

VERMONT LAW SCHOOL ALUMNI ASSOCIATION BYLAWS

ARTICLE I. MEMBERSHIP

A. Regular. All Vermont Law School (VLS) graduates and former students qualify as voting members of the Association. Third year students, past or present faculty and staff members, and the President and Dean, or their designee, may be nonvoting members of the Association.

B. Honorary Members. The Board of Directors may elect honorary members of the Association on nomination by any regular member. Honorary members shall be nonvoting members.

ARTICLE II. OFFICERS

A. The officers of the Association shall be a President, Vice President, Secretary, and any other officers as the Board of Directors may determine. All officers shall be elected from the Board of Directors annually by a majority of the directors present at the annual meeting.

B. Duties and powers.

1. President. The President shall serve as Chair of the Board of Directors, Chair of the Executive Committee, preside at all meetings of the Association and the Board, call special meetings, appoint the Chairs of all committees, and serve as ex-officio member of all committees.

2. Vice President. The Vice President shall act as a liaison among committees, serve as Chair of the Nominating Committee, serve as an ex-officio member on all other committees, perform the duties of the President in his or her absence or disability and shall perform such other duties as the President or the directors shall assign.

3. Secretary. The Secretary shall be the official correspondent of VLSAA and shall be responsible for recording and/or preparing the minutes of the meetings of VLSAA and the Board. The Secretary will work with the Staff Liaison to accomplish the foregoing. In the absence or disability of both the President and the Vice President, the Secretary shall perform their duties. The Secretary shall perform such other duties as the President or the directors shall assign.

4. Additional Duties. In addition to the foregoing enumerated duties and powers, the several officers shall perform such other duties and exercise such other powers as may be provided in these bylaws or as the Board of Directors may from time to time prescribe.

ARTICLE III. BOARD OF DIRECTORS

A. Members.

1. The Board of Directors shall consist of nine (9) members at large, one of whom shall be an MSEL/MSL/MELP graduate of VLS with no other VLS degree; six (6) members at large appointed by the President in accordance with Article III.B.2. of these bylaws; two (2) Alumni Trustees elected in accordance with Article III.B.3. of these bylaws; and one (1) representative elected in accordance with Article III.B.4. of these bylaws by each regional alumni organization recognized by the directors.
2. The President and Dean, VLS Board of Trustees and President of the Student Bar Association may be nonvoting, ex-officio members of the Board.

B. Terms of Board Members.

1. Nine (9) members at large shall serve staggered three-year terms, with at least three (3) being elected each year.
2. Six (6) members at large shall be appointed by the President, subject to the advice and consent of the majority of the directors and shall serve for three (3) years. In nominating at large members for appointment to the Board, the President shall consider the following factors: year of graduation from Vermont Law School, personal and regional diversity, and willingness to make a financial commitment to Vermont Law School. The President shall propose director appointments, and the Board of Directors shall consider the proposed appointments, in a timely manner to permit newly-appointed directors to begin their terms on September 1st of the first year of the appointed directors' terms of office.
3. Two (2) Alumni Trustees shall be elected to be nominated for terms of three (3) years on the Vermont Law School Board of Trustees. One such member may be nominated in the year 2000 for a three-year

Adopted February 10, 1979
History of Amendments
Amended February 18, 1984
Amended February 16, 1985
Amended February 4, 1989

Amended June 10, 1989
Amended September 21, 1997
Amended May 20, 2000
Amended November 8, 2003
Amended May 17, 2008

Amended October 17, 2009
Amended March 10, 2012
Amended June 7, 2014
Amended October 18, 2014

term. Another such member may be nominated in the year 2001 for a three-year term. Thereafter, elections will be held at three-year intervals from the date of each such initial election; provided that an Alumni Trustee may be elected only for the longer of two consecutive terms or six years, and may not be reelected thereafter until he or she has ceased to be an Alumni Trustee for at least twelve months.

4. Each regional alumni organization recognized by the Board of Directors shall elect a representative to the Board for a three year term.

5. All director terms of office shall commence on September 1st of the first year of the director's term.

6. In the event a Director is elected as President for the last year of that director's term of office, that director, if not re-elected or re-appointed to a new term of office, shall be given a new one-year term of office to enable that director to serve as the Past-President member of the Executive Committee for that additional year.

C. Resignations and Vacancies.

1. Any director may resign from his or her position at any time by delivering a resignation in writing to the President, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

2. Any vacancy occurring on the Board of Directors for any reason may be filled by appointment by the President, subject to the advice and consent of the majority of the directors, at any regular or special meeting of the Board. A director appointed to fill a vacancy shall serve for the unexpired portion of the term of the predecessor.

3. Any board member who fails to attend in person or by telephone at least two of the three regular meetings or participate in at least two of three teleconference meetings in the last year of the member's term year shall be ineligible for re-election to the board. Excused absences shall not be counted as failure to attend or participate provided the

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President or the Alumni Relations Office is notified of the excused absence prior to the meeting.

D. Alumni Trustee.

1. The Alumni Trustees shall submit a written report, in advance, and provide a verbal report at each Annual or regular Board meeting on the non-confidential activities of the Board of Trustees.
2. The Alumni Trustees shall submit written reports and shall offer to provide verbal reports to the Board of Trustees on the activities of the VLSAA and its Standing Committees.

E. Regional Alumni Organizations

1. No later than forty-five days prior to the Annual Meeting, each Regional Alumni Organization seeking to be recognized by the Directors will submit a letter to the President indicating that Regional Alumni Organization meets any minimum requirements set by the Regional Organizations Committee. The letter will include contact information for that Regional Alumni Organization's representative to the Board.
2. The President with the advice and consent of a majority of the directors, at any regular or special meeting of the Board will recognize all Regional Alumni Organizations meeting the requirements of paragraph 1 of this subsection.

F. Staff Liaison.

The Board shall request the Director of the Alumni Relations Office to designate a member of the Alumni Relations staff to serve as "Staff Liaison" to the Board of Directors of VLSAA. This person will not be a member of the Board of Directors and will not have a vote.

ARTICLE IV. MEETINGS

A. Annual Meeting.

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1. The Annual Meeting of the Association shall be held in the fall or at such time and place as the directors may determine.

2. Notice of the Annual Meeting of the Association shall be sent by the VLS Alumni Relations Office to Association members and be posted on the VLS Alumni website at least two weeks before the meeting. Seven of the members of the Board of Directors whether present in person or by telephone, shall constitute a quorum for the transaction of business and shall be eligible to vote at any Annual Meeting. All Association members entitled to vote pursuant to Article I.A present in person at the Annual Meeting shall be entitled to vote on any agenda item.

B. Meetings of Directors.

1. Three regular meetings of the directors shall be held each year at times and places determined by the directors to encourage maximum attendance. All meetings shall be announced with at least two weeks notice and an agenda sent to all Board members.

The President will also schedule teleconference meetings to be held between regular meetings of the directors, on an as-needed basis.

2. Special meetings may be called by the President or on the written request of two-thirds (2/3) of the Board. All meetings shall be announced with at least one weeks notice and an agenda sent to all Board members. No other business except that on the agenda may be conducted at a special meeting.

3. Regular and special meetings of the Board are open to all VLSAA members.

4. Seven of the duly qualified members of the board shall be present in person or by telephone to constitute a quorum for the transaction of business.

5. Any director may participate in any meeting of the Board of Directors or the Annual Meeting by means of a telephone conference

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call or any means by which all persons participating in the meeting are able to hear each other.

C. Action in the Absence of a Meeting

If the President or other officer in the absence of the President determines that immediate action by the Board of Directors is required in the interest of the Association, and that it is impossible or impractical to obtain the written consent of the Board prior to the date action is required, the President or other officer may direct that the Board be polled by telephone or other electronic device concerning the proposed action. If a majority of the Board consents through the polling to the proposed action, such action shall be a valid council action as though it had been authorized at a meeting of the Board of Directors.

ARTICLE V. COMMITTEES

A. An Executive Committee shall consist of the officers and two members at large elected by a majority of the directors present at the annual meeting, one of whom shall be the immediate Past President for at least the one year following the expiration of a President's term. It shall coordinate and direct the affairs of the Association during the intervals between Board meetings and shall provide guidance and proposals to the Board on all governance matters.

B. Standing Committees.

1. The Board shall establish standing committees as needed to accomplish the purposes of VLSAA.

2. The President shall appoint the Chair of each committee except as provided in Art.II.B.2. Standing committees are: 1) Development; 2) Nominating &; 3) Regional Groups & Events. In accordance with Art.II.B.2, the Vice President shall be the Chair of the Nominating Committee.

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3. Each Standing Committee shall submit a written report to the Board, in advance of each regular Board meeting, on the status of the Committee's activities.

4. Membership on each committee is open to the membership at large but must include at least one Board member. The President of the Board, and President & Dean of VLS or his or her designee are ex-officio members of each committee.

C. The President shall establish ad hoc committees as needed to accomplish the purposes of the VLSAA and shall appoint the chairs of those committees

ARTICLE VI. ELECTIONS

A. Nominating Procedures.

1. The Nominating Committee together with the Staff Liaison shall develop a procedure for nominating persons for open positions.

2. The Nominating Committee shall solicit nominations from the membership, determine whether the nominees meet the qualifications identified in the solicitation for nominations and are willing to serve. The Board shall approve the slate of candidates for the ballot, and the Board's decision shall be final.

3. Alumni Trustee Qualifications: Alumni Trustees must have previously served at least one complete term as a Regular member, pursuant to Art.II.B.1 or 2, on the VLSAA Board to be eligible to be a candidate for the position of Alumni Trustee.

4. The Alumni Relations Office shall prepare and distribute ballots to all eligible voting VLSAA members, receive and record the completed ballots, tabulate the election results, and notify the Board of the election results. As Chair of the Nominating Committee, the Vice President shall oversee, approve, and assist with all election procedures and activities.

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5. No nominated candidate may run for more than one office at a time.

B. The Election.

A plurality shall determine the outcome of all elections. In the event of a tie or insufficient vote, there shall be a runoff election between the top two vote receiving candidates for a position.

ARTICLE VII. REMOVAL FROM OFFICE

Removal from office shall be only upon written charges and after fair hearing by two-thirds (2/3) vote of the Board of Directors present, with a quorum requirement of two-thirds (2/3) of the noncharged Directors. The charged party shall be disqualified from voting.

ARTICLE VIII. AMENDMENT

Pursuant to Article VII of the Vermont Law School Alumni Association Constitution as amended September 21, 1998, these bylaws may be adopted and amended at any meeting of the Board of Directors by a two-thirds vote of the directors present and voting provided that each director receives written notice of the proposed amendments at least two weeks before the meeting.

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