

**PROPOSED MODEL**

BYLAWS OF  
THE \_\_\_\_\_  
CEMETERY ASSOCIATION

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## TABLE OF CONTENTS

### Article I

Name and Office Page 1

### Article II

Purpose Page 1

### Article III

Dedication of Funds Page 2

### Article IV

Disposition of Funds in Event of  
Dissolution Page 2

### Article V

Prohibition of Use of Funds for  
Political and Other Purposes Page 3

### Article VI

Membership Page 3

### Article VII

Funds and Financial Reports Page 3

### Article VIII

Meetings Page 4

### Article IX

Officers Page 4

Article X

Board of Directors Page 4

Article XI

Duties of Directors Page 5

Article XII

Committees Page 5

Article XIII

Amendments Page 5

Article XIV

Quorum Page 5

**BYLAWS**

**OF THE**

**CEMETERY ASSOCIATION**

**ARTICLE I - Name and Offices**

The name of the association shall be "\_\_\_\_\_ Cemetery Association". The initial office of the association shall be at \_\_\_\_\_(address), \_\_\_\_\_(city), Texas \_\_\_\_\_.

**ARTICLE II - Purpose**

This association is created and organized for benevolent purposes. The purposes for which it is organized are set forth in the Charter of the corporation filed with the State of Texas, and are as follows:

*[The following is an example of language which may be used. The actual purpose(s) should be the same as stated in the articles of incorporation.]*

(A) The association is created and organized as a non-profit corporation chartered solely for the purpose of maintaining the graves of early settlers of \_\_\_\_\_ County, Texas, and their descendants who are buried in the \_\_\_\_\_ Cemetery of \_\_\_\_\_ County, Texas; and to preserve, erect and maintain such fences and walkways as may be necessary to such care; and to provide for the disposal of human bodies or human remains (cremains) by burial; such disposal to be in the \_\_\_\_\_ Cemetery of \_\_\_\_\_ County, Texas under the direction of the association's officers and directors; and for the operation and upkeep of the cemetery grounds in a perpetual state of repair.

The association is not permitted to engage in any business not necessarily incident to these purposes.

(B) The association's assets and earnings will be disposed of only in one or more of the following ways:

- (1) For the ordinary and necessary expenses of operating, maintaining, and improving the cemetery;
- (2) As payment for the acquisition of property for expansion of the cemetery

grounds; and

- (3) For creating a fund to provide a source of income for the perpetual care of the cemetery or a reasonable reserve for any ordinary or necessary purpose.

The association may collect contributions for the foregoing purposes. Contributions for a specifically designated purpose shall be accepted and used for such purpose if the Directors of the Association find such purpose acceptable and within the purposes established under these Articles.

(C) Payments may be made for amortization of indebtedness on the purchase of land, but may not be in the nature of profit distributions. The Directors of the Corporation must report to the membership methods used to finance the purchase of the Cemetery property and that the Purchase price of the land at the time of sale to the cemetery was not unreasonable.

(D) To use such other means and methods as the Directors of this association may from time to time determine to be appropriate for the accomplishment of the specific purpose for which this association is organized and which are not contrary to law or to the other terms and provisions hereof.

All the properties and income of the association are hereby permanently and exclusively dedicated and devoted to such benevolent purposes and to that end the Directors shall hold, invest, reinvest, protect, manage and control such property and apply the income arising therefrom as they may or shall from time to time determine and in such manner as they may deem advisable for the purposes aforesaid, and at no time shall the principal or any part thereof be used other than as an investment.

### **ARTICLE III - Dedication of Funds**

This association shall not be conducted for financial gain and no part of its earnings shall inure to the benefit of any private shareholder, member or individual. Any receipts of this association in excess of the expenses of operating shall be placed in either an operating fund for future operational expenses, a reserve fund for designated repairs or improvements, or in a perpetual care fund with the interest dedicated for future operational expenses.

### **ARTICLE IV - Disposition of Funds in Event of Dissolution**

If at any time this Association should be dissolved, no part of its funds or property shall be distributed to or among its members, contributors, directors, officers or any person as their private funds. Should the Association dissolve, after the payments of all indebtedness, all remaining assets of said association shall be transferred to the County Judge of \_\_\_\_\_

County, Texas, as Director. The County Judge and his successors in office shall have the same powers, rights, and obligations as the Board of Directors as herein provided. In the event, after dissolution, the Association should be reactivated, the County Judge, after reactivation is proven to his satisfaction, is hereby authorized to deliver such funds to the duly elected Directors. (Reactivation is hereby defined as whenever as many as six people who are or who become members of the \_\_\_\_\_ Cemetery Association declare the Association reactivated by subscribing their names to a document stating that the \_\_\_\_\_ Cemetery Association is hereby reactivated.)

**ARTICLE V - Prohibition of Use of Funds  
for Political and Other Purposes**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 contributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be 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 federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law.)

**ARTICLE VI - Membership**

The owner of each burial plot, regardless of the size thereof, in the \_\_\_\_\_ Cemetery Association, and all other adult persons of the age of eighteen (18) years of age or more, who are interested in the \_\_\_\_\_ Cemetery Association shall be members of this Association. Each person of the age of eighteen (18) years or more, present at the meetings of the membership (annual or called as provided herein), shall have one vote on all matters put before the membership of the Association. No voting by proxy shall be allowed. Notice of the annual membership meeting may be given, but is not required under these bylaws. The annual membership meeting is held on the \_\_\_\_\_ (i.e.: first, second, etc.) \_\_\_\_\_ (day) in \_\_\_\_\_ (month) of each year at the \_\_\_\_\_ Cemetery at \_\_\_\_\_ (time) \_\_.m.

**ARTICLE VII - Funds and Financial Reports**

The Board of Directors shall present an annual financial report to the membership at the annual meeting each year. The Board of Directors are authorized to manage the financial affairs of the Association, including the right to invest the assets of the Association, to pay for necessary

expenses, repairs, upkeep, and improvements in the discretion of the Board of Directors, and to invest the funds of the Association in operating, reserve, or perpetual fund accounts, including the right to accept contributions for specified purposes, provided such purposes are consistent with the purposes for which this Association is organized and operates.

The Board of Directors shall arrange for the investment of the funds of the Association in accounts insured by the United States Government. The funds may be withdrawn only upon the signature of the secretary-treasurer and either the president or the vice-president of the Association.

### **ARTICLE VIII - Meetings**

There shall be an annual meeting of the members of the Association held the \_\_\_\_\_ (this should be the same day and month as above) of each year. The meeting shall be held at the \_\_\_\_\_ Cemetery at \_\_\_\_\_ .m. The President or a majority of the Directors may call special meetings of the membership by mailing notices to all of the members whose mailing addresses are known at least two weeks before the date of such special meetings.

### **ARTICLE IX - Officers**

The members of the Association shall elect a President, a First Vice-President, Second Vice-President, and a Secretary-Treasurer, all of whom shall be elected annually by the directors at a meeting to be conducted immediately following the general membership meeting held on the first Sunday in June of each year.

### **ARTICLE X - Board of Directors**

This Association shall have \_\_\_\_ ( ) directors, each of whose term shall be for three years. The directors shall be elected for staggered terms. As of the date of adoption of these Bylaws in 20\_\_\_\_, the following directors shall serve for the term set forth beside their names and until their successors are elected.

Nominations for any candidate for director will be made from the floor at the annual business meeting. Following the nominations, the directors will be elected to serve for a three year term by the members present.

In the event of the death, resignation, or refusal to act of any Director, the other Directors

shall elect his successor, to serve such unexpired term. The President or a majority of the Directors may call special meetings of the Directors or members at any time by giving such Directors and members at least four days advance notice of the same.

#### **ARTICLE XI - Duties of the Officers**

The President shall preside at all meetings of the Association, the meetings of the Directors, and shall perform any and all other duties entrusted to him by the Board of Directors.

In the absence of the President, the duties shall be performed by the Vice-President.

The Secretary-Treasurer shall keep the minutes of the Association and shall perform such other clerical duties as deemed necessary by the Directors. The Secretary-Treasurer, in conjunction with the other Directors, shall be responsible for all funds. He shall disburse all monies of the Association and provide financial statement at the annual meeting of the Association and to the Board of Directors as determined necessary by them.

#### **ARTICLE XII - Committees**

The President, with the approval of the Directors, shall designate such committees as he shall deem necessary to properly carry on the functions of this Association.

#### **ARTICLE XIII - Amendments**

These by-laws or the charter of the Association may be amended at any annual or specially called meeting of the Association by a 2/3 vote of the members present and voting, but there must be at least 10 members present for a valid meeting to be held; provided that notice of the proposed amendment shall be sent by regular mail to all members whose address is known, two weeks in advance of the annual or special meeting setting forth the proposed amendment.

#### **ARTICLE XIV - Quorum**

A quorum of \_\_\_\_\_ out of the \_\_\_\_\_ Directors must be present before the Board of Directors can transact business. A majority vote of the directors present at a meeting shall govern the actions of the Association. No meeting of the Directors shall sit for the transaction of business or the determination of any matter unless at least \_\_\_\_\_ ( ) directors are present.

These by-laws were approved by the Directors of the \_\_\_\_\_ Cemetery Association this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.



\_\_\_\_\_  
President and Director

\_\_\_\_\_  
Secretary-Treasurer and Director

Attest:

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

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