

VERMONT FOSTER/ADOPTIVE
FAMILY ALLIANCE, INC. BY-LAWS
Amended June 8, 2023

ARTICLE 1

Section 1.1 NAME AND PRINCIPAL OFFICE

- a) The legal name of this alliance shall be the VERMONT FOSTER/ADOPTIVE FAMILY ALLIANCE, INC. The trademark name is VFafa.
- b) The principal office of the Alliance shall be located in the district of the Treasurer.

ARTICLE 2

Section 2.1 PURPOSE

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The purpose of the Vermont Foster/Adoptive Family Alliance shall specifically be to:

- a) Advocate on behalf of foster, kincare and foster adoptive families.
- b) Advocate on behalf of children.
- c) Promote better understanding and raise public consciousness of foster care, kincare and foster adoptive issues.
- d) Support recruitment and retention of foster, kincare and foster adoptive families.
- e) Encourage, promote and coordinate support services, education, and trainings for families.
- f) Promote collaboration among foster, kincare and foster adoptive families, community services, child welfare agencies, legislative bodies and governmental agencies for the benefit of foster, kincare and foster adoptive families.
- g) Conduct activities which are exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

ARTICLE 3

Section 3.1 MEMBERSHIP, DONORS, AND PARTNERS

- a) Alliance Partners: All licensed foster parents, kincare providers and foster adoptive parents which includes persons in the process of being licensed are represented by the Alliance.

b) Governance and Supporters:

1. Alliance Voting Members: This membership tier includes all persons, agencies, or organizations that join the organization and have currently paid dues. Upon payment of dues, voting membership shall be conveyed to member former and current foster parents, former and current kincare providers, foster adoptive parents, private agencies or organization of foster parents, social services workers interested in supporting the goals of the Alliance. Benefits include access to Alliance conferences, financial support for foster children, and voting in annual Officer elections for the Executive Committee. Voting members shall have access to all information and mailings related to the Alliance's activities.
 2. Alliance Board Members: This tier of membership is described in Article 5 below.
 3. Alliance Executive Committee Members: This tier of membership is described in Articles 4 and 5 below.
 4. VFafa Honorary Members: This membership may be awarded by the Alliance Board. The benefit of this membership includes attending meetings and conferences and receiving mailings. This membership does not include voting rights.
 5. VFafa Supporters: This tier is the largest tier and includes any Alliance Partner, donor, or institutional or individual supporter that chooses to donate or volunteer with the Alliance in order to continue the Alliance's important work. VFafa Supporters will be added to marketing and general communications lists and will be included in any informational or resource mailings.
- c) A Voting Member who is four (4) month or more delinquent on the payment of dues owed to the Alliance shall have their membership and voting privileges suspended or terminated upon fifteen (15) days prior written notice and an opportunity for the member to provide a written submission to the Alliance Board on the matter not less than five (5) days before the suspension or termination effective date. A member may have their voting privileges reinstated by providing notice to the Alliance which indicates the dues have been paid in full. Alliance dues are due annually on or before the last day of March.

ARTICLE 4

Section 4.1 OFFICERS

Officers of the Alliance shall be a President, Vice President, Treasurer and Secretary. An Officer must also be an Alliance Voting Member at the time of election and remain a Voting Member through their term of office.

All officers shall:

- a) Either be licensed or formerly licensed foster parents and/or kincare provider in the State of Vermont and/or have served as Board members.
- b) After leaving office, or being removed, each Officer shall deliver all books and/or records to

the incoming Officers before the next meeting.

- c) The offices of President, Vice-President, Secretary and Treasurer shall be for a two-year term which shall commence at the first Board meeting following the Annual Meeting.
- d) In the absence or inability of an Officer to complete their term as elected, the Alliance Board shall select an individual to serve in place of such Officer until the next Annual Meeting.

Section 4.2 OFFICER RESPONSIBILITIES

- a) The President shall be the Chief Executive Officer of the Alliance. The President shall preside at all meetings of the Voting Membership and shall act as Chairperson of the Alliance Board. Under the oversight of the Alliance Board, the President shall be responsible to see that all the requirements of these by-laws, applicable Vermont State Statutes and all results of the Voting Membership election and directives of the Alliance Board are faithfully enforced. The President shall be responsible for the general management and supervision of the affairs and operation of the Alliance, including signing all contracts or obligations at the direction of the Alliance Board. The President shall work in conjunction with the State of Vermont Department for Children & Families/Family Services to coordinate and avoid any conflicts with any position they share.
- b) The Vice President shall act as President during the absence or disability of the President. The Vice President shall also perform any other duties, which shall from time to time be delegated by the President or the Alliance Board.
- c) The Secretary shall act as clerk of all meetings of the Voting Members and the Alliance Board. The Secretary shall serve as the historian of the Alliance and keep a record in archive (both electronically and hard copy) of all said meetings. The Secretary will disburse minutes of all said meetings, as appropriate, at the next scheduled Alliance Board meeting.
- d) The Treasurer shall be responsible for monitoring the custody of all Alliance funds, which shall be kept and handled through accounts at a banking institution as determined by the Alliance Board. The Treasurer shall be responsible for the collection of dues and for the depositing of all Alliance funds to the Alliance's checking or savings accounts. The Treasurer shall present to each meeting of the Alliance Board and/or Voting Membership a financial statement of the Alliance funds. The Treasurer shall be responsible for obtaining and maintaining adequate insurance for the Alliance. The Treasurer will have the financial records examined by a licensed accountant annually as directed by the Alliance Board (either a compilation, review or audit).

ARTICLE 5

Section 5.1 ALLIANCE BOARD OF DIRECTORS

- a) The Alliance Board of Directors shall be composed of
 - 1. the Alliance Executive Committee Officers as described in Article 4 Section 4.1.
 - 2. One person representing each Department for Children & Families/Family Services District to be appointed by the local District and in the absence of a local

District, the Alliance Board may appoint a representative for that District. This representative shall act as a liaison between the Alliance and the local District.

3. A maximum of eight (8) members at-large who are interested in and support the Alliance's mission and are in good standing with Alliance including their dues.
 4. The immediate Past President.
 5. A representative from the State of Vermont Department for Children and Families/Family Services chosen by the Commissioner and/or Deputy Commissioner and approved by the Alliance Board.
- b) Voting Privileges: All members of the Alliance Board will have voting privileges with the exception of the State of Vermont Department for Children & Families/Family Services representative and the Past President.
- c) Tie Vote: The President or designee will abstain from voting except in the case of a tie vote.
- d) The Alliance Board members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- e) Meetings of the Alliance Board may be held at the call of the President or Vice President on a one (1) week notice. Five (5) Alliance Board members present at a duly called Alliance Board meeting shall constitute a quorum for the transaction of business. Presence of Alliance Board members may either be in-person or via electronic presence (telephone, video, or other means). The minutes of all Alliance Board meetings shall be available to members upon request and shall be distributed at the next scheduled Alliance Board meeting. These minutes shall describe all items discussed and all actions taken; with the exception of any items discussed within an Alliance Board approved Executive Session.
- f) Action by the Alliance Board shall be taken upon majority vote of the Alliance Board making up a quorum. The Alliance Board shall also have the power by two-thirds (2/3) majority consent to suspend the voting privileges and/or remove from office any Officer or Member, after a fair and reasonable procedure, for the following causes:
1. Non-payment of Alliance dues: A member who is four (4) months or more delinquent on payment of dues owed to the Alliance. Alliance dues are due annually on or before the last day of March.
 2. Dereliction of Duties: A member whom the Alliance Board believes to be derelict in the performance of any office or Alliance Board membership, pending investigation by the Alliance Board or a committee appointed by the Alliance Board and reported to the full Alliance Board.
- g) The Alliance Board shall have the power to reinstate any Member's voting privileges, which have been suspended upon application of that member which indicates the cause for suspension has been satisfactorily corrected (see also Article 3 above).
- h) The Alliance Board shall maintain and periodically review a conflict of interest policy for the organization.
- i) Alliance Board Minutes: Minutes of the Alliance Board meetings shall be shared monthly with Alliance Board members. As VFafa Inc. Board meetings do not fall under public

meeting law in Vermont, and because the legal responsibility for meeting content falls to the Alliance Board members, meeting minutes are kept confidential.

VFAFA Alliance's Secretary is responsible for recording and sharing minutes from the meetings. Past minutes can be requested for viewing only by VFAFA Inc. Voting Members (those who are dues paying members) and the Alliance Board members at any time by sending a request to view the minutes to the VFAFA Secretary. Voting Members or Alliance Board Members are not to share Board minutes with anyone, in anyway including in print or via technology.

- j) Alliance Board Financial Reports: It is the responsibility of the Alliance Board to be ethical stewards of VFAFA assets. This includes proper management of funds as well as meeting disclosure requirements related to the IRS status, as required by law. Alliance Board Members must have access to financial information in order to fulfill their fiduciary duty to the Alliance.

Past financial reports can be requested for viewing only by VFAFA Inc Voting Members (those who are dues paying members) and the Alliance Board Members at any time by sending a request to view the financials to the VFAFA Treasurer. Voting Members or Alliance Board Members are not to share Board minutes with anyone, in anyway including in print or via technology.

Section 5.2 SELECTION OF ALLIANCE BOARD MEMBERS AND OFFICERS

- a) Alliance Officers will be elected by the general membership at the Annual meeting, except as set forth in Section 4.1(d). The President and Secretary will be elected in even years and the Vice President and Treasurer in odd years.
- b) The Alliance Board member of each Department for Children & Families/Family Services District will be selected and appointed according to local practices of their District. In the absence of a local District, the Alliance Board may appoint a representative for that District. This representative shall act as a liaison between the Alliance and the local District
- c) Nominations for a maximum of eight (8) at-large Alliance Board Members shall be made by the general membership and approved by the Alliance Board annually. Nominations shall be received by the Alliance Board, either in writing or verbally, on or before June 30th, and the Alliance Board shall approve, by vote, on or before July 31st up to a maximum of eight (8) at-large Alliance Board members.
- d) The immediate Past President shall serve for one (1) year term after leaving office as a non-voting member after such time they may be nominated as a member at-large with voting privileges.
- e) If the number of Alliance Board members, then in office, is less than a quorum, a vacancy on the Alliance Board may be filled by approval of a majority of the Alliance Board members then in office or by a sole remaining Alliance Board member. A person elected to fill a vacancy on the Alliance Board shall hold office until the next election of the Alliance Board or until their death, resignation, or removal from office.
- f) Meetings of the Alliance Board may be held at the call of the President or Vice President on a one (1) week notice. Five (5) Alliance Board members present at a duly called Alliance Board meeting shall constitute a quorum for the transaction of business. The minutes of all Alliance Board meetings shall be available to members upon request and

shall be distributed at the next scheduled Board meeting. These minutes shall describe all items discussed and all actions taken; with the exception of any items discussed within an Alliance Board approved Executive Session.

- g) The Alliance Board shall have the power by two-thirds (2/3) majority consent to suspend the voting privileges and/or remove from office any Officer or Member for the following causes:
1. Non-payment of Alliance dues: A member who is four (4) months or more delinquent on payment of dues owed to the Alliance. Alliance dues are due annually on or before the last day of March.
 2. Dereliction of Duties: A member whom the Alliance Board believes to be derelict in the performance of any office or Alliance Board membership, pending investigation by the Alliance Board or a committee appointed by the Alliance Board and reported to the full Alliance Board.
- h) The Alliance Board shall have the power to reinstate any member's voting privileges, which have been suspended upon application of that member which indicates the cause for suspension has been satisfactorily corrected (see also Article 3 above).

Section 5.4 ALLIANCE BOARD ADHOC COMMITTEES

- a) The Alliance Board may appoint committees to meet the purpose of the Alliance and delegate to them enumerated powers and responsibilities. The Alliance Board shall set the cadence as to which the committee shall report its status to the Alliance Board.
- b) The committees shall perform those duties assigned to it by the Alliance Board as well as any other business not requiring action by the full Alliance Board.
- c) The immediate Past President shall serve as a voting member of the committees. The duties of the immediate Past President shall be to serve as an advisor to the committees.
- d) One member of each committee shall be selected by that committee as the Chairperson of that committee.

ARTICLE 6

Section 6.1 VFAFA MEMBERSHIP MEETINGS

- a) Alliance Board meetings will be held monthly to conduct normal business and to vote on issues before the Alliance Board. Regular monthly meetings may be cancelled by vote of the Executive Committee. The Executive Committee will reschedule any meetings it deems necessary to cancel. Meetings of the Alliance Board may be held at the call of the President or Vice President on a one (1) week notice. Five (5) Alliance Board members present at a duly called Alliance Board meeting shall constitute a quorum for the transaction of business.
- b) The Alliance's Annual Conference and Members Meeting will be held each year between March 1st and May 31st. Notice regarding the Annual Members Meeting will be given to the current list of members, as defined in Article 3 Section 3.1, at least four (4) weeks prior to the meeting. At this meeting, two Officers will be elected (see

Article 5.2(a) above) and it will be voted upon as to whether the Alliance wishes to continue to be incorporated.

- c) Special meetings of the Alliance Board shall be called by the President upon written request of at least three (3) Alliance Board members.

Section 6.2 QUORUM

- a) Five (5) Alliance Board members present at a duly called Alliance Board meeting shall constitute a quorum for the transaction of business. The President is considered a Voting Member for the purpose of the quorum count as the President will be required to vote to break any tie.
- b) At the Annual Members Meeting the Alliance Board members and Voting Members in attendance shall constitute a quorum.

Section 6.3 PARLIMENTARY AUTHORITY

- a) The Alliance Board shall prescribe rules for the conduct of business at regular and special meetings of the members.
- b) For the purposes of decision making, the provisions of the most recent edition of ROBERT'S RULES OF ORDER shall govern.

ARTICLE 7

Section 7.1 DUES

- a) The annual dues for the Voting Members, District Representative, and private agency membership shall be voted upon at each Annual Members Meeting.
- b) One paid membership shall include all Voting Member privileges for all adult caregivers residing in a household as outlined in Article 3 above, except that such household shall have only one (1) vote.
- c) Alliance dues are due annually on or before the last day of March.

Section 7.2 BUDGET AND FINANCING

- a) The Alliance Board shall be responsible for all financial revenue and disbursements. The Treasurer's duties in respect to same are outlined in Article 4, Section 4.2(e) and includes the recording and reporting of all financial transactions.
- b) A published Treasurer's report will be available at each Alliance Board meeting.
- c) An Alliance Board member may receive compensation for services rendered in connection with the attendance at regular or special meetings, legislative meetings, meetings with Vermont Department of Children and Families, and/or other meetings as pre-approved by the Alliance Board.
- d) The Alliance may derive financing from voluntary contributions, grants, earned income, in-kind services and donations, and fundraising efforts. All financing must however conform to the 501(C)(3) regulations of the IRS Code and the State of Vermont.

- e) All distributions of any and all Alliance funds shall be made by check from the checking account held by the Vermont Foster/Adoptive Families Alliance.

ARTICLE 8

Section 8.1 BY-LAWS

- a) Unless otherwise required by the Act, the articles, or bylaws, these by-laws may be amended by a simple majority vote of the Alliance Board members present at any regular Alliance Board meeting provided that notice of such proposed amendments is furnished to the Alliance Board membership at least thirty (30) days before the date of such meeting.

Section 8.2 MAIL

- a) Vermont Foster/Adoptive Family Alliance mail will be opened only by elected officers (as described in Article 4 Section 4.1), Alliance Board members, or designated Alliance Executive Committee members.

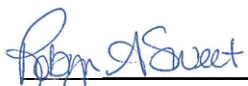
ARTICLE 9

Section 9.1 DISSOLUTION

- a) Dissolution by Alliance Board or members shall be pursuant to the Act (Section 14.02).
- b) Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
- c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Approved by the Board at a meeting on June 8, 2023.

Dated June 9, 2023.



Robyn Sweet, Secretary.