

Bylaws

The Stone Trust, Inc.

Article 1. Name

The name of the Corporation shall be The Stone Trust, Inc.

Article 2. Mission

The mission of the Corporation shall be to educate people of all ages about the art and the scientific/technical aspects of stone wall building, to advocate for the preservation of the rich history and traditions of wall building, to provide a program for certifying professional wallers, to foster camaraderie among American stone wallers and those interested in the art and history of dry stone walling, and to offer consultation and/or referral services for professional assessment of existing stone structures and new public or private projects.

Article 3: Office.

The Corporation shall have its principal office and place of business at Dummerston in the County of Windham and State of Vermont.

Article 4: Members

The Corporation shall have no members.

Article 5. Board of Directors

Section 1. Duties and Powers:

A. The Board of Directors shall have control and management of the affairs and business of the Corporation. The Directors may adopt such rules and regulations for conduct of their meetings and the management of the Corporation as the may deem proper, not inconsistent with the law or with these Bylaws.

B. The Directors are expected to attend all meetings of the Board of Directors.

C. The Board may appoint committees for any purpose, including an executive committee.

Section 2. Number, Tenure, and Qualifications: The Board of Directors of the Corporation shall consist of at least three (3) and no more than thirteen (13) members.

The number of Directors may be fixed from time to time by action of the Directors, but no decrease shall have the effect of shortening the term of an incumbent Director. Directors shall be elected at the annual meeting of the Board of Directors. At the first annual meeting of the Board of Directors, at which the Founding Directors, named in the Corporation's Articles of Incorporation shall preside, all newly elected Directors shall be divided into three groups, with each group containing one-third of the total remaining, as near as may be. The term of the Directors of the first group shall expire at the first annual meeting following their election, the term of the second group shall expire at the second annual meeting following their election, and the term of the third group shall expire at the third annual meeting following their election. After the expiration of the first and second group's terms, Directors in those two groups may be elected for a term of three years. Directors may be elected for a second three-year term. A one-year hiatus is required prior to the election of any Director who has served two consecutive three-year terms.

Section 3. Regular Meetings: The Board of Directors shall meet regularly throughout the year. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of the Board of Directors. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Annual Meeting: An annual meeting of the Board of Directors shall be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on that day, the Board of Directors shall call a special meeting of the Board of Directors as soon thereafter as is convenient.

Section 5. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 6. Notice: Notice of any meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by electronic mail, or written notice delivered personally or mailed to each Director at his business address, or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum: A majority of the number of Directors then serving on the Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly warned and held meeting of the Board, provided such written consent is inserted in corporate records book.

Section 8. Voting. Each Director shall be entitled to one vote on each matter submitted to a vote. At all meetings of Directors, a Director may not vote by proxy.

Section 9. Resignation or Removal. Any Director may resign at any time by submitting written notice to the President. Any Director may be removed at any time for cause by a two-thirds vote of the entire Board of Directors. Failure to undertake the expected responsibilities of a Board Director shall be considered to be "cause." Vacancies caused by the increase in the number of Directors allowed by these Bylaws shall be filled by election at any meeting of the Board of Directors. Directors missing three consecutive regular meetings are deemed removed.

Section 10. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a simple majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Resolutions. All resolutions offered for the consideration of the Board of Directors shall be presented in writing prior to discussion before the Board of Directors.

Section 12. Rules. Meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised (1990).

Article 6. Officers

Section 1. Number: The officers of the Corporation shall be a president, vice-president, secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Any two or more officers may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually at the annual meeting of the Directors. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office until the next annual meeting of the Board of Directors.

Section 3. Resignation or Removal: Any officer may resign at any time by submitting written notice to the President. Any officer may be removed by two-thirds majority vote of the Directors whenever, in the Board's judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to

the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies: A vacancy in any office may be filled by a simple majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties: The powers and duties of the several officers shall be as follows and as provided from time to time by resolution or other directive of the Board of Directors.

A. President. The President shall:

1. Preside at all meetings of the Board of Directors.
2. Cause to be called regular and special meetings of the Directors in accordance with the requirements of the statutes and of these Bylaws.
3. Act as a member of each committee of the Board.
4. Sign and execute all contracts in the name of the Corporation, and may execute any notes, drafts or other orders for the payment of money.
5. Cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
6. Enforce these Bylaws and perform all the duties incident to the office and which are required by law, and generally, supervise and control the business and other affairs of the Corporation.

B. Vice-President. The Vice President shall exercise such powers and perform such duties as the President may delegate and, in the absence of the President, exercise all powers and perform all the duties of the President.

C. Secretary. The Secretary shall:

1. Keep the minutes of the meetings of the Board of Directors in appropriate books.
2. Attend to the giving of notice of all meetings of the Board of Directors of the Corporation.
3. Be custodian of the records.
4. Prepare and make available periodically a current list of the officers and Directors of the Corporation and their addresses, telephone numbers, and e-mail addresses.
5. Attend to all correspondences and present to the Board of Directors at its meetings all official correspondences.
6. Procure and file certified copies of all papers required by law to be filed with the Secretary of State.
7. Perform all the duties incident to the office of Secretary of the Corporation.

D. Treasurer. The Treasurer shall:

1. Have the care and custody of, and be responsible for, all the funds and securities of the Corporation and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board of Directors may designate.

2. Make, sign, and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.

3. Maintain accurate books of accounts of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application.

4. Render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required, and make a full financial report at the annual meeting of the Board.

5. Perform all duties incident to the office of Treasurer of the Corporation.

6. The Treasurer shall not be required to give any bond for the faithful performance of these duties.

E. Other Officers. Other officers shall perform such duties and have such powers as may be assigned to the them by the Board of Directors.

Section 6. Delegation of Duties. Any officer may, as such Officer deems fit and proper, delegate such of his or her duties and powers to any other Director upon approval by majority vote of those Directors present at the meeting.

Article 7. Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Article 8. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of those entitled to vote. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

Article 9. Fiscal Year.

The fiscal year of the Corporation shall be January 1 to December 31.

Article 10. Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 11. Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by approval of two-thirds of the Board of Directors at any regular or special meeting of the Board; provided, however, that the number of Directors shall not be increased or decreased nor shall the provisions of Article 4, concerning Members, be substantially altered without the prior approval of two-thirds of the Board of Directors.

Article 12. Tax-exempt status

Section 1. Purpose. This Corporation is organized exclusively for charitable, religious, education, and scientific purposes and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Compliance with IRC Section 501(c)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene, in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a Corporation, contributions to which are deductible under the Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Dissolution or Sale of Assets. A two-thirds vote of the Board of Directors shall be required to sell or mortgage assets of the Corporation not in the regular course of business or to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, Director, member, employee, or donor of the organization.

Article 13. Indemnification

The Corporation shall indemnify any and all of its present, former, and future Directors, Officers, Trustees, and Committee Members and their heirs, executors, and administrators of any such Directors, Officers, Trustees, or Committee Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties by reason of being or having been Directors, Officers, or Committee Members of the Corporation, except in relation to matters as to which any such Director, Officer, or Committee shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of a duty. In the event of a settlement of any such action, suit, or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, or otherwise of the Directors of otherwise.

These Bylaws were duly adopted at the initial meeting of the Directors named in the Corporation's Articles of Incorporation called for that purpose at

_____, Brattleboro _____, Vermont on
2 June _____, 2010.

Zon Eastes

Zon Eastes

Jared Flynn

Jared Flynn

Dan Snow

Dan Snow

Michael Weitzner

Michael Weitzner

Attest: A true copy

MICHAEL WETZNER
Secretary

02. June 2010
Date