

Amended BYLAWS FOR AMY'S ARMOIRE
APRIL 30TH, 2024

Article I

NAME AND PRINCIPAL OFFICE

- 1) The name of the organization shall be Amy's Armoire inc.
- 2) The Principal Business Office of Amy's Armoire shall be PO Box 869, Barre, Vt. 05641, while the Principal Retail Store Front will be at 114 North Main St. Barre, Vt. 05641 and 74 South Main St. Barre, Vt. 05641 for the Donation/Family Center.

Article II

MISSION AND PURPOSE:

The mission of Amy's Armoire shall be to improve the outcomes for Vermont Foster and Foster/Adopted Children/Youth.

The purpose of Amy's Armoire shall be to:

- 1) Provide a place where the community can recycle unwanted clothes and goods to those in need.
- 2) Provide donated clothes and goods at no cost to Foster/Adoptive/Kin parents and Former Foster Youth (FFY) through Family Service vouchers and the Foster Closet.
- 3) Provide clothes and goods to financially challenged Vermonters at no cost to the families, by accepting Vouchers from partner organizations, when possible.
- 4) Charge community members low cost to purchase items so many will want to shop here.
- 5) That the organization be run by those it serves. Foster/Adoptive/Kin/Respite and birth parents, FFY and adoptees.
- 6) Promote a community of diversity, equity, and inclusion. Volunteer positions will be filled, keeping this goal in mind.
- 7) Collaborate with partner organizations to determine ways we can help children and families involved with Family Services.
- 8) Work to find ways to use revenue from the business to stabilize children in Foster/kin care or adopted through foster care by creating programs that address/fill common gaps in the system that serves them.
- 9) To promote peer support events or projects for foster/adoptive/kin parents, foster youth, and birth parents.
- 10) Develop and track measurable outcomes annually and adjust as necessary.

Amy's Armoire shall conduct activities that are exclusively within the meaning of section 501 (c) 3 of the Internal Revenue Code 1954 as the same may be amended from time to time.

Article III

MEMBERSHIP

Amy's Armoire will be a sole membership organization with a board of directors and no general membership. But any citizens with ideas are encouraged to send them to the board of directors. The Sole Membership is Amy Anderson who holds veto power and cannot be voted out.



Amy's Armoire's mission is to improve the outcomes for Vermont adopted, kin, foster children and youth.

Article IV

BOARD OF DIRECTORS

Section 1- Board Role, size, and compensation: The board is responsible for creating the overall direction of Amy's Armoire and modifying as needed. The board shall consist of up to 10 members, comprised of 7 voting members and 3 non-voting members. Board members receive no compensation for their role on the board except actual expenses.

Section 2-Board eligibility: at least 2/3 of the board members of Amy's Armoire shall either be current/former foster parents, kinship providers or Foster/adoptive parents, Former Foster Youth, or Former Birth Parents. At least one board member should be a community member with board experience.

Section 3: Terms: The Vice President, Treasurer and Secretary are on a 3-year term, in alternate years, in the following order: The Vice President in the first board meeting of 2023, The Secretary in 2024, and the Treasurer in 2025. The Board Chair with re-election term annually; The board will not have more than 50% board member positions vacant at the same time. There is no term for the President/Founder of the organization as this non-profit is being set up as a sole membership organization where the President has veto power and can't be voted off.

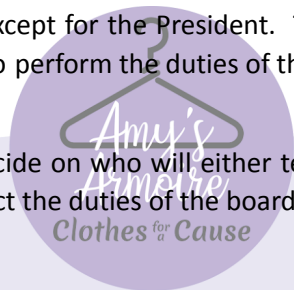
Section 4: Meetings and Notice: Board meetings will happen at least twice a year at a time mutually agreed upon by all members. Discretionary funds may be used by approval of a quorum of board members either at a meeting or by e-mail or text. Funds made via donation/auction may be spent on supplies without prior approval.

Section 5: Board elections: As the Non-profit is using Amy's name and she is the founding member, Amy Anderson will always remain a leading board member with the bulk of the day-to-day responsibilities and administrative duties. She will remain either President and possibly Executive Director. The other board members will remain board members as long as they wish to, as long as they are participating in the required semi- annual board meetings, and meetings to determine how to spend the profits. If a position becomes vacant and someone else wishes to fill it the remaining members must agree through a show of hands or saying "Aye" which can be done virtually or in person, to formally add the new person.

Section 6: Quorum: An official board meeting requires over half of the voting members to be in attendance either physically, virtually or via phone. 2 out of 3 need to agree on any business decisions with an effort to reach consensus.

Section 7: Removal from office: The Board of Directors may remove a Director with or without cause, with a vote of two-thirds (2/3) of the Directors then in office or two-thirds (2/3) of the Members at any meeting where a quorum is present, except for the President. To remove the President/Founder, there must be cause (such as being unable to perform the duties of the role) and a unanimous vote except for the acting President.

The remaining members must also decide on who will either temporarily fill in or permanently, replace the unfit member, if needed and conduct the duties of the board or decide to dissolve the organization.



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Section 8: Officers and Duties: Special Committees may be appointed by the President, subject to the approval of the Board of Directors, as the need arises. There will be 5 positions; the President, Vice President and Secretary, Treasurer and Board Chair their duties are as follows:

The President shall convene the required board meetings in the absence of the Board Chair. 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 will be responsible for ensuring any necessary paperwork filing happens including tracking the financial requirements and creating an annual report, in collaboration with or in the absence of a treasurer. The President is responsible, to see that all bills are paid and in the absence of the treasurer, financial information shared on the website at minimum – annually and shall share the financials with the board members at least quarterly. The President is responsible for establishing relationships with community partners and assisting in fundraising efforts.

The Vice President shall support the President. In the absence, incapacity or inability of the President to perform her duties, the Vice President shall exercise the power of the office of the President until such time as the President can return to their duties. The Vice President shall also have such power and perform such duties as may from time to time be determined by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings and sending them via e-mail to the other board members to confirm accuracy and make any corrections necessary. This person will compile agenda items other board members send him/her. Help create a calendar to keep required responsibilities on tasks such as the Secretary of State filing requirements and reporting deadlines.

The Treasurer shall make a report at each board meeting. The Treasurer shall be responsible for monitoring the custody of all Funds for Amy's Armoire, inc., which shall be kept and handled through accounts at a banking institution as determined by the board. The Treasurer shall assist in the preparation of the budget, taxes, help develop fundraising plans, annual reports and make financial information available to board members and the public.

Social Media - The responsibility of social media presence will be assigned to a board member with a backup board member who will have equal access to all accounts, including the business website with the 20 standards for Charity Accountability, board member profiles and contact information and the GuideStar listing kept up to date.

Section 9 – Vacancies: If a board position is vacated, a new board member will be sought by the remaining members.

Section 10- Resignation: for Documentation purposes, a resignation should be in writing from the person resigning whenever possible, if not a letter will be drafted by the other remaining members to explain the situation.



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Article V

DISBURSEMENT OF FUNDS AND FINANCIAL RESPONSIBILITIES

Section 1- Transparency: The organization will be transparent to our funders and our community about our plans, our spending, and our outcomes. These items will be readily available at the store, as well as on our website.

Section 2- Donations: Receipts for donations will just be a list of what was donated, and there will be a chart on the website for people to estimate the value for tax purposes.

Section 3- Disbursement of Funds: When funds start becoming available, we will adhere to the following process.

- A) Identify Service gaps to fill- The Board will continue to identify system gaps and possible solutions Amy's Armoire could assist with.
- B) For direct Service/Reimbursement-
 - 1) Amount of funds- The Board will determine how much of the available funds will go to supporting foster/adopt/kin/birth families whose placement is in jeopardy, or where there is a financial need for support. or where there is a financial need for support up to \$1000 without board approval. This can be determined after applications from families are reviewed or before.
 - 2) Notice- Inform families widely that funds are available and the limits. The application and parameters for applying will be included in the communication.
 - 3) Frequency- Review applications before each meeting and make decisions as funds are available.
 - 4) Process- Applications can be approved for a lesser amount, denied, or deferred until more funds are available. We should have consensus before approving any funds disbursement, and they should always be noted in the minutes and the minutes reviewed and approved within one week of the board meeting via electronic agreement.
 - 5) Payments- The model will work on a reimbursement basis, or pay bills directly for people, or to other non-profits we may partner with to help us meet our mission on a larger scale. Disbursements under \$25 can be made at the board's discretion if a receipt is not available.

Article VI

ANTI-DISCRIMINATION

No board member, volunteer or employee of Amy's Armoire may express bias against any of these protected groups; this zero-tolerance policy applies to conduct at or related to, the nonprofit as well as personal oral and written material or digital communications. Violations will result in all connections to this organization being immediately and permanently severed.



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Article VII

AMENDMENTS

These bylaws may be amended without notice and whenever necessary (as long as there is a quorum, and the President is present).

Article VIII

DISSOLUTION

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 a 2/3 vote of a quorum of the officers.

Article XIV

CERTIFICATION

These bylaws were amended at a meeting of the board of directors by a 2/3 or better majority vote on October 24, 2023.



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