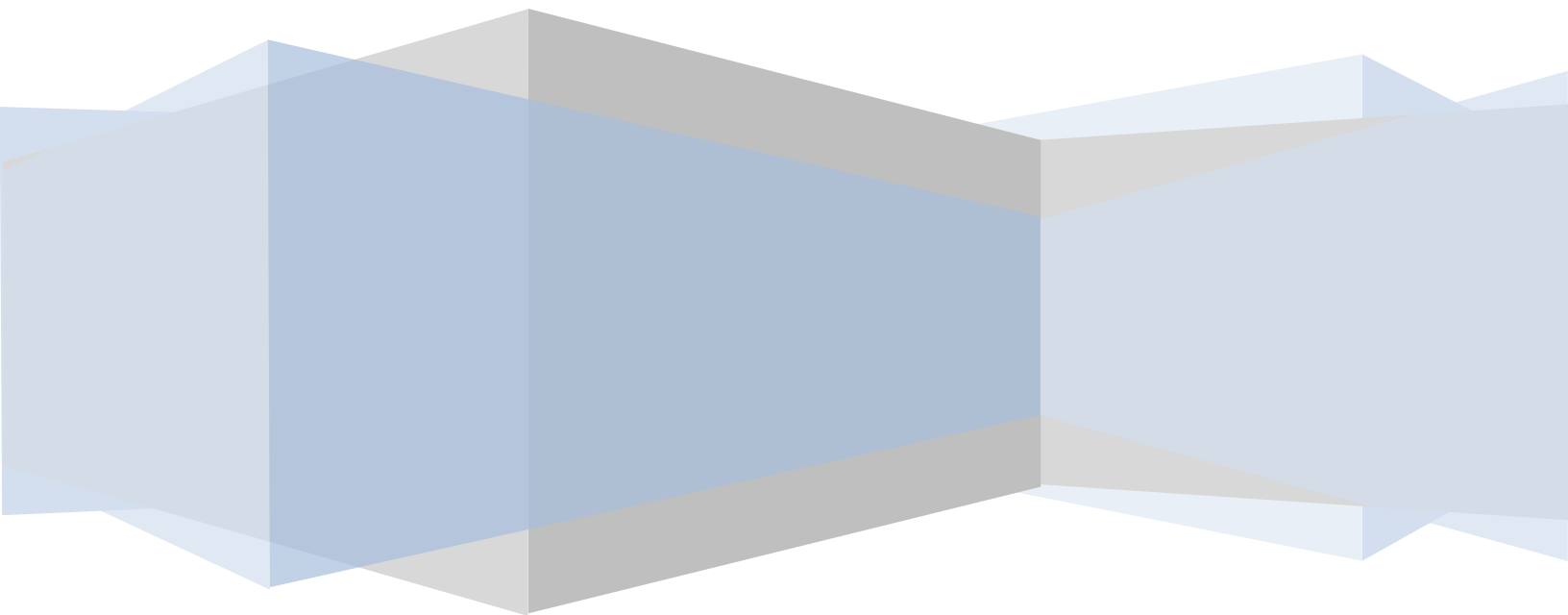


By-laws of The Stone City Foundation, Inc.

**A non-profit, tax exempt company
Thomas M. Brennan**



The Stone City Foundation, Inc.

By-laws of The Stone City Foundation, Inc.

Mission Statement

The central purpose and role of The Stone City Foundation is defined as:

The Stone City Foundation designs, develops and markets historic tours of the area in and around Stone City, Iowa. These tours are sold to bus companies, Chamber of Commerce, tourism agencies and private groups. It intends to expand its offering by building and operating a museum within the village. By gathering and preserving all artifacts which illustrate the unique history of Stone City. To repair and restore as many of the remaining buildings as we can.

Article I - Name

The name of the Non-profit Corporation (here after know as the Corporation) shall be The Stone City Foundation, Inc. with its principal office at 12388 Dearborn Road, Anamosa, Jones County, Iowa.

Article II - Purpose

The purpose of the Corporation will be:

1. To educate people about the history of the community by having festivals, art showcases for students and other artist and showing it's history through a museum setting.
2. To establish, operate, supervise, and maintain a museum at Stone City that will house, preserve, and display articles having historical value.
3. To discover, collect, and preserve artifacts, photographs, documents, and other articles and materials that may establish or illustrate the history of Stone City..

Article III - Membership

1. Membership will be offered to businesses, agencies, and individuals based on a dues schedule to be established from time to time by the Board of Directors. Each membership unit shall constitute of one vote.

Article IV - Management

1. The management of the Corporation shall be vested in the Board of Directors. It shall receive and act upon reports by all committees and officers. It shall determine the policies of the Corporation.
2. The Board of Directors will consist of no less than 5 or no more than 15 members, the number to be determined by vote of the Board. One half (if not a whole number, the

The Stone City Foundation, Inc.

next whole number larger than one half) of the original Board of Directors will serve a term of one year, the remainder will serve a term of two years, to be determined by a drawing. Thereafter, each director will serve a term of two years and will be eligible to be re-elected. In the event a director dies or resigns from the board, the remaining directors shall appoint a director to complete the term. A Board member may not serve more than four (4) consecutive terms, but would be eligible to serve again after being off the Board for one (1) year. A quorum for any official meeting shall be a majority of those eligible to serve as a member of the Board of Directors at the time of such meetings. At the discretion of the Board of Directors, any member may be dismissed from the Board of Directors, without notice, after missing three consecutive business or special meetings.

Article V – Officers

1. The Officers of the Corporation shall be elected from the Board of Directors and consist of President, Vice President, Secretary, and Treasurer.
2. The President shall provide agenda, conduct meetings, coordinate committees and perform such duties as authorized by the Board of Directors.
3. The Vice President shall conduct meetings in the absence of the President or in the event of the President's inability or refusal to act.
4. The Secretary shall record minutes and conduct such correspondence as required.
5. The Treasurer deposits receipts and pays bills as authorized by the Board. The Treasurer also keeps accurate financial records, and gives a Treasurer's report at each meeting.
6. The term of office of an Officer of the Corporation shall begin on January 1 of the year following elections and run for two years, ending on December 31.

Article VI - Meetings

1. A meeting of the Board of Directors shall be held at least quarterly as called by the Board of Directors. An annual meeting shall be held in the month of November, the exact date to be determined by the Board of Directors, with notice of the meeting to be mailed to the members at least 10 days prior to the meeting.
2. The Board of Directors shall meet at the close of the annual membership meeting to elect officers, develop a budget and set goals for the coming year. Thereafter, regular meetings shall be held at a time designated by the board at the previous meeting.
3. Special meetings may be called by the President. It shall be the duty of the President to call a special meeting when requested to do so by a majority of the members of the Board of Directors.
4. All meetings shall be open to the public. However, the Board of Directors may vote to meet in closed session in accordance with state laws.

Article VII – Committees

1. The Board of Directors shall appoint an Advisory Committee to assist them in carrying out the duties of the Board of Directors. The Advisory Committee will

The Stone City Foundation, Inc.

- have no authority over the management of the Corporation, but will serve in an advisory capacity when requested by the Board of Directors.
2. Committees shall be appointed by the President as deemed necessary. Committee members need not be a member of the Board of Directors, although the chairman of the committee shall be a member of the Board and shall report back to the Board on a regular basis.
 3. Committees shall keep minutes of all meetings, and provide a copy to the Corporation Secretary for a permanent record.
 4. Standing committees may include Events, Finance, Membership, Public Affairs, and community liaison or others as needed. Special committees may include, but not limited to, Nominations and Auditing.

Article VIII– Financial Matters

1. No funds of the Corporation shall be invested or expended without authorization of the Board except that between full Board meetings the members of the Executive Committee may authorize spending of up to \$50 each by a unanimous vote of all the members of that committee.
2. The Board shall designate the Associations fiscal year. The books of account of the Corporation shall be balanced and audited by a two member auditing committee at the close of the fiscal year.
3. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and at least one other member of the Board in such a manner as shall be authorized by the Board of Directors.
4. All funds of the corporation shall be deposited from time to time to the credit of the Association in such FDIC insured bank as the Board of Directors may select.

Article X – Amending By-Laws

1. The directors, by a vote of seventy-five percent (75%) of the directors, may adopt, alter, amend or repeal by-laws of the Corporation and the same shall remain in force until altered, amended or repealed by a vote of seventy-five percent (75%) of the members present at any Annual Meeting or other meeting of the membership.

Article XI – Dissolution

1. Should the Foundation at any time permanently cease to function, all assets shall Be given to another non-profit organization as per IRS rules.

Article XII – Individual Liability

1. Members of the Board of Directors shall be held harmless individually for the debts of the corporation.

History of Amendments to Bylaws

Bold items were amended at 1/16/2007 board meeting –75 % of board present.

1. A meeting of **the Board of Directors shall be held at least quarterly** as called by the Board of Directors.
2. Standing committees may include Events, Finance, Membership **Public Affairs, and community liaison** or others as needed.

The following items a, b and c were amended to the by-laws in the June 2007 time frame at the request of the I.R.S. to qualify for non-profit status. There are no minutes available from any meeting to substantiate that there was 75% approval by the Board of Directors.

- a) The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

The following item was reviewed and approved by a unanimous vote of the Board of Directors at a meeting held on November 13, 2007.

Article V – Officers was amended to read:

6. The term of office of a board member shall begin on January 1 of the year following elections and run for two years, ending on December 31.

History of Amendments to Bylaws (Cont.)

The following item was reviewed and approved by a unanimous vote of the Board of Directors at a meeting held on January 15, 2008.

Article VIII – Financial Matters, Section 1. was amended to read:

No funds of the Corporation shall be invested or expended without authorization of the Board except that between full Board meeting the members of the Executive Committee may authorize spending of up to \$50 each by a unanimous vote of all the members of that committee.

The following item was reviewed and approved by a unanimous vote of the Board of Directors at a meeting held on September 15, 2009.

Article IV – Management, Section 2 of The Stone City Foundation, Inc. by-laws to read:

2. The Board of Directors will consist of no less than 5 or no more than 15 members, the number to be determined by vote of the Board. One half (if not a whole number, the next whole number larger than one half) of the original Board of Directors will serve a term of one year, the remainder will serve a term of two years, to be determined by a drawing. Thereafter, each director will serve a term of two years and will be eligible to be re-elected. In the event a director dies or resigns from the board, the remaining directors shall appoint a director to complete the term. A Board member may not serve more than four (4) consecutive terms, but would be eligible to serve again after being off the Board for one (1) year. A quorum for any official meeting shall be a majority of those eligible to serve as a member of the Board of Directors at the time of such meetings. **At the discretion of the Board of Directors, any board member may be dismissed from the Board of Directors, without notice, after missing three consecutive business or special meetings.**

The following item was reviewed and approved by a unanimous vote of the Board of Directors at a meeting held on October 15, 2009.

Article V – Officers, Section 6 of The Stone City Foundation, Inc. by-laws was amended to read:

6. The term of office of **an Officer of the Corporation** shall begin on January 1 of the year following elections and run for two years, ending on December 31.