

2-16-2016 By-Laws for Ferndale Cemetery Association

Adopted: _____ February 25, 2017 _____

Article I - Name

The name of this corporation is the Ferndale Cemetery Association (FCA) and the place of business is the town of Ferndale, Humboldt County, California.

Article 2 – Organizational Structure

The Ferndale Cemetery is a not-for-profit association organized under Internal Revenue Code 501 (c) (3), administered by an unpaid board of directors.

The fiscal year for the FCA is July 1-June 30.

Article 3 - Purpose

The purpose of the Ferndale Cemetery Association is to purchase, develop, and hold real property for a public cemetery in the city of Ferndale; to subdivide this property and sell burial lots, grave sites, and locations for cremains; to improve the grounds and maintain walkways and gravesites in a manner that is respectful and attractive; to preserve and maintain the cemetery as a historical site.

Article 4 – Shareholder Membership

Membership in this association consists of shareholders who have purchased burial property as designated in Article 5. Every shareholder shall receive a certificate of ownership, prepared by the FCA and describing the location of the property purchased.

Article 5 – Shareholder Rights

Every shareholder is entitled to one vote in person or by proxy at any meeting of the shareholders of the FCA.

No persons shall be considered as a rightful owner of any burial property unless they are in possession of a duly executed certificate of ownership. However, the records of FCA shall be considered as final in determining ownership of any given burial space.

State statutes governing the descent of title for cemetery spaces, as well as all other matters relating to their ownership shall apply. Upon the decease of an owner of burial property, the heirs or devisees of such person shall file with the board of directors full proof of ownership. A purchase agreement indicating the designees, wills or probate records is normally sufficient.

Article 6 – Shareholder Meetings

There are no established regular meetings of shareholders; however, a meeting may be called by a written request to the board from a minimum of five shareholders giving ten working days notice prior to the meeting date.

The secretary of the FCA board of directors shall record the minutes of any shareholder meeting, and make the minutes available to shareholders and the board of directors within ten working days after any such meeting.

Article 7 – Shareholder Responsibilities

It is the duty of the shareholder to notify the board of directors of any change of address. FCA notices sent to the last address on file shall be sufficient and proper legal notification.

It is also the duty of the shareholder to maintain appropriate paperwork documenting current ownership, and documenting the disposition of ownership to future owners.

Article 8 – Board of Directors

The board of directors of Ferndale Cemetery Association consists of nine directors who are shareholders in the association or who have family members who are buried in the Ferndale Cemetery, and who have been nominated and elected by the board.

The Board of Directors shall administer and supervise the operations of the Association in accordance with state and federal statutes and these By-Laws.

Article 9 – Board Member Terms

The term of service of a member of the board of directors shall be two years. A board member may serve for four two-year terms, after which a two-year leave is required before that member is eligible to be re-elected. A board member, who is absent for three consecutive meetings, is considered inactive, and will be replaced as designated in Article 8.

Article 10 – Board Member Liabilities

The FCA and its board of directors, collectively or individually, shall not be held liable for any act done in good faith, or for good faith, any omission to act. The FCA and its board shall be held harmless from and against any loss or liability that the association incurs (and all expenses reasonably incurred in defending against claims arising out of such losses or liability) for actions that the association and the board take or omit (other than actions and omissions constituting willful misconduct). Furthermore, the FCA and its board shall not be liable for any loss or damage resulting by reasons of events beyond its reasonable control, including acts of war, terrorism, riots, civil emergencies, acts of God or nature, or acts of civil or military authority.

Article 11- Conflicts of Interest

Board members and officers of the FCA shall comply with all the requirements of the California state law where conflicts of interest are involved. Any possible conflict of interest on the part of any member of the board, officer or director, of the Ferndale Cemetery Association (and when the interest involves a specific issue before the board) shall be disclosed and made a matter of record. The minutes of the meeting shall reflect

the following: that a disclosure was made; the abstention from voting; and the actual vote itself. Every new member of the board will be advised of this policy upon entering the duties of office, and shall sign a statement acknowledging, understanding, and agreeing to this policy.

Article 12 – Board Meetings

The board of directors shall meet as often as necessary to responsibly conduct the business of the association, at no time to be less than once a quarter in a calendar year. Special elections may be called by the president at any time for the purpose of conducting business of the association.

Article 13 – Board Meeting Quorum

A quorum of the board of directors shall consist of five board members.

Article 14 – Board Officers

The board of directors shall elect from its members a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined into one office determined by the skills and interests of the board member to be elected and with approval of a quorum of the board.

Article 15 – Duties of the President

It shall be the duty of the President to preside at all meetings of the association, conducting the meetings according to the most recent version of “Roberts’ Rules of Order.” The President shall also make the agenda for the meetings, and perform such other duties as required by law or by the by-laws of this association. In the absence of the President, the Vice-President shall perform those duties.

Article 16 – Duties of the Secretary

It shall be the duty of the Secretary to record the minutes of the meetings of the association, to disseminate the minutes of the most recent meeting among the members of the board no less than one week prior to each meeting, and to maintain correspondence necessary to the operation of the association.

Article 17 – Duties of the Treasurer

It shall be the duty of the Treasurer to routinely review the financial records and work with the FCA financial consultants and staff recording transactions, including all monies received and paid out, so that the financial statements accurately reflect FCA’s financial position. The Treasurer shall report to the board the financial status of the association at every board meeting.

Incurring an expense in excess of \$1,500 requires the specific approval of the board.

Article 18 – Board Officer Elections and Terms

Officers of the board of directors shall be elected for two-year terms. Vacancies in offices may be filled by appointment by the President or, in the absence of the President, the Vice-President. Any officer may be relieved of his/her duties by a majority vote of the board at any meeting at which there is a quorum. The term limits for holding an office on the board of directors is the same as those for serving as board members as designated in Article 9.

Article 19 - Sexton

The board of directors has the right to hire a sexton to care for and maintain the cemetery as a whole, and specifically, those lots or sites where funds have been provided by the purchaser. The sexton is required to maintain all cemetery roads, paths, walkways, avenues and fences. Additionally, the sexton is to conduct burials for families as requested, maintain the physical structures of memorials and headstones, and keep the board of directors informed as to problems, needs, and circumstances that need its attention and oversight. The sexton is also required to be of fine public standing, working compassionately and fairly with families including, but not limited to, assisting in grave locations and discussions about site repairs.

Article 20 - Dissolution

Upon dissolution of the Ferndale Cemetery Association, its assets shall be distributed for one or more tax-exempt purposes in accordance with such applicable sections of the Internal Revenue Code as may be amended from time to time. The assets are to be distributed in the following manner:

- To an organization whose purpose is identical with those of the Ferndale Cemetery Association; or
- To another cemetery association or organization whose purposes are like or similar to those of the FCA and who is eligible for the same tax-exempt status under the IRC; or,
- To a federal, California, or local government agency to be used for a similar public purpose.

Any assets not so disposed of shall be distributed by the determination of a court of competent jurisdiction over the County of Humboldt where the principal office of the FCA is located, to such organization or organizations whose purposes are the same as the Ferndale Cemetery Association.

Article 21 – Revisions to the By-Laws

The By-Laws may be revised with approval of a majority of the board at a meeting at which a quorum is present.