

Vermont Bar Foundation

Proposed Amendments to the By-Laws

The following amendments were promulgated by the Governance Committee and approved by the Board of Directors on May 25, 2018. Below are marked up versions of the proposed changes and a comment of purpose.

ACTION: VBF MEMBERSHIP WILL VOTE ON September 28, 2018 DURING THE VBA ANNUAL BUSINESS MEETING.

Proposed Amendment 1

The Board of Directors proposes that Article VI be amended as follows:

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 (1) President of the Vermont Bar Association, **or designee, or (2) membership based upon being a duly elected member of the Board pursuant to Article VI(d) and the duly elected Treasurer pursuant to Article X** 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.

Purpose: This amendment removes the term limit provision from the VBA designee and the Treasurer.

Proposed Amendment 2

The Board of Directors proposes that Article X be amended as follows:

ARTICLE X. Officers

At the first meeting of the Board following the start of the fiscal year, the Board shall elect from among its existing members the following officers for the ensuing year: 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 **except that an existing Board member who has been appointed by the Board of Directors for a two year term pursuant to Article VI(d) may be elected Treasurer.** 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.

Purpose: This amendment removes the term limit from the Treasurer position.

Amendments Review and approved by the Governance Committee: May 14, 2018

Reviewed and Approved by the Board of Directors: May 25, 2018.

Submitted by: Daniel Richardson, Chair Governance Committee