instrumentality organized under Vermont Nonprofit Corporation Act, 24 Vermont Statutes Annotated Section 4942, and Internal Revenue Code Section 115.

Article Eight Termination and Dissolution

VLCT shall have the right at any time to terminate, by delivering to the Members written notice of such termination. Upon such termination, all net assets shall be distributed pro rata to the Members, as more specifically determined and set forth in the Bylaws and Membership and Adoption Agreement signed by each respective Member.

Article Nine Indemnification and Immunity

- A. Except as otherwise provided by law, no person under the Bylaws shall be liable for an act or omission of another person in carrying out any responsibility where such responsibility is allocated to such other person by the Bylaws or pursuant to a procedure established in the Bylaws.
- B. VLCT shall indemnify and hold harmless Directors, Officers, employees, and agents of VLCT, and persons serving at the request of VLCT from any loss, costs, damages, or expenses, including reasonable attorney's fees, which the Directors, Officers, employees or agents of VLCT may incur or pay out by reason of any alleged or actual act, or failure to act, to the maximum extent permitted by 11B Vermont Statutes Annotated Section 8.50 *et seq.*, as amended from time to time, and all powers granted by Vermont law and statutes, and as further set forth in the Bylaws.

- C. The right to indemnification conferred in this Article Nine shall not be exclusive of any other right which any person may have or hereafter acquire under the Articles of Incorporation, Bylaws, or any agreement, resolution of the Board of Directors, or otherwise.
- D. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any Director of VLCT for or with respect to any acts or omissions of such Director occurring prior to the date when such provision becomes effective.
- E. Notwithstanding the foregoing, nothing herein shall be interpreted so as to restrict, abolish, or otherwise in any way impair the ability of any Director or employee of VLCT to claim sovereign or governmental immunity, or access to the legal expense fund in connection with their performance of duties as Directors or employees of VLCT on behalf of each of the Members.

**Article Ten
Amendment**

The power to adopt, amend, and repeal the Articles of Incorporation of VLCT shall reside in the Board of Directors of VLCT. Changes shall require a majority vote of the Board of Directors.

**Article Eleven
Effective Date of Filing**

This document will become effective when the document is filed by the Secretary of State.

[Signature page to follow]

In Witness Whereof, the undersigned, the Incorporators sign these Articles of Incorporation, this day of ___, 2026, subject to the law for the submission of a false or fraudulent document.

[Chair of the Board or Executive Director]

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