

**The name of this Corporation is Evergreen Cemetery, Inc. and is located at Caribou, in the County of Aroostook and State of Maine.**

**The purposes of said Corporation are:**

1. To purchase land for cemetery purposes.
2. To plot or sub-divide land so purchased into small parcels suitable for family burial lots.
3. To do all things necessary for the maintenance and operation of a well-kept and up-to-date cemetery.

## **BYLAWS**

Its principal place of business shall be at Caribou, Maine.

The fiscal year of the corporation shall be a calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>.

**MEETINGS:** The annual meeting shall be held the second (2<sup>nd</sup>) Tuesday of August, and special meetings shall be called by the President whenever requested by the Board of Directors and upon petition of ten (10) members.

A member of the Corporation shall be any owner(s) of a lot or part of a lot as defined below.

Any owner(s) of a lot or part of a lot shall have one vote at the annual meeting of the Corporation. Owner(s) includes:

- Owner(s) of a lot or part of a lot;
- Immediate family, if owner is deceased;
- Immediate family, if owner is deceased, and immediate family members are designated to be buried in owner's plot.

**The Corporation shall consist of the following:**

President

Vice-President

Clerk

Secretary

Treasurer

Board of Directors

Auditor

Quorum: Ten (10) members, i.e., lot owners, will constitute a quorum for annual meetings of the Corporation and a smaller number may adjourn to another time and place.

## **THE DUTIES OF OFFICERS**

### **President:**

The President shall supervise and control all of the business and affairs of the Corporation subject to the control of the Board of Directors. The President may sign individually, or with any proper Officer of the corporation thereunto authorized by the Board of Directors, any deeds, 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 Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors, from time to time.

### **Vice-President:**

In the absence of the President or, in the event of his or her death or disability or to act, the Vice-President, in the order of his or her election, 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.

### **Clerk:**

1. With a duly executed Power of Attorney, it shall be the duty of the Clerk of the Corporation, as its true and lawful Agent/Attorney-in-Fact, for and in the name and on behalf of the Corporation to act as follows:
2. Collection of Monies. To demand, collect, and receive all monies now due or which may hereafter become due to the Corporation from the sale of burial plots, and to give proper receipts and discharges for the same.
3. Execution of Deeds and Certificates. To make, execute, acknowledge, and deliver all deeds for burial plots sold by the Corporation, and to prepare, execute, and issue certificates of perpetual care associated with said burial plots.
4. General Authority. To do all acts and things necessary, proper, or convenient for the exercise of the foregoing powers, as fully and effectively as the Corporation might do if acting in its own capacity.
5. The Clerk shall receive compensation as determined by the Board of Directors. Compensation will be based on cemetery activity to include the sale and marking of plots, the accurate issuance of certificates, mapping of sales/transfers, compliance with cemetery procedures, and all associated records.
6. The Clerk shall be responsible for all arrangements necessary for the use of the cemetery by Funeral Directors. Marking of the plot will take place when notified by the Funeral Director or Monument Company, and if paid-in-full, as authorized by the Treasurer.
7. Burials not under the care of a Funeral Director must follow the rules of the cemetery corporation. The appropriate grave opening is to be dug by the authorized cemetery

contractor with size determined by plot use. The Clerk may assist families with inquiries about burial services, purchases, and memorial options.

8. The Clerk ensures adherence to local regulations and cemetery policies.

**Secretary: It shall be the duty of the Secretary to:**

1. Keep the minutes of the Annual and Special meetings, if any, of the Corporation.
2. Incorporate the minutes of such meetings in the Corporation records.
3. Place before each annual or special meeting the record of any actions taken at previous meetings.
4. Have custody of the Corporation's books and records as they relate to secretarial duties.
5. Retain copies of necessary papers or records related to the operations of the cemetery, but not including deeds of conveyance, certificates of perpetual care, or any papers or records related to same, which are to be managed and retained by the Clerk.
6. Post all legal notices of meetings of the organization.
7. Attend all meetings of the Board of Directors, keeping minutes of its meetings and incorporating them into the records of the Corporation.
8. Make available, to any member, records of the actions of the Directors.

**Treasurer:**

1. The Treasurer shall receive from the Clerk all monies accruing to the Corporation related to the Clerk's duties, and give receipt of same.
2. The Treasurer shall receive all other monies accruing to the Corporation with receipts of same.
3. The Treasurer shall be responsible for the disposition of the perpetual care monies, with board approval, and in conjunction with the financial organization hired by the President.
4. Pay all the Corporation's bills upon receipt of appropriate vouchers for same.
5. Keep and maintain adequate records, showing receipts and disbursements of all monies which are to be reported at any meeting of the Board of Directors.

**Board of Directors:**

1. The Board shall consist of no less than three (3) and no more than five (5) members.
2. They shall be the sole governing body of the Corporation.
3. They shall instruct the Secretary with the time and place where all Corporation meetings shall be held.
4. Appoint representatives or agents in addition to the regularly elected officers, if necessary.
5. Formulate all policies for the organization and direct the proper officers to carry them out.
6. Shall obtain and maintain adequate insurance for the operation and protection of the Corporation business against any liabilities, loss, theft, forgery, fraud, or coverage

deemed necessary by a licensed professional. Insurance is to be reviewed yearly and/or updated, as needed.

7. Set all Corporation charges and adjust same, when necessary.
8. Set all compensation for officers and others and adjust same, when necessary.
9. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and Clerk, and shall be sealed with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the Corporation. If any certificate is lost, mutilated or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.
10. Direct, through the Clerk, all sales, collections or suits.
11. Keep ongoing check on all phases of the business to ensure its proper function.
12. Hold at least six (6) meetings—more, if needed—during the year.
13. The President is to call all meetings of the Board of Directors.
14. The Board of Directors may fill any vacancies caused by death, resignation or the Board's removal of an officer from a position, or his or her disqualification from serving as an officer, until the next annual meeting.
15. The Board of Directors, without consulting the organization, may obligate the Corporation in any amount it deems necessary for the efficient operation of cemetery business for such time as may be necessary.
16. In electing the Board of Directors, two (2) members shall be chosen for one (1) year; two (2) members for two (2) years; and one (1) member for three (3) years.
17. No officers of the Corporation shall use any perpetual funds to pay operating costs.

### **CONTRIBUTIONS, GIFTS, BEQUESTS**

The Board of Directors may accept, on behalf of the corporation, any contributions, gifts, bequests, or devises (i.e., the act of giving real property by will, or the property itself) for any purpose of the corporation.

### **DUTIES OF THE AUDITOR**

It shall be the duty of the Auditor to examine the books of the Clerk and the Treasurer before the date of the Annual Meeting and report his/her findings to the members of the Corporation.

### **AMENDMENTS**

The Bylaws may be amended at any annual meeting, provided the proposed amendment has been included in the notice of the meeting or at the special meeting called for that purpose.

## **INDEMNIFICATION**

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including the settlement thereof, and including counsel fees reasonably incurred by, or imposed upon, such director or officer in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are incurred, to the fullest extent provided by law.

The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such persons may be entitled under any written agreement, board resolution, vote of members, statutes or common law. The corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section by the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under this Section.

## **CONFLICT OF INTEREST**

Any officer or director must declare a conflict of interest in any contract or other transaction involving the corporation before the board takes action. If a conflict is deemed to exist, such person shall not vote or take part in any discussion unless input is requested by the board.

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