

YOUNG LAWYERS DIVISION
OF THE
VERMONT BAR ASSOCIATION
BY-LAWS

As Revised 31 March 2023

ARTICLE 1. ORGANIZATION

- 1.1 NAME.** The name of this Division shall be the Young Lawyers Division of the Vermont Bar Association (hereinafter referred to as "the Division").
- 1.2 PURPOSES.** The purpose of the Division shall be to provide assistance and information to the membership relative to issues and concerns of particular importance to lawyers of short tenure in the practice of law. The Division shall also promote the protection of legal rights of individuals and groups whose interests, in the opinion of the membership, warrant such activity. The Division shall also promote and engage in the activities of the Vermont Bar Association, and shall report to its Board of Bar Managers on its activities and recommendations.
- 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

- 2.1 MEMBERSHIP.** Membership in the Division shall be automatic for all members of the Vermont Bar Association in good standing until the later of the two following dates:
- (a) The conclusion of the Mid-Year Meeting first following the member's thirty-seventh birthday; or
 - (b) The conclusion of the Mid-Year Meeting first following the member's tenth anniversary of admission to practice law within the State of Vermont.

ARTICLE 3. OFFICERS

- 3.1 OFFICERS.** The officers of the Division shall be the Chair, Chair-Elect, Secretary, and Treasurer. No two offices may be occupied by the same person at the same time. Officers must be members of the Division, but the positions of Chair and Past Chair may be held by non-members of the Division provided they were members of the Division when elected to Chair-Elect.

3.2 DUTIES OF OFFICERS.

- (a) **Chair.** The Chair shall implement and execute the decisions of the Division under the direction of the Executive Board. The Chair shall preside at all meetings of the Division and Executive Board, and shall perform all other duties appropriate to the office, including duties delegated by the Executive Board or the membership at large. The Chair shall prepare a report of the activities of the Division, and shall present that report both orally at the annual meeting of the Division. Either the Chair or Chair-Elect shall be a voting member of all committees of the Division. Upon the expiration of their term, the Chair shall serve an additional one-year term on the Executive Board as Past Chair and shall automatically accede to the position of Past Chair upon the accession of the Chair-Elect to Chair.
- (b) **Chair-Elect.** The Chair-Elect shall perform such duties as may be assigned by the Chair, Executive Board or membership at large. During any period in which the Chair is unable to act, or refuses to act, the Chair-Elect shall carry out all responsibilities, and enjoy all rights, of the Chair.
- (c) **Secretary.** The Secretary shall issue notices of all meetings of the Division and Executive Board as required by these By-Laws, and shall keep written records of their proceedings. The Secretary shall be the custodian of the Division's non-financial records, and at the direction of the Chair, shall conduct the correspondence of the Division and discharge such other duties as are delegated by the Division or Executive Board.
- (d) **Treasurer.** The Treasurer shall keep the financial records of the Division, and shall report the financial status of the Division, orally, both at the Division's Annual Meeting and at other meetings of the Division or the Executive Board. The Treasurer shall collect, disburse and account for the monies of the Division as directed by the Division or Executive Board. The Treasurer shall provide the Executive Board with such information relating to the finances of the Division as may be requested by the Division or the Executive Committee, in whatever form requested.
- (e) **At-Large Members of the Executive Board.** Three At-Large Members shall serve on the Division's Executive Board and shall assist the Board in carrying out its duties throughout the year.

3.3 ELECTION AND TERM OF OFFICERS.

- (a) The election of officers shall take place at the Annual Meeting of the Division, which occurs during the Mid-Year Meeting of the Vermont Bar Association. The officers so elected shall assume their respective offices at the conclusion of that meeting.

- (b) The Secretary and Treasurer shall be elected to serve a term of one year. The At-Large Members shall be elected to serve a term of one year. The Chair-Elect shall serve a term of one year. The Chair-Elect shall accede to the position of Chair at the conclusion of his or her year in office. The Chair shall serve a term of one year.
- (c) The officers elected at the Annual Meeting of the Division shall commence their terms upon the adjournment of that meeting.
- (d) The same individual shall not be elected Chair-Elect for two or more consecutive years.
- (e) The election for any office for which there is more than one candidate shall be by closed ballot. A majority of votes cast shall be necessary for election, and run-off elections shall be held as necessary until a majority is obtained by one candidate.

3.4 NOMINATION OF OFFICERS.

- (a) Prior to the Annual Meeting, the Chair shall convene a Nominating Committee whose members shall include the Chair, Chair-Elect, Secretary, Treasurer and one additional member.
- (b) The Nominating Committee shall make a written report to the membership of its nominations, including nominees for all offices, prior to the Annual Meeting. This report shall be filed with the Secretary in time to permit its distribution to the membership prior to the Annual Meeting. Such distribution may be effected by e-mail.
- (c) Nominations may also be made by petition signed not less than twelve members in good standing. If such nomination by petition is delivered to the Secretary in sufficient time to permit its publication along with the regular notice of the Annual Meeting, the Secretary shall include such nomination in the notice, indicating its source in order to distinguish it from the nominations made by the Nominating Committee.
- (d) Nominations from the floor may also be made for any elective office.

ARTICLE 4. MEETINGS

- 4.1 ANNUAL MEETING.** The Annual Meeting of the Division shall be held near in time to Mid-Year Meeting of the Vermont Bar Association but need not be held

simultaneous with it. The Annual Meeting may be held in person, remotely, or a combination of both. the Secretary shall publish notice of the Annual Meeting to the membership at least two weeks prior to its occurrence. Such notice may be effected by e-mail.

4.2 SPECIAL MEETINGS. Special meetings of the Division may be called upon fifteen days notice, given either to substantially all members of the Division by direct mail or e-mail, or by notification in the *Vermont Bar Association Journal*.

4.3 QUORUM. At any meeting of the Division, Executive Board, or any committee or sub-division thereof, the individuals present shall constitute a quorum.

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 full authority and power between Annual Meetings to perform any function which the Division is empowered to perform, provided that the Executive Board shall not act inconsistently with any policies adopted by the Division.

5.2 COMPOSITION. The Executive Board shall be composed of the Chair, Chair-Elect, Secretary, Treasurer, and three At-Large Members. The immediate past Chair shall also serve as a member of the Executive Board for one year following the expiration of his or her term and during that year shall be known as the Past Chair.

5.3 MEETINGS. The Executive Board shall meet at such times as the Chair may direct.

5.4 REMOVAL FOR ABSENCE. Any member of the Executive Board may be removed from office by majority vote of the remaining members of the Executive Board on the grounds of absence from two or more of the Executive Board meetings during the member's term of office without adequate justification. A member of the Executive Board may likewise be removed from office for substantial failure to fulfill the duties of office. Responsibility for determination of unjustified absence, or substantial failure to fulfill duties, shall rest exclusively with the Executive Board (excluding the member in question). In the event of a vacancy resulting from such removal, the Executive Board shall appoint a replacement to serve out the remaining term of the removed member.

5.5 RESIGNATION. In the event of a vacancy resulting from resignation of any member of the Executive Board, the Executive Board may appoint a replacement to serve out the remaining term of the member on the Executive Board or may convene a special meeting for purposes of electing a replacement.

ARTICLE 6. COMMITTEES

- 6.1 STANDING COMMITTEES.** The Executive Board may, from time to time, appoint Standing Committees to carry out the functions of the Section. The existence of a Standing Committee shall continue until abolished by action of the Executive Board.
- 6.2 SPECIAL COMMITTEES.** The Chair may create Special Committees to investigate and study immediate, non-recurring matters relating to the purposes of the Division. Unless the existence of such a Special Committee is continued by action of the Executive Board, or by the membership, the life of the Special Committee shall terminate upon adjournment of the Annual Meeting next following its creation.
- 6.3 APPOINTMENT OF COMMITTEE MEMBERS**
- (a) After consultation with the Executive Board, and at the Annual Meeting, the incoming Chair shall appoint a Chairperson for each Standing Committee. After consultation with the Executive Board, the Chair may replace the Chairperson of any Standing Committee at any time. The Chair shall appoint a Chairperson of each Special Committee at the time of its creation. Such Special Committee Chairperson may be replaced by the Chair at any time.
 - (b) Each Standing and Special Committee shall have not less than two members in addition to the Chairperson. They shall be appointed by the Chair after consultation with the Committee Chairperson. In making committee appointments, consideration shall be given to the geographical location of members, in the interest of improving and expediting the work of the committees.
 - (c) The Chairperson of any 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 Chairperson of any committee, except the Nominating Committee, may appoint additional members to the committee with the approval of the Chair.
- 6.4 SECTION POLICY.** No action of a committee establishes a policy of this Section unless it has been submitted to, and approved by, the Executive Board.
- 6.5 COMMITTEE REPORTS.** Each standing and Special Committee shall report both orally and in writing at both the Annual and Mid-Winter Meetings of the Section.

ARTICLE 7. AMENDMENTS

These By-Laws shall be effective immediately upon adoption, and may be amended at any meeting of the Young Lawyers Division. Notice of any intended amendment shall be given either by direct mail or e-mail to substantially all of the members, or by publication in the *Vermont Bar Journal*, and in either event, on at least fifteen days notice. An amendment shall be adopted only upon the affirmative vote of at least two-thirds of the members present and voting at such meeting, provided that any amendment shall be effective only insofar as it is consistent with the Constitution of the Vermont Bar Association.