

VERMONT FOSTER/ADOPTIVE FAMILY ASSOCIATION BY-LAWS
Amended April 14, 2018

ARTICLE 1

Section 1.1 NAME AND PRINCIPAL OFFICE

- a) The name of this association shall be the VERMONT FOSTER/ADOPTIVE FAMILY ASSOCIATION.
- b) The principal office of the Association shall be located in the district of the Secretary.

ARTICLE 2

Section 2.1 PURPOSE

The purpose of the Vermont Foster/Adoptive Family Association shall 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

- a) All licensed foster parents, kincare providers and foster adoptive parents which includes persons in the process of being licensed are represented by the Association.
- b) Only those persons, agencies or associations with currently paid dues shall be eligible as voting members in the Association.
- c) General Membership - Upon payment of dues, general membership shall be conveyed to foster parents, kincare providers, foster adoptive parents, private agencies, an association or organization of foster parents, social service workers or citizens interested in advocating for the goals of the Association. General members shall have access to all information and mailings related to the Association's activities.
- d) Honorary membership may be awarded by the Association. The benefits of this membership shall include auditing meetings and receiving mailings. This membership does not include voting rights.

- e) A member who is four (4) month or more delinquent on the payment of dues owed to the Association shall have their voting privileges automatically suspended. A member may have their voting privileges reinstated by providing notice to the Association which indicates the dues have been paid in full. Association dues are due annually on last day of the annual conference.

ARTICLE 4

Section 4.1 OFFICERS

Officers of the Association shall be a President, Vice President, Treasurer and Secretary. An officer must also be a member at the time of election and remain a 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, 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 his/her term as elected, the Board members shall select an individual to serve in place of such officer until the next Annual Meeting.

Section 4.2 OFFICER RESPONSIBILITIES

- e) The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the membership or of the Board. The President shall be responsible to see that all the requirements of these by-laws, applicable Vermont State Statutes and all directives of the membership and of the Board are faithfully enforced. The President shall be responsible for the general management and supervision of the affairs and operation of the Association, including signing all contracts or obligations at the direction of either the Executive Board or the Board. The President shall work in conjunction with the State of Vermont Department for Children & Families/Family Services to coordinate any position they share.
- f) 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 Board.
- g) The Secretary shall act as clerk of all meetings of the members, the Board, and the Executive Board. The Secretary shall serve as the historian of the Association 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 Board meeting.
- h) The Treasurer shall be responsible for monitoring the custody of all Association funds, which shall be kept and handled through accounts at a banking institution as determined by the Board. The Treasurer shall be responsible for the collection of dues and for the depositing of all Association funds to the Association's checking or savings accounts. The Treasurer shall present to each meeting of the Board and/or membership a financial statement of the Association funds. The Treasurer shall be responsible for obtaining and maintaining adequate insurance for the Association. The Treasurer will have the financial records examined by a licensed accountant annually as directed by the Board (either a compilation, review or audit).

ARTICLE 5

Section 5.1 EXECUTIVE BOARD

- a) The Executive Board shall be composed of the Association's officers as described in Article 4 Section 4.1.
- b) Meetings of the Executive Board may be held at the call of the President or Vice President.
- c) Three (3) officers must be present to constitute a quorum for the transaction of business. Presence of Executive Board may either be in-person or via electronic presence (telephone, video, or other means).
- d) The minutes of all Executive Board meetings shall be available to the Board members upon request. These minutes shall describe all items discussed and all actions taken.

Section 5.2 BOARD

- a) The Board shall be composed of:
 - 1. The Association's officers as described in Article 4 Section 4.1.

One person representing each Department for Children & Families/Family Services District to be appointed by the local association and in the absence of a local association, the Board may appoint a representative for that District. This representative shall serve the purpose of a liaison between the Association and the local association.
 - 2. A maximum of eight (8) members at-large who are interested in and support the Association's mission.
 - 3. The immediate Past President.
 - 4. 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 Board
- b) All members of the Board will have voting privileges with the exception of the State of Vermont Department for Children & Families/Family Services representative and the past president. The President or designee will abstain from voting except in the case of a tie vote.

Section 5.3 SELECTION OF BOARD MEMBERS

- a) Association Officers will be elected by the general membership at the Annual meeting. The President and Secretary will be elected in even years and the Vice President and Treasurer in odd years.
- b) The member of each Department for Children & Families/Family Services District will be selected according to local practices of their association.
- c) Nominations for the eight (8) at-large Board members will be reviewed and approved by the Executive Board and voted on by the full Board. Members at-large shall be reviewed annually and inactive members shall not be re-newed.
- 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) Meetings of the Board may be held at the call of the President or Vice President on a one (1) week notice. Five (5) Board members present at a duly called Board meeting shall constitute a quorum for the transaction of business. The minutes of all 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.
- f) The Board shall have the power by two-thirds (2/3) majority consent to suspend the voting privileges and/or remove from office any member for the following causes:
 - 1. Non-payment of Association dues: A member who is four (4) months or more delinquent on payment of dues owed to the Association. Association dues are due annually on last day of the annual conference.
 - 2. Dereliction of Duties: A member whom the Board believes to be derelict in the performance of any office or Board membership, pending investigation by the Board or a committee appointed by the Board and reported to the full Board.
- g) The 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.

Section 5.4 COMMITTEES

- a) The Board may appoint committees to meet the purpose of the Association and delegate to them enumerated powers and responsibilities. The Board shall set the cadence as to which the committee shall report its status to the Board.
- b) The committees shall perform those duties assigned to it by the Board as well as any other business not requiring action by the full 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 as the chairperson.

ARTICLE 6

Section 6.1 MEETINGS

- a) Board meetings will be held monthly to conduct normal business and to vote on issues before the Board. Regular monthly meetings may be omitted by vote of the Executive Board. The Executive Board will reschedule any meetings it deems necessary to cancel.
- b) The Association's Annual Meeting will be held in the spring of each year. Notice regarding the Annual 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, the by-laws will be read, and it will be voted upon as to whether the Association wishes to continue to be incorporated.
- c) Meetings of the Board may be held at the call of the President or Vice President on a one (1) week notice. Five (5) Board members present at a duly called Board meeting shall constitute a quorum for the transaction of business.
- d) The minutes of all 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.

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

Section 6.2 QUORUM

- a) The Board shall have a quorum for all meetings of at least five (5) members for any voting. Presence of Board may either be in-person or via electronic presence (telephone, video or other means).
- b) The Board and members in attendance at the annual meeting shall constitute a quorum.

Section 6.3 PARLIMENTARY AUTHORITY

- a) The Board shall have the power to prescribe rules for the conduct of business at regular and special meetings of the members. In the absence of such rules, 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 members, District Associations and private agency membership shall be voted upon at each Annual Meeting.
- b) One paid membership shall include all member privileges for all adult caregivers residing in a household.
- c) Association dues are due annually by the last day of the annual conference.

Section 7.2 BUDGET AND FINANCING

- a) The 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 Board meeting.
- c) An Officer 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 Executive Board.
- d) The Association 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 Association funds shall be made by check from the checking account held by the Vermont Foster/Adoptive Families Association.

ARTICLE 8

Section 8.1 BY-LAWS

- a) These by-laws may be amended by a simple majority vote of members present at any regular or special general membership meeting provided that notice of such proposed amendments is furnished

to the membership at least thirty (30) days before the date of such meeting.

Section 8.2 MAIL

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

ARTICLE 9

Section 9.1 DISSOLUTION

- a) In the event of dissolution, all assets must be distributed in accordance with section 1.501(c)(3) of the IRS Regulation. No assets can inure to the benefit of any individual and will be assigned as voted by consensus of the membership.