

Farris Cemetery Association

EIN 74-1936055

BY-LAWS OF THE FARRIS CEMETERY ASSOCIATION

ARTICLE I

NAME AND PURPOSE

**Section 1.01. Name.** The name of the organization is FARRIS CEMETERY ASSOCIATION

**Section 1.02. Purpose and Mission.** The Association is organized for the following purposes:

- To provide burial sites for families living in, or who have lived in, or have blood ties to the West Sandy Community of Walker County.
- To insure that the Cemetery site is groomed and maintained year-round in a way that is acceptable to the community.
- To hold before the membership an ever-present awareness that though death is inevitable, Cemetery burial sites are limited. Therefore, it behooves all of us to keep in mind the continuing need for both additional property and funds.

ARTICLE II

MEMBERSHIP

**Section 2.01. Qualifications.** Membership may be granted to any individual who supports the mission and purpose of the Association.

**Section 2.02. Termination of Membership.** The Board shall have the authority to suspend or expel a member by an affirmative vote of two-thirds of its members, and may, by a majority vote of those present at its annual meeting, terminate the membership of any member whose action or behavior is deemed to be disorderly or out of line.

**Section 2:03. Transfer of Membership.** No member may transfer for value a membership or any right arising from it.

**Section 2.05. Resignation.** Any member may resign by filing a written resignation with the Secretary.

**Section 2.06. Annual Dues.** There are no annual "dues" as such but each year at the annual Work Day, contributions are invited and accepted. Said contributions may be designated for

annual upkeep, or directed to the Perpetual Care Fund.

**Section 2.07. Annual Meeting.** Each year, on the first Saturday in June, all Cemetery Association Members gather from early-morning's light to put sweat-equity into doing a thorough clean-up of the Cemetery grounds. At noontime the Annual Meeting is called to order and all relevant business is attended to, followed by a dinner-on-the-grounds meal.

**Section 2.08. Quorum and Voting.** The members at the meeting shall constitute a quorum for transaction of business at the annual Work Day gathering. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 3.01. Responsibilities.** The Board is responsible for overall policy and direction of the Association and the delegation of responsibility for day-to-day operation to the officers and committees. The Board may exercise all the power and authority granted to the Association by law. The Board shall have nine (9) members. The Board members receive no compensation, nor shall any Board member have any right, title or interest in or to any property of the Association, other than those provided under Section 1.02. Purpose and Mission.

**Section 3.02. Term.** Each Board Member shall serve a term of three years. Each year three of the incumbents shall either be re-elected, or replaced, by three newly elected Board Members. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall call for the nomination and election of a replacement Director by a majority vote of the membership at the next general membership meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 3.03. Director Elections.** Directors shall be elected or re-elected by the members at the Work Day gathering, by a simple majority of members present at the annual meeting. Any member may nominate a candidate for Director. However, the nominee's agreement to serve must be established prior to nomination.

**Section 3.04. Meetings and Notice.** The Board shall meet at least once prior to the annual Work Day, at an agreed upon time and place. An official Board meeting requires that each Board member be notified at least 5-days ahead of time. Special meetings of the Board of Directors may be called at the request of the President or Vice-President notice of special

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meetings shall be given no less than forty-eight hours before such meeting. The time and place for such special meetings shall be determined by the person calling the meeting.

**Section 3.05. Quorum.** A quorum must be attended by at least five of the Board members for business transactions to take place and motions to pass.

#### ARTICLE IV

#### OFFICERS

**Section 4.01. Officers and Duties.** The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may designate.

**Section 4.02. Election and Term of Office.** The officers shall be elected or re-elected by the Board Members by a simple majority of members present. The term of any officer shall be three (3) years. Any member may nominate a candidate for an office. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by the Board at a special called meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**The President** shall organize the agenda for and convene at the annual Membership Meeting. The President shall perform the duties of that office, subject to the control of the Board of Directors and shall perform such other duties as on occasion shall be deemed necessary and important by the Board of Directors.

**The Vice President** shall, in the absence or disability of the President, assume all the powers and duties of the President, and shall perform other such duties as on occasion shall be assigned by the President and/or the Board of Directors.

**The Secretary** shall keep a book of minutes in a manner and place ordered by the Board of Directors, of all meetings of the Association, ensuring that the corporate records are maintained. The Secretary shall also keep a register of the members and Directors and their addresses. The Secretary shall attend to the correspondence on behalf of the Association and shall keep a file thereof.

**The Treasurer** shall make a report on the status of the Association's finances at the annual membership meeting, shall assist in the preparation of the budget, and make financial information available to the Board Members. The Treasurer shall deposit all moneys in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors, and disburse such funds as may be ordered by the Board of Directors. The Treasurer shall render the Board of Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Association, and shall file an annual audited report of the previous calendar year each year prior to the 1<sup>st</sup> Saturday in June. The signature of the Treasurer and President must be on record for every account in which the Association has funds. Either of these Officers may make deposits to checking or savings account or to purchase certificates of deposit. Either of these Officers may make a withdrawal of amounts under \$1,000. Should the withdrawal be greater than \$1,000, the signature of *both* the Treasurer and the President will be required. All expenditures and investments except regular maintenance and upkeep require Board approval.

In the absence of the President and Vice President, the Treasurer shall perform the duties of the President and have the power of and be subject to all restrictions upon the officer for whom he/she is acting.

## ARTICLE V

### INDEMNIFICATION

Every member of the Board of Directors and officers of the Association shall be indemnified by the Association against all reasonable cost, expenses and liabilities, including counsel fees reasonably incurred or imposed upon such members of the Board and officers in connection with any threatened, pending or completed claim, action, suit, proceeding, investigation or inquiry in which he/she may become involved by reason of his/her being or having been a member of the Board or officer, or any settlement thereof, unless adjudged there to be liable for negligence or misconduct in the performance of his/her duties as a Trustee or officer. The foregoing right to indemnification shall be in addition to and not in limitation to all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

ARTICLE VI  
COMMITTEES

The Board may create committees as it may from time to time deem necessary. Individuals may be named as committee members who are not members of the Board of Directors or officers.

ARTICLE VII  
FINANCIAL ADMINISTRATION

**Section 5.1 Contracts.** The Board of Directors may authorize any one or more officers of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association which authority may be general or may be restricted to any specific instance. No obligation undertaken by any officer or committee of the Association shall be binding upon the Association unless subsequently ratified by the Board of Trustees.

**Section 5.2 Checks.** The Treasurer or President shall pay incidental bills pursuant to the business of the Association, not to exceed \$1,000.00. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association in excess of \$1,000.00 shall be signed by the Treasurer and the President.

**Section 5.3. Deposits and Account.** All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks or other depositories as the Board of Directors may select, or as may be selected by any other officer or agent of the Association for whom such power may be delegated by the Board.

**Section 5.4. Investment.** The Board of Directors, or any officer or agent so authorized by the Board of Directors, shall have authority to invest and reinvest any funds of the Association in such manner and in such real or personal property or securities as may be approved by such officer or agent, and to change investments thereof from time to time as may be deemed expedient.

**Section 5.5 Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, donation, bequest or devise for the general purposes or for any special purposes of the Association, consistent with those purposes and limitations set forth in the Articles of Incorporation.

**Section 5.6 Fiscal Year.** The physical year of the Association shall begin on the 1<sup>st</sup> Day of June and end on the last day of May in each year.

**Section 5.7 Books and Records.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and of the Board of Directors, and shall keep at the principal office a record giving names and addresses of the members of the Association and Board of Trustees. There shall be an annual review of the financial records of the Association.

**Section 5.8 Dissolution.** Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (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.

#### ARTICLE VIII

#### AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of a majority of those Board Members present at a special Called Meeting and ratified by the general membership at the next Annual Work Day Meeting.