

# Vermont Association for Justice

## Constitution and Bylaws

(06/07/2019)

### Article I

Name and Objectives. The name of this Association shall be the Vermont Association for Justice (hereafter "Association"). This is a nonprofit educational Association whose objectives shall be to uphold and defend the Constitutions of the United States and the State of Vermont; to promote and advance the administration of justice for the public good and trial by jury; to train in all fields and phases of advocacy; to advance the cause of those who are injured in person or property and who must seek redress therefore; and to resist the undue and constant efforts of others to curtail the rights of such injured persons.

### Article II

#### Membership.

A. Regular Members. Any lawyer licensed to practice before the Vermont Supreme Court, being of good moral character, engaged in any field or phase of advocacy and committed to the concept of fair trial, the advocacy system and a just result for the injured, the accused and those whose rights are jeopardized, is eligible for membership in the VTAJ. Provided, however, that no person shall be eligible for membership or continue membership who regularly or consistently represents the defense in personal injury or workers compensation matters, or who is affiliated with a firm which regularly or consistently represents the defense in such matters. "Regularly or consistently" means in excess of 10% of an individual or firm's personal injury or workers compensation representation, measured by any one or more of the following factors: percentage of gross receipts, time spent, number of matters, or number of clients represented during the past calendar year.

Regular members in good standing shall have the right to vote and hold office.

Upon application for membership each lawyer shall certify that the lawyer qualifies for membership in this Association. The President and President-Elect shall review the membership list of the Association and applications for membership to decide whether the members and applications for membership in the Association comply with the requirements for membership. If both the President and the President-Elect decide that the person is not eligible for membership, the person shall be notified in writing of the denial of their membership application or of their disqualification from membership and of their right to appeal this denial as set out hereafter. If the President and the President-Elect disagree as to whether the person is eligible for membership, the matter shall be referred to the Board of Governors of the Association ("Board") for a final determination.

Any applicant or former member shall have a right of review of his or her denial by appeal to the Board if the Board has not already been asked to consider the issue because of a split between the President and the President-Elect.

B. Sustaining Members. The Board may designate special membership categories for regular members who

pay dues in an amount greater than normal, as determined by the Board. Sustaining members in good standing shall have the right to vote and hold office.

- C. Life Members. Any active regular member of this Association who has been such a member without interruption for 40 years shall be a life member. Also, the Board may at its discretion from time to time set an amount of dues which if paid by a regular member shall thereupon entitle that member to life membership in the Association. Life members shall not be required to pay dues but shall be entitled to all rights and privileges of other regular members.
- D. Honorary Members. Any person may be elected an honorary member of the Association by the unanimous vote of all members of the Board present at a meeting of the Board. Honorary members shall not be required to pay dues nor shall they be eligible to vote or to hold any office in the Association and, therefore, shall not by virtue of their membership be deemed parties to any views, opinions or recommendations made or expressed by the Association.
- E. Student and Law Clerk Members. Any person may be admitted to membership as a student or law clerk member of the Association under procedures as adopted from time to time by the Board. Student or law clerk members shall not be eligible to vote or to hold any office in the Association.
- F. Public Service Members. Any lawyer who is employed full time in Vermont by a federal, state or local government shall be eligible for membership as a Public Service Member upon such terms and conditions as are set by the Board.
- G. Law School Faculty Members. Any lawyer whose practice of law is limited to teaching at a law school located in Vermont shall be eligible for membership as a Law School Faculty Member upon such terms and conditions as are set by the Board.
- H. Retired and Out of State Members. Any person who is retired from the practice of law or who practices law outside the state of Vermont shall be eligible for membership upon such terms and conditions as are set by the Board.
- I. Removal. Members of any type may be removed for cause from membership by a two-thirds affirmative vote of the Board present at any meeting where the issue has been placed on the agenda in advance of the meeting. A vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense. Such member, if removed, may appeal from the decision of the Board to the annual meeting of the Association, providing that notice of intent to appeal is provided to the President and the Executive Director not later than thirty (30) days following the Board's decision. If an appeal to the membership is taken, the individual's membership shall be suspended between the time of action by the Board until the membership acts at the Annual Meeting.

### **Article III**

Meetings. There shall be an Annual Meeting of the Association, the time and place to be fixed by the Board. There shall be such special meetings as shall be arranged by the Board. The Annual Meeting shall be warned in writing to all members at least 30 days prior to the date of such meeting. A quorum at the Annual Meeting shall consist of 5% of the total membership. In addition, six members of the Board or twenty members in good standing in the Association may obtain a special meeting by written petition to the Association's President, which petition shall state the issues to be addressed at the meeting. Such meeting shall be held within 30 days of the date the President receives the petition at a location to be set at an in-person or telephonic

meeting of the Board.

#### **Article IV**

Officers. The Officers of the Association shall be members in good standing and shall be elected each year at the Annual Meeting and shall consist of a President, a President-elect, a Secretary, a Treasurer, and a Parliamentarian. All officers except the President shall be nominated following the report of a Nominating Committee which shall consist of the President, the President-Elect, the Immediate Past President and two other persons named by the Board. The Nominating Committee shall report its recommendations to the Board and the membership not later than one week before the time set for the election of officers. Election will follow after nominations are received from the floor. When more than one candidate exists for a particular office or position on the Board, each candidate shall be permitted a reasonable time to speak on behalf of their candidacy during the Annual Meeting. Elections in contested races shall be held by secret ballot. The Board shall set rules for elections and shall be the final arbiter of all election issues.

The Board, by two-thirds vote of all of its members, may remove any officer for cause.

All officers also shall serve as members of the Board, as will the immediate Past President of the Association. In the event of a vacancy, the Board may fill the remaining term of the office.

The President shall appoint a CLE Director who also shall serve as Chair of the CLE Committee.

#### **Article V**

##### The Board Of Governors.

The Board of Governors shall consist of:

- The five officers; and
- All past presidents who are members of the organization; and
- So many County Governors as the Executive Committee deems necessary to represent the membership. The Executive Committee shall use as a guideline, one County Governor for every fifteen members, giving due consideration for the geographical distribution of membership.

Each County Governor will serve a term of three years.

County Governors shall be nominated following the report of the Executive Committee. The Executive Committee shall report its recommendations to the Board and the membership not later than one week before the time hereafter set for the election of such Governors. Election will follow after additional nominations are received from the floor. When more than one candidate exists for any County Governor, each candidate shall be permitted a reasonable time to speak on behalf of their candidacy during the meeting. Election in contested races shall be held by secret ballot. The Board shall set rules for elections and shall be the

final arbiter of all election issues.

Two of the Governors shall also serve as AAJ state delegates in order to comply with the AAJ constitution.

All Board members shall be encouraged to participate in as meaningful a way as possible in the Association's monthly pledge program and become sustaining members of the Association.

In subsequent terms, each Board member will serve for a period of three years. In the event of any vacancy, the Board may appoint a Governor to serve.

Past Presidents of this Association and its predecessor, the unincorporated association known as the Vermont Association for Justice, shall continue to be Board members when their term expires. Past Presidents shall be removed from the mailing list for Board members' materials and information for subsequent years unless they request that their names be maintained on the mailing list.

The Executive Director shall serve ex-officio as a member of the Board. Other ex-officio members of the Board may be elected or appointed by the Board or the President. Ex-officio members may not vote or be counted for a quorum.

The President, or in the President's absence, the President-Elect or senior officer present, shall preside over meetings of the Board. The Board shall meet at least twice a year and at such other times as the President may require or as may be requested in writing by at least four members of the Board.

Board members are required to be present at all Board meetings and serve on at least one committee. Absence from three consecutive regularly scheduled Board meetings results in automatic removal of that member from the Board. (amended 06-07-2019)

The Board may remove any Board member from the Board for cause by an affirmative vote of two-thirds of the Board present at any meeting where the fact that removal will be sought has been placed on the agenda for the meeting in advance of the meeting and a copy of the agenda is sent to the Board.

## **Article VI**

Committees. Standing, special and ad hoc committees, composed of members of the Association, but with each committee containing at least one member of the Board, may be appointed by the President or by resolution of the Board. Such committee shall have the powers conferred upon them by the President or the Board except as otherwise limited by this Constitution and By-Laws. The President or the Board also shall have the power to dissolve or change the membership of any committee.

## **Article VII**

Fiscal Matters. The Budget Committee shall prepare and propose to the Board the budget for the Association for the following fiscal year, which shall be the calendar year. The proposed budget shall be prepared and presented to the Board for action no later than the last scheduled Board meeting prior to the fiscal year for which the budget applies. The budget shall be approved, rejected or modified by the Board.

The Officers and the Executive Director shall be authorized to incur debt and pay expenses in accordance with the budget and as otherwise authorized by this Constitution and By-Laws. No commitment or expenditures of any funds of the Association shall be made by the Executive Director, any officer or member except as specifically provided in the Annual Budget unless approved by the Board. However, the Executive Committee may authorize the expenditure of funds by the Executive Director for uses other than those previously approved by the Board provided such expenditures do not exceed the total budget approved by the Board and such expenditure is for the good and welfare of the organization. The Board at its discretion shall be authorized to spend funds in addition to the budget for the good and welfare of the organization.

No officer or member shall be paid for services or expenses unless approved in the Annual Budget or by the Board.

### **Article VIII**

Power of the Board. The Board shall have full power and ultimate control over the editorial policy, the form and content, and the physical production, publication and distribution of any publications.

The Board shall be the governing body of this Association and shall direct its affairs.

The Board shall have the power to hire and fire the Executive Director and specify the Executive Director's duties and functions.

A quorum shall be one-third of the members of the Board of Governors exclusive of Past Presidents. However, Past Presidents shall be counted for the purpose of establishing a quorum at any meeting for which a quorum is necessary.

### **Article IX**

The President. The President-Elect shall assume the office of President automatically upon the conclusion of his or her predecessor's term or upon the vacancy of the office of President. The President's term of office shall be deemed to be concluded upon the adjournment of the Annual Meeting.

The President shall preside at all meetings, shall direct the affairs of the Association with the advice and consent of the Executive Committee and the Board, and shall appoint all committees that the President deems advisable or that the President may be directed by the Board to appoint.

### **Article X**

President-Elect. During the absence or inability of the President to render and perform the President's duties or exercise the President's powers, as set forth in these By-Laws, the President-Elect shall perform the duties of the President; when so acting, the President-Elect shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President. Upon the expiration of the term of the President or upon the occurrence of a vacancy in the office of the President, the President-Elect shall become president of the Association. The President-Elect shall be, or shall have been within the last five (5) years, a

member of the Board at the time that person is nominated for the office of President-Elect.

#### **Article XI**

Secretary. The Secretary shall perform such duties as the Secretary is directed to perform by the President and the Board.

#### **Article XII**

Treasurer. The Treasurer shall take charge of and collect all dues and other funds of the Association and shall keep a true and correct account of all receipts and disbursements. Withdrawals of the funds of the Association shall be made only as authorized by the Board except as provided for in Article VII.

#### **Article XIII**

Past President. The Past President shall perform such duties as are assigned to the Past President by the President and as are set out herein.

#### **Article XIV**

Executive Director. The Board shall appoint an Executive Director when financial and other conditions warrant and shall fix the Executive Director's compensation and set out the Executive Director's duties. The Executive Director shall be the chief executive officer of the Association, shall perform the duties of secretary to the Board, and shall be responsible for recording minutes of Board meetings and Executive Committee meetings. The minutes shall be open for inspection by any member of the Association. The Executive Director also shall perform other such duties as may be required by the President and the Board.

#### **Article XV**

Executive Committee. The Executive Committee shall have the power to make decisions concerning the administration of the Association. Whenever the Board has not set Association policy on a matter, or Association policy is unclear, or the Executive Committee believes that Association policy should be changed, then it shall make recommendations to the Board for appropriate action. The Executive Committee shall hold meetings as called by the President. The Executive Director of the Association shall act as secretary during these meetings, and shall prepare minutes of each meeting to be submitted to the Board.

The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer, the Secretary, the Parliamentarian and two other members of the Board to be elected annually by the Board at the first meeting following the Annual Meeting. The Executive Director shall serve as an ex-officio member.

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require.

Any vacancy occurring on the Executive Committee shall be filled by the Board.

#### **Article XVI**

Terms of Office. The term of office of the President, the President-Elect, the Treasurer, the Secretary and the Parliamentarian shall be one (1) year or until their successor is elected.

#### **Article XVII**

Dues. Dues for all classes of membership shall be set by the Board and shall be payable annually on or before the first day of January each year. The Board may authorize the proration of dues for periods of less than one year.

Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and shall forfeit all rights and privileges of membership.

No dues shall be refunded to any member who terminates for any reason.

#### **Article XVIII**

Governing Rules at Meetings. All meetings of the Association and the Board shall be governed by Robert's Rules of Order. Meetings shall be in keeping with democratic principles and traditions, so that each member may have any opportunity to be heard and present his or her views for consideration by the entire body.

#### **Article XIX**

Amendment. The Constitution and By-Laws may be amended by any Annual or Special Meeting of the membership specifically warned for that purpose by a two-thirds vote of the members present and voting at such meeting. Amendments may be proposed by any member of the Association by submitting the same in writing to the President or Secretary not less than two weeks prior to the Annual or Special Meeting. All proposed amendments duly submitted shall be circulated to the entire membership in written form at least one week prior to the Annual or Special Meeting.