

## **Proposed Amendments to Vermont Bar Foundation Bylaws**

As Approved by the VBF Board of Directors  
May 10, 2016 and August 26, 2016

### **ARTICLE VI.        COMPOSITION OF BOARD OF DIRECTORS**

The affairs of the Foundation shall be governed by and conducted under the direction of a Board of Directors consisting of thirteen Directors. The directors shall be as follows:

- (a) Six Directors elected for a two-year term from voting districts as set forth in Article VII;
- (b) Two Directors appointed by the Vermont Supreme Court for a two-year term;
- (c) Two Directors consisting of 1) the President of the Vermont Bar Association (VBA) or a designee, who must be a member of the VBA and the Foundation, appointed by the VBA President for a one-year term; and 2) one member of the VBA Board of Managers as selected biennially by that Board for a two-year term;
- (d) Three Directors elected for a two-year term by the Board of Directors of the Foundation. These Directors need not be members of the Foundation.

The terms of Directors shall commence following the adjournment of the annual meeting of the Foundation. In order to facilitate staggering of terms, one of the Directors first appointed by the Vermont Supreme Court after the adoption of this Article, as determined by the Court, and one of the Directors first elected by the Board of Directors after the adoption of this Article, as determined by the Board, shall serve a one-year term. Thereafter, all Directors appointed by the Vermont Supreme Court or elected by the Board of Directors shall serve a two-year term. No member of the Board may serve more than three consecutive terms on the Board, except that membership based on being President of the Vermont Bar Association shall not be considered in determining the maximum number of terms a Board member may serve. Additionally, if a member of the Board is selected as President-Elect at the start of the final year of the member's third consecutive term, he or she may remain on the Board the following year to serve a term as President. Vacancies on the Board of Directors may be filled by a majority vote of the Board for the unexpired term except that a vacancy in an elected position shall be filled by a member with an office in the district for which the position was elected and a vacancy in a position appointed by the Vermont Supreme Court or the Vermont Bar Association shall be filled by the appointing body for the unexpired term.

The Board by vote of a majority of those present at a meeting may remove any of its members, and declare the position vacant, for failure to attend two consecutive meetings of the Board without having been excused therefrom by the President. The action shall be effective only if the question of removal of the Director is contained in the agenda for the meeting.

**ARTICLE IX.        NOTICE OF BOARD MEETINGS, TRANSACTION OF BUSINESS, INDEMNIFICATION**

The Board of Directors shall meet at least ~~twice~~four times in each fiscal year. Notice of the time and place of each meeting and an agenda of the subjects to be acted upon shall be given by U.S. mail, electronic mail, or by telephone not less than seven calendar days prior to the designated meeting time. All business shall be transacted by majority vote of the Directors in attendance, in person, or by telephone, or by any other similar communication platform or application, at any meeting. Seven members of the Board shall constitute a quorum for the transaction of business. Any action taken in the absence of a quorum shall become effective (1) upon written assent thereto by a majority of the entire Board of Directors, delivered to the Secretary of the Foundation, or (2) by ratification at a subsequent meeting of the Board.

Between regularly scheduled meetings of the Board, a mail, e-mail, or telephone ballot on any pending matter may be called for by the President, and any proposed action shall become effective upon written assent thereto by a majority of the entire Board of Directors delivered to the Secretary of the Foundation.

The Executive Committee or any four members of the Board may, for good cause, call an emergency meeting of the Board. Notice of such an emergency meeting may be less than seven calendar days and shall, if possible, be made by the Executive Director. So long as the notice goes to all members, there shall be no quorum requirement. Any action taken by the Board at an emergency meeting of less than seven Board members shall be treated in the same manner as an action taken by the Executive Committee and reported to the full Board at its next meeting for review.

No member of the Board may vote on any matter involving the distribution of Foundation funds to a corporation, association or other organization of which the Board member is an officer, employee or member of its governing board.

To the fullest extent authorized by Vermont law, and provided that the status of the corporation as a tax exempt entity under section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future tax code) is not affected thereby, the Foundation shall indemnify any

Director or officer, or former Director or officer, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such Director or officer, and any liability incurred in such action, suit or proceeding.

## **ARTICLE X.           OFFICERS**

At the first meeting of the Board following the start of the fiscal year~~annual meeting of the Foundation~~, the Board shall elect from among its existing members the following officers for the ensuing year: ~~President, Vice-President-Elect~~, Secretary, and Treasurer. No board member shall be elected to one of these offices unless he or she is eligible to remain on the Board through the fiscal year. At said meeting, the President-Elect from the prior year shall assume the office of President. If the prior year's President-Elect is unable to serve, the Board shall elect a President from among its members. The term of all officers shall be for one year. Members may serve multiple, consecutive terms as Secretary or Treasurer. If an officer is unable to complete his or her term, the Board shall elect a new member to fulfill the officer's unexpired term.

The offices of President, President-Elect, Secretary, and Treasurer shall constitute the Executive Committee of the Board, which may, on an ad hoc basis, exercise some or all powers of the Board between regularly scheduled meetings on emergency issues, problems, and initiatives. Actions taken by the Executive Committee shall be reported to the Board at the earliest possible convenience via e-mail or similar communication. Any such action taken by the Executive Committee shall remain valid until the next meeting of the full Board at which time the Board shall approve, modify, reverse, or ratify the actions.

## **ARTICLE XI.           DUTIES OF PRESIDENT**

Upon assuming office,~~The~~ the President shall preside at all meetings of the Board and shall initiate such other actions as he or she deems appropriate in the conduct of the affairs of the Foundation, consistent with its Articles of Association and the within By-Laws. In the absence of the President, the ~~Vice-President-Elect~~ shall act for the President.