

The Texas Historical Commission provides the following examples of cemetery organization bylaws for informational purposes only.

Cemetery organizations may wish to consult with legal counsel to assist with developing or updating bylaws.

**BYLAWS
OF THE
MT. VIEW CEMETERY ASSOCIATION
OF COLEMAN COUNTY**

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BYLAWS

of the

MT. VIEW CEMETERY ASSOCIATION OF COLEMAN COUNTY

ARTICLE I - Name and Offices

The name of the association shall be "Mt. View Cemetery Association of Coleman County." The initial office of the association shall be at 8506 Bowling Green Drive, Austin, Texas 78757.

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 Association filed with the State of Texas, and are as follows:

(A) The association is created and organized as a non-profit association chartered solely for the purpose of maintaining the graves of those who are buried in the Mt. View Cemetery of Coleman 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 Mt. View Cemetery of Coleman 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 spent 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 may be accepted and used for such purpose if the Directors of the Association find such purpose acceptable and within the purposes established under these Bylaws. Contributions for the upkeep of one or more specific graves or a family plot shall not be accepted.

(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 Association 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.

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 director, 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 Coleman 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 satisfactorily proven, 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 Mt. View Cemetery Association declare the Association reactivated by subscribing their names to a document stating that the Mt. View Cemetery Association is reactivated.)

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

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association 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 Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association 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

All adult persons of the age of eighteen (18) years of age or more, who are interested in the operation and maintenance of Mt. View 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 third Saturday in April of each year at Mt. View Cemetery (or such other location as may be determined by the Board of Directors if weather or other circumstances shall so determine) at 1:00 o'clock, p.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 is 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, 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 placement 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, the vice president, or the president of the Association.

ARTICLE VIII - Meetings

There shall be an annual meeting of the members of the Association held the third Saturday in April of each year. The meeting shall be held at Mt. View Cemetery or such other place as the Directors may determine at 1:00 o'clock p.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 Vice President, and a Secretary-Treasurer.

ARTICLE X - Board of Directors

This Association shall have five (5) directors, each of whose term shall be for three years. The directors shall be elected for

staggered terms. Initial directors shall be elected for one, two, and three-year terms. Thereafter, each director shall be elected for a three-year term. As of the date of adoption of these Bylaws in 2005, the following directors shall serve for the term set forth beside their names and until their successors are elected:

<u>Lois Turner McCarty</u>	<u>One year (April 2005-2006)</u>
<u>Joe Faries</u>	<u>Two years (April 2005-2007)</u>
<u>Gussie Jennings</u>	<u>Three years (April 2005-2008)</u>
<u>Maxine Cope</u>	<u>Two years (April 2005-2007)</u>
<u>Jerri Jennings</u>	<u>Three years (April 2005-2008)</u>

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 a 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 that office by the Board of Directors.

In the absence of the President, the Vice President shall preside at a meeting of the Association or the Board of Directors and all other duties entrusted or designated to that office by the Board of Directors.

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, shall disburse all monies of the Association, and shall provide a financial statement at the annual meeting of the Association and to the Board of Directors twice per year.

ARTICLE XII – Fiscal Year

The fiscal year end for the association shall be March 31st.

ARTICLE XIII – Committees

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

ARTICLE XIV – 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 XV – Quorum

A quorum of three (3) out of the five (5) 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 three (3) directors are present.

These by-laws were approved by the Directors of the Mt. View Cemetery Association this 10th day of September, 2005.

President

Secretary-Treasurer

Attest:

Lois Turner McCarty, Director

Joe Faries, Director

Gussie Jennings, Director

Maxine Cope, Director

Jerri Jennings, Director

BYLAWS OF THE AURORA CEMETERY ASSOCIATION

Adopted November 19, 1972, Amended September 16, 2009; May 14, 2015; May 15, 2016

**BYLAWS OF THE
AURORA CEMETERY ASSOCIATION
As Amended May 15, 2016**

ARTICLE I - Name and Offices

The name of the association shall be "***Aurora Cemetery Association***". The initial and registered office of the association shall be at Aurora City Hall, 303 Derting Road, Aurora, Texas 76078.

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:

Section A. Organization and Purpose

The association is created and organized as a non-profit corporation chartered solely for the purpose of maintaining the graves of early settlers of Wise County, Texas, and their descendants who are buried in the Aurora Cemetery of Wise 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 Aurora Cemetery of Wise 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.

Section B. Use of Funds

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; and,
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.

Section C. Contributions

The association may collect 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.

Section D. Purchase of Real Property

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

Section E. Other Uses

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.

Section F. Exclusive Dedication of Funds

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 – Financial Investments

The custodian, or Trust Officer of a bank, handling the financial investments and the general operating fund of the cemetery shall be bonded to protect the funds from misappropriation or malfeasance of the custodian or trust officer of a bank. Also the custodian or trust officer of a bank shall report to the Board if his or her bond is revoked or not renewed. The Custodian or trust officer of a bank shall turn over all records and documents of the funds as directed by the Board.

ARTICLE V - 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 Wise 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 Aurora Cemetery Association declare the Association reactivated by subscribing their names to a document stating that the Aurora Cemetery Association is hereby reactivated.)

ARTICLE VI - 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)/(13) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law.)

ARTICLE VII - Membership

The owner of each burial plot, regardless of the size thereof, in the Aurora Cemetery Association, and all other adult persons of the age of eighteen (18) years of age or more, who are interested in the Aurora 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 third Sunday, in May, of each year at the Aurora Cemetery Pavilion, located at 509 Cemetery Road, in Aurora, Texas, at 2:00 p.m.

ARTICLE VIII - Funds and Financial Reports

Section A. Annual Report

The Board of Directors shall present an annual financial report to the membership at the annual meeting each year.

Section B. Financial Policy

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.

Section C. Authorized Signatures and Consent

The funds may be withdrawn only upon the signature of the secretary-treasurer and either the president or the vice-president of the Association and with voting consent of the Board of Directors.

ARTICLE IX - Meetings

There shall be an annual meeting of the members of the Association held the 3rd Sunday, in May, of each year. The meeting shall be held at the Aurora Cemetery, in the Pavilion, located at 509 Cemetery Rd, Aurora, Texas, at 2:00p.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 X – Voting

Section A. Voting of Members

1. Each member of a corporation, regardless of class, is entitled to one vote on each matter submitted to a vote of the corporation's members, except to the extent that the voting rights of members of a class are limited, enlarged, or denied by the certificate of formation or bylaws of the corporation.
2. A member may vote in person or, unless otherwise provided by the certificate of formation or bylaws, by proxy executed in writing by the member or the member's attorney-in-fact.
3. Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months.
4. A member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

Section B. Voting by Proxy

1. Voting by proxy is allowed only for specific purposes on matters not subject to debate.
2. In the case of a proxy given to vote for the election of directors, it shall list those persons who were nominees the time the notice of the vote for election of directors was given to the members.
3. In any election of directors, any proxy which is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.
4. If membership voting by proxy is allowed, proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited.
5. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.
6. Proxy voting is permitted only to obtain a quorum. If sufficient members of the Association are present, proxy votes may not be counted.

ARTICLE XI - Officers (Executive Board)

The Board of Directors of the Aurora Cemetery Association shall elect a President, a First Vice-President, Second Vice-President, and a Secretary-Treasurer. Each officer shall serve a term period of four (4) years. Officers shall not be compensated for service. In the event of the death or resignation of an officer, a successor may be appointed by vote of the Board of Directors present at a meeting to serve for the balance of the elected term. Current Officers and his/her expiry are as follows:

President	Joe E. Smith	2014-2018
Vice President	Glenn Jennings	2014-2018
Secretary/Treasurer	Dr. Toni L. Wheeler	2014-2018

ARTICLE XII - Board of Directors

Section A. Number of Directors, Terms and Compensation

This Association shall have six (6) Directors, who serve under the Officers (Executive Directors), each of whose term shall be for two (2) years. The Directors shall not be paid or otherwise compensated for service. The Directors shall be elected for staggered terms.

Section B. Current Directors and Term Limits

As of the date of adoption of these Bylaws in 2015, the following Directors shall serve for the term set forth beside their names and until their successors are elected.

2017-2019

Batterton, Richard (Jr)
Green, Darrell
Reid, Mickey

2016-2018

Howard, Kevin
Pitts, Robert
Solomon, Terry

Section C. Vacancies

1. 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 two-year term by the members present.
2. In the event of the death, resignation, or refusal to act of any Directors, 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 three days advance notice of the same.

Section D. Insurance

An insurance policy may be obtained to protect all trustees from any errors or omissions that occur during their service on the Board. The form and amount of such policy shall be at the discretion of the Board.

ARTICLE XIII - Duties of the Officers

Section A. President

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. The president shall be responsible for calling to order meetings of the Board. This includes naming the time and place of all such meetings which shall be communicated to all Trustees. The president shall follow the guidelines set forth in the most recent version of "Robert's Rules of Order". The president shall be responsible for making the agenda for any meeting of the Board except for Special Meetings. The only business transacted at a Special Meeting shall be the specific purpose for which the meeting was called. The president shall be entitled to vote at all meetings of the Board and meetings of the Association Members.

Section B. Vice-President

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

Section C. Secretary-Treasurer

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. The Secretary-Treasurer shall record the minutes of the meetings of the Board and submit

same to each Director at the next monthly meeting. All minutes from the last monthly meeting must be approved or disapproved at the next regularly scheduled meeting. The Secretary-Treasurer shall also record the minutes of the Annual Meeting and submit the same to each Director at the next meeting and to the members at the next called full Membership Meeting. The treasurer shall keep or oversee the keeping of the financial records of the Association. The Secretary-Treasurer will insure that all monies received and all monies paid out are properly recorded. The Secretary-Treasurer shall report to the Board the financial status of the Association.

ARTICLE XIV - 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 XV – Rules and Regulations

Section A. Board Responsibility

It is the responsibility and discretion of the Board to establish rules and regulations to control and manage the operation of the cemetery, the conveyance of grave spaces and controlling the over-all appearance of the cemetery including the authority to define what will be acceptable or unacceptable when decorating individual graves and grave spaces.

Section B. Summary Provided with Deed

The Board shall make these Rules and Regulations available to the public. A summary of rules shall be given to each new lot owner with his deed.

Section C. Publication and Availability

The comprehensive list of Rules and Regulations shall be available in electronic form, or paper copy at 10-cents per sheet (as the current rate established by the Texas Administrative Code).

Any person who wishes to obtain a copy of the bylaws may request in writing at the address set forth above, or via email to auroracemetery@gmail.com

ARTICLE XVI - Amendments

Section A. Rights of the Board

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members of the Aurora Cemetery Association Board of Directors.

Section B. Ratification by Members

Notice of the amendment shall be placed on the agenda of the annual meeting for membership consent. The alteration, amendment or repeal of any Article(s) of Sub-

Section(s) of Article(s) must be approved by simple majority (51%) of the members present at the annual meeting.

ARTICLE XVII - Quorum

A quorum of four (4) out of the six (6) 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 four (4) directors are present.

Article XVIII - Conflict of Interest

The officers and directors of the Association shall comply with all the requirements of Texas state laws 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 Aurora Cemetery Association of Aurora, Texas, and when the interest involves a specific issue before the Board, shall be disclosed to the Board and made a matter of record. The minutes of the meeting shall reflect 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 XIX – Anti-Nepotism

A board member may not appoint, confirm the appointment of, or vote for the appointment or confirmation of the appointment of an individual to a position that is to be directly or indirectly compensated from the Association, if the individual is related to the board member, within a third degree of consanguinity or second degree of affinity.

Article XX - Severability

If any one or more of the provisions of these bylaws, or the applicability of such provision, rule, regulation, action shall be found invalid, unconstitutional or unenforceable by a competent court or law, such provision shall be nullified and the remainder of provisions shall remain in full effect, applicable and enforceable.

Article XXI - Indemnification

The Association 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 Association and its Board of Trustees 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 Board of Directors take or omit (other than actions and omissions

constituting willful misconduct). The Association and its Board of Directors furthermore, 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, act of God or nature, or acts of civil or military authority.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Association on the date set forth below.

Amended: May 15, 2016; Terms of Officers Amended 05/21/2017

APPROVED AS TO FORM:

Joe Smith, President and Executive Director

ATTEST:

Dr. Toni L. Wheeler, Secretary-Treasurer
and Executive Director

FISKVILLE CEMETERY ASSOCIATION, INC.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. No Membership The Corporation shall not have a formal membership roster.

ARTICLE II DIRECTORS

Section 1. Number and Tenure. The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) members. Unless sooner removed in accordance with these By-laws, a member of the Board of Directors shall hold office until the next annual meeting of directors and until his successor shall have been elected and qualified.

Section 2. Qualifications. Directors need not be residents of the State of Texas.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the entire Board; provided, however, that any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of directors called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Texas, at whatever place is specified by the officer calling the meeting. In the absence of specific designation, the meetings shall be held in the office of the Corporation in the City of Austin, Texas.

Section 5. Regular Meetings. The Board of Directors shall meet each year for the transaction of such business as may properly be brought before it. No notice of annual meetings need be given to either old or new members of the Board of Directors. Regular meetings may be held at such other times as shall be designated by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President or any director of the Corporation. Notice shall be sent by mail or telegram to the last known address of each director at least four days

before the meeting. Oral notice may be substituted for such written notice if given not later than one day before the meeting. Notice of the time, place and purpose of such meeting may be waived in writing before or after such meeting and shall be equivalent to the giving of notice. Attendance of a director at such meeting shall also constitute a waiver of notice thereof, except where he attends for the announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of directors fixed by these By-laws as from time to time amended shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any regular or special directors meeting may be adjourned from time to time by those present, whether a quorum is present or not.

Section 8. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting for the Board; provided, that nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 9. Removal. Any director may be removed, either for or without cause, at any special meeting of the Board by the affirmative vote of a majority of the directors. The notice calling such meeting shall give notice of the intention to act upon such matters, and if the notice so provides, the vacancy caused by such removal must be filled at such meeting by vote of a majority represented at such meeting and entitled to vote for the election of directors.

Section 10. Advisory Board. The Board of Directors shall approve an Advisory Board at the earliest practical date to assist the Corporation in achieving its objectives.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, a Vice-President, and a Secretary-Treasurer, all of who shall hold office until their successors are elected and qualified. Two or more offices, except the offices of the President and Secretary-Treasurer, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the charter or these By-laws to be executed, acknowledged or verified by two or more officers.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

Section 3. Removal. Any officer or agent 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 Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

Section 4. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside, when present, at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President. The Vice-President may perform the usual and customary duties that pertain to such office (but no unusual or extraordinary duties or powers conferred by the Board of Directors upon the President) and, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned.

Section 6. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer to attend all meetings of the Board of Directors and record correctly the proceedings had at such meetings in a book suitable for the purpose. It shall also be the duty of the Secretary-Treasurer to attest with his or her signature and the Seal of the Corporation all membership certificates which may be issued by the Corporation and to keep a ledger in which shall be correctly recorded all transactions pertaining to the membership of the Corporation. He or she shall also attest with his or her signature and the seal of the Corporation all deeds, conveyances or other instruments requiring the seal of the Corporation. The person holding the office of the Secretary-Treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to him or her.

The Secretary-Treasurer shall keep such monies of the Corporation as may be entrusted to his or her keeping and account for the same. He or she shall be prepared at all times to give information as to the condition of the Corporation and shall make a detailed annual report of the entire business and financial condition of the Corporation. The person holding the office of the Secretary-Treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned.

Section 7. Delegation of Authority. In the case of any absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of such officer to any other officer or to any director, employee or agent for whatever period of time seems desirable, providing that a majority of the entire Board concurs therein.

ARTICLE IV MISCELLANEOUS PROVISIONS

Section 1. Indemnification of Officers and Directors. Each person who shall have served as a director or officer of this corporation, or at its request as director or officer of another corporation in which it now owns or may hereafter own shares of capital stock or of which it now is or may hereafter be a creditor, shall be indemnified by the Corporation against expenses and costs (including attorneys fees) actually and necessarily incurred by him or her in connection with any claim asserted against having been such director or officer, except when in any court or misconduct in respect of the matter in which indemnity is sought; provided, however, that the foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled by law.

Section 2. Amendments. These By-laws may be altered or repealed at any regular meeting of the Board of Directors at any special meeting of the Board of Directors at which a quorum is present or represented, provided notice of the proposed alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of a majority of the Board of Directors; provided, however, that no change of the time or place of the meeting for the election of directors shall be made within sixty (60) days next before the day on which such meeting is to be held, and that in case of any change of said time or place, notice thereof shall be given to each Director in person or by letter mailed to his or last known post office address at least twenty (20) days before the meeting is held.

Section 3. Waiver. Whenever, under the provisions of any law, the Articles of Incorporation or amendments thereto, or these By-laws, any notice is required to be given to any director or committee member, 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 equivalent to the giving of such notice.

Section 4. Conference Telephone Meetings. Meetings of directors, or any committee, may be held by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Offices. The principal office of the Corporation shall be located in Austin, Texas, unless and until changed by resolution of the Board of Directors. The Corporation may also from time to time designate, or as the business of the Corporation may require.

Section 6. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7. Seal. The Seal of the Corporation shall be circular in form with a five pointed star in the center and the name of the Corporation around the margin thereof.

Section 8. Fiscal Year. The fiscal year of the Corporation shall end at the close of business on the last day of December in each year.

**AMENDED BYLAWS of
NAVIDAD BAPTIST CEMETERY ASSOCIATION
Schulenburg, Fayette Co., Texas**

ARTICLE I. NAME

- 1.01 The name of the Corporation is **NAVIDAD BAPTIST CEMETERY ASSOCIATION** of *SCHULENBURG, FAYETTE CO., TEXAS*.

ARTICLE II. AUTHORITY

- 2.01 **NAVIDAD BAPTIST CEMETERY ASSOCIATION** is a Texas non-profit Corporation.

ARTICLE III. DURATION

- 3.01 The period of its duration is perpetual.

ARTICLE IV. PURPOSES

- 4.01 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:
- a. To aid and foster interest in the restoration, preservation, and maintenance of the cemetery grounds, gravesites, markers, and historical significance of the **NAVIDAD BAPTIST CEMETERY** (land deed and historical designation filed and recorded in the Official Public Records of Fayette Co., Texas in Vol. O, Pg.351 with a more particular description in Exhibit A of said records).
 - b. To maintain and to operate the **NAVIDAD BAPTIST CEMETERY** (the real estate it is situated on, its roadways, alleys and other improvements thereon) presently located at *CR 401, VACEK LOOP, SCHULENBURG, FAYETTE CO., TEXAS*; and to use the designated cemetery properties solely for burial and interment, for funeral and burial purposes only.
 - c. To establish a PERPETUAL MAINTENANCE FUND for the restoration, preservation and maintenance of said cemetery.
 - d. To transact any and all lawful business for which cemetery associations may be allowed to perform pursuant to applicable laws and regulations; and to have and exercise all rights and powers that are now or may hereafter be granted to an incorporated non-profit cemetery association by law.
- 4.02 The Association shall be entirely NON-PROFIT, with no view to profit or for the purpose of speculating in the sale thereof (*such speculating for profit in cemetery lots is strictly prohibited by law and is a criminal act*). No part of its net income shall inure to the benefit of any member, OFFICER, fiduciary, or agent of this Association, directly or indirectly.
- 4.03 The Association shall be nonpartisan, nonsectional and nonsectarian. It shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office or lend its' financial support for the passage or defeat of any legislation. It shall not discriminate as to any person on account of race, sex, religious belief, nationality or otherwise, as prohibited by the laws and constitutions of this state and nation.

ARTICLE V. PRINCIPAL OFFICE

- 5.01 The place where the principal business of the Association will be transacted is *CR 401, VACEK LOOP, SCHULENBURG, FAYETTE CO. , TEXAS* or such other place as designated by the OFFICERS.
- 5.02 The Association may also have other offices at such other places or locations within or without the State of Texas as the OFFICERS, upon resolution, may determine.
- 5.03 The office of the Association and its initial agent is:

AGENT: Iris R. Guertin
ADDRESS: , Victoria, Texas 77904.
- 5.04 The OFFICERS of this Association MAY, but are not required to do so, file such designation of registered agent and/or any change thereof with the Secretary of State according to Sec. 11 of Art. 1396-70.01.
- 5.05 Statement of authority: The OFFICERS of the Association MAY file a "statement of authority" with the County Clerk as allowed by Sec. 6 of Art. 1396-70.01, if they deem it fit and proper to do so, or may file amendments thereto when and if it is advisable to do so. There is no liability for failing to do so.

ARTICLE VI. SALE OF CEMETERY TRACT

- 6.01 The cemetery (i.e. the tract of land on *CR 401, VACEK LOOP, SCHULENBURG, FAYETTE CO., TEXAS*) shall not be sold, conveyed or merged with any other cemetery association, non-profit or profit corporation or entity.

ARTICLE VII. DISSOLUTION

- 7.01 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 Fayette County, Texas, as Director. The County Judge and his successors in office shall have the same powers, rights, and obligations as the Board of Officers 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 Officers. (Reactivation is hereby defined as whenever as many as six people who are or who become members of the Navidad Baptist Cemetery Association declare the Association reactivated by subscribing their names to a document stating that the Navidad Baptist Cemetery Association is hereby reactivated.)

ARTICLE VIII. AMENDMENT OF BYLAWS

- 8.01 These BYLAWS cannot be amended except by TWO-THIRDS VOTE of the MEMBERS. However, should any provision of these BYLAWS prevent the Association from being tax exempt under State and County ad valorem tax laws, franchise tax laws, sales tax laws, I.R.S. laws, or other applicable cemetery regulations for exempt status, then the OFFICERS, by MAJORITY VOTE, may amend such applicable provision in order to retain such exempt status, and the OFFICERS shall notify the MEMBERS of said actions.

ARTICLE IX. INITIAL OFFICERS

9.01 The number of OFFICERS constituting the initial board of OFFICERS is SEVEN (7) and the names and addresses of the persons who are to serve as OFFICERS or until successors are elected and qualified are:

NAME	ADDRESS
Iris R. Guertin, President	Victoria, Tx 7790
E. Doss Kornegay, Jr. Vice President & Historian	Harlingen, Tx 78550
Leslie Sommer, Treasurer	Schulenburg, Tx 78956
Milli Riley Williams, Secretary	Bertram, Tx 78605
Dot Creasey, Registrar	Burnet, Tx 78611
Dottie Turner, Chaplain	Kingsville, TX 78363

ARTICLE X. OFFICERS

10.01 ALL BUSINESS AFFAIRS: The business and non-business affairs, operations and decision-making ability of this Association shall solely be vested in and conducted by its OFFICERS. This includes but is not limited to selling and contracting to hiring mowers and repairmen, hiring surveyors, employees, agents, contractors, writing checks on the operation-checking accounts (any one OFFICER may do so - however, to write a check of \$250.00 or more, that shall require the signature of two OFFICERS). To create any lien against the cemetery tract of land and/or against the other assets of the Association will require the signature of two OFFICERS; and the conveyance by Deed of any real estate owned by the Association will require ALL OF THE OFFICERS' SIGNATURES AND CONSENT, and VOTE BY TWO-THIRDS MAJORITY OF THE MEMBERS.

10.02 INITIAL TERM: The initial term to be served by the OFFICERS named in ARTICLE IX above shall be for TWO (2) YEARS from 8:00 o'clock A.M. on May 6, 2005, until 7:00 o'clock P.M. on the FIRST SATURDAY OF MAY 2007, or until they are actually replaced by new OFFICERS at a Specially Called MEMBERS MEETING for that specific purpose.

10.03 Number and Qualifications of OFFICERS. The powers, business and property of the Association shall be conducted, controlled and managed to the extent authorized by law and these Bylaws by a board of OFFICERS.

a. Number of OFFICERS: The number of OFFICERS shall be SEVEN (7) but the number of OFFICERS may be increased or decreased (provided such decrease does not shorten the term of any incumbent OFFICER) from time to time by amendment to these Bylaws; provided however, that the number of OFFICERS shall never be less than TWO (2).

b. Qualifications: The OFFICERS need not be residents of the State of Texas but shall at all time be MEMBERS of the Association.

c. Election: The OFFICERS shall be elected at the meeting of the MEMBERS once every TWO (2) YEARS; and each OFFICER shall serve for a TWO YEAR period or until a successor shall have been elected and qualified. The first MEMBERS' election of OFFICERS shall be 10:00 o'clock A.M. on Friday MAY 6, 2005, or as soon thereafter as reasonably possible. Any OFFICER may call the date and time for said election to take place if not possible to hold the same on Friday May 6, 2005; or any MEMBER may force any of the OFFICERS to give notice of a time, date and place of said meeting.

d. Increase in Number: If the MEMBERS change these BYLAWS to increase the number of OFFICERS, then the MEMBERS shall, at that same election, appoint the OFFICER(S) to fill that new seat, who is (are) to serve until the next scheduled two year election of OFFICERS.

e. Death or resignation: If an OFFICER dies, becomes incapacitated, or resigns, or otherwise refuses to serve, the remaining OFFICERS (or OFFICER if there are then only two serving) may appoint a new OFFICER to fill that unexpired term, and shall give notice of said appointment to the membership in the most feasible manner. If all of the OFFICERS die, resign, become incapacitated and/or refuse to serve, then any MEMBER may call a special meeting for the purpose of electing new OFFICERS.

f. Officer Meetings: The meetings of the OFFICERS may be as frequent or as infrequent as the necessity arises, at their sole discretion; and the meetings may be conducted informally and even by phone conferencing or online computer meeting. Records of said meetings and the decisions made thereat should be maintained in the best manner as the OFFICERS may elect. However, any issues involving matters required by law to be recorded shall be fully so recorded and preserved as the permanent record of this Association.

g. Decision making: All decisions to be made by the OFFICERS shall be done by the majority of the OFFICERS consenting thereto. If there is a dissent, the SECRETARY retaining the records of the Association shall log the dissent in records, in writing and shall have it signed by the dissenter if so desired.

h. OFFICERS Duties:

Elective OFFICERS of the historic Navidad Baptist Cemetery shall be President, Vice President, Treasurer, Registrar, Historian, Chaplain and Secretary. The President appoints a Parliamentarian. The EXECUTIVE BOARD shall consist of the SEVEN (7) elected OFFICERS.

The term of office shall be TWO (2) YEARS, or until a successor is elected.

Each OFFICER and chairman shall keep a folder of specific duties of that office and any applicable records created during their term in office to be given to the successor.

President – Shall preside at all meetings of the Association. The President is an ex-officio member of all committees except the Nominating Committee; shall appoint all committee chairpersons and appointive OFFICERS, except the Chairman of the Nominating Committee, with approval of the Executive Board.

The President shall initial all bills OVER \$250.00 approved by the Association for payment by the TREASURER or any OFFICER and signature shall appear on any and all papers where required.

The President shall represent the Association on any civic occasion when invited to do so, or shall appoint a member to act in the President's stead.

The President shall call Executive Board meetings when the Association business necessitates or when FOUR (4) BOARD MEMBERS request a meeting to clarify a policy.

The President shall chair the Bylaws and Standing Rules Committee.

Vice President – Shall assume the duties of the President when necessary due to absence or incapacity.

The Vice President shall be responsible for the general arrangements for the meetings of the Association.

The Vice President shall chair the Grounds Restoration and Maintenance Committee.

Chaplain – The Chaplain shall offer a prayer at the opening/closing of each meeting and perform duties pertinent to the office on ceremonial occasions.

Secretary – The Secretary shall keep a record of the proceedings of all official meetings, including the Executive Board meetings. The meetings shall be kept in a binder with appendages of other reports in a safe place.

The Secretary shall be responsible for all correspondence as directed by the President and will notify Association members of meetings at least one week in advance, and will place a notification in the SCHULENBURG STICKER News.

Treasurer – The Treasurer shall keep records of Association finances. The Treasurer receives all funds of the Association and shall deposit same in a bank approved by the Association. A financial statement shall be presented at each meeting and a copy for:

1. Treasurer's records
2. Secretary's minutes
3. President's file

Prior to assumption of office by new OFFICERS, the Treasurer's books shall be audited by three members appointed by the Association President.

Registrar – The Registrar shall compile and maintain the Association Membership Roster, making a new copy for distribution each May to all members and OFFICERS.

Historian – The Historian shall have charge of and shall catalog the historical and biographical papers of the Association. The Historian shall keep a binder of newspaper clippings and other items relating to the Association.

Parliamentarian – The Parliamentarian attends Executive Board meetings at the request of the President and advises the President on matters of parliamentary concern. The rules contained in Robert's Rules of Order Newly Revised shall govern the Association in all cases in which applicable and in which they are not inconsistent with the Bylaws.

i. **Depository:** The OFFICERS shall have the power from time to time to select one or more banks or savings institutions to act as depositories of the funds of the Association, to determine the manner of receiving, depositing, and disbursing the funds of the Association, the form of checks to be used, and the person or persons who shall be authorized to sign such checks. The OFFICERS may authorize any one of or all of the OFFICERS to sign checking account checks.

j. **Fees and Salaries:** The OFFICERS shall not receive a fee or salary for serving; however, the OFFICERS shall be reimbursed for all costs and expenses incurred in handling the affairs of this Association, including gas allowance for trips on behalf of this Association.

k. **Bonds:** The OFFICERS are not required to be bonded or insured, unless the OFFICERS themselves deem it wise or necessary, such as obtaining liability insurance to protect not only the Association but also to protect the OFFICERS in their serving said Association.

l. **Removal:** The OFFICERS may be removed from office by the Majority vote of the OFFICERS only for cause: for gross dereliction of duty, for death, for permanent and total incapacity, for conviction of a felony, for misapplication of Association funds, termination of membership status -- by giving timely notice and fair hearing by the OFFICERS. The Membership may call a special election to remove an OFFICER for the grounds listed above if the OFFICERS fail or refuse to take such corrective action; and thus vote said removal by a majority vote of its members (voting in presence or by proxy).

m. Records: All records required by law of cemeteries and/or of cemetery associations will be kept and/or retained for duration of the Association.

n. Nonliability of OFFICERS in Certain Cases: No OFFICER shall be liable for acts as such if executed in good faith and in reliance upon a reasonable interpretation of the applicable laws and regulations; and in no event shall be liable for simple negligent acts or omission, or errors in investment judgment, or errors of worth, especially if in reliance upon the written opinion of any attorney of the Association, of a C.P.A. or appraiser. In no event shall the OFFICER be liable for non-curing problems or defects created by prior Trustees or by such prior fiduciaries' negligent acts or omissions, or by attempting in good faith to effectuate a cure to problems or defects previously created by others.

o. Indemnification of OFFICERS: Each OFFICER and former TRUSTEES of the cemetery Association shall be and hereby is, indemnified by the Association against liabilities imposed upon such OFFICER and against all expenses actually and reasonably incurred in connection with any claim made against such OFFICER or against said ASSOCIATION, or against another OFFICER, or in the defense of any action, suit, or proceeding (civil or criminal, administrative or judicial, including mediation and arbitration proceedings, and appeals) to or in which such person is or may be made a party (or having been subpoenaed to testify as a witness, or ordered to give testimony before any jury or grand jury) by reason of being or having been such OFFICER, and against such sums as independent counsel selected by the OFFICERS shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that NO OFFICER shall be indemnified with respect to matters as to which that person shall be adjudged in such action, suit, or proceeding to be liable or guilty (or having plead nolo contendere or having been placed on deferred adjudication) for CRIMINAL ACTS, EMBEZZLEMENT, INTENTIONAL INJURY, GROSS NEGLIGENCE, MALICIOUS or OFFICIAL MISCONDUCT in the performance of a duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the OFFICERS shall not deem reasonable payment, made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification shall be in addition to, but shall not exclude, any other rights to which the OFFICERS may be entitled. The ASSOCIATION agrees to have any of its insurers WAIVE RIGHTS OF SUBROGATION as to said OFFICERS if the indemnity provisions above are applicable.

p. Advancement of Defense Funds: In the event the Association obtains an opinion from independent counsel that the acts or omissions of a OFFICER is subject to the indemnification provisions above, whether that issue has been or is being resolved in that pending proceeding, the OFFICERS may advance such funds to the OFFICER who is the subject of such action to cover anticipated legal fees and expenses of litigation. In the event the final result is that the indemnification provisions are not applicable because of the nature of the offense, then that OFFICER shall refund all such advancements made, including interest thereon at EIGHTEEN PER CENT PER ANNUM from the date said advancements were so made. In lieu of advancements, if acceptable to said legal counsel, the ASSOCIATION may agree to act as sureties for the legal counsel expenses and fees. However, if two or more OFFICERS are involved in the complaint, indictment or litigation as defendants or respondents, then the advancement decision can only be made by an independent committee of three MEMBERS as the membership may appoint by special meeting thereon; and no such advancements or surety arrangements may be made by the OFFICERS.

ARTICLE XI. MEMBERSHIP

- 11.01 Members: The MEMBERS of this incorporated non-profit cemetery Association are those private persons (no entities may become a member - i.e. no trust, no corporation, no family limited partnership, etc.) who own a burial space or lot, are a descendant of a person(s) buried in the **NAVIDAD BAPTIST CEMETERY, CR 401, VACEK LOOP, SCHULENBURG, FAYETTE CO.,**

TEXAS, OR any man or woman interested in the restoration, preservation, and maintenance of the historic cemetery.

11.02 Proxy: A Member may submit his vote to be taken via proxy, provided he/she signs and dates the same, and marks the acceptance or rejection of each of the matters being voted upon (or if the matter is an election of OFFICERS, instead of voting on the listed candidates, a write-in candidate may be added to the proxy), and (but not required) the naming of the proxy to serve in your stead; and said proxy must be filed with the OFFICERS at the time the roll-call of Members is made on the election date, but preferably prior to that date.

11.03 Meetings: Meetings will be held the SECOND SATURDAY OF FEBRUARY, MAY, AUGUST, AND NOVEMBER OF EACH YEAR, unless otherwise scheduled in advance. A Nominating committee of THREE (3) MEMBERS shall be elected at the AUGUST meeting on EVEN NUMBERED YEARS. The Committee shall nominate candidates to be elected at the annual business meeting in NOVEMBER. No member shall serve on two (2) consecutive Nominating Committees. The VOTING or ELECTION OF OFFICERS MEETING shall take place once every TWO (2) YEARS, on or about the SECOND SATURDAY OF NOVEMBER of said second year. The first of said meetings shall be on or about the SECOND SATURDAY OF NOVEMBER 2006, at the designated office of said Association. Other business may be conducted by the Membership at that time and date, as so noted by call of the OFFICERS. No notice shall be required for a regular meeting, unless the meeting date has been rescheduled.

11.04 Special Called Meetings: The OFFICERS or MEMBERS may call a Special Called Meeting for any legal purposes allowed by law or pursuant to these BYLAWS, and the notice must set forth the matters to be discussed or voted upon at said special meetings, setting the time, date and place thereof. A NOTICE must be sent to ALL MEMBERS ONE WEEK (7 DAYS) prior to the Special Called Meeting. The NOTICE of said special called meeting shall also include a PROXY for the MEMBER to sign and return if not able to attend.

A SPECIAL CALLED ONLINE COMPUTER MEETING must state the purpose of the meeting and have an e-mail response by at least a QUORUM OF THE MEMBERS.

11.05 Election shall be by ballot, online e-mail submission, or may be viva voce if candidates are unopposed. A majority of the votes cast shall constitute election to office.

11.06 Vacancies in elective offices, except President, shall be filled by the Executive Board until the next general election.

11.07 Quorum of MEMBERS: At all meetings, SIX (6) MEMBERS, TWO (2) of whom must be Executive Board members, constitute a quorum.

(a) Voting on OFFICERS: The vote of simple majority of those in attendance and voting by proxy is all that is required.

(b) Voting to Remove or Indemnify OFFICERS: The vote of simple majority of those in attendance and voting by proxy is all that is required.

(c) Online Voting: The number of ONLINE VOTERS MUST EQUAL THE QUORUM REQUIRED (SIX MEMBERS, TWO OF WHOM MUST BE EXECUTIVE BOARD MEMBERS). There must be at least FOUR (4) "YES" VOTES for the vote to pass.

(d) Voting to Terminate Association: At least a TWO-THIRDS (2/3) VOTE approving said proposal of those in attendance and voting in proxy is required before said action shall carry.

(e) Proxy: A proxy shall only be good for the specific election mentioned in that proxy or for any adjournments thereof; but shall have no effectiveness for any subsequent called or regular meeting.

- 11.08 Charge of Voting: At the call to order of the meetings of Members by an OFFICER(S), the Members in attendance shall elect an OFFICER to hold the election and shall elect a secretary to record the minutes of that meeting and of the votes. Failing to do so, the OFFICERS may designate one of its own or any other designee to conduct the election and to canvass the election.
- 11.09 Determination of Legal Voting: Notwithstanding who conducts the elections, only the OFFICERS then serving up to the time of said election shall determine who may or may not vote at the election (i.e. who the actual members are, etc.). The current list of voting membership as maintained at the regular office of the Association and in the official records of said Association shall be conclusive and presumptive proof of who the qualified voters are -- as of THIRTY (30) DAYS prior to said election.

ARTICLE XII. MISCELLANEOUS PROVISIONS

- 12.01 Fiscal Year. The fiscal year of the Association shall be decided by the OFFICERS.
- 12.02 Seal. No seal shall be required of the Association.
- 12.03 Resignations. Any director or OFFICER may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either the Board of Directors, the President, or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.
- 12.04 Securities of Other Associations. The President or any Vice-President of the Association shall have power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities or another issuer, which may be held or owned by the Association and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.
- 12.05 Depositories. Funds of the Association not otherwise employed shall be deposited from time to time in such banks or other depositories as either the Board of Officers/Directors or the President or the Treasurer may select to approve.
- 12.06 Signing of Checks, Notes, etc. In addition to and cumulative of, but in nowise limiting or restricting, any other provision or provisions of these Bylaws which confer any authority relative thereto, all checks, drafts, and other orders for the payment of money or monies out of funds of the Association and all notes and other evidences of indebtedness of the Association shall be signed on behalf of the Association, in such manner, and by such OFFICER or OFFICERS, person or persons, as shall from time to time be determined or designated by or pursuant to resolution or resolutions of the Board of Directors; provided, however, that if, when, after, and as authorized or provided for by resolution or resolutions of the Board of Directors the signature or signatures of any such OFFICER or OFFICERS, person or persons, may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Association as though such OFFICER or OFFICERS, person or persons, had signed the same personally, and, in event of the death, disability, removal, or resignation of any such OFFICER or OFFICERS, person or persons, as though and with the same effect as if such death, disability, removal, or resignation had not occurred.
- 12.07 Persons. Wherever used or appearing in these Bylaws, the singular shall include the plural wherever appropriate.

12.08 Laws and Statutes. Wherever used or appearing in these Bylaws, the words "law", "laws", "statute", and "statutes", shall mean and refer respectively, to laws and statutes, or a law or a statute, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Adopted by the MEMBERS on this 18 day of Oct. 2005.

Iris R. Guertin, President - PRESIDING OFFICER

ATTEST:

E. Doss Kornegay, Jr., Vice President - OFFICER