

## **Bylaws of the Vermont Chapter National Academy of Elder Law Attorneys**

### **ARTICLE I. Name and Territorial Limits**

**Section 1.** This organization shall be known as the Vermont Chapter of the National Academy of Elder Law Attorneys.

**Section 2.** The territorial limits of this chapter shall be confined to the State of Vermont. These shall not be changed unless permission shall first have been obtained from the governing body of the chapter currently having jurisdiction in such territory and the Board of Directors of the National Academy of Elder Law Attorneys.

### **ARTICLE II. Objectives**

**Section 1.** The objectives of this chapter shall be:

- a. To provide continuing legal education on current elder law topics/issues.
- b. To encourage involvement in the Academy
- c. To promote networking among Academy members
- d. To enhance membership growth in the Academy
- e. To advocate locally on behalf on issues of concern to NAELA and the Chapter
- f. To support grassroots activities of the Academy

### **ARTICLE III. Classes of Membership**

**Section 1.** Classes of membership shall be identical to those described in the current Bylaws of the National Academy of Elder Law Attorneys. All applicants who qualify for membership in the Academy also qualify for membership in any local chapter.

### **ARTICLE IV. Admission to Membership and Resignation**

**Section 1.** Applicants for membership shall be admitted to membership under the following procedure: An application for membership, signed by the

applicant attesting to the accuracy of the information presented, shall be submitted to the Academy indicating desired membership in the chapter. The application will be accepted based on the Academy's criteria of membership and remission of the appropriate dues and fees.

**Section 2.** Active membership shall automatically cease in the following situations:

- a. Any member whose membership is revoked by the Academy Board of Directors;
- b. Any member who ceases to meet the Academy's membership criteria;
- c. Any member who fails to pay dues within the defined time constraints;

**Section 3.** An active or inactive member may resign from this Chapter. The resignation shall be submitted in writing to the Academy office.

**Section 4.** Any person whose membership in this Chapter has been terminated in any manner shall forfeit all rights to use or possess any funds or other property belonging to this Chapter, and all right to use the name, emblem or other insignia of this Chapter.

## **ARTICLE V. Officers**

**Section 1.** The Officers of this Chapter shall be a President, a President-Elect, an Immediate Past President (except in the chapter's first year of operation), a Secretary, and a Treasurer. The office of the Secretary and Treasurer may be filled by the same person.

**Section 2.** Each officer shall be a member in good standing.

**Section 3.** All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

**Section 4.** The duties of the officers shall be as follows:

- a. The President shall be the executive officer of this Chapter, and shall preside over all meetings of this Chapter and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees and shall serve as the chief liaison to the National Academy of Elder Law Attorneys. He or she shall perform such other duties as usually pertain to the office of President.

- b. The President-Elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President or the Board of Directors. It shall be the primary responsibility of the President-Elect, with the advice of the Board of Directors, to anticipate the duties of the President during the next chapter year and to prepare for submission to the Board of Directors, no later than fifteen (15) days after advancement to the office of President, committee appointments and recommended goals and objectives.
- c. The Immediate Past President shall perform such duties as may be assigned by the President or the Board of Directors.
- d. The Secretary shall be responsible for keeping the records of membership, attendance, membership dues and minutes of the meetings of the Chapter and the Board of Directors. This person shall submit a report at the annual meeting of this Chapter and at such other times as the President or the Board of Directors may require. He or she shall submit to the proper officials and committees, or to this Chapter, all communications received from the National Academy of Elder Law Attorneys. The Secretary shall submit all official reports required by the National Academy of Elder Law Attorneys and laws governing the conduct of this Chapter's activities.
- e. The Treasurer shall be responsible for receiving all funds paid to this Chapter, shall deposit such funds in the Chapter's official depositories, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall sign or countersign all checks, shall at all times have the chapter's accounts and books open to inspection by the President, the Board of Directors, and any authorized auditors. The Treasurer shall make a report at the annual meeting of this Chapter and at such other times as the President of the Board of Directors may require; and shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Chapter.

## **ARTICLE VI. Chapter Staff**

- Section 1.** By action of the Board of Directors, the chapter may hire staff, for such period, such compensation, and with authority, duties, facilities and assistance as the Board of Directors may determine. He or she shall have no vote and shall, at the direction of the Board of Directors, be the administrative head of the local headquarters.

## **ARTICLE VII. Board of Directors**

- Section 1.** The Board of Directors shall consist of the officers and two (2) elected Directors.
- Section 2.** Each Director shall be a chapter member in good standing.
- Section 3.** Terms of Directors shall be staggered to assure continuity of the chapter board.
- Section 4.** In the Chapter's first year of operation, two Directors shall be elected, one for a one year term and the other for a two year term. Thereafter, the term of office of all directors shall be two (2) years, or until their successors shall be duly elected and qualified. Directors shall take office on the first day of July of the year of their election.
- Section 5.** The Board of Directors shall determine the policies and activities of this Chapter, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees, and have general management of the Chapter and its affairs.
- Section 6.** The Board of Directors shall meet at least annually and at the call of the President. Meetings of the Board shall be held at such time and place as the Board shall determine.
- Section 7.** Meetings may be called and set by teleconference or other electronic means, and meetings of the Board, held in person or by teleconference or other electronic means shall require a quorum. A quorum shall consist of 51% of the current Board.
- Section 8.** In view of the small size of the Board of Directors, no provision is being made in these initial Bylaws for the creation of an Executive Committee, composed of a subset of Board members.
- Section 9.** The construction and interpretation of the Bylaws by the Board of Directors shall, in the absence of prior interpretation and subject to subsequent interpretation by the NAELA Board of Directors, be final.
- Section 10.** Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

## **ARTICLE VIII. Nominations and Elections**

**Section 1.** The election of Officers and Directors by the members of the chapter, at the option of the Board of Directors, shall be held

at the annual meeting of this Chapter,

Or

by mail or e-mail ballot immediately prior to the annual meeting.

The Chapter Secretary shall preserve hard copies of the ballots as part of the Chapter records.

**Section 2.** At least two (2) months prior to the date of the annual meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to solicit, and prepare nominations and to have general charge of the election, including the preparation, distribution, collection and counting of the ballots.

**Section 3.** The Nominations and Elections Committee shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. Nominees selected by the Committee shall be published in the chapter newsletter or special bulletin and distributed to all Active members of this Chapter at least one month prior to the annual meeting.

In addition, nominations from the membership may be presented at the annual meeting provided that written notice shall have been received by the secretary of this Chapter at least thirty (30) days prior to the annual meeting or the mailing of ballots to the membership.

**Section 4.** A simple majority of ballots will elect officers and directors

at the annual meeting.

Or

by mail or e-mail ballot immediately prior to the annual meeting.

Ballots may be received by the Secretary and/or facilitated through the Office of Chapter Administration. Where election occurs by mail or e-mail, completed ballots shall be accepted no later than seven days prior to the annual meeting. Completed Ballots can be faxed or mailed or e-mailed to

the Secretary and/or Office of Chapter of Administration for tallying.

**Section 5.** The nominee for each office receiving a majority of all votes cast shall be declared elected. An additional ballot or ballots shall be taken if necessary to determine which of two or more candidates receiving an equal number of votes shall be elected. Voting shall not be cumulative.

**Section 6.** In the case of a vacancy in the office of President, the President-Elect shall succeed to the office. In the case of a vacancy in the office of other officers as defined in Article VII, Section 1, or Director, such office shall be filled by the Board of Directors at a regular or special meeting of the Board as soon as possible after such vacancy has occurred. A vacancy on the Board of Directors, not including an Officer position, that occurs within four months prior to the annual election shall be filled by the normal election process.

**Section 7.** For the first meeting of the Chapter, in 2008, the Steering Committee from the formation of the Chapter, prepared a slate of nominees for the President, President-Elect, Treasurer/Secretary and the Directors to submit to the membership. Ballots were sent to the membership by e-mail on April 16, 2008, with a return date of May 19, 2008. The term of these first officers shall run through July 1, 2009, or until their successors shall be duly elected and qualified.

## **ARTICLE IX. Committees**

**Section 1.** There shall be the following standing committees:

- a. Membership
- b. Programming
- c. Finance
- d. Nominations & Elections
- e. Public Policy

**Section 2.** The members of each standing committee shall serve for a term of one year, commencing on the first day of July.

All committee chairs shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or the Board of Directors may direct.

- Section 3.** Special committees may be appointed by the President, with the majority approval of the Board of Directors, and shall perform such duties as may be directed by the President.

## **ARTICLE X. Duties of Standing Committees**

- Section 1.** The Membership Committee shall study and recommend to the Board of Directors ways and means of attracting and retaining membership, of meeting standards and requirements as prescribed in the Bylaws of this Chapter.
- Section 2.** The Programming Committee shall aid in the promotion and development of continuing legal education in current elder law issues.
- Section 3.** The Finance Committee shall assist the Treasurer in overseeing the handling of all chapter funds.
- Section 4.** The Nominating Committee shall fill vacancies on the Board of Directors and nominate candidates for Board vacancies in accordance with these Bylaws.
- Section 5.** The Public Policy Committee shall monitor state legislative and administrative developments as well as pertinent court decisions and communicate public policy issues to chapter members and NAELA's Public Policy Committee. This committee shall have a process to facilitate state and national grassroots initiatives and encourage chapter members to communicate with their state and U.S. House and Senate legislators and if feasible, develop state lobbying efforts on behalf of the chapter.

## **ARTICLE XI. Meetings of the Membership**

- Section 1.** This Chapter shall hold a minimum of two meetings per year on a date and at such time and place as shall be determined by the Board of Directors. It may hold other such meetings as the Board of Directors or membership may desire. Meetings may be held in person or by electronic communications, such as, but not limited to, teleconferencing or internet-based realtime meeting services.
- Section 2.** The annual meeting of this Chapter shall be held in connection with the regular meeting. The membership of this Chapter shall be given at least

two (2) weeks written notice of the date and place of all meetings.

**Section 3.** Action may be taken upon a majority vote of those present at any chapter meeting. The Academy's Resolution Process shall prevail over Chapter Policy Statements.

## **ARTICLE XII. National and State Affiliation**

**Section 1.** In recognition of the values of cooperation available to this Chapter and its members through its privileges and rights of participation in the government and activities of the National Academy of Elder Law Attorneys, it is hereby declared a major policy of this Chapter to exercise fully those privileges and rights, and to discharge promptly all lawful obligations imposed upon it by the Academy.

**Section 2.** The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Academy of Elder Law Attorneys.

**Section 3.** The Board of Directors shall provide for the prompt payment of all dues and other indebtedness to the National Academy of Elder Law Attorneys and the State Chapter.

## **ARTICLE XIII. Revenue**

**Section 1.** Each member of this Chapter shall pay annual dues as set by the Board of Directors.

## **ARTICLE XIV. Finance**

**Section 1.** The fiscal year of this Chapter shall begin on the first day of January of each year.

**Section 2.** Not later than the fifteenth day of September of each year, a budget of estimated income and expenditures for the following fiscal year shall be adopted by the Board of Directors.

**Section 3.** The Chapter's book of accounts shall be reviewed at least once each year.

The reviewers may be a group of members or an outside entity so appointed by the Board of Directors.

**Section 4.** The Board of Directors shall determine the official depository or depositories for Chapter funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

**Section 5.** Upon dissolution of this chapter, all remaining assets shall be transferred to the National Academy of Elder Law Attorneys.

#### **ARTICLE XV. Rules of Order**

**Section 1.** *Roberts Rules of Order* (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

#### **ARTICLE XVI. Approval of Bylaws and Amendments**

**Section 1.** Any amendment of these Bylaws, if in conformity with the policy of the National Academy of Elder Law Attorneys, may be adopted by a two-thirds (2/3) vote of the members present at any meeting of this Chapter; provided that written notice of the proposed amendment shall have been given to the members at least one month prior to the meeting, and further provided further that a quorum is present at the meeting. A quorum is equal to at least one-half of the active members of the Chapter.

**Section 2.** Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by the Chapter and the National Academy of Elder Law Attorneys. True copies of these Bylaws and all such amendments shall be made available by the Secretary of this Chapter to the Chapter Administrator and the National Academy of Elder Law Attorneys.

#### ~~**ARTICLE XVII. Indemnification**~~

~~**Section 1. Indemnification of the chapter shall have the following form:**~~

~~The chapter shall indemnify, to the extent of insurance coverage, any individual who is made a party to any action, suit, or proceeding, whether civil, criminal, or administrative, by reason of the fact that he or she is or~~

**ARTICLE XVII. Indemnification**

**Section 1. Indemnification of the chapter shall have the following form:**

The chapter shall indemnify, to the extent of insurance coverage, any individual who is made a party to any action, suit, or proceeding, whether civil, criminal, or administrative, by reason of the fact that he or she is or was a director or officer of the chapter, if the conduct of the individual was in good faith; the individual reasonably believed that his or her conduct was in the best interests of the chapter, or at least not opposed to its best interests; and, in the case of a criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

Vermont Statutes, Title 11B on Nonprofit Corporations includes the following:

§ 8.52. MANDATORY INDEMNIFICATION

Unless limited by its articles of incorporation, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation against reasonable expenses, reasonably incurred by the director in connection with the proceeding.

APPROVED: By members at the October 7, 2008 meeting  
Dianne Rosen Palmerine, President of VT NAELA  
DATE: 10/20/08  
LOCATION: Shelburne, VT