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.

BYLAWS
of the
FRIENDS OF THE VERMONT STATE HOUSE

ARTICLE I

Purpose

1. 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.

ARTICLE II
Membership

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.” Each Friend shall have the right to attend any meeting and/or program, and to hold office if elected.

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 may elect from the membership additional Trustees, as may be necessary.

4. An elected or duly appointed Trustee may 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 shall hold its annual meeting of Friends 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 month of November 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.

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 are not entitled to vote on matters coming before the Trustees, but are entitled to vote at any annual meeting as Friends.

ARTICLE VII

Committees

1. The Trustees may establish standing and interim committees as they see fit. 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.

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

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.

ARTICLE IX

Amendments

1. These bylaws may be amended in whole or in part by the Friends of the Vermont State House, in each case by a majority vote at any annual 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. Such amendments may be drafted and proposed by the Board of Trustees prior to the annual meeting.

Proposed Revisions, March 25, 2019 WFK