



2023 Revision

BYLAWS  
of the  
FRIENDS OF THE VERMONT STATE HOUSE, INC.

ARTICLE I

**Mission and Vision**

1. Mission: The Friends of the Vermont State House (“The Organization” or “The Friends”) celebrate, advocate for, and help steward the Vermont State House. The Friends work to ensure that the State House is recognized for its central role in our democratic institutions, as a living museum where Vermont’s rich and complicated history can be interpreted and understood, and as a source of pride where everyone feels welcome in the “People’s House.”
2. Vision: The Friends of the Vermont State House envision Vermont’s capitol as a welcoming, active, and educational resource for all. The building serves as the seat of state government where Vermonters can observe and participate in their democracy. It is a classroom in which the public explores and is challenged by our State’s rich history. It is a building that reflects Vermont’s diversity, ongoing civic discussion and decisions. It signals to young people and new Vermonters that this is their house as well. The building is cherished, and a point of

pride for Vermonters.

## ARTICLE II

### **People and Process**

1. The Friends of the Vermont State House shall be open to all those who are interested in, and who contribute to, the objectives of the organization. Such individuals shall have the right to attend any meeting and/or program of the Friends.

2. The Friends of the State House shall maintain an accessibility and inclusion plan to ensure its openness to all interested parties. The Friends of the State House shall work in partnership with the Vermont State Curator's Office, the Office of the Sergeant-at-Arms of the Vermont State House, the Legislative Advisory Committee on the Vermont State House, and other entities with similar interests in service of the Friends' mission and vision. Representatives of such partners shall be encouraged to attend meetings and programs of the Friends.

3. Primary activities include but aren't necessarily limited to: assisting with the acquisition of new works of art for the State House Collection; organizing programming consistent with the Organization's mission; promoting the State House, the Organization, and associated programming; advocating for the State House, especially as a cultural institution; assisting with the administration of volunteers related to the Building; administration of the Under the Dome Gift Shop; assisting in the creation of relevant publications; and assisting with exhibit design and interpretation as appropriate.

4. The Under the Dome Gift Shop provides funds to support the Friends commitment and

emphasizes Vermont products to thousands of tourists.

### ARTICLE III

#### **Trustees**

1. The affairs of the corporation shall be managed and controlled by the Board of Trustees.

The Trustees shall have the power to engage in any and all lawful activities which may be necessary, desirable, or useful for the furtherance or attainment of any or all of the purposes for which this corporation is organized. Specifically, the Trustees shall have the power to make all determinations with regard to the use of the corporate funds for the support of the corporate purposes. The Trustees shall have the ability to elect officers from among its members.

2. There shall be at least eight (8) Trustees. Those Trustees shall constitute a Board of Trustees.

3. At each annual meeting, the Board may elect additional Trustees, as may be necessary.

4. An elected or duly appointed Trustee shall serve a term of three (3) years with no term limits, as long as he or she continues to participate in the activities of the organization and in meetings of the Board. New Trustees shall be appointed and elected by vote of the Board.

5. Any Trustee's resignation will become effective by giving written notice to the Chair or Co-Chair.

6. Trustees are expected to attend meetings of the Board and should notify the Chair or Co-Chair if they must miss a meeting. A Trustee may be removed from office by a majority vote of the

Board of Trustees if he or she fails to attend three consecutive meetings without notice.

7. No Trustee shall receive any compensation for services as such, but may be reimbursed for out-of-pocket expenses incurred in such service.

#### ARTICLE IV

##### **Meetings**

1. The Organization shall hold its annual meeting of the Board for the election of Trustees, and the transaction of such other business as may come before the meeting. This meeting shall be held in the first quarter of the calendar year at the State House, indicated in the call of the meeting, at a date and hour fixed by the Board of Trustees.

2. Regular or special meetings of the Board of Trustees shall be held at such times and places as the Trustees, or Chair or Co-Chair, may determine.

3. Notice of meetings of the Friends of the Vermont State House, whether annual or special, shall be prominently posted on the organization's website at least 14 days prior to the meeting and shall include the purpose for the meeting. Notice shall also be delivered to each Trustee by electronic mail at least 7 days prior to any meeting.

4. All meetings of the Trustees shall be open. At any meeting, a quorum is presumed unless challenged, and if challenged shall exist if a number of Trustees equaling one-half plus one of the duly appointed Trustees are present.

5. All Trustees present via in-person, video, or telephonic attendance at any meeting of the Trustees may vote on business presented at that meeting.

## ARTICLE V

### **Officers**

1. The officers of the corporation shall consist of a Chair or Co-Chairs, a Vice Chair , Secretary, and Treasurer, who shall be elected by the Trustees at the first meeting after the annual meeting. In the event of Co-Chairs, a Vice Chair shall not be required. Said officers shall constitute an Executive Committee of the corporation. Subject to any limitations established by them, the Trustees may delegate authority to the Executive Committee.
2. All officers shall hold office for a period of one (1) year, or until their successors are elected.

## ARTICLE VI

### **Honorary Trustees**

1. Individuals may be elected as Honorary Trustees. Nominations for election as an Honorary Trustee may be made by any member of the Board of Trustees. Nominations shall be in writing, and may be presented to the Trustees at any scheduled meeting. Upon approval of the nomination by the Trustees, the nominee shall be presented to the Friends for approval and election at an annual meeting.
2. Honorary Trustees may participate in and vote on the business of the Organization.
3. Honorary Trustees are appointed for life.

## ARTICLE VII

### **Committees**

1. The Board may establish and disband standing and ad hoc committees in furtherance of the Organization's mission.. The Organization shall maintain a document articulating each of the standing committees and their respective charges.
2. Each committee will elect its own chair, who shall each be a member of the Board.
3. Trustees may choose the committee(s) on which they serve.
4. The Chair or Co-Chairs of the Board shall have ultimate authority of oversight to support the health of each committee. If, in the opinion of the of the Chair or Co-Chairs, a committee or its chair is unable to execute its charge, the Chair or Co-Chairs is authorized to intervene with regards to membership and leadership.
5. Committee membership shall be open to interested members of the community at large.

### **ARTICLE IX**

#### **Amendments**

1. These bylaws may be amended in whole or in part by the Board, in each case by a majority vote at any duly warned meeting of the Organization, provided the proposed amendments are posted on the Organization's website for review at least 14 days prior to the meeting at which they are to be considered.



Friends of the Vermont State House

Amended and Approved by Trustees May 20, 2019/2023 Revision

FRIENDS OF THE VERMONT STATE HOUSE  
MISSION STATEMENT

~~The Friends of the Vermont State House is an organization dedicated to the fulfillment of the Capitol building's full potential as the structure of first importance to Vermont. The work of the Friends is twofold in expression: conservation of the historical integrity of the structure and promotion of public understanding and appreciation of the Vermont State House, while we recognize its primary function as the seat of the Vermont State Legislature.~~

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Commented [TG1]: Replace with current mission statement

Commented [TG2R1]: Add vision statement

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BYLAWS  
of the  
FRIENDS OF THE VERMONT STATE HOUSE, INC.

ARTICLE I

~~Purpose~~ Mission and Vision

1.) Mission: The Friends of the Vermont State House ("The Organization" or "The Friends")  
celebrate, advocate for, and help steward the Vermont State House. The Friends work to  
ensure that the State House is recognized for its central role in our democratic  
institutions, as a living museum where Vermont's rich and complicated history can be  
interpreted and understood, and as a source of pride where everyone feels welcome in the  
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2.) Vision: The Friends of the Vermont State House envision Vermont’s capitol as a welcoming, active, and educational resource for all. The building serves as the seat of state government where Vermonters can observe and participate in their democracy. It is a classroom in which the public explores and is challenged by our State’s rich history. It is a building that reflects Vermont’s diversity, ongoing civic discussion and decisions. It signals to young people and new Vermonters that this is their house as well. The building is cherished, and a point of pride for Vermonters.

~~The Friends of the Vermont State House is a non-profit corporation dedicated to the fulfillment of the Capitol building’s full potential as the structure of first importance to Vermont. To accomplish this, the Friends focus on conservation and restoration of the Capitol’s historic integrity and promotion of public appreciation of the building and its collections. We work in close cooperation with the Legislature, the State Curator, and other government officials to ensure that the historic and symbolic dignity of the building continues to enhance the vital continuing function it fills~~

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## ARTICLE II

### Membership ~~People and Process~~

1. 1. ~~The Friends of the Vermont State House shall be open to all those who are interested in, and who contribute to, the objectives of the organization and shall be known as “Friends.”. Such individuals~~ Each Friend shall have the right to attend any meeting and/or program of the Friends, ~~and to hold office if elected.~~



2. \_\_\_\_\_

4. The Friends of the State House shall maintain an accessibility and inclusion plan to ensure its openness to all interested parties.

3. The Friends of the State House shall work in partnership with the Vermont State Curator's Office, the Office of the Sergeant-at-Arms of the Vermont State House, the Legislative Advisory Committee on the Vermont State House, and other entities with similar interests in service of the Friends' mission and vision. Representatives of such partners shall be encouraged to attend meetings and programs of the Friends.

4. Primary activities include but aren't necessarily limited to: assisting with the acquisition of new works of art for the State House Collection; organizing programming consistent with the Organization's mission; promoting the State House, the Organization, and associated programming; advocating for the State House, especially as a cultural institution; assisting with the administration of volunteers related to the Building; administration of the Under the Dome Gift Shop; assisting in the creation of relevant publications; and assisting with exhibit design and interpretation as appropriate.

5. The Under the Dome Gift Shop provides funds to support the Friends commitment and emphasizes Vermont products to thousands of tourists.

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## ARTICLE III

### Trustees

1. The affairs of the corporation shall be managed and controlled by the Board of Trustees.  
  
The Trustees shall have the power to engage in any and all lawful activities which may be necessary, desirable, or useful for the furtherance or attainment of any or all of the purposes for which this corporation is organized. Specifically, the Trustees shall have the power to make all determinations with regard to the use of the corporate funds for the support of the corporate purposes. The Trustees shall have the ability to elect officers from among its members.
2. There shall be at least eight (8) Trustees, ~~all of whom must be Friends at the time of election.~~ Those Trustees shall constitute a Board of Trustees.
3. At each annual meeting, the ~~Friends Board~~ may elect ~~from the membership~~ additional Trustees, as may be necessary.
4. An elected or duly appointed Trustee shall serve a term of three (3) years with no term limits, as long as he or she continues to participate in the activities of the organization and in meetings of the Board. New Trustees shall be appointed and elected by vote of the Board.
5. Any Trustee's resignation will become effective by giving written notice to the Chair or Co-Chair.
6. Trustees are expected to attend meetings of the Board and should notify the Chair or Co-Chair if they must miss a meeting. A Trustee may be removed from office by a majority vote of the

Board of Trustees if he or she fails to attend three consecutive meetings without notice.

7. No Trustee shall receive any compensation for services as such, but may be reimbursed for out-of-pocket expenses incurred in such service.

#### ARTICLE IV

##### Meetings

1. ~~Friends of the Vermont State House~~ The Organization shall hold its annual meeting of ~~Friends the Board~~ for the election of Trustees, and the transaction of such other business as may come before the meeting. Such meeting shall be held in the first quarter of the calendar year at the State House, indicated in the call of the meeting, at a date and hour fixed by the Board of Trustees. ~~Every Friend attending an annual meeting shall have the power to vote on matters that come before such meeting.~~

2. Regular or special meetings of the Board of Trustees shall be held at such times and places as the Trustees, or Chair or Co-Chair, may determine.
3. Notice of meetings of the Friends of the Vermont State House, whether annual or special, shall be prominently posted on the organization's website at least 14 days prior to the meeting and shall include the purpose for the meeting. Notice shall also be delivered to each Trustee by electronic mail at least 7 days prior to any meeting.
4. All meetings of the Trustees shall be open. At any meeting, a quorum is presumed unless challenged, and if challenged shall exist if a number of Trustees equaling one-half plus one of the duly appointed Trustees are present.
5. All Trustees present via in-person, video, or telephonic attendance at any meeting of the Trustees may vote on business presented at that meeting.

**Commented [TG3]:** Who has the power to challenge? Just trustees or anyone in attendance?

## ARTICLE V

### Officers

1. The officers of the corporation shall consist of a Chair or Co-Chairs, a Vice Chair , Secretary, and Treasurer, who shall be elected by the Trustees at the first meeting after the annual meeting. In the event of Co-Chairs, a Vice Chair shall not be required. Said officers shall constitute an Executive Committee of the corporation. Subject to any limitations

established by them, the Trustees may delegate authority to the Executive Committee.

- 2. All officers shall hold office for a period of one (1) year, or until their successors are elected.

ARTICLE VI

**Honorary Trustees**

1. \_\_\_\_\_ Individuals may be elected as Honorary Trustees. Nominations for election as an Honorary Trustee may be made by any member of the Board of Trustees. Nominations shall be in writing, and may be presented to the Trustees at any scheduled meeting. Upon approval of the nomination by the Trustees, the nominee shall be presented to the Friends for approval and election at an annual meeting.

2. \_\_\_\_\_ Honorary Trustees may participate in and vote on the business of the Organization.

3. \_\_\_\_\_ Honorary Trustees are appointed for life.

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ARTICLE VII

**Committees**

1. ~~1.~~ ~~The Trustees Board may establish and disband standing and interim ad hoc committees in furtherance of the Organization's mission, as they see fit. The Organization shall maintain a document articulating each of the standing committees~~

Commented [TG4]: Do we want to establish the expectation of the creation/maintenance of a committee job description document? What about committee chair responsibility expectations?

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~~and their respective charges. A chair of each committee shall be appointed by the Chair or Co-Chairs, and shall serve at their pleasure. Committee members shall be appointed by the Chair or Co-Chairs.~~

**Commented [TG5]:** Edit to reflect cooperations with committee members in selecting chairs, as well as oversight responsibility of chair over committee chairs

2. Each committee will elect its own chair, who shall each be a member of the Board.

3. Trustees may choose the committee(s) on which they serve.

4. The Chair or Co-Chairs of the Board shall have ultimate authority of oversight to support the health of each committee. If, in the opinion of the of the Chair or Co-Chairs, a committee or its chair is unable to execute its charge, the Chair or Co-Chairs is authorized to intervene with regards to membership and leadership.

5. Committee membership shall be open to interested members of the community at large.

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2. Subject to the provisions of Section (1) of this Article, the following standing committees currently exist: ~~Nominating, Curatorial, Education/Outreach, Development, and Budget.~~

## ARTICLE VIII

### Activities

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~~1. Primary responsibilities include preservation of the building and its historical decorative details, as well as conservation, and curatorial guidance for its collection of art, artifacts, and historical records.~~

~~2. Activities are developed to cultivate public awareness through a system of guides,~~

~~publications, advocacy, interpretive programs, and programs for increasing Civics Education for the many school groups that visit the State House.~~

~~3. — The Under the Dome Gift Shop provides funds to support both the preservation and education aspects of the Friends commitment and emphasizes Vermont products to thousands of tourists.~~

**Commented [TG6]:** This section needs work to better reflect current ongoing activities. To consider: commissioning of new work, sponsoring of prizes (VT history day eg), organizing volunteer functions, curriculum development in partnership with David's office, newsletter/promotion generally,

## ARTICLE IX

### Amendments

~~1. 1.~~ These bylaws may be amended in whole or in part by the ~~Friends of the Vermont State House~~Board, in each case by a majority vote at any- duly warned meeting of the ~~Organization~~, provided the proposed amendments are posted on the Friends' website for review at least 14 days prior to the meeting at which they are to be considered.

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