

# VERMONT BAR ASSOCIATION

## CONSTITUTION

*General Revision of 1976, As Amended, February, 1977; September, 1978; March, 1981; September, 1981; March, 1982; September, 1983; March, 1985; July 19, 1985; September 27, 1986; September 14, 1990; March 21, 1992; September 18, 1992; September 16, 1994; September 19, 1997; September 17, 1999; September 8, 2000; October 2, 2004; March 18, 2005; October 5, 2007; September 23, 2011; September 21, 2012; March 20, 2015; March 23, 2018*

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## **I. NAME AND PURPOSES**

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This Association shall be called “Vermont Bar Association.” Its purposes are to assist the members in improving the practice of law, to cultivate the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to elevate the standards of the legal profession, to cherish a collegial spirit among its members, and to perpetuate their memory.

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## **II. MEMBERS AND MEMBERSHIP MEETINGS**

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Any member of the Bar of the Supreme Court of the State of Vermont and any full- or part-time professor of law, while serving as such at an American Bar Association accredited law school, located in the State of Vermont, who is not admitted to the practice of law in this State, and any Judge who presides in Federal and State Courts in the State of Vermont, may become a member of the Association upon application and approval by a majority vote of the members of the Board of Managers present and voting at any Board of Managers Meeting, and upon payment to the Treasurer of the Association dues.

Upon application and approval by a majority vote of the members of the Board of Managers present and voting at any Board of Managers meeting, and upon payment to the Treasurer of the Association dues, the following are eligible to apply for associate non-voting membership in the Association:

- a. students enrolled at an accredited law school for no less than a half-time course of study;
- b. graduates of accredited law schools who intend to take or retake the Vermont administration of the Uniform Bar Examination within one year of applying for Association membership or renewal thereof;
- c. registrants in the Vermont Supreme Court’s Law Office Study Program, who have completed at least one year of study;
- d. individuals who have passed the Uniform Bar Examination and who have applied for admission by examination or transferred Uniform Bar Score to the bar of the Vermont Supreme Court and who are awaiting admission;
- e. individuals licensed to practice law in another jurisdiction who have applied for admission without examination in Vermont and who are awaiting admission;
- f. individuals licensed to practice law and in good standing in any U.S. jurisdiction;
- g. individuals admitted and in good standing in a foreign jurisdiction;
- h. paralegals who are voting members of the Vermont Paralegal Organization or who are certified as paralegals by a Vermont attorney according to standards adopted by the Board of Managers\*; and,
- i. any other person who has an interest in the law and whose membership the Board of Managers determines to be in the interests of the Association.

There shall be an Annual Meeting of the Association on such days in September or October of each year as the Board of Managers shall determine. A Mid-Year Meeting of the Association shall be held on

such days in March, April, or May of each year as the Board of Managers shall determine. In addition to the foregoing, the Board of Managers may call special meetings of the Association and shall regularly host annual and biennial conferences and events. Notice of Annual, Mid-Year, and special meetings shall be given by the Secretary, subject to the approval of the President, and written or printed copies thereof mailed or e-mailed by the Secretary to the members of the Association not less than 20 days before the date of such meeting. This notice shall, by separate articles, specifically indicate the business to be transacted, to include the offices and the questions to be voted. It shall contain any article requested by the Board of Managers or by a petition signed by at least 25 members of the Association and filed with the Secretary not less than 30 days before the day of the meeting.

The Board of Managers may vote to include other business on the agenda of the meeting without such notice if there is not sufficient time to prepare those articles, provided such business does not include the expenditure of funds not in the normal course of business, and notice of each item is provided to each member at registration if not before.

The requirement of prior notice can be waived with respect to an item by the vote of three-fourths of the members present at the meeting if notice that the item will be raised is given to the chair at the commencement of the meeting. A business item which has not been warned with the notice of the meeting may not be passed, unless it receives a two-thirds vote of those present and voting.

Ten percent of the members in good standing of the Association, as determined five days before the opening day, of any meeting, shall constitute a quorum. The presence of a quorum shall be determined by counting the registration for the meeting. However, if less than said ten percent of the members in good standing are personally in attendance when debate on an issue is closed, a motion for a mail ballot may be made as a privileged motion, and if it is adopted by a majority vote of those present and voting, a mail ballot shall be held on the issue under rules prescribed by the Board of Managers.

Proxy voting is prohibited for all purposes at any meeting of the membership of the Association.

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### **III. OFFICERS AND BOARD OF MANAGERS**

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The officers of the Association shall be a President, President-Elect, Secretary, and Treasurer.

The Board of Managers shall consist of seventeen members of the Association as follows:

- six members elected by the Association,
  - the President,
  - the immediate Past-President,
  - the President-Elect,
  - the Secretary,
  - the Treasurer,
- three members selected by the Young Lawyers' Division annually, and
- a member selected by the Women's Division annually, and a member selected by the Nonprofit and Government Lawyers' Division annually, and a member of the judiciary, who is a voting member of the Association, appointed by the Board of Managers biennially.

Nine members shall be a quorum.

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## **IV. NOMINATION OF OFFICERS AND BOARD MEMBERS**

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Prior to the Mid-Year Meeting, the President, with the concurrence of the Board of Managers, shall appoint a Nominating Committee to nominate members of the Association to fill all vacancies on the Board of Managers. Such Committee shall consist of not less than ten members. A majority shall constitute a quorum. The immediate Past-President shall, if present, be Chair of the Committee and shall have a vote.

The Committee may nominate a member of the Nominating Committee for an office, but in that event, the Committee member whose name is proposed for nomination shall abstain from the vote upon the proposed nomination.

The Committee shall make a written report of its nominations and of the acceptance of each nominee. The written report shall be filed with the Secretary of the Association at least 50 days before the Mid-Year Meeting.

The Secretary shall notify all Association members at least 45 days before the Mid-Year Meeting of all persons nominated by the Nominating Committee and of the acceptance of each nominee.

After the report of the Nominating Committee is made, nominations for any office may be made by petition of not less than twelve members in good standing of the Association, filed with the Secretary at least 20 days before the Mid-Year Meeting.

The Secretary shall notify all Association members at least 10 days before the Mid-Year Meeting of all persons nominated by petition and the acceptance of each person so nominated.

Nominations from the floor shall be permitted for all offices.

The Nominating Committee shall perform such other duties as the Board of Managers may request, including nomination for any vacancy in nominations previously made.

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## **V. ELECTION AND TERM OF OFFICE**

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At the Mid-Year Meeting each year:

- A. The President-Elect, Secretary, and Treasurer shall be elected to serve one-year terms that commence at the next Annual Meeting. The President-Elect, upon completion of a one-year term, shall become President and serve a one-year term. The President, upon completion of a one-year term, shall become Immediate Past-President and serve a one-year term. The same person shall not be elected President-Elect two years successively. The Secretary and Treasurer shall serve until the first meeting of the Board of Managers after their successors take office.

If the President vacates office prior to the expiration of the President's term, the President-Elect shall become President and the office of President-Elect shall be filled by vote of the membership, upon nomination by the Nominating Committee, at the next Annual, Mid-Year, or special Meeting. If, the President-Elect vacates office prior to the expiration of term, and without becoming President, the membership shall fill the vacancy at the next Annual, Mid-Year, or special Meeting in which there is time to effectuate an election within the terms of the Constitution.

- B. In even numbered years, three elective members of the Board of Managers shall be elected for a term of two years; in odd numbered years, three elective members of the Board of Managers shall be elected for a term of two years. In the event there is a vacancy in the elective members of the Board, not filled by the Board as provided in Article X, there shall also be elected a member to fill the unexpired term. The elective Officers and Board Members shall commence their duties forthwith upon the adjournment of the next Annual Meeting.
- C. The Association Delegate to the American Bar Association House of Delegates shall be elected for such term as is prescribed by the Constitution of the American Bar Association, and such election shall be held at the Mid-Year Meeting next preceding the date of the expiration of the term of office of the person then holding such position. In the case of a vacancy in such office or while such Association Delegate is acting as State Delegate, the President of the Association may designate or certify (by letter, telegraph or telephone) to the Chair of the House of Delegates of the American Bar Association the member of this Association, not excluding the President, to fill such vacancy for such interim period.
- D. The election for any office in which there is more than one candidate nominated shall be by ballot. The candidate who receives the most votes wins. If there is a tie, there shall be an immediate run-off between the candidates who tie. If a run-off election results in a tie, there shall be another immediate run-off. In elections involving more than 2 candidates, if no candidate receives at least one-half of the votes cast on a first ballot, an immediate run-off election between the two candidates who receive the highest number of votes will determine the winner.

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## **VI. PRESIDENT AND PRESIDENT-ELECT**

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The President shall preside at all meetings of the Association, but in the President's absence, or at the President's request, the President-Elect, an Ex-President, or another member of the Board of Managers shall preside. The President shall perform such duties as are ordinarily performed by the President of such an Association.

The President shall be Chair of the Board of Managers. In the event of the death, resignation, absence, or inability to act of the President, the President-Elect shall perform all the duties of the President.

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## **VII. SECRETARY**

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The Secretary shall keep a record of the proceedings of all meetings of the Association, a correct roll of the members, and shall be custodian of its records and, with the concurrence of the President, shall conduct its correspondence and discharge such other duties as shall be required of the Secretary by the Association or by the Board of Managers. The Secretary may, with the concurrence of the President, delegate to the Executive Director any of the above-stated duties, but such delegation shall not diminish the Secretary's responsibility therefore.

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## **VIII. TREASURER**

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The Treasurer shall collect and disburse the monies of the Association and discharge such other duties as shall be required of the Treasurer by the Association or by the Board of Managers, and shall give such security for the faithful performance of the Treasurer's duties as the Board of Managers shall require.

The Treasurer may, with the concurrence of the President, delegate to the Executive Director any of the above-stated duties, but such delegation shall not diminish the Treasurer's responsibilities therefore.

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## **IX. EXECUTIVE DIRECTOR**

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The Executive Director, who need not be a member of the Association, shall be appointed by and hold office at the pleasure of the Board of Managers and shall perform such duties as shall be assigned by the President and the Board.

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## **X. BOARD OF MANAGERS**

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The Board of Managers shall manage the affairs of the Association, subject to the provisions of the Constitution, and may fill vacancies in office until the next membership meeting, except that of the President-Elect. It shall also be its duty to annually examine and report upon the account of the Treasurer and cause said account to be audited annually and at such other times as it deems fit. It shall annually report to the Association.

The Board of Managers may, by resolution adopted by a majority of the Board, constitute an Executive Committee of the Board and specify its authority and responsibility. Such Committee shall report its actions at the meeting of the Board of Managers next following the meeting or meetings of the Executive Committee.

The members of the Board of Managers and the Executive Committee may participate in a meeting of the Board or the Executive Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting.

Meetings of the Board of Managers shall be run in accordance with Robert's Rules of Order.

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## **XI. COMMITTEES & SECTIONS**

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The Board of Managers shall establish and disband such committees and sections of the Association as it, from time to time, deems necessary and appropriate.

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## **XII. WOMEN'S DIVISION**

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- A. **Organization.** The Women's Division shall consist of all members of the Vermont Bar Association who enroll as members of the Division, and shall be governed by such bylaws as are adopted and amended by a majority vote of its membership present at any meeting duly called for that purpose and approved by the Board of Managers.
- B. **Purpose.** The purpose of the Women's Division shall be to further the development of the law within the field of women and the law, to formulate and engage in educational and related activities, to sponsor and encourage scholarship in this field, to provide a forum for the exchange of ideas and opinions, and to make reports and recommendations to the membership or Board of Managers of the Vermont Bar Association.

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### **XIII. YOUNG LAWYERS' DIVISION**

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- A. **Organization.** The Young Lawyers' Division shall consist of all members of the Vermont Bar Association in good standing until the later of the two following dates:
- The conclusion of the Mid-Year Meeting first following the member's thirty-seventh birthday; or
  - The conclusion of the Mid-Year Meeting first following the member's tenth anniversary of admission to practice law within the State of Vermont.
- B. **Purpose.** The purpose of the Division shall be to stimulate the interest of young lawyers in the purposes of the Vermont Bar Association, to carry on activities which will be of assistance to young lawyers in the practice of the law, and to make reports and recommendations to the membership or Board of Managers of the Vermont Bar Association.
- The division shall be governed by such bylaws as are adopted and amended by a majority vote of its membership present at any meeting duly called for that purpose and approved by the Board of Managers.

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### **XIV. NONPROFIT AND GOVERNMENT LAWYERS' DIVISION**

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- A. **Organization.** The Nonprofit and Government Lawyers' 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 nonprofit entity. The Division shall be governed by such by-laws as are adopted and amended by a majority vote of its membership present at any meeting duly called for that purpose and approved by the Board of Managers.
- B. **Purpose.** The purpose of the Division shall be to stimulate the interest of government and nonprofit lawyers in the Vermont Bar Association and its objectives; to carry on educational and advocacy activities relating to: the improvement of the structure and function of government; the advancement of the public interest, and the practice of law by government and nonprofit lawyers; to: sponsor and encourage scholarship in the field of public and nonprofit practice of law; provide a forum for the exchange of ideas and opinions; encourage law students and law clerks to seek employment in public service positions; and make reports and recommendations to the membership and Board of Managers of the Vermont Bar Association.

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### **XV. ASSOCIATION POLICY**

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No action of a committee, section or division establishes a policy of this Association, unless it has been submitted to and approved by the Board of Managers. However, a committee, section or division may take a position on a matter of public concern and may communicate such position, with prior notice to the President, to a legislative committee or administrative board or others, provided that it shall be clearly stated that such position is that of the committee, section or division and not of the Association.

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### **XVI. ASSOCIATION DUES**

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Annual Association dues shall be set by the Board of Managers and payable with the application for or renewal of membership.

No person who is in default in the payment of Association dues for a period of more than seventy-five days shall be a member of the Association unless the Board of Managers, for good cause shown, votes to waive or set a special condition regarding said dues.

No dues shall accrue against a member who shall have been a member of the Association for a period of forty years and shall have attained the age of seventy-five years. Said members shall be referred to as Members Emeritus.

Any member of the Bar of the Court of Last Resort of any jurisdiction may be elected an Honorary Member. The Judges of the United States Courts in this State and the Justices of the Supreme Court of this State shall be eligible for Honorary Membership without payment of dues. Honorary Members shall have no vote in the affairs of the Association.

Members of the Association who have left and do not practice law in Vermont may become out of state members by paying the annual dues set for out of state membership.

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## **XVII. EXPULSION AND SUSPENSION**

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- A. **Association Members.** A final order of the Vermont Supreme Court disbaring, or suspending a member of the Association for a violation of the Rules of Professional Conduct shall automatically terminate the member's membership in the Association. The member may not apply for re-admission to the Association until a final order of the Vermont Supreme Court reinstates the member's license to practice law. Any member may be suspended or expelled by the Board of Managers for misconduct in the profession or in relation to the Association.
- B. **Board Members and Officers.** The Board of Managers may, by vote of at least nine members present at a Board meeting, remove any Board Member or Officer and declare the position vacant for any of the following reasons:
1. failure to substantially fulfill the expectations of a Member or Officer of the Board of Managers;
  2. a final order of the Vermont Supreme Court publicly reprimanding, suspending, or disbaring the Member or Officer for a violation of the Rules of Professional Conduct;
  3. an order of the Vermont Supreme Court transferring the Member or Officer's law license to disability inactive status;
  4. an order of the Vermont Supreme Court placing the Member or Officer's law license on interim suspension; or
  5. a criminal conviction.

No such vote shall be taken unless the Member or Officer is provided written notice of the basis for the vote at least 14 days in advance of the Board meeting and is provided an opportunity to address the Board at the meeting or, in the alternative, to provide the Board with a written response to the notice.



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## **XVIII. AMENDMENTS**

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This Constitution shall go into effect immediately and can be amended only by a two-thirds vote of the members present at an Annual, Mid-Year, or special meeting of the Association, after notice in writing of the proposed amendments shall have been given in the notice of the meeting given by the Secretary.

*\* Standards Adopted by the Board of Managers for Associate Membership in the Vermont Bar Association*

*For the purposes of associate membership, the following definition of a paralegal/legal assistant shall apply:*

*A paralegal/legal assistant is a person qualified through education, training or work experience to perform substantive legal work that requires knowledge of legal concepts and is customarily, but not exclusively, performed by a lawyer. This person may be retained or employed by a lawyer, law office, governmental agency, or other entity or may be authorized by administrative, statutory or court authority to perform this work.*

*Associate membership is open to paralegals/legal assistants who meet the following criteria:*

- 1. The paralegal/legal assistant has not been convicted of the unauthorized practice of law in any state.*
- 2. The paralegal/legal assistant meets one of the following educational criteria:*
  - a. A baccalaureate degree, plus completion of an educational program for paralegals, plus 6 months in-house paralegal training; or*
  - b. An associate's degree (or equivalent number of credit hours), plus completion of an educational program for paralegals, plus 1 year in-house paralegal training; or*
  - c. An associate's degree with concentration in paralegal studies, plus 1 year in-house paralegal training; or*
  - d. A high school diploma, plus completion of an educational program for paralegals, plus 2 years in-house paralegal training; or*
  - e. A baccalaureate degree, plus 1 year in-house paralegal training; or*
  - f. An associate's degree (or equivalent number of credit hours), plus 2 years in-house paralegal training; or*
  - g. A high school diploma, plus 4 years in-house paralegal training*

*Latest Rev. March 23, 2018*