

**AMENDED
BYLAWS OF HILDA METHODIST CEMETERY ASSOCIATION
A Non-Profit Unincorporated Association**

Mason, Texas

PURPOSE

The Hilda Methodist Cemetery Association offers the possibility of, and a context for, memorializing a particular individual: the identity of the deceased can be enshrined in the site's internal order. The principal function of the cemetery is the interment of the dead for members of Hilda United Methodist Church, as well as previous members of the church and direct descendants of one of those interred in the cemetery.

ARTICLE 1

OFFICERS

- 1.01** The principal office of the association in the State of Texas shall be located in the community of Hilda, County of Mason. The association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the association may require from time to time.

Registered Office & Registered Agent

- 1.02** The association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Act. The registered office may be, need not be, identical with the principal office of the association in the State of Texas, and the address may be changed from time to time by the Board of Directors.

ARTICLE 2

MEMBERS

- 2.01** A basic requirement of association membership shall be a member of the Hilda United Methodist Church, having been a member of that church, OR a direct descendant of one of those interred in the cemetery. The second requirement shall be ownership of one of the cemetery plots.
- 2.02** New memberships shall be approved by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for selection.
- 2.03** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.04 The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall default in the payment of dues for a particular period.

2.05 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligations to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.06 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

2.07 Membership in this association is not transferable nor assignable.

ARTICLE 3

MEETINGS OF MEMBERS

3.01 An annual meeting of the members shall be held during the month of October for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors should not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

3.02 Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3.03 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or, if a special meeting be otherwise called, the place of meeting shall be the registered office of the association in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

3.04 Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of special meetings or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the US mail addressed to the member at his address as it appears on the records of the association with postage thereon prepaid.

3.05 Any action required by law to be taken at a meeting of the members or an action which may be taken at a meeting of members may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

3.06 The members holding 25% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.08 Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 4

BOARD OF DIRECTORS

4.01 The affairs of the association shall be managed by its Board of Directors.

4.02 The number of Directors shall be no less than five (5). Each Director shall hold office for a three-year term, and may succeed themselves in office.

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the time and place, either regular meetings of the Board without other notice than such resolution.

4.04 Special meetings of the Board of Directors may be called at the request of the President or any other Officer. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meetings of the Board called by them.

4.05 Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, sent by mail, telegram, or electronic communication to each Director at his address as shown by the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such notice, except where a Director attends a meeting or the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.06 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 said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.07 The act of a 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 these bylaws.

4.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving compensation therefore.

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing set forth the action so taken shall be signed by all of the Directors.

ARTICLE 5

OFFICERS

5.01 The officers of the association shall be not less than a President, a Vice President, a Secretary, a Treasurer/Records Officer and Sales Officer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the President and Secretary.

5.02 The Directors of the association shall be duly elected at the annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.03 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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.04 A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.05 The President shall be the principal executive officer of the association and shall in general supervise and control all the business and affairs of the association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or with any other proper officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of

Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Board of Directors or by these bylaws or by statute to some other officer all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time.

5.06 In the absence of the President or in the event of his inability to or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him by the President or the Board of Directors.

5.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the association under its seal is duly authorized in accordance with the address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.09 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

ARTICLE 6

COMMITTEES

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the association.

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the association may be designated by a majority of the Directors present at a meeting at which quorum is present. Except as otherwise provided in such association, and the President of the association shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the association shall be served by such removal.

6.03 Each member of a committee shall continue as such until the next annual meeting of the members of the association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Each committee may not adopt rules of its own government inconsistent with these bylaws or with rules adopted by the Board of Directors.

6.08 A nominating committee, representative of the membership, shall investigate the suitability, acceptability and agreeability of members for the position of Director and recommend these persons at the annual meeting.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances.

7.02 All checks, drafts, or orders for the payment of money, notes, or others evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the association.

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

7.04 The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the association.

ARTICLE 8

BOOKS AND RECORDS

8.01 The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office 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 9

FISCAL YEAR

9.01 The fiscal year of the association shall begin on the first day of January and end on the thirty-first of December each year.

ARTICLE 10

WAIVER OF NOTICE

10.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Act or under the Provisions of the articles of incorporation or the bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11

AMENDMENTS TO BYLAWS

11.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any Directors meeting, if at least two days' notice is given of an intention to alter, amend, or repeal these bylaws or adopt new bylaws at such meeting.

ARTICLE 13

CEMETERY PLOTS

12.01 The cost of a cemetery plot shall be based on the cost of maintenance, curbing and expansion of the cemetery to be evaluated annually by the Directors.

12.02 All Lots shall be 26 feet by 24 feet unless specifically altered and agreed upon by the Board of Directors. Permission to subdivide Lots must be made in writing to the Board of Directors and must be approved in writing.

12.03 As plots are purchased they shall be assigned in order of membership application and as approved by the Board of Directors.

12.04 The association permanent fund provides a variable amount of funds each year. When these funds are insufficient to meet the maintenance needs, an assessment for each member must be made. The Board of Directors may from time to time assess an annual fee.

12.05 A MEMBER shall be synonymous in the association records as FAMILY. When the original purchase MEMBER has died or is incapacitated, a succeeding MEMBER of that FAMILY shall be the representative. The FAMILY representative may be changed by notification to the association in writing. The representative MEMBER of that FAMILY shall be the voting member and be the recipient of all correspondence from the association.

12.06 All plots shall be limited to one casket or two cremains. The Board of Directors reserve the right to make any discretionary decisions on any variances.

12.07 No ground plants or trees can be planted within the boundaries of the cemetery. Ground cover to be limited to topsoil or concrete for maintenance purposes. No glass items shall be left inside the cemetery grounds.

APPROVED and ADOPTED on this the _____ day of _____, 2019.

Hilda Methodist Cemetery Association
An unincorporated association

By:

Attest:

Stephen Stengel, President

Susan Doell, Secretary