

BYLAWS
GOVERNMENT AND NON-PROFIT LAWYERS DIVISION
VERMONT BAR ASSOCIATION

As Revised 18 March 2005

ARTICLE 1. INTRODUCTION

- 1.1 **Name.** The name of this Division shall be the Government and Non-Profit Division of the Vermont Bar Association, hereinafter referred to as "Division".
- 1.2 **Purposes.** The purposes of the Division shall be to stimulate the interest of government and non-profit lawyers in the Vermont Bar Association and its objectives; to carry on educational and advocacy activities relating to (a) the improvement of the structure and function of government, (b) the advancement of the public interest, and (c) the practice of law by government and non-profit lawyers; to sponsor and encourage scholarship in the field of public and non-profit practice of law; to provide a forum for the exchange of ideas and opinions; to encourage law students and law clerks to seek employment in public service positions; and to make reports and recommendations to the membership and Board of Managers of the Vermont Bar Association.
- 1.3 **Fiscal Year.** The fiscal year of the Division shall be the same as the fiscal year of the Vermont Bar Association.

ARTICLE 2. MEMBERSHIP

The Division shall consist of all members of the Vermont Bar Association in good standing who are employed by any federal, state or municipal entity or who are employed by any non-profit entity. The Division, from time to time, may set dues through its executive board, hereinafter defined, and payment of those dues may be a prerequisite to continued membership in the Division.

ARTICLE 3. OFFICERS

- 3.1 **Officers.** The officers of the Division shall be a Chair, Vice-Chair, Secretary, and Treasurer. No two offices may be occupied by the same person.
- 3.2 **Duties of Officers.**
 - 3.2.1 **Chair.** The Chair shall be responsible for carrying out the purposes of the Division. The Chair shall preside at all meetings of the executive board of the Division, and shall perform all other duties usually pertaining to this office as well as such duties usually pertaining to this office as well as such duties assigned to the Chair by the executive board or the membership of the Division. The Chair shall prepare a report of the activities of the Division for the period of his or her term of office for submission to the Division at its annual meeting and for submission to the Vermont Bar Association. Further, the Chair shall, by virtue of office, designate either the Chair or the Vice-

Chair as a voting member of all the committees of this Division.

3.2.2 Vice-Chair. The Vice-Chair shall perform such duties as may be assigned by the Chair or by the executive board or the membership of the Division. During any period in which the Chair is unable or refuses to act, the Vice-Chair shall assume the responsibilities and authority of the Chair.

3.2.3 Secretary. The Secretary shall issue notices of all meetings of the Division and of the executive board and shall keep a record of the proceedings thereof; and shall be the custodian of the Division's records and with the concurrence of the Chair shall conduct its correspondence and discharge such other duties as shall be required by the executive board or the membership of the Division.

3.2.4 Treasurer. The Treasurer shall keep the books of the Division and shall report at least annually the financial status of the Division. The Treasurer shall collect and disburse the monies of the Division as shall be required by the executive board or the membership of the Division. The Treasurer shall provide the Division a written annual budget report each year to be prepared for the consideration of the executive board at least three months prior to the end of the fiscal year of the Division.

3.3 Election and Term of Office.

(a) The election of officers and their assumption of office shall take place at the Mid-Winter Meeting of the Division each year.

(b) The Vice-Chair, Secretary and Treasurer shall be elected for a one year term. The Vice-Chair automatically shall assume the office of Chair at the end of the Vice-Chair's term and shall serve until the position automatically is assumed by the Vice-Chair. The Secretary and Treasurer shall serve until their successors are elected and qualified. If there is a vacancy in the position of Vice-Chair, the membership shall fill the vacancy at the next Mid-Winter or special meeting of the Division in which there is time to effectuate an election within the terms of these By-Laws.

(c) The same person shall not be elected Vice-Chair two years successively.

(d) The election for any office in which there is more than one candidate shall be by Australian ballot and shall be by a majority of members in good standing voting.

3.4 Nomination of Officers.

(a) Prior to the Mid-Winter Meeting, the Chair, with the concurrence of the executive board, shall appoint a Nominating Committee. Such Committee shall consist of the Chair, the Secretary, the Treasurer and two other members appointed by the Chair. A majority shall constitute a quorum.

(b) The Committee shall make a written report of its nominations, nominating members for all offices including any office then vacant. The written report shall be filed with the Secretary at least fifty (50) days prior to the Mid-Winter Meeting.

(c) The Secretary shall notify all Division members at least forty-five (45) days prior to the Mid-Winter Meeting of all persons nominated by the Nominating Committee and of the acceptance of each nominee.

- (d) After the report of the Nominating Committee is made, nominations for any office may be made by petition of not less than twelve members of the Division in good standing, filed with the Secretary at least fifteen (15) days prior to the Mid-Winter Meeting.
- (e) The Secretary shall notify all Division members at least ten (10) days before the Mid-Winter Meeting of all persons nominated by petition and the acceptance of each person so nominated.
- (f) Nominations from the floor shall be permitted for all offices.
- (g) The Committee shall perform such other duties as the executive board may request including nominations for any vacancies in nominations previously made.

ARTICLE 4. MEETINGS

- 4.1 Annual and Mid-Winter Meetings. The Annual and Mid-Winter Meetings shall be held at the same time and place as the Annual and Mid-Winter Meetings of the Vermont Bar Association, and notice of Vermont Bar Association Annual or Mid-Winter Meetings shall constitute due notice of the Annual or Mid-Winter Meetings of this Division.
- 4.2 Special Meetings. Special meetings of the Section may be called upon fifteen (15) days notice given to all members of the Division either directly or through notification contained in a Vermont Bar Association mailing.
- 4.3 Quorum. At any Annual, Mid-Winter or special meeting, those members present shall constitute a quorum.
- 4.4 Election of Officers. The election of officers shall take place at the Mid-Winter Meeting and those officers so elected shall take office forthwith.

ARTICLE 5. EXECUTIVE BOARD

- 5.1 Functions. The executive board shall manage the affairs of the Division, subject to the provisions of these By-Laws, and shall have the full power and authority in the intervals between the Annual and Mid-Winter Meetings to do all acts and perform all functions which this Division could perform provided that the executive board shall not rescind any action taken by vote of the membership of the Division. It shall also be the duty of the executive board to examine and report upon the account of the Treasurer and the executive board annually to the membership of the Division.
- 5.2 Composition. The executive board shall be composed of the Chair, the Vice-Chair, the Secretary, the Treasurer and the past-Chair who shall remain a member of the executive committee for one (1) year following the date of expiration of his or her term as Chair. The executive board shall also include four (4) At-large members.
- 5.3 Election of At-large Executive Board Members. The election of four At-large executive board members shall take place at the Mid-Winter Meeting and these members so elected shall assume office forthwith. Their terms shall be for two (2) years and shall be staggered with two (2) positions being for only one (1) year for the first term after the enactment of these By-Laws and two (2) years thereafter.

- Non At-large member may be elected to a successive At-large position.
- 5.4 Meetings. The executive board shall meet quarterly and at such other times as the Chair may direct.
- 5.5 Executive Committee. The executive board may, by resolution adopted by a majority of the whole board, constitute an executive committee for the board and specify its authority and responsibility. Such committee shall be composed of the Chair, the Vice-Chair and the past-Chair. It shall report its actions to the meeting of the executive board next following the meeting or meetings of the executive committee.

ARTICLE 6. COMMITTEES

- 6.1 The executive board may, from time to time, appoint such committees as it deems necessary to carry out the functions of the Division and to abolish such committees which in its judgment no longer are needed to further the purposes or business of the Division.
- 6.2 Appointment of Committee Members.
- (a) The Vice-Chair shall, at least sixty (60) days prior to the Annual Meeting at which he or she shall assume the office of Chair, after consultation with the executive board, designate a chair of each committee who shall serve at the pleasure of the Chair and the executive board.
 - (b) Unless otherwise provided in these By-Laws, each committee shall not have less than three (3) members who shall be appointed by the Vice-Chair and committee chair at least 30 days prior to the Annual Meeting at which he or she shall assume the Office of Chair. In making appointments, consideration shall be given to geographical locations of members in the interest of improving and expediting work of the committees.
 - (c) The chair of a committee may, and upon direction of the Chair or Executive Board, shall create a subcommittee for any reason or purpose consistent with the committee's duties and responsibilities. The chair of a committee, except the Nominating Committee, may appoint at any time additional members with the approval of the Chair.
- 6.4 Section Policy. No action of a committee establishes a policy of the Division unless it has been submitted to and approved by the Executive Board. However, a committee may take a position on a matter of public concern and may communicate such position, with prior notice to the Chair, to a legislative committee or administrative board or others provided that it shall be clearly stated that such position is that of the committee and not that of the Division.
- 6.5 Committee Reports. Unless otherwise provided in these By-Laws, each standing committee shall make and file a written report of its activity with the Secretary at least forty (40) days prior to each Annual and Mid-Winter Meeting. The Secretary shall prepare copies thereof and shall mail them with the notice of such meeting.

ARTICLE 7. INTERIM GOVERNANCE

Members of the Vermont Bar Association Government/Non-Profit Division Exploratory Committee shall appoint, with the approval of the Board of Managers of the Vermont Bar Association, a Chair, Vice-Chair, Secretary, Treasurer and at least one (1) and not more than three (3) At-large members to serve as a provisional executive board from the 1992 Annual Meeting of the Vermont Bar Association until the 1993 Mid-Winter Meeting of the Vermont Bar Association. Such provisional executive board also shall perform the functions of the Nominating Committee set forth in Article 3 above.

ARTICLE 8. AMENDMENTS

These By-Laws may be amended at any Annual, Mid-Winter or special meeting called for the purpose of amending these articles, by two-thirds (2/3) of the members in good standing present and voting at such a meeting provided that any amendment shall be effective only as provided in the Constitution or By-Laws of the Vermont Bar Association.

ARTICLE 9. EFFECTIVE DATE

These By-Laws shall be effective upon approval of the Board of Managers of the Vermont Bar Association and the passage by the membership of the Vermont Bar Association of a Constitutional amendment establishing the Section. 9-18-92