

**VERMONT FOSTER/ADOPTIVE  
FAMILY ALLIANCE, INC. BYLAWS**

**Amended April 12, 2024**

**ARTICLE 1 NAME AND PRINCIPAL OFFICE**

The legal name of this alliance shall be the VERMONT FOSTER/ADOPTIVE FAMILY ALLIANCE, INC. (“VFafa”). The trademark/assumed business name is VFafa. The principal office of VFafa shall be located in Vermont, in the district of its then-current Treasurer.

**ARTICLE 2 PURPOSE**

This Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, as amended. The purpose of VFafa 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 training 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 MEMBERS AND AFFILIATES**

**Section 3.1 MEMBERS, SUPPORTERS, AND PARTNERS**

VFafa recognizes the following categories of membership or affiliation with VFafa:

- a) VFafa Partners: All licensed foster parents, kincare providers, and foster adoptive parents which includes persons in the process of being licensed are represented by VFafa.
- b) VFafa Voting Members: All persons that join the VFafa and pay dues. Voting

Members may be former and current foster parents, former and current kin care providers, or foster adoptive parents interested in supporting the goals of VFafa. Benefits of this membership tier include access to VFafa conferences, financial support for foster children, and voting at the Annual Meeting. Voting members shall have access to all information and mailings related to the VFafa's activities.

- c) VFafa Board Members: This membership tier is described in Article 4 below.
- d) VFafa Executive Committee Members: This membership tier is described in Articles 4 and 5 below.
- e) VFafa Honorary Members: This membership tier may be awarded by the VFafa Board of Directors. The benefit of this membership tier includes attending meetings and conferences and receiving mailings. This membership tier does not include voting rights.
- f) VFafa Supporters: This tier is the largest tier and includes any VFafa Partner, donor, or institutional or individual supporter that chooses to donate or volunteer with VFafa in support of VFafa's important work. VFafa Supporters will be added to marketing and general communications lists and will be included in any informational or resource mailings.

### Section 3.2 DUES

- a) Voting Members, including those holding Board and/or Officer positions, will be assessed annual dues in an amount set by the VFafa Board. VFafa dues must be paid in advance on or before the last day of March of each year.
- b) A Voting Member who is four (4) months or more delinquent on the payment of dues owed to VFafa 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 VFafa 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 VFafa which indicates the dues have been paid in full.

### Section 3.3 RESIGNATION OR TERMINATION

- a) A member may resign at any time. If outstanding dues are owed at the time of resignation, the member will not be permitted to rejoin as a Voting Member until satisfactory arrangements have been made to bring the dues current.
- b) A member may be terminated, after notice and opportunity to be heard as provided by 11B V.S.A. § 6.31, by a majority vote of the members of the VFafa Board entitled to vote at the time.

### Section 3.4 LIABILITY OF MEMBERS

VFafa members, unless otherwise provided in these Bylaws or required by applicable law, are not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

## ARTICLE 4 BOARD OF DIRECTORS

### Section 4.1 POWERS

All corporate powers shall be exercised by or under the authority of, and the affairs of VFafa managed under the direction of, the VFafa Board of Directors.

### Section 4.2 ELIGIBILITY AND SELECTION

- a) The VFafa Board of Directors shall be composed of:
  1. The VFafa Executive Committee as described in Articles 4 and 5.
  2. A representative from the State of Vermont Department for Children and Families/Family Services.
  3. A maximum of four (4) members-at-large who are interested in and support VFafa's mission and are Voting Members in good standing.
  4. At the discretion of the Board, a representative from any organization, association, or group who supports Foster/Kincare/Adoptive families in Vermont.
- b) Members seeking election as a Board member shall state their interest and provide a candidate statement at the December Board meeting prior to the next Annual Meeting. Eligibility for election requires that the Member:
  1. Have at least 2 years of experience on a board of directors of any board within the past 10 years;
  2. Commit to attend all Board meetings unless excused by a member of the Executive Committee; and
  3. Meet any of the specialized requirements for the particular position on the Board as identified.
- c) Each representative will be nominated by their respective agency or association or group.

- d) If the number of VFafa Board members then in office is less than a quorum, a vacancy on the VFafa Board may be filled by approval of a majority of the VFafa Board members then in office or by a sole remaining VFafa Board member. A person appointed to fill a vacancy on the VFafa Board shall hold office until the next election of the VFafa Board.

#### Section 4.2 TERM

Elected Directors serve a term of four (4) years. Interim Directors appointed to fill vacancies serve until the next election date for their position. Directors may be elected for successive terms. Notwithstanding the expiration of a Director's term, the Director continues to serve until a successor is elected, designated, or appointed and qualifies.

#### Section 4.3 SUSPENSION OR REMOVAL

The VFafa Board shall have the power by two-thirds (2/3) majority consent to suspend the voting privileges and/or remove from office any Director, after notice and an opportunity to be heard, for either of the following causes:

- a) Non-payment of VFafa dues: A member who is four (4) months or more delinquent on payment of dues owed to VFafa.
- b) Dereliction of Duties: A member whom the VFafa Board believes to be derelict in the performance of any office or VFafa Board membership, pending investigation by the VFafa Board or a committee appointed by the VFafa Board and reported to the full VFafa Board.
- c) The VFafa 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).

After leaving office, or being removed, a Board member shall promptly return all books and/or records to the Board.

#### Section 4.4 LIABILITY AND CONFLICTS OF INTEREST

- a) VFafa Board members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- b) Notwithstanding Section 4.4(a), a Director who votes or assents to a distribution made in violation of the Nonprofit Corporations Act or these Bylaws is personally liable to VFafa for the amount of the distribution that exceeds what could have been distributed without violation.
- c) The VFafa Board shall maintain and periodically review a conflict-of-interest policy for the organization. VFafa Board members are subject to the conflict-of-interest policy.

#### Section 4.5 COMMITTEES

- a) The VFafa Board may appoint committees and delegate to them enumerated powers and responsibilities. At least one member of the Board must be included on each committee. The committees will provide status reports to the full Board as requested by the Board.
- b) There shall be an Executive Committee, as described in Articles 4 and 5.
- c) The committees shall perform those duties assigned to them by the VFafa Board as well as any other business not requiring action by the full VFafa Board.
- d) One member of each committee shall be selected by that committee as the Chairperson of that committee.

#### Section 4.6 STANDARDS OF CONDUCT

- a) A Director shall discharge his or her duties as a Director, including the Director's duties as a member of a committee:
  1. in good faith;
  2. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  3. in a manner the Director reasonably believes to be in the best interests of VFafa.
- b) In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  1. one or more Officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
  2. legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
  3. a committee of the board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.
- c) A Director is not acting in good faith if the Director has knowledge or a substantial reason to believe concerning the matter in question that makes reliance otherwise permitted by subsection b) of this section unwarranted.
- d) A Director is not liable for the performance of the duties of his or her office if the Director acted in compliance with this section.

- e) A Director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

## ARTICLE 5 OFFICERS

### Section 5.1 NUMBER

The Officers of VFafa shall be a President, Vice President, Treasurer, and Secretary (which together constitute the Executive Committee of the VFafa Board). A member, other than the President, may hold more than one office at a time.

### Section 5.2 ELIGIBILITY AND SELECTION

- a) VFafa Officers will be elected by the Voting Members at the Annual Meeting, except as set forth in Section 5.3(b).
- b) Either be licensed or formerly licensed foster parents and/or kincare provider in the State of Vermont.
- c) Officers must meet all the qualifications for a Board member.

### Section 5.3 TERM

- a) Elected Officers serve a four (4) year term. Except for necessary interim appointments, the terms will be staggered, such that one Officer is elected at each Annual Meeting. For clarity, the President will be elected in 2024, 2028, etc.; the Treasurer in 2025, 2029, etc.; the Secretary in 2026, 2030, etc.; and the Vice-President in 2027, 2031, etc.
- b) In the absence or inability of an Officer to complete their term as elected, the VFafa Board shall appoint an individual to serve in place of such Officer for the remainder of the term.
- c) No member shall retain the same Officer position for more than two consecutive terms.

### Section 5.4 SUSPENSION AND REMOVAL

- a) The VFafa Board shall have the power by two-thirds (2/3) majority consent to suspend the voting privileges and/or remove from office any Officer, with or without cause.
- b) The VFafa 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).

- c) After leaving office, or being removed, each Officer shall deliver all books and/or records to the incoming Officers before the next meeting.

#### Section 5.5 RESPONSIBILITIES

- a) The President is the Chief Executive Officer of the VFafa. The President shall preside at all meetings of the Voting Membership and shall act as Chairperson of the VFafa Board. Under the oversight of the VFafa Board, the President shall be responsible to see that all the requirements of these Bylaws, applicable statutes, results of the Voting Membership election, and directives of the VFafa Board are faithfully enforced. The President shall be responsible for the general management and supervision of the affairs and operation of VFafa, including signing all contracts or obligations at the direction of the VFafa 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. The President will attend meetings of any associated organizations/associations/groups, including but not limited to the New England Foster Parent meetings and the National Foster Parent Association meetings.
- b) The Vice President shall act as President during the absence or disability of the President, including attending any necessary meeting which the President is unable to attend. The Vice President shall also perform any other duties, which shall from time to time be delegated by the President or the VFafa Board.
- c) The Secretary shall act as clerk of all meetings of the Voting Members and the VFafa Board. The Secretary shall serve as VFafa's historian and keep a record in archive (both electronically and in hard copy) of all said meetings. The Secretary will disburse minutes of all said meetings, as appropriate, at the next scheduled VFafa Board meeting. The Secretary shall collect and prepare a monthly newsletter to member associations with updates from all Board members as to the status of their associations.
- d) The Treasurer shall be responsible for monitoring the custody of all VFafa funds, which shall be kept and handled through accounts at a banking institution as determined by the VFafa Board. The Treasurer shall be responsible for the collection of dues and for the depositing of all VFafa funds to VFafa's checking or savings accounts. The Treasurer shall present a financial report at each meeting of the VFafa Board and Voting Membership. The Treasurer shall be responsible for obtaining and maintaining adequate insurance for the VFafa. The Treasurer will have the financial records examined by a licensed accountant annually as directed by the VFafa Board (either a compilation, review, or audit). The Treasurer shall, at the time of election to office, have at least two (2) years of bookkeeping experience as determined by the VFafa Board.

## Section 5.6 STANDARDS OF CONDUCT

- a) An Officer with discretionary authority shall discharge his or her duties under that authority:
  - 1. in good faith;
  - 2. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - 3. in a manner the Officer reasonably believes to be in the best interests of the corporation and its members, if any.
- b) In discharging his or her duties, an Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - 1. one or more Officers or employees of the corporation whom the Officer reasonably believes to be reliable and competent in the matters presented; or
  - 2. legal counsel, public accountants, or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence.
- c) An Officer is not acting in good faith if the Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted, or has a substantial reason to believe reliance is unwarranted.
- (d) An Officer is not liable to the corporation, any member, or other person for any action taken or not taken as an Officer if the Officer acted in compliance with this section.

## ARTICLE 6 MEETINGS

### Section 6.1 GENERAL PROVISIONS

#### a) Quorum

For purposes of any meeting described in this Article 6, except an Executive Committee meeting, a quorum sufficient for the transaction of business at that meeting shall be defined as four (4) or more members of the group holding the meeting, provided at least one of those members is a member of the Executive Committee. A quorum for purposes of an Executive Committee meeting shall be three (3) or more members of the Executive Committee.



## b) Attendance

Any meeting may be held by, or the VFafa Board may permit attendance at any meeting by, means of electronic or telephonic communication that reasonably permits attendees to hear each other and participate in the meeting.

## c) Action by Written Consent

1. Any action required or permitted by these Bylaws to be taken at a meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. Each action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filed with the corporate records.
2. A consent signed under this subsection has the effect of a meeting vote and may be described as such in any document.
3. For purposes of this Section, written consent may be evidenced by an electronic communication or an electronic record.

## d) Waiver of Notice

1. A member may waive any required notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.
2. Attendance at a meeting:
  - A. Waives objection to lack of notice or defective notice of the meeting, unless the member makes timely objection to holding the meeting or transacting business at the meeting.
  - B. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member makes timely objection to considering the matter when it is presented, or when the member thereafter becomes aware that the matter has been presented.

## e) Parliamentary Authority

1. The VFafa Board shall prescribe rules for the conduct of business at meetings.
2. Unless otherwise directed by the President or Chair of any meeting, the provisions of the most recent edition of ROBERT'S RULES OF ORDER shall govern.

## f) Minutes

1. VFafa's Secretary or designee is responsible for recording and sharing minutes at any of the meetings described in this Article 6. The minutes shall describe all items discussed and all actions taken at the meeting; with the exception of any items discussed within an approved executive session.
2. Minutes shall be shared with the group holding the meeting prior to its next scheduled meeting.
3. Meeting minutes, including any financial reports, are kept confidential except as otherwise directed by the Board. Members are not to share Board minutes with anyone (except Board members and Voting Members), in any manner, including print copies or electronically.
4. Past minutes and financial reports can be requested for viewing by VFafa Voting Members in good standing and VFafa Board members at any time by sending a request to the Secretary.

## Section 6.2 MEMBER MEETINGS

## a) Annual Meeting

VFafa's Annual Conference and Members' Meeting will be held each year between March 1<sup>st</sup> and May 31<sup>st</sup> at a date and location determined by the Executive Committee. Notice regarding the Annual Members' Meeting will be given to the current list of members eligible to attend, as defined in Section 3.1, at least four (4) weeks prior to the meeting. At the Annual Members' Meeting, the Voting Members will elect Officers as provided in Article 5 and conduct such other business as is included in the notice.

## b) Special Meetings

Special meetings of the membership may be called and attended as provided in 11B V.S.A. § 7.02.

## c) Voting

Unless a greater number is required by law or these Bylaws, a vote of the majority of the Voting Members present at the meeting and entitled to vote on the issue is the vote of the Voting Members.

### Section 6.3 BOARD MEETINGS

#### a) Annual Meeting

VFAFA's Annual Board Meeting will be held each year between March 1<sup>st</sup> and May 31<sup>st</sup>. Notice regarding the Annual Board Meeting will be given at least four (4) weeks prior to the meeting.

#### b) Regular Meetings

VFAFA Board meetings will be held quarterly to conduct normal business and to vote on issues before the VFAFA Board. Meetings of the VFAFA Board may be held at the call of a member of the Executive Committee on a one (1) week notice.

#### c) Special Meetings

Special meetings of the VFAFA Board shall be called by a member of the Executive Committee on a one (1) week notice.

#### d) Voting

1. Voting Privileges: All members of the VFAFA Board shall have voting privileges with the exception of the State of Vermont Department for Children & Families/Family Services representative.
2. If there is a quorum, and unless otherwise required by law or these Bylaws, action by the VFAFA Board shall be taken upon majority vote of the VFAFA Board members present and otherwise eligible to vote on the matter at issue.
3. Tie Vote: The President or designee will abstain from voting except in the case of a tie vote.

#### e) Financial Reports: It is the responsibility of the VFAFA 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. VFAFA Board Members must have access to financial information in order to fulfill their fiduciary duty to the VFAFA.

### Section 6.4 EXECUTIVE COMMITTEE MEETINGS

#### a) Regular Meetings

The Executive Committee shall meet quarterly to conduct normal business and to vote on issues before them. Meetings of the Executive Committee may be held at the call of any member of the Executive Committee on a one (1) week notice, with a preference for Executive Committee meetings to be held one (1) week or more in advance of regular Board meetings for the purpose of setting the agenda for such Board meetings.

b) Special Meetings

Special meetings of the Executive Committee shall be called by any member of the Executive Committee on a one (1) week notice.

c) Voting

Unless a greater number is required by law or these Bylaws, a vote of the majority of the Executive Committee members present at the meeting and entitled to vote on the issue is the vote of the Executive Committee.

## ARTICLE 7 FINANCES

### Section 7.1 DUES

- a) The annual dues for the Voting Members for the next year shall be set by the VFafa Board at each Annual Board Meeting.
- b) VFafa dues are due annually on or before the last day of March.

### Section 7.2 BUDGET AND FINANCING

- a) The VFafa Board shall be responsible for all financial revenue and disbursements. The Treasurer's duties in respect to same are outlined in Section 5.5(d) and includes the recording and reporting of all financial transactions.
- b) A published Treasurer's report will be available at each VFafa Board meeting.
- c) An VFafa 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 VFafa Board.
- d) VFafa 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.

## ARTICLE 8 MISCELLANEOUS

### Section 8.1 AMENDMENT OF BYLAWS

Unless otherwise required by the Vermont Nonprofit Corporation Act, the Articles of Association, or these Bylaws, these Bylaws may be amended by a simple majority vote of the VFafa Board members present at any regular VFafa Board meeting at which a quorum is present provided that notice of such proposed amendment is furnished to the VFafa Board members at least thirty (30) days before the date of such meeting.

## Section 8.2 MAIL

VFAFA mail will be opened only by members of the Executive Committee (as described in Articles 4 and 5).

## Section 8.3 Indemnification

- a) Except as provided in subsection d) of this section, VFAFA may indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if the individual:
  1. conducted himself or herself in good faith; and
  2. reasonably believed:
    - A. in the case of conduct in his or her official capacity with VFAFA, that the Director's conduct was in its best interests; and
    - B. in all other cases, that his or her conduct was not in opposition to VFAFA's best interests; and
  3. in the case of any proceeding brought by a government entity, the Director had no reason to believe his or her conduct was unlawful, and the Director is not finally found to have engaged in a reckless or intentional criminal act.
- b) The termination of the proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this Section.
- c) VFAFA may not indemnify a Director in connection with a proceeding by or in the right of VFAFA (or any proceeding charging improper personal benefit to the Director) in which the Director was adjudged liable.
- d) Indemnification permitted under this Section in connection with a proceeding by or in the right of VFAFA is limited to reasonable expenses incurred in connection with the proceeding.
- e) A determination whether or not to indemnify shall be made by:
  1. The Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
  2. If a quorum cannot be obtained under subdivision (1) of this subsection, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or
  3. By special legal counsel selected by the Board of Directors in the manner prescribed above in (1) or (2), or by a majority vote of the full Board.

Section 8.4 Insurance

VFafa may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, or agent of VFafa against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, Officer, employee, or agent, whether or not VFafa would have the power to indemnify the person against the same liability under Section 8.3.

Section 8.5 Severability/Savings Clause

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and to this end, the provisions of these Bylaws are severable.

ARTICLE 9 DISSOLUTION

Section 9.1 DISSOLUTION

Dissolution by VFafa Board or members shall be pursuant to Chapter 14 of the Vermont Nonprofit Corporations Act.

Section 9.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION

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 and these Bylaws.

Approved by the Board at a meeting on April 12, 2024.

Dated April 12, 2024.

  
Robyn Sweet, Secretary.