

Bylaws of the Cemetery Association of Oregon

ARTICLE I

NAME: The name of this corporation shall be the “Cemetery Association of Oregon” and its duration shall be perpetual; in the manner prescribed by the Oregon Non-Profit Corporation Act.

PURPOSE: To operate exclusively as a business league within the meaning of 501(c) (6) of the Internal Revenue code on 1954; for adoption of policies that will tend to improve the standards of all cemeteries, mausoleums and crematoriums; to elevate and improve the standards and services of all forms of caring for the human dead; for the promotion of a closer association between those engaged in the operation of cemeteries, mausoleums and crematoriums; to exchange ideas in connection with conducting such business to the end that better service may be furnished to the public; for the exchange of ideas or practices that would be of interest or benefit to the members, for legitimate promotion and lawful regulation of such business, and, for the general development of its members.

OFFICE: The principle office and place of business of the Association shall be at the discretion of the Board of Directors. A post office box, phone and listing shall be maintained.

AGENT: The registered agent, as filed with the State, shall be designated by resolution of the Board of Directors on an annual basis.

ARTICLE II

MEMBERSHIP:

Section 1: All members must be individuals, associations or entities engaged in the operation of a cemetery, mausoleum, columbarium or a crematory.

Section 2: To be entitled to membership one must have operated in the State of Oregon for a period of one (1) year or more and conformed with the ethics, principles and spirit of the Association during that year.

Section 3: Application for membership shall be made to the membership chair, and shall be submitted by the membership chair to the Board of Directors for acceptance or rejection. Any person interested in becoming a member of the Association shall submit a written and signed application on a form approved by the Board of Directors to the Secretary of the Association and/or Administrator. Each application must receive the approval of the Board of Directors. Applicants whose applications are so approved shall become members of the Association on payment of the required initiation fee and dues.

Section 4: A member in good standing may designate any of its officers or employees to act as its regular member in the Association, and to vote at all meetings, provided that only one (1) vote be cast by each member property. It may also appoint associates to enjoy the privileges of the Association.

Section 5: There shall be no restriction on the number of associate members that may be admitted from each cemetery, crematory or mausoleum. These members may enter

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into the discussions at meetings and may serve on committees of the Association, but they shall not be entitled to vote.

Section 6: The Board of Directors shall have the privilege of granting special membership to persons or firms not able to qualify under Section 1. Such members shall not be entitled to vote in Association meetings.

Section 7: Special membership shall consist of any business, firm, partnership or association engaged in supplying cemeteries, crematoriums, mausoleums or columbariums with information, supplies, equipment and memorials. Special members shall have the privilege of attending annual meetings of the Association and entering into discussions. Special memberships will also include Honorary Members approved by the Board.

Section 8: Annual membership dues and operating budget shall be established each November by the Board of Directors. The membership will be immediately notified of the approved budget and dues schedule.

Section 9: The Board of Directors shall have the power by a majority vote of all of the members of the Board, to suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regular constituted meeting may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter. During the period of suspension, such suspended member shall have no privileges in the Association and no rights to exercise any privileges of a member therein. The Board of Directors by a majority vote shall have power for any cause which would be sufficient to justify the expulsion of a member, to suspend such member, either for a specific period of time or upon such conditions for the removal of the cause for such suspension as may be imposed by the resolution effectuating such suspension. During the suspension such suspended member shall have no rights in any property of the Association and no rights to exercise any privileges of a member therein.

Section 10: Whenever ownership has changed such new ownership shall file a new application for the membership to continue. Failure to file such application for membership within ninety (90) days after the happening of such ownership transfer shall be cause for cancellation of the existing membership by the Board of Directors who are hereby given the authority to do so.

Section 11: Resignation of a member will be accepted by the Membership Committee of the Association at anytime. Resignation from the Association does not relieve any member from past or present obligations to the Association. This shall be taken in front of the Board.

Section 12: Reinstatement: The Board of Directors shall have power, by majority vote, to reinstate as a member of the Association any member who may have been expelled therefrom, within a period of one (1) year from the date of such expulsion, upon

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proof that the cause for which such member was expelled has ceased to exist; but such reinstatement shall be effective only upon payment by such reinstated member of all obligations due the Association, including dues for the entire period from the date of such expulsion.

Section 13: In the event of the termination of a member or the whole Association, no member, trustee, or officer of the Association, or any private individual shall be entitled to share in the distribution of any Association assets upon dissolution of the Association, or winding up of its affairs. Upon such dissolution or winding up, all remaining assets of the Association shall be distributed by the Board of Directors for identical use and purpose to any other organizations which would then qualify for exemption under the provisions of Section 501 (c) (6) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

ARTICLE III

FINANCE:

Payment of dues as set forth shall be due on or before February 1st of each year. Failure to report and pay such dues to the Treasurer and/or Administrator of the Association shall be grounds for immediate suspension. Reinstatement for failure to pay dues in a timely manner will include an additional fee of \$25.00.

SPECIAL ASSESSMENT:

Special assessments may be applied to the members of this Association by a favorable vote of two thirds of the total regular membership of the Association.

ARTICLE IV

MEETINGS:

Section 1: The annual meeting of the members shall be held in the fall anywhere designated by the Board of Directors and for the transaction of such other business as may be brought before the meeting. No less than thirty (30) day's notice of place, day and hour of the annual meeting shall be given by the Secretary and/or Administrator, either by mail (which may be in the Association's newsletter) or delivered personally to each member entitled to vote at the meeting.

Section 2: Special meetings of the members may be held whenever a call is made by the President: by any three (3) Directors, or by twenty-five (25) percent of the regular members. It shall be the duty of the Secretary and/or Administrator to give notice of such special meetings to all members entitled to vote at the meeting indicating the purpose or purposes thereof, the notice is to be mailed at least ten (10) prior thereto, and to state the place, day and hour of the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Association, with postage thereon prepaid.

Section 3: At any meeting of the members, fifty (50) percent or more of the voting members of the Association in good standing shall constitute a quorum for all purposes.

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Section 4: In the absence of the President and Vice President, a Chairperson elected by the members present shall preside at the meeting of the members.

Section 5: Robert's Rules of Order Revised shall govern this Association in all cases to which they are applicable and not in conflict with the Charter or these by-laws.

Section 6: Regular members unable to attend any meeting may be represented by and vote by proxy. The designating of a proxy shall be in writing and filed with the Secretary prior to the meeting.

ARTICLE V

BOARD OF DIRECTORS:

Section 1: The Board of Directors shall manage the affairs of the Association and shall consist of a total of ten (10); nine (9) Directors, six (6) elected from the regular members in good standing and the Vice-President, President and the immediate Past-President who shall be ex-officio members of the Board. Three (3) new Directors shall be elected each year for two (2) year terms. One (1) additional voting Director shall be elected by the Special Members in good standing and serve for a two (2) year term. In the event a vacancy occurs on the Board of Directors the Board shall elect an alternate member in good standing to fill that vacancy until the next Annual Meeting (refer Article 6, Section 2). If an alternate declines at the next Annual Meeting the members shall elect a Director to complete the remainder of the term, if any. A vacancy among officers shall be filled in such a manner, as the Board shall deem most reasonable. Any Director may resign their office at any time upon written notice to the President or Secretary.

Section 2: The office of a member of the Board of Directors shall be declared vacant when the affiliation with the cemetery, mausoleum or columbarium through which affiliation of that member is vested is terminated.

Section 3: Powers of Directors: The Board of Directors, in addition to the powers vested in interest of the Association, and particularly but not in derogation of their general powers, they shall have power:

- (a) To elect officers as hereinafter provided;
- (b) To appoint committees from their own number and from the general membership of the Association and fix the powers and duties of such committees. Job descriptions shall be established and maintained by committee chair.
- (c) To enter into contracts on behalf of the Association.
- (d) To remove from office (by two-thirds vote of all it's members) any Officer or Director who is unable or neglects to perform efficiently the duty of this office; provided that before such removal shall become effective such Officer or Director shall be given due notice thereof and an opportunity to appear at that meeting whereas such action is proposed to be taken.

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Section 4: All meetings of the Board of Directors shall be on the call of the President, or any three (3) Directors. At least ten (10) days prior, the Secretary and/or Administrator must notify each Director of the time, day and place of such meetings.

Section 5: Notice of any meeting of the Board of Directors will be delivered personally or sent by mail, fax or telegram to each Director at the Directors address as shown by the records of the Association.

Section 6: Any Director may waive notice to any meeting. The attendance of a Director at any 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 and/or the meeting was not lawfully called or convened. The business to be transacted at a meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by-laws.

Section 7: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 9: The Board of Directors by resolution adopted by a majority of the Directors in office may designate one (1) or more committees, each of which shall consist of one (1) or more Directors, which committees to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on the member by law.

ARTICLE VI

ELECTIONS:

Section 1: At least sixty (60) days prior to each Annual Meeting the President shall appoint a nominating committee composed of three (3) voting members, at least one (1) of whom shall be a Past-President of the Association and one (1) member of the Board of Directors of the Association, whose duty it shall be to nominate five (5) voting members in good standing and one (1) special voting member to stand for election to Board of Directors. After receiving the report of the nominating committee, the President shall call for further nominations from the floor.

Section 2: The three (3) nominees for voting positions and the one (1) nominee for the special member voting position receiving the largest number of votes shall be elected. The nominee receiving the fourth largest number of votes shall be declared an alternate. The alternate will serve on the board if needed.

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ARTICLE VII

OFFICERS:

Section 1: The officers of the Association shall be President, a Vice-President, a Secretary and a Treasurer.

Section 2: The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. The office of President and Vice-President must be filled by current Directors. This shall be for one (1) year term, at the option of the current Board and can be extended to a maximum of two (2) years. If the election of officers is not held at such meeting, such meeting shall be held as soon thereafter as convenient.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor has been duly elected and qualifies.

Section 3: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, such removal shall be without prejudice to any contract rights of any of the officers removed.

Section 4: The President shall preside at all membership and Board of Directors meetings, appoint all committees, and shall perform such duties as are usual of the office or that may be required by the Board of Directors. In the absence of the President, the Vice-President shall perform all duties of the office of President.

Section 5: The Secretary and/or Administrator shall be custodian of the records of the Association and the minutes of the meetings of the members and of the Board of Directors. The Treasurer and/or Administrator shall be custodian of the funds of the Association, and all monies shall be delivered for deposit in the bank selected by the Board of Directors. The records of the Secretary and Treasurer shall be open to inspection by any voting member in good standing. At each annual meeting a complete financial statement will be submitted by the Treasurer to the auditing committee for their inspection. All monies and records shall be surrendered to the successor at the expiration of the term of the Secretary or Treasurer.

Section 6: Right to Indemnification: Any person who was, is, or is threatened to be made a party to any action or proceeding, whether civil or criminal (including an action by or in the right of any other Association or business entity of any kind which any Director or Officer of the Association served in any capacity at the request of the Cemetery Association of Oregon) by reason of the fact that he/she or his/her testator or intestate was a Director or Officer of the Cemetery Association of Oregon, or served such other Association business entity or enterprise in any capacity, shall be indemnified by this Association against judgment, fines, amounts paid in settlement, and reasonable expense, including attorneys fees actually or necessarily incurred in connection with the defense or appeal of any such action or proceeding; provided that no indemnification

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shall be made to or on behalf of any Director or Officer established that acts were committed in bad faith, or were the result of active and deliberate dishonesty and were material to the cause or action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled. In connection with an action or proceeding initiated by such person, the Cemetery Association of Oregon shall indemnify such person only if such action or proceeding was authorized by the Board of Directors of this Association.

ARTICLE VIII

SALARIES AND FEES:

Section 1: Officers and designated individuals working in conjunction with the Cemetery Association of Oregon may receive such compensation, as the Board of Directors shall determine.

Section 2: Any Director or member may be compensated for any expenses incurred for travel, meals, hotel, telephone, telegrams or other items required in the performance of duties ordered by the President or Board of Directors.

ARTICLE IX

CERTIFICATES:

Section 1: The Board of Directors shall provide the issuance of certificates evidencing membership in the Association which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and the Secretary and shall be sealed with the seal of the Association. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the Association. If any certificate is lost, mutilated or destroyed a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Section 2: When a member has been elected to membership and has paid any initiation fee and dues that may be required, a Certificate of Membership shall be issued in his/her name and delivered to him/her by the Secretary and/or Administrator.

ARTICLE X

The fiscal year of this Association shall be the calendar year.

ARTICLE XI

BUSINESS AFFAIRS:

Section 1: The Board of Directors may authorize any officer or officers or agent or agents of the Association in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Association and authority may be general or may be confined to specific instances.

Section 2: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner shall from time to time be determined by resolution of the Board of Directors.

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Section 3: All funds of the Association shall be deposited from time to time to credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for any purpose of the Association.

Section 5: The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members. Board of Directors and committees having and exercising any of the authority of the Board of Directors shall keep with the office of the Secretary and/or Administrator, a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

On Dissolution or Merger of the Association with any other association with like or similar purpose, none of the assets of this Association shall be distributed to the members there. Instead, such assets after the discharge of all outstanding liabilities shall be distributed to one (1) or more tax exempt, regularly organized and qualified, charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors; provided however, that in the event of a merger with another association with like or similar purposes, the Board of Directors may, in lieu of such distribution, elect to transfer all or part of such assets to the organization with which merger is being effected.

ARTICLE XIII

These by-laws may be amended by the majority vote at any Annual Meeting of the members, or any special meeting of the members called for that purpose.

ARTICLE XIV

Whenever any notice is required to be given under the provisions of the Oregon Revised Statutes or under the provisions of the Articles of Incorporation or the by-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether given after the time stated therein, shall be deemed equivalent to the giving of such notice.

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