

**BYLAWS
WOMEN'S DIVISION
VERMONT BAR ASSOCIATION**

As Revised 18 March 2005

ARTICLE I

Name and Purpose

Section 1. The name of this division shall be the Women's Division.

Section 2. The purpose of this Division shall be to promote the objects of the Vermont Bar Association within the field of women and the law and, to that end, to further the development of the law within that field and all its branches, to formulate and extend the study of this field of law, to engage in educational and related activities, to inform and assist members of the Bar in all matters pertaining to the subject matter of this Division, to sponsor, encourage and promote scholarship in that field and all its branches, provide a forum, where appropriate with other disciplines and with governmental and private bodies, for the exchange of ideas and opinions, to serve as a spokesman for the Vermont Bar Association if approved by the Board of Managers, and to simplify and improve the application of justice in this field, all in conformity with the constitution and bylaws of the Vermont Bar Association.

ARTICLE II

Membership

Section 1. Any member of the Vermont Bar Association upon request of the Secretary of this Division shall be enrolled as a member of this division.

ARTICLE III

Officers

Section 1. The officers of the Division shall be a Chair, a Vice Chair, Secretary and Treasurer.

Section 2. Each officer of the Division shall hold office for term beginning at the close of the annual meeting of the Division following the mid-winter meeting of the Division at which he/she was elected and ending at the close of the next succeeding annual meeting of the Division, and until his/her successor shall have been elected and qualified. But officers elected in the course of such term to fill a vacancy shall serve only until the close of the next annual meeting of the Division, unless later elected for a regular term.

Section 3. The officers of the Division shall be elected in the manner hereinafter provided.

Section 4. There shall be an Executive Committee, which shall consist of the Chair, Vice Chair, Secretary, and Treasurer.

ARTICLE IV

Elections

Section 1. Before the mid-winter meeting of the Division, the Chair shall appoint a Nominating Committee of three members of the Division not candidates for office.

The Nominating Committee shall before the mid-winter meeting submit its nominations for the offices of Chair, Vice Chair, Secretary and Treasurer. At the mid-winter meeting of this Division nominations may be made by Division members from the floor.

Section 2. All elections may be by voice vote unless the presiding officer shall direct, or any member shall demand, a vote by ballot.

ARTICLE V

Liaison with the Continuing Legal Education Committee and the Public Affairs Committee

Section 1. The Chair shall represent the Division as a member of the Continuing Legal Education Committee and the Public Affairs Committee of the Vermont Bar Association. The Chair may, at his/her discretion, appoint a member of the Division as his/her designee to act in his/her stead as a member of each of these committees. It shall be the responsibility of the Chair or an appointee to represent the Division in each of these committees and to provide an effective liaison between the Division and these committees.

ARTICLE VI

Duties of the Officers

Section 1. Chair - The Chair shall preside at all meetings of the Division and of the Executive Committee. He/she shall formulate and present at each annual meeting of the Vermont Bar Association a report of the work of the Division for the then past year. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. Vice Chair - Upon the death, resignation or during the disability of the Chair or upon his/her refusal to act, the Vice Chair shall perform the duties of the Chair for the remainder of the Chair's term except in case of the Chair's disability and then only during so much of the term that the disability continues. The Vice Chair shall perform such other duties as the Chair shall delegate to him/her.

Section 3. Secretary - The Secretary shall keep a true record of the proceeding of all meetings of the Division and of the Executive Committee. The Secretary shall maintain a record of the current membership of the Division. He/she shall be responsible for the preservation of all books, papers, documents and other papers of the Division. He/she shall perform such further duties and have such further powers as may be designated by the Chair of the Executive Committee.

Section 4. Treasurer - The Treasurer shall be the chief fiscal officer of the Division and the custodian of its funds, securities and property. The Treasurer shall have such other powers, duties and authority as may be prescribed by the Chair of the Executive Committee from time to time.

ARTICLE VII

Duties and Powers of the Executive Committee

Section 1. The Executive Committee shall have general supervision and control of the affairs of the Division subject to the provisions of the Constitution and Bylaws of the Vermont Bar Association and the Bylaws of this Division. During the interval between meetings of the Division, the Executive Committee shall have full authority to

act for the Division in any way in which the Division itself would be authorized to act, and any such action taken by the Executive Committee pursuant to this provision shall be reported to the members of the Division at the next annual meeting of the Division. The Executive Committee shall authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Division.

Section 2. The Executive Committee may authorize the Chair to appoint committees from Division members to perform such duties and exercise such powers as the Executive Committee may direct, subject to the limitations of these Bylaws and the Bylaws of the Vermont Bar Association.

Section 3. The Executive Committee, during the interim between annual meetings of the Division, may fill vacancies in its own membership or in the office of Vice Chair, Secretary, or Treasurer, or, in the event of a vacancy in both the office of Chair and Vice Chair, then in the office of Chair. Members of the Executive Committee, and officers, so selected shall serve until the close of the next annual meeting of the Division.

Section 4. A majority of the Executive Committee shall constitute a quorum and all binding acts of the Executive Committee shall be by a majority vote of the whole Executive Committee.

Section 5. Members of the Executive Committee, when personally present at a meeting of the Executive Committee, shall vote in person, but when absent, may communicate their vote in writing or by telephone, upon a proposition, to the Secretary and have it counted with the same effect as if cast personally at such meeting.

ARTICLE VIII

Meetings

Section 1. The annual meeting of the Division shall be held during the annual meeting of the Vermont Bar Association, in the same city or place as such annual meeting of the Vermont Bar Association, with such program and order of business as may be arranged by the Executive Committee.

Section 2. Special meetings of the Division may be called by the Chair upon approval of a majority of the Executive Committee, at such time and place as the Executive Committee may determine.

Section 3. The members of the Division present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Division shall be by majority vote of the members present and voting thereon.

ARTICLE IX

Conflict of Interest

To avoid criticism based on assertion of possible conflict in interest or bias because of professional representation of a client or the appearance thereof, all members of the Division in acting in furtherance of Division activities should observe the following:

Section 1. All activities should be conducted in a way which will give due recognition to competing points of view.

Section 2. No Division member should take any position on any Division activity where, by reason of his representation of a client, a conflict of interest or bias might reasonably be thought to exist, unless the fact of such representation has been fully disclosed.

Section 3. All Division officers and chairmen of committees shall at all times be alert to require compliance with these rules.

ARTICLE X

Miscellaneous Provisions

Section 1. The Fiscal Year of the Division shall be the same as that of the Vermont Bar Association.

Section 2. All bills incurred by the Division shall be approved by the Chair or his/her delegate.

Section 3. No salary or compensation shall be paid to any officer or member of the Executive Committee.

Section 4. Any resolution adopted or action taken by this Division may, on request of the Division to any meeting of the Vermont Bar Association for the Association's action thereon.

ARTICLE XI

Amendment

These Bylaws may be amended at any annual meeting of the Division by a majority vote of the members of the Division present and voting, provided that no amendments so adopted shall become effective until approved by the Board of Managers of the Vermont Bar Association.