

RUTH STONE HOUSE, INC.

BYLAWS

ARTICLE 1: DESCRIPTION OF THE CORPORATION

Section 1: Name

The name of this Nonprofit Corporation shall be Ruth Stone House, Inc.

Section 2: Statement of Purpose

The Corporation is organized exclusively for non-profit educational and artistic promotional purposes, and for making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: Place of Business

The Corporation shall have its principal office and place of business at 788 Hathaway Road, Goshen, Vermont.

Section 4: Members

The Corporation shall have no members.

Section 5: Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end December 31 of each year following the first year of incorporation, 2013. The first year of incorporation shall begin the date of incorporation, February 4, 2013 and end December 31 of that year.

ARTICLE 2: DIRECTORS

Section 1: Number and Qualifications

The Board of Directors, shall consist of no less than three persons, all of whom shall be at least 18 years of age. The number of Directors may be fixed from time to time by action of the Board of Directors, but no decrease in the size of the Board shall have the effect of shortening the term of an incumbent Director. Paid staff of the Corporation may not be voting members of the Board

Section 2: Initial Board

The initial Board of Directors shall be those persons named in the Corporation's Articles of Incorporation, dated January 13, 2013 and filed with the Vermont Secretary of State on February, 4, 2013, and shall serve until the first Annual Meeting of the Directors, or a meeting of the Directors otherwise provided for herein.

Section 3: Elections, Term of Office

New Directors shall be elected by a majority of the Board at a regular meeting of the Board. The term of office shall be one year or until the Annual Meeting next following the one year anniversary of a Director's election.

Section 4: Duties and Powers

The Board of Directors shall have control and management of the affairs and business of the Corporation. The Board of Directors may delegate or assign those of its powers, responsibilities, rights and privileges as permitted by law to carry on the business and purpose of the Corporation, except as to election or removal of Officers or Directors. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law or these Bylaws.

Loans. Indebtedness by the Corporation in the form of bank loans, loans from other sources, lines of credit, or other obligations to pay consideration that has been advanced to the Corporation, must be agreed to by a majority of the Board, which shall authorize the President or the Treasurer to execute those documents needed to secure the loan, line of credit or advance. The Corporation shall not lend or advance any funds to any Director, Officer, employee or any other person or entity.

Section 5: Meetings

- a. Annual Meeting. The Board of Directors shall hold an Annual Meeting on a date determined by the Board for the election of Directors and Officers of the Corporation for the following year, and for the transaction of any other business of the Corporation.

- b. Regular and Special Meetings. The Board shall meet regularly at such times as the Board may, from time to time, determine. Special Meetings of the Board may be called by the President at any time. The President shall call a Special Meeting upon written request of any two Directors, which meeting shall be held no later than twenty days after the President's receipt of such a request.
- c. Notice of Meetings. Notice of all regular or special meetings of the Board shall be served upon each Director in writing delivered in person, by mail, by telephone, by email, or electronically no less than ten days prior to the date of the meeting. Notice shall include the time and place of the meeting and a description of the matters to be taken up at the meeting. Notice may be waived by being personally present at the meeting, or by written waiver.

At any meeting at which all of the Directors shall be present, although held without notice as provided for herein, any business may be transacted as if duly noticed.

- d. Meeting Place. The Board may hold its meetings either within or without the State of Vermont at such reasonable place as may be designated in the respective meeting notice.
- e. Quorum. At any meeting of the Board, the presence of a majority of the Board shall be necessary to constitute a quorum for the vote on any resolutions or other transaction of business, however a lesser number may adjourn the meeting to a future date, with the notice of adjourned meeting to be given as provided in this Section.
- f. Voting, Ratification. At all meetings of the Board, each Director shall have one vote. The act of a majority of the Directors present at a properly noticed meeting at which a quorum is present shall be an act of the Board of Directors unless otherwise provided by law or these Bylaws. In special circumstances.

Any action consented to in writing by a majority of the Directors shall be as valid as if adopted at a duly held meeting thereof, provided such written ratification setting forth the action taken is included in the Corporation's records.

The results of all votes taken and/ or ratified shall be entered in the Corporation's Minutes Book.

Section 6: Vacancy, Removal, Resignation

Any vacancy occurring in the Board may be filled by a majority vote of the Directors at a duly noticed meeting upon the presence of a quorum calculated on the basis of the number of Directors then serving.

The Board may vote to remove or replace a member of the Board for cause by a two thirds vote of the Directors upon the presence of a quorum calculated without the subject member's

inclusion. Ratification of the removal or replacement of a Director may be by written consent to constitute a two-thirds majority of the Directors who remain.

Any Director may resign his or her seat at any time by delivering written notice of resignation to the President. The resignation shall be effective as of the date set out in the notice, or, if no resignation date is set out, then upon the President's receipt of the notice.

ARTICLE 3: OFFICERS

Section 1: Offices, Qualifications, Appointment

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the Directors may determine necessary. Any two offices may be held by the same person except the offices of President and Secretary. The President shall be a member of the Board of Directors during the period that s/he serves. The other officers may, but need not, be members of the Board of Directors. .

The first Officers shall be elected by the initial Board of Directors at their Organizational Meeting. Thereafter, the Officers shall be elected by the Directors at their subsequent Annual Meetings. The Officers shall hold office until the next Annual Meeting when their successors are elected and qualified, unless otherwise removed, replace or resigned. An Officer may be re-elected without limitation.

Section 2: Removal, Resignation, Vacancies

The Board of Directors may remove or replace an Officer with or without cause by majority vote at a duly called meeting.

Any Officer may resign his or her seat at any time by delivering written notice of resignation to the President, or in the event that the President is resigning, to the Vice President. The resignation shall be effective as of the date set out in the notice, or, if no resignation date is set out, then upon the President's receipt of the notice.

Vacancies in any office shall be filled within thirty days at an Annual Meeting of the Board of Directors, or at a duly called Regular or Special Meeting of the Board.

Section 3: Duties and Powers

The duties and powers of the respective Officers of the Corporation shall be as follows, and as hereafter modified by resolution of the Board of Directors.

Chair. The Chair of the Corporation shall:

- A. Preside at all meetings of the Board of Directors. S/he shall call the Annual Meetings and Special Meetings of the Board in accordance with these By-laws and statutory requirements.
- B. Cause all books, reports, statements and certificates to be properly kept and filed as necessary or required by law.
- C. Implement and enforce these Bylaws as amended from time to time.
- D. Shall perform such other duties as the Board of Directors may designate from time to time.

Vice President. The Vice President of the Corporation shall:

- A. During the absence or incapacity of the President, preside at meetings of the Board.
- B. During the absence or incapacity of the President, perform the duties of the President, at which time s/he shall have all of the powers and duties of the office of the President.
- C. Have such other powers and perform such other duties as the Board of Directors may designate from time to time.

Secretary. The Secretary of the Corporation shall:

- A. Keep accurate minutes of all duly called meetings of the Board of Directors.
- B. Issue Certificates for all resolutions passed by the Board
- C. Provide notice of all meetings of the Board of Directors as required by these By-laws or by law.
- D. File all papers, certificates, documents of the Corporation with those governmental or regulatory bodies as required by law, including but not limited to filings required by the Vermont Secretary of State.
- E. Be custodian of the records of the Corporation, which includes printed copies of all minutes of the Boards of Directors, certificates of all Resolutions passed by the

Board, all notices of meetings sent to the Board, all correspondence between the Secretary and any member of the Board or other person relating to the execution of his/ her duties herein, as may be modified by resolution of the Board; keep the records of the Corporation at the Corporation's principal place of business in Goshen, Vermont, or at such other location as resolved by the Board; provide copies of the Corporation's records, or any portion thereof to any Director or Officer so requesting, or to any other person or entity duly authorized and entitled to receive same, including but not limited to any governmental and/ or regulatory agency.

- F. Perform such other duties required by law or as the Directors may designate from time to time.

Treasurer. The Treasurer of the Corporation shall:

- A. Have the care and custody of, and be responsible for, all funds and securities owned by the Corporation in such banks, brokerage accounts, or other fiduciary accounts as the Board shall designate; deposit money, drafts, funds and other valuable property in the name and credit of the Corporation in such depositories as may be designated by the Board; disburse funds or property of the Corporation in such manner and for such purposes as shall be directed by the Board of Directors or by the President.
- B. Have the authority to make, sign and endorse in the name of the Corporation all checks, drafts, notes and other orders for the payment of money under the direction of the President, or as the Board may designate; all checks and commercial paper shall be signed in the manner designated by the Board of Directors
- C. Sign for loans, lines of credit or other instruments of indebtedness along with the President, as approved by the Board.
- D. Keep, in a manner consistent with recognized financial accounting standards, full and accurate accounts of the receipts and disbursements of the Corporation, including related and supporting statements, receipts and other documentation, which records shall be kept with the Corporation's papers; provide copies of such accounts and documentation, or any portion thereof, to thereof to any Director or Officer so requesting, or to any other person or entity duly authorized and entitled to receive same, including but not limited to any governmental and/ or regulatory agency.
- E. Render to the President and to the Directors at the Annual Meetings, or whenever they may require, a full or partial account of the transactions and financial condition of the Corporation. All checks and commercial paper shall be signed in the manner designated by the Board of Directors.

- F. Will delegate the Director of Finance with the day-to-day financial operations of the charity and assist when necessary.

Other Officers.

The Board of Directors may elect or appoint officers other than those described above. Such officers shall perform those duties and exercise those powers designated by the Directors.

Executive Director

Appointment, Powers and Duties

The Board of Directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. Unless the Board of Directors otherwise provides, the Executive Director shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the Board of Directors. The Executive Director may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation. The Executive Director shall direct the day-to-day affairs of the Corporation including supervising all employees of the Corporation, reporting to the Board of Directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director shall be directly responsible to the Board of Directors and shall report directly to the Board of Directors.

Budgets and Reports

The Executive Director shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board of Directors at its annual meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the Board of Directors as may be appropriate, or which may be required by these Bylaws, or by the Board of Directors.

Agents and Employees

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

Participation at Board and Committee Meetings

The Executive Director may be invited to participate in any meeting of the Board of Directors and any committee thereof, whether or not a member thereof.

Further Duties and Authority

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the Board of Directors and as described in the official job description.

Absence

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board of Directors shall designate some other person to exercise all of the powers and perform all of the duties of the Executive Director.

ARTICLE 4: TAX EXEMPT STATUS

Compliance with requirements of the United States Treasury, Internal Revenue Service relating to 501 (c)(3) nonprofit status

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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, 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 federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, or by a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE 5: AMENDMENTS AND DISSOLUTION

Section 1: Amendments

These Bylaws, and all subsequent Bylaws may be amended, altered or repealed by a vote of a majority of a quorum of Directors present at an Annual Meeting, Regular Meeting or Special Meeting, duly noticed, which notice shall expressly describe the amendment, alteration or repeal to be voted on.

Section 2: Dissolution

In the event of the dissolution of the Corporation, assets remaining after meeting all liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: INDEMNITY

The Corporation shall indemnify any and all of its present, former and future Directors and Officers, and the heirs, executors and administrators of any such Directors or Officers against expenses incurred by them in defense of any action, suit or proceeding in which he, she or they are made parties by reason of being, or having been a Trustee or Officer of the Corporation, except as to matters in which such Trustee or Officer has been adjudged or otherwise determined to have been grossly negligent, reckless or willful in the commission or omissions alleged in the performance of his or her respective duties. The indemnification provided herein shall not be deemed exclusive of any other rights to which the indemnified may be entitled in law of equity.

ARTICLE 7: ADOPTION OF THE BY-LAWS

The By-laws contained herein were duly adopted by the initial Board of Directors at the meeting held _____, 2016 at _____

Iteration January 12, 2019

Signed: _____

Secretary.
Ruth Stone House, Inc.

Date: _____